



MARITIME RESOURCES CORP.

Management's Discussion & Analysis

For the Nine Months Ended
September 30, 2017
(the "Period")

Maritime Resources Corp.

Management's Discussion and Analysis

For the Nine Months Ended September 30, 2017

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Cautionary Notices

The Company's financial statements for the nine months ended September 30, 2017, and this accompanying Management's Discussion and Analysis ("MD&A") contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecasted or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "Risks and Uncertainties Related to the Company's Business" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "Risks and Uncertainties Related to the Company's Business" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals, title to properties, and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Introduction

The management's discussion and analysis ("MD&A" or "Report") of Maritime Resources Corp. (the "Company" or "Maritime") has been prepared by management in accordance with the requirements under National Instrument 51-102 as at November 22, 2017 (the "Report Date"), and provides comparative analysis of the Company's financial results for the Period. The following information should be read in conjunction with the Company's audited financial statement for the year ended December 31, 2016 and the Company's condensed interim financial statement for the period ended September 30, 2017 together with the notes thereto (collectively, the "Financial Statements"). Unless otherwise indicated, all dollar amounts in this document are in Canadian dollars.

The Financial Statements, together with this MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as potential future performance, and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events. Please refer to the risks and cautionary notices of this MD&A. Additional information relating to the Company may be found on SEDAR at www.sedar.com.

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HEAD OFFICE

Maritime Resources Corp.
Suite 615 – 800 West Pender Street Vancouver, BC
V6C 2V6

OFFICERS & DIRECTORS

Douglas Fulcher
Director, President and Chief Executive Officer

Andrew Pooler
Chief Operating Officer and Director

Niina Makela
Chief Financial Officer

Jacqueline Collins
Corporate Secretary

Bernard H. Kahlert, P.Eng.
VP, Exploration

Allan W. Williams
Director and Chairman

Peter Mercer
Director

LISTING

TSX Venture Exchange: MAE

REGISTRAR & TRUST AGENT

Computershare Trust Company of Canada
510 Burrard Street, 3rd Floor
Vancouver, BC
V6C 3B9

AUDITOR

Davidson & Company LLP, Chartered Professional
Accountants
1200 - 609 Granville Street
P.O. Box 10372, Pacific Centre
Vancouver, British Columbia
V7Y 1G6

LEGAL COUNSEL

Salley Bowes Harwardt Law Corp.
Suite 1750 – 1185 West Georgia Street
Vancouver, BC
V6E 4E6

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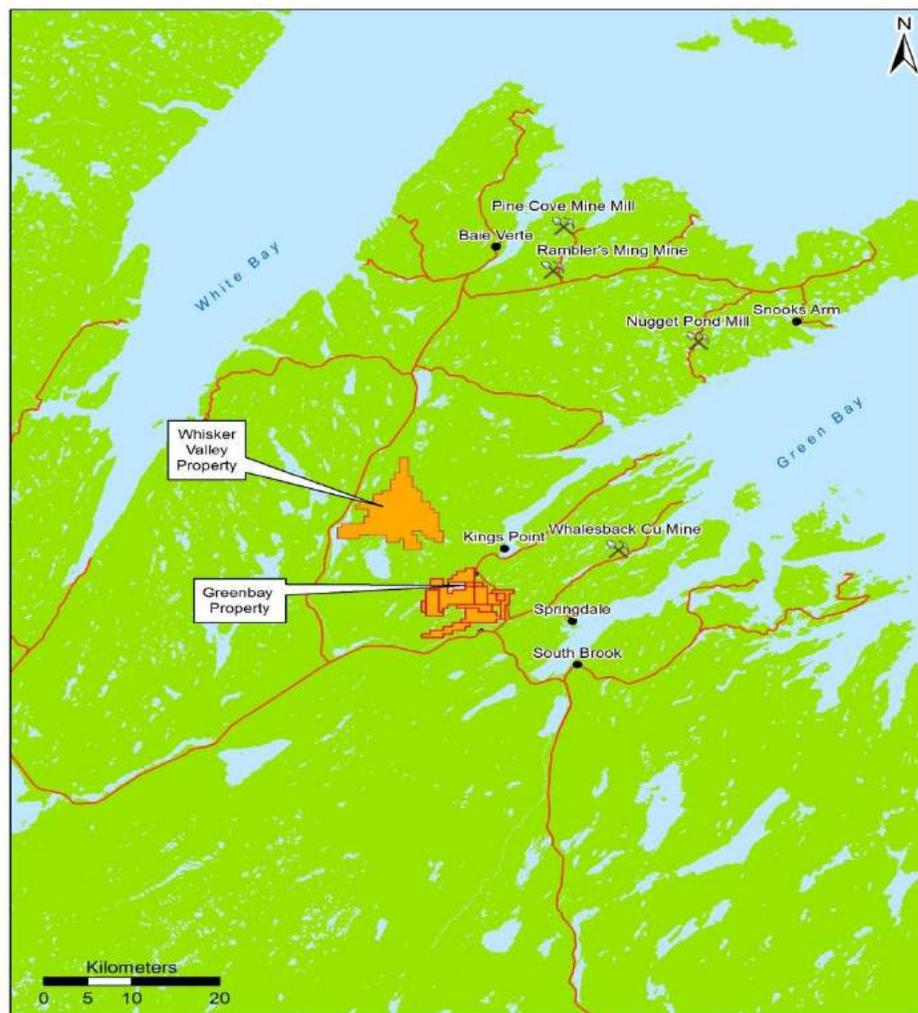
For the Nine Months Ended September 30, 2017

Qualified Person

Mr. Bernard Kahlert, P.Eng. is the qualified person under National Instrument 43-101, responsible for the technical information presented in this MD&A and the supervision of work done in association with the exploration and development programs in respect of the Company's exploration properties.

Description of Business and Overall Performance

The Company is a gold and base metals exploration and development company with a focus on Canadian mining opportunities with advanced exploration assets in Newfoundland and Labrador, Canada. The Company is a reporting issuer in British Columbia and Alberta, and trades on the TSX Venture Exchange under the symbol MAE.



Maritime holds 100% of the Green Bay Property, located near Springdale, Newfoundland and Labrador. The property hosts a combined measured and indicated and inferred NI43-101 Mineral Resource estimate of approximately 1,000,000 ounces from the past producing Hammerdown gold mine and the Orion gold deposit, which are separated by a 1.5 km distance. In addition the property also host the Lochinvar base metals/precious metals deposit.

