

# **NSGold Corporation**

Unaudited Interim Condensed  
Consolidated Financial Statements  
(expressed in Canadian dollars)

**September 30, 2017**

November 29, 2017

## **Management's Report**

The accompanying unaudited interim condensed consolidated financial statements of **NSGold Corporation** (the "Company") are the responsibility of management and have been approved by the Board of Directors. The unaudited interim condensed consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The unaudited interim condensed consolidated financial statements include certain amounts and assumptions that are based on management's best estimates and have been derived with careful judgment.

In fulfilling its responsibilities, management has developed and maintains a system of internal accounting controls. These controls are designed to provide reasonable assurance that the financial records are reliable for preparation of the unaudited interim condensed consolidated financial statements. The Audit Committee of the Board of Directors reviewed and approved the Company's unaudited interim condensed consolidated financial statements, and recommended their approval by the Board of Directors.

These financial statements have not been reviewed by the external auditors of the Company.

(signed) "*Johannes H.C. Van Hoof*"  
President and Chief Executive Officer  
Halifax, Nova Scotia

(signed) "*Glenn Holmes*"  
Chief Financial Officer  
Halifax, Nova Scotia

# NSGold Corporation

## Unaudited Interim Condensed Consolidated Statements of Financial Position

As at September 30, 2017 and December 31, 2016

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(expressed in Canadian dollars)

	September 30, 2017 \$	December 31, 2016 \$
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	8,477	115,116
Accounts receivable	10,017	7,705
Prepaid expenses (note 4)	2,800	5,250
	<hr/>	<hr/>
	21,294	128,071
<b>Investment in NSX Silver Inc.</b>	9,379	9,379
<b>Resource properties</b> (note 5)	<hr/>	<hr/>
	2,195,064	2,179,345
	<hr/>	<hr/>
	2,225,737	2,316,795
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (note 6)	34,283	58,443
<b>Equity</b> (note 7)	<hr/>	<hr/>
	2,191,454	2,258,352
	<hr/>	<hr/>
	2,225,737	2,316,795
<b>Going concern</b> (note 1)		

### Approved by the Board of Directors

(signed) "Johannes H.C. Van Hoof", Director

(signed) "Glenn Holmes", Director

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

# NSGold Corporation

## Unaudited Interim Condensed Consolidated Statements of Changes in Equity

For the periods ended September 30, 2017 and September 30, 2016

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(expressed in Canadian dollars)

	Number of common shares  (note 9)	Share capital \$  (note 9)	Contributed surplus \$  (note 9)	Deficit \$	Total \$
<b>Balance – December 31, 2015</b>	11,573,264	5,119,616	732,827	(3,589,740)	2,262,703
Net loss for the period	—	—	—	(68,156)	(68,156)
<b>Balance – September 30, 2016</b>	<u>11,573,264</u>	<u>5,119,616</u>	<u>732,827</u>	<u>(3,657,896)</u>	<u>2,194,547</u>
<b>Balance – December 31, 2016</b>	12,573,264	5,212,847	732,827	(3,687,322)	2,258,352
Net loss for the period	—	—	—	(91,898)	(91,898)
Stock based compensation	—	—	25,000	—	25,000
<b>Balance – September 30, 2017</b>	<u>12,573,264</u>	<u>5,212,847</u>	<u>757,827</u>	<u>(3,779,220)</u>	<u>2,191,454</u>

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

# NSGold Corporation

## Unaudited Interim Condensed Consolidated Statements of Loss and Comprehensive Loss For the periods ended September 30, 2017 and September 30, 2016

(expressed in Canadian dollars)

