



**NICKEL NORTH EXPLORATION CORP.**

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

(Unaudited – Prepared by Management)

**NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT**

The accompanying unaudited interim financial report of the Company has been prepared by and is the responsibility of the Company's management. The Company's independent auditor has not performed a review of this financial report in accordance with securities legislation and the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**NICKEL NORTH EXPLORATION CORP.**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**AS AT SEPTEMBER 30, 2016 AND DECEMBER 31, 2015**  
(Unaudited – Prepared by Management)  
(Expressed in Canadian Dollars)

	Note	September 30, 2016	December 31, 2015
			(Audited)
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	\$ 93,788	\$ 177,862
Sales tax recoverable and other receivables		5,345	148,298
Prepaid expenses and deposits		9,271	7,250
Restricted cash	5	28,750	28,750
<b>Total current assets</b>		137,154	362,160
Equipment	6	5,500	5,975
Exploration and evaluation assets	7	10,818,998	10,798,860
<b>Total assets</b>		\$ 10,961,652	\$ 11,166,995
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts and other payables	8/11	\$ 58,681	\$ 37,555
<b>Total current liabilities</b>		58,681	37,555
Deferred income tax liabilities	14	534,298	534,298
<b>Total liabilities</b>		592,979	571,853
<b>Equity</b>			
Share capital	9	11,101,459	11,101,459
Contributed surplus		736,112	736,112
Deficit		(1,468,898)	(1,242,429)
<b>Total equity</b>		10,368,673	10,595,142
<b>Total liabilities and equity</b>		\$ 10,961,652	\$ 11,166,995

**Going concern** (Note 2)

**Commitment** (Note 15)

**Subsequent Event** (Note 16)

The financial statements were authorized for issue by the board of directors on November 25, 2016 and were signed on behalf by:

“*Jingbin Wang*”

Director

“*Yingting (Tony) Guo*”

Director

The accompanying notes are an integral part of these condensed interim financial statements.

**NICKEL NORTH EXPLORATION CORP.**  
**CONDENSED STATEMENTS OF COMPREHENSIVE LOSS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**  
(Unaudited – Prepared by Management)  
(Expressed in Canadian Dollars)

	Note	Three Months Ended		Nine Months Ended	
		September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
<b>EXPENSES</b>					
Accounting and audit		\$ -	\$ 4,545	\$ 16,500	\$ 24,545
Bank charges and interest		460	546	943	3,555
Consulting fees	11	22,727	31,062	67,853	93,383
Depreciation		78	585	475	1,755
Legal		7,412	-	12,964	10,478
Media and conference		1,816	4,204	4,059	5,689
Office administration and miscellaneous		10,332	11,003	36,276	38,207
Transfer agent and filing fees		4,228	2,287	13,425	14,288
Travel and promotion		-	70	4	8,542
Wages and benefits		24,117	27,501	74,938	86,283
		(71,170)	(81,803)	(227,437)	(286,725)
<b>OTHER ITEMS</b>					
Interest and other income (expenses)		887	654	968	(1,801)
		887	654	968	(1,801)
<b>Net and comprehensive loss for the period</b>		\$ (70,283)	\$ (81,149)	\$ (226,469)	\$ (288,526)
<b>Basic and diluted loss per common share</b>	9	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
<b>Weighted average number of common shares outstanding</b>		76,518,747	68,183,964	76,518,747	66,549,516

The accompanying notes are an integral part of these condensed interim financial statements.