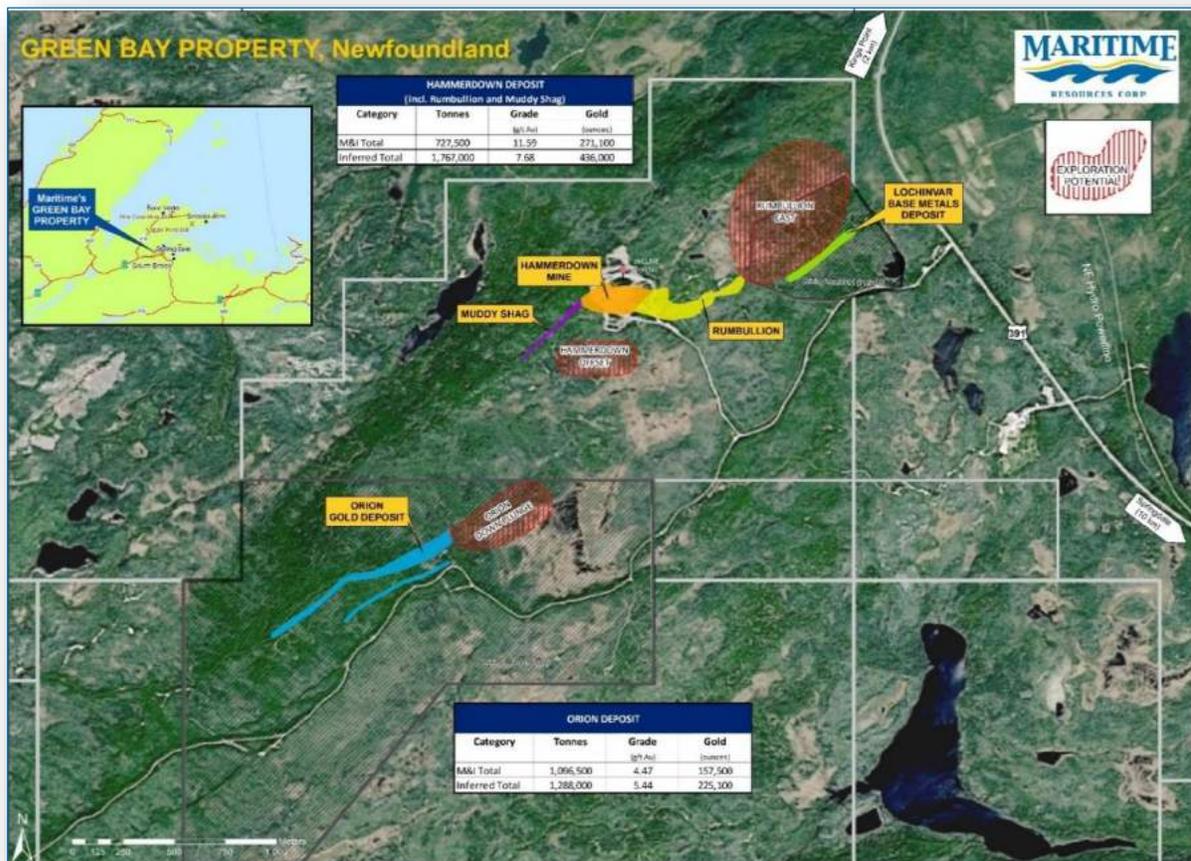
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The Hammerdown gold deposit was successfully mined by Richmond Mines between 2000 and 2004 when gold prices averaged US\$325/oz. During its operation, a total of 291,400 tonnes of ore were extracted, at an average grade of 15.83 g/t Au, recovering a total of 143,000 ounces of gold at an 8 g/t cut-off. All of the ore was processed at the Nugget Pond mill, now owned and operated by Rambler Metals and Mining Canada Limited, with an average gold recovery of 97.1%. Mining terminated in 2004 due to low gold prices with extensive gold mineralization remaining, although uneconomic at that time. The Orion gold deposit consists of two main vein systems, both of which are exposed on surface and open along strike, and down plunge to the northeast.

With the positive PFS, released in March 2017, the Company has begun an aggressive work program, starting in August of this year, with plans to continue advancing the Hammerdown gold mine towards a production decision. The Company's overall goal for Hammerdown is to be in full production within a 2 year period. The work program comprised of opening the underground portal to the historic Hammerdown mine as well as an extensive trenching and sampling program on the J and K veins, all are exposed on surface. During the period, project permitting also continued with the goal to complete a dewatering permit as well as an Environmental Assessment registration for an operation restart.



Highlights of Hammerdown, Green Bay for the nine months ended September 30, 2017

In March, 2017, a prefeasibility engineering study evaluating the economic viability of reopening the Hammerdown gold mine, was received from WSP Canada Inc. ("WSP"). WSP were mandated to evaluate the potential of bringing this past producing gold mine back into commercial production. The study was completed

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on the measured & indicated NI43-101 mineral resource estimate, producing proven and probable reserves for the property.

The Study was successful in demonstrating a viable mining operation with low upfront capital and short time line to the start of gold production. The engineering design optimizes a small foot print within the historical mine area as well as utilizing some of the existing underground infrastructure where possible. The operation is schedule to run at a capacity of approximately 400 metric tonnes per day ('mtpd') over a five-year mine life.

The results of the study showed positive economics, strong internal rate of return, short payback period and significant cash flow under reasonable commodity price assumptions. The pre-tax operating cash cost to produce an ounce of gold was estimated at \$558 CDN with an all in pre-tax-cost (including capital, sustaining capital and operating cost) of \$955 CDN per ounce of gold. In addition, there remain numerous opportunities for improvement to reduce the planned development and capital costs. Maritime will continue to evaluate these opportunities with a goal to fully optimize the returns from the mining operation. In September of this year the Company began an aggressive work program at the Hammerdown project area, details of the program are listed below:

Excavation of the Portal

When the Hammerdown mine originally closed in 2004 the portal and area in front of the portal was backfilled with unconsolidated material and re-contoured as part of the reclamation requirements. Excavation work has now been completed to the remove any material in front of the portal and the plug has been removed. The Company is now in a position to carry out an assessment of the underground workings to determine the work and capital required for full rehabilitation. During the winter months a full work plan and budget will be put in place to rehabilitate the underground workings as well as complete the dewatering permits for registration.



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2017 Trenching Program

The Hammerdown deposit consists of gold rich vertical veins averaging over a meter in width with visible exposure on the surface. During the first year of production in 2001 the previous operator mined 17,500 ore tonnes averaging approximately 16 grams per tonne gold from a small surface open pit operation. A trenching program was completed during the quarter sampling the J and K veins to further evaluate their surface mining potential. (See news release 17-12 dated November 16th, 2017) Further studies will be conducted to determine the potential for an early open pit production scenario. If successful this could potentially reduce the pre-production timeline as outlined in the Prefeasibility Study creating early cash flow and increase the annual gold production.