	Three months ended Sept 30, 2017 \$	Three months ended Sept 30, 2016 \$	Nine months ended Sept 30, 2017 \$	Nine months ended Sept 30, 2016 \$
<b>Operating expenses</b>				
Consulting fees	12,750	12,888	38,650	38,638
Business fees	425	6,020	11,094	10,269
Insurance	2,250	2,250	6,750	6,750
Professional fees	1,377	225	2,114	3,252
Shareholder communication	3,470	736	5,159	3,762
Stock-based compensation	23,000	–	23,000	–
Office and other	1,335	2,183	5,131	6,298
	(44,607)	(24,301)	(91,898)	(68,969)
<b>Other income</b>				
Interest income	–	80	–	813
<b>Net loss and comprehensive loss for the period</b>	<u>(44,607)</u>	<u>(24,221)</u>	<u>(91,898)</u>	<u>(68,156)</u>
<b>Net loss per share – basic and diluted</b>	<u>(\$0.004)</u>	<u>(\$0.002)</u>	<u>(\$0.007)</u>	<u>(\$0.006)</u>
<b>Weighted average outstanding common shares – basic and diluted</b>	<u>12,573,264</u>	<u>11,573,264</u>	<u>12,573,264</u>	<u>11,573,264</u>

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

# NSGold Corporation

## Unaudited Interim Condensed Consolidated Statements of Cash Flows For the periods ended September 30, 2017 and September 30, 2016

(expressed in Canadian dollars)

	2017 \$	2016 \$
<b>Cash provided by (used for) the following</b>		
<b>Operating activities</b>		
Net loss and comprehensive loss for the periods	(91,898)	(68,156)
Charges to income not affecting cash		
Stock-based compensation	23,000	–
	<hr/>	<hr/>
	(68,898)	(68,156)
Net change in working capital balances related to operations		
Decrease (increase) in accounts receivable	(2,312)	15,166
Decrease (increase) in prepaid expenses	2,450	2,071
Increase (decrease) in accounts payable and accrued liabilities	(24,160)	5,660
	<hr/>	<hr/>
	(92,920)	(45,259)
<b>Investing activities</b>		
Net expenditures on resource properties	(13,719)	(13,700)
	<hr/>	<hr/>
<b>Net change in cash and cash equivalents for the periods</b>	(106,639)	(58,959)
<b>Cash and cash equivalents – Beginning of periods</b>	115,116	101,433
	<hr/>	<hr/>
<b>Cash and cash equivalents – End of periods</b>	8,477	42,474
	<hr/>	<hr/>
<b>Cash and cash equivalents is comprised of:</b>		
Cash	8,477	12,394
Short-term investments	–	30,080
	<hr/>	<hr/>
	8,477	42,474
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The accompanying notes are an integral part of these unaudited interim condensed consolidated financial statements.

# **NSGold Corporation**

## **Notes to Unaudited Interim Condensed Consolidated Financial Statements**

**For the periods ended September 30, 2017 and September 30, 2016**

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(expressed in Canadian dollars)

### **1 Nature of operations and going concern**

#### **Nature of operations**

NSGold Corporation (the “Company” or “NSGold”) was incorporated on September 25, 2009 under the Canada Business Corporations Act. On June 18, 2010, the Company completed a reverse takeover and short form vertical amalgamation pursuant to the British Columbia Business Corporations Act with Kermode Capital Ltd. with the amalgamated entity being renamed NSGold Corporation.

The Company is a mineral exploration company exploring for gold and base metals in Nova Scotia, Canada. The Company has not yet determined whether its properties contain ore reserves that are economically recoverable.

The Company’s shares are listed on the TSX Venture Exchange with the symbol NSX.

#### **Going concern**

These unaudited interim condensed consolidated financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business as they come due. As at September 30, 2017, the Company had an accumulated deficit of \$3.8 million (2016 - \$3.7 million). The Company has no income or cash flow from operations. In addition to its working capital requirements, the Company must secure sufficient funding to maintain legal title to its resource properties, to fund its exploration and development activities and to fund its general and administrative costs. Such circumstances may cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management is evaluating alternatives to secure additional financing so that the Company can continue to operate as a going concern. Nevertheless, there is no assurance that these initiatives will be successful or sufficient.