**NICKEL NORTH EXPLORATION CORP.**  
**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Unaudited – Prepared by Management)  
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Equity component of convertible debenture	Contributed Surplus	Deficit	Total
Balance, January 1, 2015	65,718,747	\$ 9,967,079	\$ 63,967	\$ 736,112	\$(1,089,402)	\$ 9,677,756
Conversion of convertible debenture	10,800,000	1,134,380	(63,967)	-	-	1,070,413
Comprehensive loss for the period	-	-	-	-	(288,526)	(288,526)
Balance, September 30, 2015	76,518,747	\$ 11,101,459	-	736,112	(1,377,928)	10,459,643
Comprehensive income for the period	-	-	-	-	135,499	135,499
Balance, December 31, 2015	76,518,747	\$ 11,101,459	-	736,112	(1,242,429)	10,595,142
Comprehensive loss for the period	-	-	-	-	(226,469)	(226,469)
Balance, September 30, 2016	76,518,747	\$ 11,101,459	\$ -	\$ 736,112	\$(1,468,898)	\$ 10,368,673

The accompanying notes are an integral part of these condensed interim financial statements

**NICKEL NORTH EXPLORATION CORP.**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**  
(Unaudited – Prepared by Management)  
(Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>		
Net loss for the period	\$ (226,469)	\$ (288,526)
Items not affecting cash:		
Depreciation	475	1,755
Changes in non-cash working capital items:		
Sales tax recoverable and other receivables	142,953	134,035
Prepaid expenses and deposits	(2,021)	(1,613)
Account and other payables	6,089	(44,078)
Net cash used in operating activities	(78,973)	(198,427)
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>		
Exploration and evaluation assets, net	(5,101)	313,087
Net cash provided (used) in investing activities	(5,101)	313,087
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Loan received from a related party	-	100,000
Repayment of related party loan	-	(100,000)
Net cash provided by financing activities	-	-
<b>Change in cash and cash equivalents during the period</b>	<b>(84,074)</b>	<b>114,660</b>
<b>Cash and cash equivalents, beginning of the period</b>	<b>177,862</b>	<b>166,559</b>
<b>Cash and cash equivalents, end of the period</b>	<b>\$ 93,788</b>	<b>\$ 281,219</b>

**Supplemental cash flow information** (Note 12)

The accompanying notes are an integral part of these condensed interim financial statements

# **NICKEL NORTH EXPLORATION CORP.**

## **NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

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### **1. NATURE OF BUSINESS**

Nickel North Exploration Corp. (the “Company”) was incorporated under the laws of British Columbia, Canada on February 27, 2007 as Orient Ventures Capital Inc. and changed its name to Nickel North Exploration Corp. on July 30, 2012. The Company maintains its registered and head office at Suite 700, 1055 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3P3.

The Company is currently engaged in the acquisition, exploration and evaluation of mineral property interests in Canada. The Company’s common shares are listed on the TSX Venture Exchange (TSX-V) under the symbol “NNX”.

### **2. BACKGROUND AND BASIS OF PREPARATION**

#### **Basis of preparation**

These condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by International Accounting Standard Board (“IASB”), applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. The condensed interim financial statements do not include all of the disclosures required for a completed set of annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2015, which have been prepared in accordance with IFRS as issued by the IASB.

#### **Basis of measurement**

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

#### **Functional and presentation currency**

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

#### **Going concern**

The Company is an exploration stage company. At present, the Company’s operations do not generate cash flow. As at September 30, 2016, the Company had an accumulated deficit of \$1,468,898. The continuing operations of the Company are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in the near future, which raises significant doubt about the Company’s ability to continue as a going concern. The directors, after reviewing the current cash position and having considered the Company’s ability to raise funds in the short term, believe that the going concern basis is appropriate in preparing its financial statements.

These financial statements do not include adjustments that would be required if going concern was not deemed an appropriate basis for preparation of the financial statements. These adjustments could be material.

#### **Use of estimates and judgements**

The preparation of the financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

## **NICKEL NORTH EXPLORATION CORP.**

### **NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**

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## **2. BACKGROUND AND BASIS OF PREPARATION (continued)**

Actual results could differ from these estimates. Significant areas requiring the use of management estimates and judgments include:

- i) Recorded costs of exploration and evaluation assets are not intended to reflect present or future values of these assets. The assessment of indications of impairment and the measuring of the recoverable amount when impairment tests have been prepared involve judgment. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recognized amount.
- ii) The determination of the fair value of stock options or warrants using stock option pricing models, require the input of highly subjective assumptions, including the expected price volatility. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.
- iii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.
- iv) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.
- v) The recognition of provisions for restoration, rehabilitation and environmental obligations.
- vi) The determination of fair value of the liability component at the date of issuance of the convertible debt is based on a discounted cash flow model which requires management to estimate the current market interest rate that the Company could have obtained for a similar secured loan without a conversion option. Application of a different rate in the model could result in a different initial fair value of the liability component which would impact future interest accretion throughout the life of the liability.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

## **3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out in the Company's annual financial statements for the year ended December 31, 2015 were consistently applied to all the periods presented unless otherwise noted below.