“J” Vein



“M” Vein

The 2017 trenching program at Hammerdown proved to be successful that focused on the J and K veins that are exposed on surface. The J and K veins are just two of the 10-vein gold system and are exposed on the surface for over 30 meters and 15 meters respectively. They are located near the south wall of the small open pit that was mined by the previous operator, Richmond Mines. During the original start-up of the Hammerdown Mine in year 2000, Richmond produced 8500 ounces from the small open pit over a period of just 4 months.

High grade gold assays were received from the J-Vein, ranging from 3.5g/t Au over 0.3 m to 67.5g/t over 0.5 meters. Assay values were also received from K-Vein, where 2 samples assayed 11.8 g/t Au over 0.5 m and 27.2 g/t Au 0.3 m. Values at the L-Vein, which is oblique to the pit wall, west of the high-grade portion of the Hammerdown vein system, were lower than 1 gm/t Au, due to its position outside the main high-grade zone.

The surface traces of the “J” and “K” veins are upward projections of previous drill hole intersections from 30 to 50 meters depths. These veins trend parallel to the pit wall and are being targeted for its open pit potential in the early stages of re-starting the mine. This could potentially reduce the preproduction timeline as outlined in the recently released prefeasibility study. The maps attached show the location of the channel samples with detailed assays below. The maps also show the position of the veins in proximity to the existing open pit wall edge.

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TABLE of CHANNEL SAMPLES, (showing grade, thickness and extent of the J and K vein)

VEIN	CHANNEL WIDTH	GOLD (g/t)	VEIN EXTENT (Length)
J-1	0.75m	6.5 g/t	7.62m
J-1	0.60m	6.3 g/t	4.18m
J-1	0.34m	10.39 g/t	3.05m
J-1	0.5m	67.5 g/t	4.07m
J-1	1.3 m	0.2 g/t	4.88m
J-1	0.75m	2.6 g/t	7.30m
K-1	0.5m	11.8 g/t	6.55m
K-1	1.3m	0.53 g/t	3.15m
K-1	0.27m	26.87 g/t	6.75m
K-2	0.79m	3.11 g/t	7.4m

A number of grab sample were also taken from surface on the J Vein, these samples were primarily semi-massive pyrite within a quartz vein which is characteristic of the high-grade gold mineralization at Hammerdown. These high-grade gold assays are also supported by the assays from the channel samples taken along the exposed J vein.

TABLE of GRAB SAMPLES, (J and K vein)

SAMPLES	GOLD (g/t)	OUNCES / T
B-1	24.6	.79
B-2	118.5	3.81
B-3	99.2	3.19
B-4	169.6	5.45

Drill Program

A 3,000-metre drilling program has been planned for the winter of 2018 and is expected to begin in February.

Specifically, at the J & K veins, drilling will be directed between the recent trenching program and the historic underground drilling. This portion of the program will consist of shallow drill holes to outline grade and thickness of the upper portion of these veins. Once the drill program is completed, both surface trenching and drilling results will be compiled and evaluated for a potential open pit production scenario similar to Richmond's first year of production.

The Hammerdown portion of the drill program is targeting the inferred resource that exists within the mine plan area as outlined in the Prefeasibility Study announced in March of 2017. Currently there is approximately 400,000 ounces of Au in the inferred category estimated within the PFS mine plan area. A focused drill program will aim to move part of the inferred resource into the measured and indicated categories to allow for further consideration as a mineral reserve. The Rumbullion drilling will target both veins exposed by the surface trenches and a number of the geophysical targets outlined in last year's exploration program. This drilling will test the potential extension of the deposit for approximately 1,000 meters north east of Rumbullion.

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Permitting

Stantec Engineering has been engaged to complete the site environmental programs required for permitting the potential mining operation. To date many of the baseline environmental studies have been completed and will be incorporated into the environmental assessment ('EA') registration document that is expected to be submitted to the Newfoundland government later in 2018.

A mine water sampling program has also been completed in September of this year to determine the quality of the water underground in support of amine dewatering program. A previous sampling program completed in 2013 showed clean water with neutral pH. The latest sampling program by Stantec duplicated those 2013 results. With the water quality in the mine currently meeting effluent discharge standards, any treatment required as part of the dewatering program will be minimal.

The Company's management and engineering team will continue its focus on the opportunities outlined in the PFS with a goal to further enhance the project's economics while targeting specific CAPEX and schedule reductions. A surface diamond drilling program is also being planned to target extension of any previously mined areas and infill drilling on the inferred resources. There remains a significant amount of inferred mineralization situated near PFS planned development however is not presently included in the mine plan.

On completion of the 2017 planned work programs the Company intends to aggressively seek potential funding partners to bring Hammerdown gold mine back to production.

HAMMERDOWN PRE-FEASIBILITY STUDY ('PFS') HIGHLIGHTS

- Project Pre-tax net present value ('NPV_{8%}') of \$71.2 million with an IRR of 46.8% per cent.
- Project after-tax net present value ('NPV_{8%}') of \$44.2 million with an internal rate of return ('IRR') of 34.8%
- Net pre-tax cash flow of \$104 million, undiscounted. Net after-tax cash flow of \$69 million, undiscounted.
- Total Development and Capital Cost Estimate for the five-year life of mine of \$67.8 million,
 - Mine Development Capital of -\$16.8 million
 - Equipment Capital of -\$10.6 million
 - Infrastructure Capital of -\$13.0 million
 - Sustaining Capital - \$12.9 million
 - Indirect costs of -\$7.3 million
 - Contingency of -\$7.2 million
- Mine life for the current plan at Hammerdown is five years, producing approximately 174,000 ounces at an average of approximately 35,000 ounces per year. Basic assumptions used for the compilation of this PFS:
 - Gold Price of US\$ 1,250 per ounce
 - Exchange Rate of 0.8 US\$: 1 CA\$ (or 1 US\$: 1.25 CA\$)
 - Project discount rate of 8%
 - Mill recovery of 97% based on the historic treatment of the ore at the nearby Nugget Pond Gold Mill from 2000 to 2004.

MINERAL RESOURCE AND RESERVE UPDATE

As part of the PFS, a new geological resource and reserve has been estimated for the Hammerdown project. Tables 1 and 2 below outline the results of this updated estimate which will also be detailed in the technical report filed with SEDAR. No inferred mineralisation was included in the reserve estimate.