The Company’s ability to continue as a going concern is dependent upon its ability to fund its working capital and exploration requirements and eventually to generate positive cash flows, either from operations or sale of properties. These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and consolidated statements of financial position classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

### **2 Basis of presentation**

#### **a) Statement of compliance**

The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of financial statements as set out in the Chartered Professional Accountants of Canada Handbook – Accounting – Part 1 (“CPA Canada Handbook”).

# NSGold Corporation

## Notes to Unaudited Interim Condensed Consolidated Financial Statements

For the periods ended September 30, 2017 and September 30, 2016

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(expressed in Canadian dollars)

### 2 Basis of presentation (continued)

#### a) Statement of compliance (continued)

These financial statements are in compliance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”). Accordingly, certain information normally included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, have been omitted or condensed. These financial statements should be read in conjunction with the Company’s annual audited financial statements for the year ended December 31, 2016.

These financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state the Company’s results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year.

The Board of Directors approved these financial statements for issue on November 29, 2017.

#### b) Basis of measurement

These unaudited interim condensed consolidated financial statements have been prepared under a historical cost basis, except for certain financial assets which are recorded at fair value.

#### c) Use of estimates and judgments

The preparation of the consolidated financial statements requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current as well as expected economic conditions. Actual results may differ from these estimates. The more significant areas requiring the use of management estimates and assumptions are discussed below:

##### *Recoverability of resource properties*

At the end of each reporting period, the Company assesses each of its mineral resource properties to determine whether any indication of impairment exists. Judgment is required in determining whether indicators of impairment exist, including factors such as, the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of resource properties are budgeted and results of exploration and evaluation activities on the exploration and evaluation assets.

Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. The impairment analysis requires the use of estimates and assumptions, such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value of mineral assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of



# NSGold Corporation

## Notes to Unaudited Interim Condensed Consolidated Financial Statements

For the periods ended September 30, 2017 and September 30, 2016

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(expressed in Canadian dollars)

### 2 Basis of presentation (continued)

#### c) Use of estimates and judgments (continued)

money and the risks specific to the asset. If the Company does not have sufficient information about a particular mineral resource property to meaningfully estimate future cash flows, the fair value is estimated by management through the use of, where available, comparison to similar market assets and, where available, industry benchmarks. Actual results may differ materially from these estimates.

#### *Impairment of investments*

The Company follows the guidance of International Accounting Standards (“IAS”) 39 “Financial Instruments - Recognition and Measurement” to determine when an available-for-sale equity investment is impaired. This determination requires significant judgment. The Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost, and the financial health and short-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flows.

### 3 Significant accounting policies

These financial statements have been prepared using the same accounting policies and methods of computation as the annual financial statements of the Company for the year ended December 31, 2016. Refer to note 3 – Significant Accounting Policies, of the Company’s annual consolidated financial statements for the year ended December 31, 2016 for information on accounting policies, as well as, new accounting standards not yet effective.

### 4 Prepaid expenses

	September 30, 2017 \$	December 31, 2016 \$
Prepaid insurance	1,500	5,250
Stock exchange sustaining fees	1,300	–
	<hr/>	<hr/>
	2,800	5,250

### 5 Resource properties

	Mooseland \$	Other \$	Total \$
<b>Balance at December 31, 2015</b>	2,155,152	6,645	2,161,797
Exploration costs incurred	15,288	2,260	17,548
	<hr/>	<hr/>	<hr/>
<b>Year ended December 31, 2016</b>	2,170,440	8,905	2,179,345
Stock-based compensation	2,000	–	2,000
Exploration costs incurred	14,634	(915)	13,719
	<hr/>	<hr/>	<hr/>
<b>Period ended September 30, 2017</b>	2,187,074	7,990	2,195,064

# NSGold Corporation

## Notes to Unaudited Interim Condensed Consolidated Financial Statements

For the periods ended September 30, 2017 and September 30, 2016

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(expressed in Canadian dollars)

### 5 Resource properties (continued)

#### Mooseland and other Nova Scotia Properties

On April 14, 2010, the Company entered into a formal purchase agreement with Globex Mining Enterprises Inc. ("Globex") to acquire a 100% interest in the advanced-stage exploration property referred to as the Mooseland Gold Property ("Mooseland Property") located 70 kilometres northeast of the city of Halifax, Nova Scotia and five secondary properties ("Secondary Properties") all located in the Province of Nova Scotia.