### **New accounting standards effective January 1, 2016**

**IAS 1 *Presentation of Financial Statements*** - In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements.

**IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets*** - In May 2014, the IASB issued amendments to IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets. The amendments clarify that the use of revenue-based methods to calculate the depreciation of an asset is not appropriate because revenue generated by an activity that includes the use of an asset generally reflects factors other than the consumption of the economic benefits embodied in the asset. The amendments also clarifies that revenue is generally presumed to be an inappropriate basis for measuring the consumption of the economic benefits embodied in an intangible asset. This presumption, however, can be rebutted in certain limited circumstances.

The Company has assessed no impact that the amended standards have on its financial statements.



## **NICKEL NORTH EXPLORATION CORP.**

### **NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

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### **3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **New accounting standards issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee (“IFRIC”) that are mandatory for accounting periods beginning on or after January 1, 2016, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

#### **New accounting standards effective January 1, 2018**

**IFRS 9 *Financial Instruments*** - IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, others gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

IFRS 9 was subsequently amended in November 2013 to add new general hedge accounting requirements. The final version of IFRS 9 was issued in July 2014 and adds a new expected loss impairment model and amends the classification and measurement model for financial assets by adding a new fair value through other comprehensive income category for certain debt instruments and additional guidance on how to apply the business model and contractual cash flow characteristics.

**IFRS 15 *Revenue from Contracts with Customers*** – In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”) which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programmes, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition.

The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt any of the new requirements.

## NICKEL NORTH EXPLORATION CORP.

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

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#### 4. CASH AND CASH EQUIVALENTS

	September 30, 2016	December 31, 2015
Cash	\$ 23,788	\$ 27,862
Guaranteed investment certificates	70,000	150,000
	<u>\$ 93,788</u>	<u>\$ 177,862</u>

As at September 30, 2016, the Company's guaranteed investment certificate of \$70,000 bears interest at the prime rate minus 2% per annum and matures in 2016.

As at December 31, 2015, the Company's guaranteed investment certificate of \$150,000 bears interest at the prime rate minus 2% per annum and matures in 2016.

#### 5. RESTRICTED CASH

The Company has provided corporate credit cards to its management with a credit limit totalling \$25,000 to pay the Company's expenses. As collateral for the credit cards, the Company has a one-year term deposit of \$28,750 earning annual interest at the prime rate minus 2.00% per annum. As at September 30, 2016, the credit cards had a payable balance of \$117 (December 31, 2015 – \$6,846) in total.

#### 6. EQUIPMENT

	Office Equipment
<b>Cost</b>	
Balance as at January 1, 2015	\$ 12,521
Addition	-
Balance as at September 30, 2015	12,521
Addition	-
Balance as at December 31, 2015 and September 30, 2016	12,521
<b>Accumulate Depreciation</b>	
Balance as at January 1, 2015	\$ 4,206
Depreciation for the period	1,755
Balance as at September 30, 2015	5,961
Depreciation for the period	585
Balance as at December 31, 2015	6,546
Depreciation for the period	475
Balance as at September 30, 2016	7,021
<b>Net book value</b>	
Net book value as at December 31, 2015	\$ 5,975
Net book value as at September 30, 2016	\$ 5,500

**NICKEL NORTH EXPLORATION CORP.**

## NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

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**7. EXPLORATION AND EVALUATION ASSETS**