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MINERAL RESERVE**Table 1 Mineral Reserve Estimate Summary for the Hammerdown Gold Project**

CLASSIFICATION	QUANTITY tonnes	GRADE Au, g/t	CONTAINED METAL Au, Koz
Proven Reserves (undiluted, unrecovered)	118,600	15.17	57.8
Probable Reserves (undiluted, unrecovered)	320,600	11.79	121.5
Total Proven and Probable Reserve (undiluted, unrecovered)	439,200	12.70	179.4
Dilution (all sources)	261,400	0	0
Reserve (diluted and recovered)	700,600	7.96	179.4

Note: see Mineral Reserve Statement Notes below

MINERAL RESOURCE**Table 2 Mineral Resource Estimate for the entire Green Bay Property (including Hammerdown/Rumbullion/Muddy Shag Gold Deposits).**

CLASSIFICATION	QUANTITY tonnes	GRADE Au, g/t	CONTAINED METAL Au, Koz
Measured	372,170	12.09	144.7
Indicated	553,500	9.60	170.9
Total Measured + Indicated	925,670	10.60	315.6
Inferred	1,557,000	7.53	376.8

Note: see Mineral Resource Statement Notes below

The procedures used for the resource and reserve estimation processes are consistent with the Canadian Institute of Mining and Metallurgy ('CIMM') best practices and NI 43-101 guidelines. Generally, figures are rounded to reflect the accuracy of the estimate; numbers may not total due to this rounding.

PRE - FEASIBILITY ('PFS') SUMMARY

The PFS is based on the measured and indicated mineral resource within the Hammerdown deposit only. The Orion deposit, located approximately 1.5 km from Hammerdown gold mine, was not considered a part of this study and remains an opportunity for the project.

The study envisioned that ore mined at Hammerdown will be trucked and processed, at approximately 400 metric tonnes per day ('mtpd'), to the Nugget Pond gold mill owned and operated by Rambler Metals and Mining Canada Limited.

At Hammerdown ore will be mined by way of a combination of both Long Hole and Mechanized Cut and Fill, utilizing the original access portal and a small portion of the existing underground workings.

Mine life in the PFS is approximately 5 years producing an average of approximately 35,000 ounces of gold per year with an all in pre-tax cost of approximately \$955 per ounce.

Additional opportunities exist to improve the low risk, low capital base case scenario, including:

- Additional resource growth through the exploration and development of the Inferred Resource at Hammerdown that sits within the existing mine plan and contains up to 377,000 oz. gold;
- The potential of open pit production from Orion, not included in this study, during the first few years of operations;

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- Further studies on both mining method, to minimize dilution, as well as underground development. This work will be initiated once the portal has been reopened and refurbishing of the underground workings have begun.
- Integration of ore pre-concentration at the mine site. This could potentially allow for further optimization of mine production by reducing the amount of waste and improving the grade being delivered to the mill;
- A detailed review will be completed of all surface infrastructure including, utilities, building and electrical etc. to determine the optimal use of and requirements for this equipment;
- All mine and surface mobile equipment is purchased upfront as new. There may be opportunities to source some equipment in the used market or possible arrange equipment financing terms with a supplier. A review of both size and quantity of mobile equipment will be completed for optimization and potential reduction in up front capital.

A National Instrument 43-101 ("NI 43-101") technical report will be filed on SEDAR at www.sedar.com within 45 days, before the end of April 2017.

ECONOMIC SUMMARY**Table 3 Project Economics**

ITEM	VALUE
Production Life	5 Years
Recovered Gold	174,000 oz
Revenue	270 \$ M
Total Operating Cost Estimate	97.1 \$ M
Total Capital Cost Estimate (Over LOM)	67.8 \$ M
Before-Tax Cash Flow	104 \$ M
After-Tax Cash Flow	69 \$ M
Before-Tax Net Present Value (8% discount)	71.2 \$ M
After-Tax Net Present Value (8% discount)	44.2 \$ M
Internal Rate of Return, Before-Tax	46 %
Internal Rate of Return, After-Tax	34.8 %
Before-Tax Payback Period, from start of production	1.7 Years
After-Tax Payback Period, from start of production	1.9 Years

Table 4 Summary Project Parameters and Economics

ITEM	VALUE
Gold Price	1250 US\$/oz
Exchange Rate	0.8 US\$: 1 CA\$
Mill Feed	700,500 Tonnes
Head Grade	7.96 g/t
Gold Production	174,000 oz
LOM Capital Estimate	
Mine Development Capital	16.8 \$ M
Mine Development Sustaining Capital	5.5 \$ M
Mine Equipment Capital	7.2 \$ M
Mine Equipment Sustaining Capital	7.1 \$ M
Water Management	0.7 \$ M
Infrastructure	8.6 \$ M

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ITEM	VALUE
Power, Electricity	3.9 \$ M
Reclamation, Closure, Post-Monitoring	1.0 \$ M
Royalty Buy Back	1.0 \$ M
Indirect Costs	7.3 \$ M
Contingency	8.7 \$ M
Total	67.8 \$ M
LOM Operating Cost Estimate	
Mining	52.3 \$ M
Crushing, Loading, Transport	14.6 \$ M
Processing	23.0 \$ M
General & Administrative	7.1 \$ M
Total	97.1 \$ M
Operating Cost Per Ton	139 \$/t
Operating Cost Per Oz/Au	558 \$/oz
Refining, Transportation Charges	1.0 \$ M
Royalties	2.7 \$ M
Other Costs	
Reclamation Bond & Associated Cost	0.2 \$ M
Salvage Value	(2.7) \$ M
Taxes	35.0 \$ M
Other Parameters	
Mining Dilution (Stopes, Drifts)	60 %
Mining Recovery (Stopes, Drifts)	100 %
Mill Recoveries (Au)	97 %

The table below summarises the sensitivities associated with metal pricing, project operating expenditures ('OPEX') and capital expenditures ('CAPEX').

Table 5 Summary of Sensitivities

VARIABLE	-20%	-10%	0%	+10%	+20%
Gold Price	28.4 \$M	49.8 \$M	71.2 \$M	92.6 \$M	114.0 \$M
Operating Cost	86.6 \$M	78.9 \$M	71.2 \$M	63.5 \$M	55.7 \$M
Capital Cost	84.4 \$M	77.8 \$M	71.2 \$M	64.6 \$M	58.0 \$M
Note: Before-Tax NPV at 8%					

MINERAL RESERVE AND MINERAL RESOURCE STATEMENTS**MINERAL RESERVE NOTES**

The Mineral Reserves Estimate was prepared by WSP Canada Inc. (WSP). The mineral reserve estimate identifies the economically mineable mineral contained within stope shapes that have a final diluted grade of 3.0 g/t or higher. Above cut-off grade resource material less than 3 metres from historically mined workings was determined non-mineable due to safety concerns. This non-mineable material has been excluded from the reserves.

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MINERAL RESOURCE NOTES

The Resource Estimate was prepared by WSP Canada Inc (WSP). The mineral resource estimate is based on the combination of geological modeling, geostatistics and conventional block modeling using the Ordinary Krig method of grade interpolation. The mineral resources were estimated using a block model with parent blocks of 5m X 5m X 5 m split three times into sub-blocks. The geological model including mineralized intercepts was generated by Maritime personnel and then audited by WSP. The QAQC protocols and corresponding sample preparation and shipment procedures have been reviewed by WSP.

Table 7 Mineral Resource Estimate for the Green Bay Property including:
Hammerdown/Rumbullion/Muddy Shag Gold Deposits and Orion Gold Deposit

Category	Deposit	Vein	Tonnes (t)	Gold (g/t)	Ounces ('000 oz)
Measured	Hammerdown/Rumbullion/MuddyShag	All	372,170	12.09	144.7
	Measured Total		372,170	12.09	144.7
Indicated	Hammerdown/Rumbullion/MuddyShag	All	553,500	9.60	170.9
	Orion	Main	206,600	4.18	27.8
		DISV	889,900	4.53	129.6
		EMS	-	-	-
		ALL Orion total	1,096,500	4.47	157.6
IndicatedTotal		-	1,650,000	6.19	328.5
Measured and Indicated Total		ALL	2,022,170	7.28	473.2

Inferred	Hammerdown/Rumbullion/MuddyShag	All	1,557,000	7.53	376.8
	Orion	Main	387,000	6.91	86.0
		DISV	737,000	4.67	110.7
		EMS	164,000	5.39	28.4
		ALL Orion	1,288,000	5.44	225.1
InferredTotal		ALL	2,845,000	6.58	601.9

Whisker Project –Exploration Update

In March 2017 the company concluded an option agreement to earn a 100% interest in a property covering a number of high grade gold veins close to the Company's Hammerdown Gold Deposit in Newfoundland, Canada.

The 52-square kilometre Whisker Valley property ("Whisker") consists of claim units owned by a Newfoundland prospecting partnership. Optioning this early discovery stage high grade gold prospects is a strategic move for Maritime. The property is located only 10 km from the Hammerdown - Green Bay Gold Project with existing logging road connecting the two properties. New discoveries of significance at Whisker could allow for the a common operating base for both projects. At present Hammerdown development plans envision trucking high-grade gold ore to the Nugget Pond gold mill at a distance of 140 km.

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In Spring 2016, Bernard Kahlert P. Eng, VP of Exploration for Maritime, visited the property and examined several of the gold prospects. Kahlert collected 11 vein grab samples, nine of which assayed high gold, from 13.3 to 30.5 g/t Au with silver values ranging from 11.8 to 37.2 g/t Ag. Copper values were moderately anomalous, with one sample exceeding 1.0% Cu.

Whisker Valley - Table of Assays from 2016

SAMPLE NUMBER	GOLD g/t	SILVER ppm	COPPER ppm
640901	24.6	11.8	1714
640902	2.154	1.8	810
640903	19.6	13.3	221
640904	30.5	20.6	7345
640905	24.6	27.2	7058
640906	17.3	33.0	5820
640907	0.045	<0.3	274
640908	19.4	31.9	4280
640909	25.8	37.2	4295
640910	27.2	26.4	4068
640911	13.3	16.6	>10000

The Company started the work program at its newly acquired Whisker Project located in Newfoundland's Green Bay area Canada. Initial trenching at the "Ben" prospect has led to the initial discovery of a 50 metre long quartz vein with visible gold and base metal sulphides. The Company's VP of Exploration (Bernard Kahlert) collected 3 grab samples from an ongoing trenching program returning grades ranging from **89.7 g/t, 59.6 g/t and 71.9 g/t gold**. The new vein system has now been exposed for over 250 metres and remains open in both directions. The base metal assays from the same samples returned up to 1.62 % Cu and 19.7% Pb.

Whisker Valley –Table of Assays from 2017

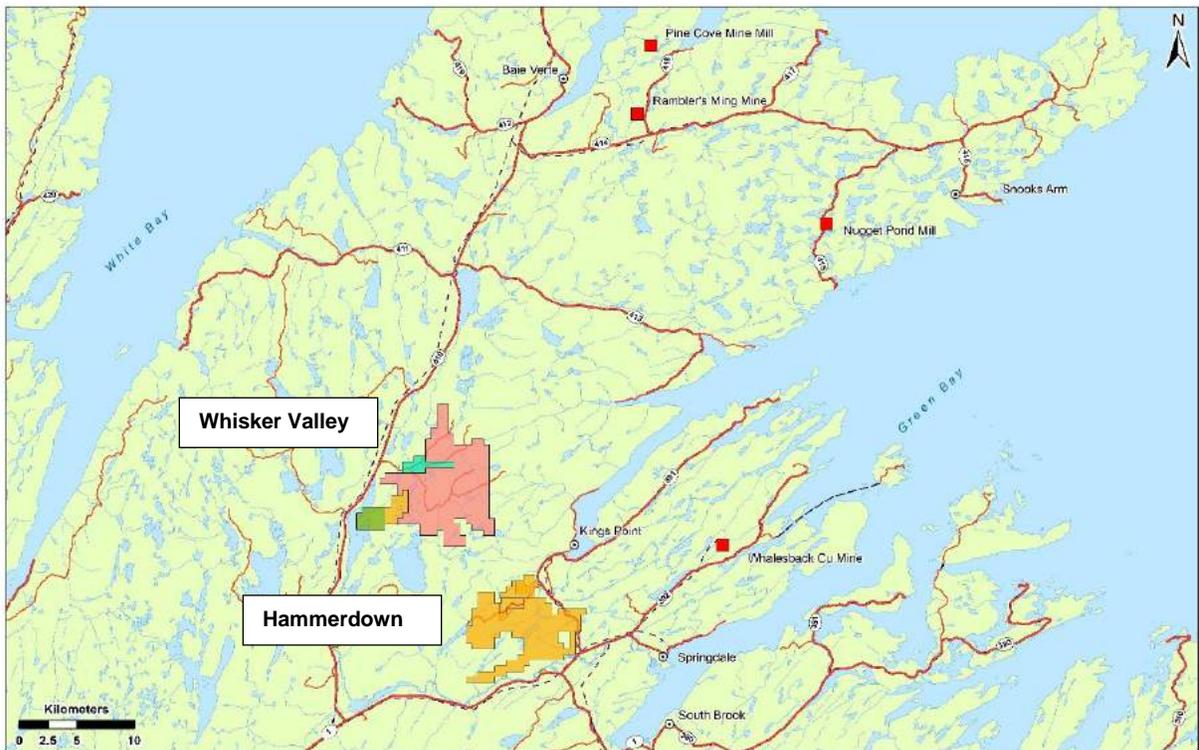
SAMPLE NUMBER	GOLD g/t	SILVER g/t	COPPER %	LEAD %
74601	89.7	310.0	0.1	1.5
74602	59.6	89.8	1.62	4.8
74603	71.9	251.0	1.48	19.7