	January 1, 2015	Additions	December 31, 2015	Additions	September 30, 2016
<b>Hawk Ridge Property, Quebec</b>					
Acquisition costs					
Option payments	\$ 2,817,657	\$ -	\$ 2,817,657	\$ -	\$ 2,817,657
Other property costs	106,053	58,008	164,061	8,984	173,045
	2,923,710	58,008	2,981,718	8,984	2,990,702
Exploration costs					
Accommodation/camp	604,291	50,000	654,291	-	654,291
Assays	566,971	11,873	578,844	6,392	585,236
Drilling	1,817,626	10,418	1,828,044	-	1,828,044
Field supplies	831,650	25,000	856,650	(33,400)	823,250
Geological consulting	2,369,449	99,357	2,468,806	11,850	2,480,656
Miscellaneous	187,533	116,020	303,553	18,000	321,553
Transportation	1,735,458	3,484	1,738,942	-	1,738,942
Travel	356,946	6,817	363,763	1,500	365,263
	8,469,924	322,969	8,792,893	4,342	8,797,235
Exploration prepayment	75,000	(75,000)	-	-	-
Mining exploration tax credits	(732,659)	(490,104)	(1,222,763)	5,532	(1,217,231)
Balance, end of the period	10,735,975	(184,127)	10,551,848	18,858	10,570,706
<b>Nairn Property, Ontario</b>					
Acquisition costs	242,182	-	242,182	-	242,182
Exploration costs					
Geological consulting	650	-	650	-	650
Miscellaneous	2,420	1,760	4,180	1,280	5,460
Balance, end of the period	245,252	1,760	247,012	1,280	248,292
Total balance, end of the period	\$ 10,981,227	\$ (182,367)	\$ 10,798,860	\$ 20,138	\$ 10,818,998

## **NICKEL NORTH EXPLORATION CORP.**

### **NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015**

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#### **7. EXPLORATION AND EVALUATION ASSETS (continued)**

##### Hawk Ridge Property:

On March 29, 2012, the Company entered into an option agreement with Anthem Resources Inc. (“Anthem”) and its wholly-owned subsidiary (together the “Optionors”), which was subsequently amended on May 15, 2012 (the “First Amendment”), on February 15, 2013 (the “Second Amendment”), and on April 17, 2013 (the “Third Amendment”) whereby the Optionors granted the Company an option to acquire a 100% interest in the Hawk Ridge Ni-Cu-PGE Project in Northern Quebec (the “Hawk Ridge Property”) by making staged payments totaling \$2,000,000 in cash and \$1,000,000 equivalent in common shares of the Company to Anthem by December 31, 2013 as follows:

- Pay \$500,000 in cash (paid) and \$250,000 in common shares (issued) within five business day of TSX-V final approval of the transaction;
- Pay \$500,000 in cash (paid) and \$250,000 in common shares (issued) by December 31, 2012; and
- Pay \$1,000,000 in cash (reduced by \$92,081 for 20% of geophysical survey costs paid by the Company) and issue \$500,000 in common shares (\$500,000 divided by the greater of (A) the price per consideration share (“Share”), equal to 10% discount to the Share’s moving average trading price for the 20 day period immediately preceding the date of issuance, and (B) \$0.20) on or before December 31, 2013 (issued).

During the year ended December 31, 2013, under the Third Amendment, in lieu of paying \$1,000,000 in cash on or before December 31, 2013, the Company issued to the Optionors 3,631,675 units (the “Conversion Units”) equal to \$907,919 (\$1,000,000 less \$92,081 for the geophysical survey costs) divided by \$0.25 per Conversion Unit. Each Conversion Unit consists of one common share and one half of one common share purchase warrant with each whole warrant entitling the holder to acquire one additional common share for a period of two years, at an exercise price of \$0.35 per share in the first year and \$0.60 per share in the second year. In addition, the Company issued 2,500,000 common shares equal to \$500,000 divided by the greater of \$0.20 or a 10% discount to the 20 day moving average trading price of the Company for the 20 day period immediately preceding the date of issuance.

The property is subject to a 3% net smelter returns royalty (“NSR”) and the Company has the option to purchase one-third of the NSR (1%) for \$1,000,000.