The new vein is closely associated with several other sub parallel veins within the mineralized system. This system is composed of at least 4 robust base metal rich veins with scattered visible gold within a strong wall rock alteration envelope. Crews are currently working on detailed mapping and channel sampling across the entire vein system. A detailed airborne topographical survey has also been completed to assist with planning for follow-up geophysics and potentially drilling and to assist in structural interpretation.

Maritime Resources Corp.

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For the Nine Months Ended September 30, 2017



Highlights and significant events for the period ending September 30, 2017

Private Placement

On September 25, 2017, the Company closed the Private Placement, announced on August 25, 2017, and issued 8,034,167 non-flow-through units ("NFT Units") at \$0.10 per unit, 1,483,334 flow-through units ("FT Units") at \$0.15 per unit, for total proceeds of \$1,025,917.

Each FT Unit consists of one flow-through common share of the Company and one-half of one common share purchase warrant (the "FT Warrant"). Each whole FT Warrant will entitle the holder thereof to purchase one common share of the Company (the "FT Warrant Share") at a price of \$0.20 per FT Warrant Share expiring March 22, 2019.

Each NFT Unit consists of one non flow-through common share of the Company and one-half of one common share purchase warrant (the "NFT Warrant"). Each whole NFT Warrant will entitle the holder thereof to purchase one common share of the Company (the "NFT Warrant Share") at a price of \$0.20 per NFT Warrant Share for expiring March 22, 2019.

In connection with this private placement, finders' fees of \$66,713 were paid and 500,333 Finder/Broker Warrants were issued. The warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 per Warrant Share expiring March 22, 2019.

2017 Loan

On April 25, 2017, the Company entered into a loan arrangement ("Bridge Financing Agreement") pursuant to which it received \$500,000. The Bridge Financing Agreement, which was approved by the TSX-V on April 26, 2017, provides for a maturity date of one year (the "Maturity Date"), bears interest of 8% per annum and is repayable upon earliest of: the maturity date, raising \$2,000,000 or more in equity or debt financing, or committing an event of default (including, but not limited to, the Company ceasing to have its shares listed on the TSX-V, the Company failing to maintain its status as reporting issuer in good standing in BC, the Company ceasing to keep the agreement in good standing, and the Company becoming insolvent). In connection with the Bridge Financing Agreement, the lender received a bonus of 333,333 shares in the capital of the Company (valued at \$46,667), and

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non-transferable warrants allowing for the purchase of up to, in the aggregate, 1,666,666 additional common shares in the capital of the Company at \$0.15 per share until April 26, 2018 (valued at \$105,387). At September 30, 2017, the Company has accrued interest of \$17,315.

Whisker Property

On February 27, 2017, the Company entered into an agreement to acquire a 100% interest in the Whisker Valley ("Whisker") property in Newfoundland, Canada, under the following terms:

	Cash payments (\$)	Shares in the capital of the Company (#)	Minimum exploration expenditures on the (\$)
22-Mar-17 Upon approval (received)	25,000 (paid)	100,000 (issued March 23, 2017)	Nil
22-Mar-18 Year 1 anniversary	20,000	150,000	100,000
22-Mar-19 Year 2 anniversary	30,000	200,000	250,000
22-Mar-20 Year 3 anniversary	50,000	250,000	300,000
22-Mar-21 Year 4 anniversary	75,000	300,000	500,000
22-Mar-22 Year 5 anniversary	100,000	500,000	500,000
	300,000	1,500,000	1,650,000

The property is subject to a 2.5 % NSR, of which 1% can be purchased for \$1,000,000 on or before the end of the second anniversary of commercial production. The Company issued 100,000 shares in connection with the Whisker property. The shares were valued at \$14,000.

Subsequent Event

On October 25, 2017 the company entered into an option agreement to earn a 100% interest in the EI Strato property which connects to the west side of the recently acquired Whisker Hill Project. The EI Strato Property is located only 10 km from Maritime's Hammerdown project, near King's Point, Newfoundland.

Under the terms of the agreement Maritime will earn 100% interest in the EI Strato property over a 2-year period by make cash payments totaling \$40,000 and issue 750,000 shares of Maritime in accordance with the following schedule:

- Upon signing pay \$5,000 and 250,000 shares;
- Year one anniversary -- \$10,000 and 250,000 shares;
- Year two anniversary -- \$25,000 and 250,000 shares; 2.0 % NSR of which 1% can be purchased up until the end of the second anniversary of commercial production for \$1,000,000

The EI Strato Option agreement is subject to TSX Venture Exchange approval and all securities issued will be subject to a four month hold period.

Summary of Quarterly Results

The selected information set out below has been gathered from the previous eight quarterly financial statements for each respective financial period and is based on IFRS and Canadian GAAP.

	30-Sept 2017 (\$)	30-Jun 2017 (\$)	31-Mar 2017 (\$)	31-Dec 2016 (\$)	30-Sep 2016 (\$)	30-Jun 2016 (\$)	31-Mar 2016 (\$)	31-Dec 2015 (\$)
Exploration and evaluation assets	6,164,584	5,972,425	6,004,297	5,826,365	5,303,921	5,064,295	4,991,773	4,924,533
Financing expense	50,929	37,221	2,466	(5,872)	13,934	8,392	8,850	19,133
G&A (incl. share based compensation)	244,545	376,316	348,437	69,857	918,553	274,763	124,977	306,808
Share-based payments	2,895	25,721	2,895	(164,941)	438,438	1,264	1,212	158,761
Adjusted G&A (net of share based payments)	241,650	350,594	345,542	(95,084)	480,115	273,499	123,765	148,047
Other comprehensive income	-	-	-	(25,000)	25,000	-	-	-
Interest income	-	-	1,398	516	-	-	-	-
Expenses recoverable	(82)	(656)	(572)	-	-	-	-	-
Loss and comprehensive loss	(244,463)	(376,316)	(347,611)	(94,341)	(893,553)	(274,763)	(124,977)	(306,808)
Loss per share -basic and diluted	(0.00)	(0.01)	(0.01)	(0.03)	(0.02)	(0.01)	(0.00)	(0.02)

Non-IFRS Financial Measures

Due to the adoption of the accounting standard for share-based payments, the Company's general and administrative quarterly expenses have fluctuated significantly. The granting and vesting of stock options is at the discretion of the Board of Directors and the resulting expenses do not reflect the normal operations of the Company. The Company has included "adjusted general and administrative expenses" without the share-based payments to be more reflective of normal operations. This financial measurement does not have any standardized meaning prescribed by IFRS and may not be comparable to similar measures presented by other corporations or entities.

Discussion of Operations

Three months ended September 30, 2017 ("3rd Quarter") results as compared with the three months ended September 30, 2016 ("3rd Quarter 2016")

The Company incurred total general and administrative expenses of \$244,545 during the 3rd Quarter (3rd Quarter 2016: \$918,553). Included in general and administrative expenses are share-based payments, a non-cash item resulting from the application of the Black-Scholes Option Pricing Model using assumptions in respect of expected dividend yield average risk-free interest rates, expected life of the options and expected volatility. After deducting this non cash item, expenses were \$241,650 for the 3rd Quarter (3rdQuarter 2016: \$480,115). The Company incurred expenditures of \$43,750 (3rd Quarter 2016: \$160,745) on consulting, \$49,282 (3rd Quarter 2016: \$162,929) on investor relations and promotion in connection with the various financings, \$96,083 (3rd Quarter 2016: \$127,785) on administration, and financing expenses and interest of \$50,929 (3rd Quarter 2016: \$90,615) in respect of the loans.

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For the Nine Months Ended September 30, 2017

Nine months ended September 30, 2017 ("Period") results as compared with the period ended September 30, 2016 ("Period 2016")

The Company incurred total general and administrative expenses of \$973,506 during the Period (Period 2016: \$1,315,963). Included in general and administrative expenses are share-based payments, a non-cash item resulting from the application of the Black-Scholes Option Pricing Model using assumptions in respect of expected dividend yield average risk-free interest rates, expected life of the options and expected volatility. The Company had no revenue for the nine months ended September 30, 2017 and 2016.

The following are the major variances for the nine months ended September 30, 2017 and 2016:

- Administrative expenses remained in line at \$249,912 (Period 2016: \$252,696).
- Consulting expenses were \$288,750 (Period 2016: \$237,545). The increase is the result a new rate for the services of the current CEO and the consulting fees of one of the directors, Directors' fees at September 30, 2017, Directors' fees totalling \$129,000 remained accrued (Period 2016: \$106,500). Effective April 1, 2017 the company elected to cease any further directors' fees.
- Financing expense and interest on loans payable were \$90,615 (Period 2016: \$22,784).
- Investor relations decreased to \$251,432 (Period 2016: \$275,527) in respect of expenses pertaining to conferences, general increased communication with shareholders and interested parties.
- Share-based payments of \$31,510 for the period (Period 2016: \$439,650) were recognized in respect of the vesting of stock option in connection with investor relations services.

During the nine month period of 2017 increased expenses are mainly due to the addition of personnel to assist with the completion of the PFS and planning of the 2017 field program. These expenses were essential for the ongoing development of the Hammerdown project. During the coming quarters it is management's intention to continue with the further development on our Hammerdown deposit.

Liquidity and Capital Resources

The financial statements are prepared on a 'going concern' basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to raise additional funds or the attainment of profitable operations. The Company will need to raise or borrow money for exploration and administration expenditures, and to settle current liabilities, and to ensure it maintains sufficient funds to keep its claims and property agreements in good standing. Current sources of funding are undetermined and management continues to review potential financings options. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be successful or able to continue to do so in the future.

At September 30, 2017, the Company had:

- An accumulated deficit of \$4,564,222 (December 31, 2016: \$3,662,649).
- Working capital deficit of \$14,278 (December 31, 2016: working capital of \$145,051).
- Cash of \$631,751 (December 31, 2016: \$580,510).
- Accounts payable and accrued liabilities, including interest payable of \$267,993 (December 31, 2016: \$408,143), which are due in the short term.
- Principal on loans of \$600,000 (December 31, 2016: \$100,000).

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For the Nine Months Ended September 30, 2017

Related Party Transactions*Services*

Effective July 1, 2014 the Company entered into arrangement with an administration and exploration services contractor ("AESC") in which a director is a shareholder, pursuant to which it receives office and administrative services.

For the nine months ended September 30, 2017 and 2016, the Company was charged and to reimburse office and administrative costs as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30		September 30	
	2017	2016	2017	2016
Rent	32,361	19,146	\$ 97,083	\$ 39,505
Office administration	8,732	5,827	25,713	9,362
	41,093	24,973	\$ 122,796	\$ 48,867

At September 30, 2017, the company owed \$10,124 (2016: \$Nil) to AESC.

Loans

At September 30, 2017, in respect of a loan (principal of \$100,000 bearing interest of 8% per annum), the Company had accrued interest of \$27,917 (December 31, 2016: \$20,438) owing to the related party.

Compensation of Key Management Personnel

Key management personnel consists of Douglas Fulcher (CEO, President and a Director of the Company), Jeannine Webb (CFO until June 14, 2017), Niina Makela (CFO, effective June 15, 2017) Bernard Kahlert (VP, Exploration), Janice Davies (Corporate Secretary until October 31, 2016), Jacqueline Collins (Corporate Secretary effective November 1, 2016), Andrew Pooler (COO effective June 1, 2016), Allan Williams (Director and Consultant) and Peter Mercer (a non-executive Director of the Company), David McCue (a non-executive Director until April 24, 2017) and Maynard Brown (a non-executive Director until July 24, 2017).

Consulting

Digga Holdings, a company owned by Douglas Fulcher, CEO

Neon Rainbow Holdings Ltd., a company owned by Allan Williams, Director

J Collins Consulting, a company owned by Jacqueline Collins, Corporate Secretary

JD Consulting Ltd., a company owned by Janice Davies, Corporate Secretary

Venturex Consulting, a company owned by Jeannine Webb, CFO

Pamicon Developments, a company in which Douglas Fulcher, CEO and President, and a director, is a shareholder.