On May 1, 2013, the Company has fulfilled all option payments and acquired 100% ownership of the Hawk Ridge Property.

The exploration expenditures incurred on the property in Quebec are entitled to certain Quebec mining exploration tax credits. During the year ended December 31, 2015, the Company submitted a claim for the mining exploration tax credit of \$490,104 for the eligible exploration expenditures incurred. As at December 31, 2015 \$133,394 of Quebec mining exploration tax credits were included in sales tax recoverable and other receivables. These Quebec mining exploration tax credits have been fully received in 2016. Up to today, all eligible claims previous submitted have been fully received.

##### Nairn Property:

On August 23, 2013, pursuant to a property purchase agreement with Sino Minerals Corp. (“Sino Minerals”) entered into on June 27, 2013, the Company acquired all of Sino Mineral’s 100% interest in 14 mining claims covering a total area of approximately 2,860 hectares located in the Province of Ontario and known as the Nairn Property (the “Nairn Property”), subject to a 2% net smelter returns royalty over six of the claims and third party freehold patent surface rights over eight of the claims. In consideration for the Nairn Property, the Company issued to Sino Minerals 2,000,000 common shares at a market price of \$0.12 per share for a fair value of \$240,000.

## NICKEL NORTH EXPLORATION CORP.

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

(Unaudited – Prepared by Management)

(Expressed in Canadian Dollars)

#### 8. ACCOUNTS AND OTHER PAYABLES

The Company's accounts and other payables are as follows:

	September 30, 2016	December 31, 2015
Accounts payable	\$ 28,960	\$ 15,083
Accrued expenses to related parties (Note 11)	28,439	15,626
Other payable	1,282	6,846
	<u>\$ 58,681</u>	<u>\$ 37,555</u>

Accounts payable principally comprises amounts outstanding for trade purchases relating to exploration activities and accrued expenses for operating activities. The usual credit period taken for trade purchases is between 30 to 90 days.

#### 9. SHARE CAPITAL

##### Authorized

The Company has authorized an unlimited number of common shares with no par value and an unlimited number of non-voting, non-participating, non-cumulative preferred shares without par value issuable in series.

##### Shares issued and outstanding

	Note	Number of Common Shares	\$
Balance, January 1, 2015		65,718,747	9,967,079
Shares issued pursuant to conversion of convertible debenture	i)	10,800,000	1,134,380
Balance, September 30, 2015, December 31, 2015 and September 30, 2016		76,518,747	11,101,459

For the nine months period ended September 30, 2016, the company had no common share transactions.

For the year ended December 31, 2015, the Company:

- i) On September 9, 2015, the Company completed the conversion of an unsecured convertible debenture (the "Debenture") in the principal amount of \$1,000,000. Details of the Debenture are described in Note 10. The principal amount and the accrued interest of the Debenture matured on September 9, 2015. Pursuant to the terms of the Debenture, the Company converted the entire principal amount of \$1,000,000 and the accrued but unpaid interest of \$80,000 into common shares in the capital of the Company at a conversion price of \$0.10 per share. A total of 10,800,000 common shares of the Company were issued. The Company re-classified \$63,967 from equity component of convertible debenture to share capital upon conversion of the Debenture. The Company incurred share insurance cost of \$9,587 in connection with the Debenture.

## NICKEL NORTH EXPLORATION CORP.

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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#### 9. SHARE CAPITAL (continued)

##### Basic and diluted loss per share

The calculation of basic loss per share for the nine months ended September 30, 2016 was based on net loss of \$226,469 (September 30, 2015 –\$288,526), attributable to common shareholders and a weighted average number of common shares outstanding of 76,518,747 (September 30, 2015 – 66,549,516). Diluted loss per share was calculated in a manner similar to basic loss per share except the weighted average number of shares outstanding is increased to include the assumed exercised of in-the-money stock options, warrants, and agent's warrants, if dilutive.

At September 30, 2016, 539,750 stock options were excluded from the diluted weighted average number of common shares calculation as their effect would have been anti-dilutive.

##### Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. The exercise price of each option shall not be less than the market price of the Company's stock at the date of grant. The options can be granted for a maximum term of 5 years and vest as determined by the board of directors.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, Outstanding and Exercisable at January 1, 2015	1,149,625	\$ 0.20
Forfeited	(609,875)	\$ 0.20
Balance, Outstanding and Exercisable at September 30, 2015, December 31, 2015 and September 30, 2016	539,750	\$ 0.20

The following options to acquire common shares were outstanding at September 30, 2016:

Number of Options	Exercise Price	Expiry Date
539,750	\$ 0.20	August 28, 2017

## NICKEL NORTH EXPLORATION CORP.

### NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

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## 9. SHARE CAPITAL (continued)

### Warrants

The Company uses the residual value approach when allocating the fair value of the share purchase warrants issued in conjunction with the offering of units through a private placement. The Company determines the fair value of the common share and the residual value is allocated to the share purchase warrant for unit offerings that contain a common share and a share purchase warrant. Agents' warrants are measured at fair value on the date of the grant as determined using a Black-Scholes option pricing model.

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, Outstanding and Exercisable at January 1, 2015	6,065,838	\$ 0.47
Warrants expired	(6,065,838)	\$ 0.47
Balance, Outstanding and Exercisable at September 30, 2015, December 31, 2015 and September 30, 2016	-	\$ -

## 10. CONVERTIBLE DEBENTURE

On September 9, 2014, the Company entered into an unsecured convertible debenture agreement (the "Convertible Debenture") in the principal amount of \$1,000,000 (\$989,750 net of transaction costs) with SinoTech (Hong Kong) Corporation Limited ("SinoTech"), a company with one director in common. The Convertible Debenture matured on September 9, 2015 and bore interest at 8% per annum payable on the maturity date. At any time after March 9, 2015, the Company had the option to convert all or any part of the principal amount outstanding under the Convertible Debenture into common shares in the capital of the Company at a conversion price of \$0.10 per share and any accrued but unpaid interest thereon at the greater of \$0.10 per share and the market price at the time of conversion. The proceeds of the Convertible Debenture were used by the Company for the exploration program on the Company's Hawk Ridge Project.

Upon initial recognition, the Company allocated the proceeds of \$1,000,000, net of cash transaction costs of \$10,250, between the liability and equity components. The Company allocated \$925,783 to the liability portion and the residual of \$63,967 to the equity component.

On September 9, 2015, the Company completed the conversion of the Convertible Debenture. Pursuant to the terms of the Convertible Debenture, the Company converted the entire principal amount of \$1,000,000 and the accrued but unpaid interest of \$80,000 into common shares in the capital of the Company at a conversion price of \$0.10 per share. A total of 10,800,000 common shares of the Company were issued.

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#### 11. RELATED PARTY TRANSACTIONS AND BALANCES

The Company entered into the following related party transactions for the nine months ended September 30, 2016 and 2015:

- a) Incurred consulting fees of \$29,250 (September 30, 2015 - \$58,500) from a company controlled by the CEO of the Company.
- b) Incurred corporate consulting fees of \$22,500 (September 30, 2015 - \$22,500) from a company which has significant influence over the Company.
- c) Incurred office and administration fees of \$18,000 (September 30, 2015 - \$18,000) and corporate consulting fees of \$nil (September 30, 2015 - \$195) from a company with directors in common.
- d) On March 4, 2015, the Company entered into a loan agreement with a company that has significant influence over the Company. The principal of the loan was \$100,000. The loan was unsecured, bore interest at 8% per annum and matured on March 11, 2016. For the nine months ended September 30, 2015, the Company incurred interest expenses of \$2,673 on the loan. The loan and the related interest of \$2,673 were fully repaid on July 13, 2015.
- e) Incurred director fees of \$15,939 (September 30, 2015 - \$12,189) from the directors of the Company.
- f) Incurred \$nil (September 30, 2015 - \$2,205) geological consulting fees for exploration expenditures to companies controlled by directors and by the former CEO of the Company.
- g) Included in account and other payables is \$28,439 (December 31, 2015 - \$15,626) due to directors, officers and companies controlled by directors and officers for services rendered and unpaid director fees. These amounts are unsecured, non-interest bearing, and have no specific terms of repayment.

Key management includes directors (executive and non-executive) and senior officers of the Company, including the Chief Executive Officer and Chief Financial Officer. The compensation paid or payable to key management personnel for the nine months ended September 30, 2016 and 2015 are as follows:

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Wage and consulting fees	\$ 120,127	\$ 156,972

#### 12. SUPPLEMENTAL CASH FLOW INFORMATION

	Nine Months Ended September 30, 2016	Nine Months Ended September 30, 2015
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ 2,673

There were no significant non-cash investing or financing transactions for the nine months ended September 30, 2016.

Significant non-cash investing and financing transactions during the nine month period ended September 30, 2015:

- (a) The Company issued 10,080,000 common shares with a value of \$1,134,380 pursuant to the conversion of the Debenture.



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#### 13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the exploration and evaluation of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of shareholders' equity in the definition of capital.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, and acquire or dispose of assets. The Board of Directors does not establish quantitative return on capital criteria for management.

There were no changes in the Company's approach to capital management from the prior year. The Company is not subject to externally imposed capital requirements.

#### 14. FINANCIAL INSTRUMENTS

##### Fair values

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts and other payables, and convertible debenture. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The fair value of these financial instruments approximates their carrying value due to their short terms of maturity.

The following table summarizes the carrying values of the Company's financial instruments:

	September 30, 2016	December 31, 2015
FVTPL (i)	\$ 122,538	\$ 206,612
Other financial liabilities (ii)	\$ 58,681	\$ 37,555

(i) Cash and cash equivalents, restricted cash

(ii) Accounts and other payables

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total September 30, 2016
Cash and cash equivalents	\$ 93,788	\$ -	\$ -	\$ 93,788
Restricted cash	\$ 28,750	\$ -	\$ -	\$ 28,750

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#### 14. FINANCIAL INSTRUMENTS (continued)

##### Financial risk management

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

##### *Credit risk*

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and cash equivalents. The credit risk with respect to its cash and cash equivalents is minimal as they are held with high-credit quality financial institutions. Management does not expect these counterparties to fail to meet their obligations.

##### *Liquidity risk*

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. As at September 30, 2016, the Company had working capital of \$78,473 (December 31, 2015 – working capital of \$324,605). All of the Company's financial liabilities are classified as current.

At present, the Company's operations do not generate cash flow. The Company's primary source of funding has been the issuance of equity securities through private placements, issuance of debt, and the exercise of stock options and warrants. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

Significant commitments in years subsequent to September 30, 2016 are as follows:

	Carrying value	Contractual cash flows	< 1 year	1 – 3 years
Accounts and other payables	\$ 58,681	\$ 58,681	\$ 58,681	\$ -

##### *Interest rate risk*

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents maintained at the financial institutions. The interest rate risks on cash and cash equivalents are not considered significant due to their short-term nature.

#### 15. COMMITMENT

Effective from January 1, 2015, the Company entered into a two year space sharing agreement with a company which has directors and CEO in common. In the agreement, the Company agreed to share the premises with the related party and pay the Company's proportionate share of rent at a monthly rate of \$2,000.

As at September 30, 2016, the Company had the following commitment:

	<1 year	>1 year but < 5 years	> 5 years	Total
Rental payments	\$ 6,000	\$ -	\$ -	\$ 6,000

**NICKEL NORTH EXPLORATION CORP.**

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**16. SUBSEQUENT EVENT**

On November 2, 2016, the Company entered into a loan agreement with a related party which has significant influence over the Company, pursuant to which the lender agreed to make a loan in the amount of \$300,000 to the Company by November 15, 2016. The principal sum of the loan under the loan agreement bears interest at a fixed rate of 8% per annum and the maturity date of the loan is December 31, 2016.