Geological consulting

B.H. Kahlert & Associates Ltd., is a company owned by Bernard Kahlert, VP of Exploration

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For the Nine Months Ended September 30, 2017

The remuneration, including stock-based compensation, of key management personnel during the nine months ended September 30, 2017 and 2016 were as follows:

	For the Three Months Ended		For the Nine Months Ended	
	September 30		September 30	
	2017	2016	2017	2016
Consulting	\$ 72,000	\$ 117,145	\$ 251,000	\$ 193,945
Contract wages ⁽¹⁾	\$ 52,500	\$ -	127,500	-
Directors' fees	-	12,000	13,500	45,000
Geological consulting ⁽²⁾	23,100	33,600	86,800	71,400
Share-based payments	-	437,174	22,826	439,650
	\$ 147,600	\$ 599,919	\$ 501,626	\$ 749,995

(1) Included in Administration on the Statement of Loss and Comprehensive Loss

(2) Included in Geology and Report Writing within Exploration and Evaluation Assets

At September 30, 2017, in respect of services provided to and expenses incurred on behalf of the Company during the period ended September 30, 2017, the Company advanced \$20,750 (2016: \$Nil) to the CEO and a director of the Company, \$10,294 (2016: \$Nil) to the corporate secretary of the Company.

At September 30, 2017, directors' fees, totalling \$129,000 (2016: \$88,500), remained accrued. Effective April 1, 2017 the company elected to cease any further directors' fees.

Proposed Transactions

There are no proposed transactions to be reported.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

Risks and Uncertainties Related to the Company's Business

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage could be substantial. The following sets out the principal risks faced by the Company.

Exploration

The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons

or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Maritime Resources Corp.

Management's Discussion and Analysis

For the Nine Months Ended September 30, 2017

Market

The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change; both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity Price

The Company's exploration projects are primarily related to exploration for gold and other precious metals in Canada. These minerals have recently been the subject of significant price fluctuations, and as such, there can be no assurance that that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Title

Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects.

Financing

Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue

its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies, like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Key Personnel

The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals.

Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition

Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

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Management's Discussion and Analysis

For the Nine Months Ended September 30, 2017

Realization of Assets

Exploration and evaluation assets comprise a substantial portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal. Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values.

Environmental and Other Regulatory Requirements

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities could experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations

The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable

The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Legal Proceedings

As at the date of the Report, there were no legal proceedings against or by the Company.

Critical Accounting Estimates

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For the Nine Months Ended September 30, 2017

In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has used its best judgment to estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties. The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the period.

Other MD&A Disclosure Requirements

New Accounting Policies, Standards, Amendments and Interpretations Affecting Future Year-Ends

The Company has adopted the following new standard, along with any consequential amendments, prior to or effective January 1, 2017. These changes were made in accordance with the applicable transitional provisions, and did not impact the Company's condensed interim financial statements.

- IAS 7, "Statement of Cash Flows" (amended standard): is effective for annual periods beginning on or after January 1, 2017,
- IAS 12, "Income Taxes" (amended standard): is effective for annual periods beginning on or after January 1, 2017.

Accounting Standards Issued but not yet in effect

- IFRS 2, "Share-based payment" (amended standard) is effective for annual periods beginning on or after January 1, 2018.
- IFRS 9, "Financial Instruments: Classification and Measurement": is effective for annual periods beginning on or after January 1, 2018.
- IFRS 15, "Revenue from Contracts and Customers": the effective date of adoption has been deferred to January 1, 2018 (with earlier application permitted).
- IFRS 16, "Leases": is effective for annual periods beginning on or after January 1, 2019.

The Company is currently evaluating the impact of these new and amended standards on its financial statements. The impact is not expected to have a material impact on the statements of financial position or results of operations of the Company.

Financial Instruments & Other Instruments

The Company has classified its cash as fair value through profit or loss (using level 1 of the fair value hierarchy); receivables (excluding tax arrangements) as loans and receivables; and accounts payable and accrued liabilities and loans as other financial liabilities.

(a) Fair value

The carrying values of cash, receivables, and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

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(b) Credit risk

Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash, restricted cash and receivables, other than Goods and Services Tax ("GST") and government funding which may be receivable. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The Company manages credit risk with respect to its cash by maintaining demand deposits with a major Canadian financial institution; however, this exposes the Company's cash to concentration of credit risk as all amounts are held at a single institution.

There were no changes in the Company's approach to risk during the period ended September 30, 2017.

Outstanding Share Data as at the Report Date

- On September 25, 2017, the Company closed the Private Placement, announced on August 25, 2017, and issued 8,034,167 non-flow-through units ("NFT Units") at \$0.10 per unit, 1,483,334 flow-through units ("FT Units") at \$0.15 per unit, for total proceeds of \$1,025,917.

Each FT Unit consists of one flow-through common share of the Company and one-half of one common share purchase warrant (the "FT Warrant"). Each whole FT Warrant will entitle the holder thereof to purchase one common share of the Company (the "FT Warrant Share") at a price of \$0.20 per FT Warrant Share expiring March 22, 2019.

Each NFT Unit consists of one non flow-through common share of the Company and one-half of one common share purchase warrant (the "NFT Warrant"). Each whole NFT Warrant will entitle the holder thereof to purchase one common share of the Company (the "NFT Warrant Share") at a price of \$0.20 per NFT Warrant Share for expiring March 22, 2019.

In connection with this private placement, finders' fees of \$66,713 were paid and 500,333 Finder/Broker Warrants were issued. The warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 per Warrant Share expiring March 22, 2019.

1,000,000 NFT units have been allotted but not issued.

- The Company issued 100,000 shares in connection with the Whisker property. The shares were valued at \$14,000.
- The Company issued 333,333 shares in connection with the Bridge Financing Agreement. The shares were valued at \$46,667.

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Common shares - issued and outstanding (including 1,500,000 shares held for sale pursuant to the Option and Share Purchase Agreement, as that agreement is described in the Financial Statements)

68,888,629

	Exercise Price (\$)	Expiry Date	Shares issuable (#)	
Warrants				
	0.20	12-Feb-19	650,000	
	0.20	12-Feb-19	97,500	
	0.20	22-Apr-19	2,635,000	
	0.20	22-Apr-19	382,875	
	0.20	20-Jul-19	8,249,998	
	0.20	20-Jul-19	1,190,700	
	0.20	26-Apr-18	1,666,666	
	0.20	22-Mar-19	500,333	
	0.20	22-Mar-19	4,758,751	
				20,131,823
Options				
	0.200	21-Jan-18	425,000	
	0.280	29-May-19	395,000	
	0.150	15-Oct-19	200,000	
	0.150	13-Nov-20	1,685,000	
	0.250	29-Jul-21	2,300,000	
	0.150	26-Apr-22	200,000	
				5,205,000
				<u>94,525,452</u>