Under the terms of the purchase agreement the Company has paid a total of \$750,000 to Globex. There are no further payments due under the purchase agreement.

Globex also holds a gross metal royalty equal to 4% of all metals produced from the Mooseland Property and the Secondary Properties. In addition, Globex has the right to receive a 5% interest in the issued and outstanding share capital of the Company at the time of production in the event that any of the Mooseland Property or the Secondary Properties, as applicable, enters into production.

### 6 Accounts payable and accrued liabilities

	September 30, 2017 \$	December 31, 2016 \$
Accounts payable	9,033	44,443
Accrued liabilities	25,250	14,000
	<u>34,283</u>	<u>58,443</u>

### 7 Share capital

#### a) Authorized capital stock

Unlimited number of common shares, without nominal or par value

Unlimited number of preferred shares, without nominal or par value, issuable in one or more series

	Number of shares	Amount \$
<b>Common shares issued and fully paid</b>		
<b>Balance – December 31, 2015</b>	11,573,264	5,119,616
Issued for cash, net of share issue costs	1,000,000	93,231
<b>Balance – December 31, 2016 and September 30, 2017</b>	<u>12,573,264</u>	<u>5,212,847</u>

# NSGold Corporation

## Notes to Unaudited Interim Condensed Consolidated Financial Statements

For the periods ended September 30, 2017 and September 30, 2016

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(expressed in Canadian dollars)

### 7 Share capital (continued)

#### b) Private placement

On December 2, 2016, the Company completed a non-brokered private placement and issued 1,000,000 units at a price of \$0.10 per unit, for aggregate gross proceeds of \$100,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole share purchase warrant entitles its holder to acquire one additional common share of NSGold for eighteen months at a price of \$0.15. Officers and directors of the Company subscribed for an aggregate of 450,000 units for aggregate subscription proceeds of \$45,000.

#### c) Warrants

The following table summarizes the changes in the Company's warrants:

	Expiry date	Exercise price \$	Number	Ascribed value \$
<b>Balance – December 31, 2015</b>			3,529,411	–
Issued pursuant to December 2016 private placement financing	June 2, 2018	\$0.15	500,000	–
<b>Balance – December 31, 2016 and September 30, 2017</b>			<u>4,029,411</u>	<u>–</u>

The fair value of warrants recognized has been estimated at the issue date using the residual method of valuation. Given the market price of the Company's common shares on the date of closing of the 2016 private placement was equal or greater to the selling price of the units, the residual value assigned to both sets of warrants is \$nil.

#### d) Options

The Company has adopted a stock option plan ("Plan") for directors, officers, employees and consultants of the Company, providing the Board of Directors with the discretion to issue options to purchase up to 1,000,000 common shares. The exercise price of the stock options is determined by the Board of Directors when the options are granted, but cannot be less than the closing price of the Company's shares on the TSX Venture Exchange on the business day immediately preceding the day on which the option is granted. The maximum exercise period of the stock options is ten years.

# NSGold Corporation

## Notes to Unaudited Interim Condensed Consolidated Financial Statements

For the periods ended September 30, 2017 and September 30, 2016

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(expressed in Canadian dollars)

### 7 Share capital (continued)

#### d) Options (continued)

The following table summarizes the changes in the Company's stock options:

	Weighted average exercise price \$	Number of options	Weighted average remaining life (years)	Expiry date
<b>Balance – December 31, 2015</b>				May 28, 2025 and
<b>and December 31, 2016</b>	0.08	207,500	7.9	Dec 4, 2025
Granted during the period	0.10	<u>265,000</u>	9.9	Aug 24, 2027
<b>Balance – September 30, 2017</b>	0.09	<u>472,500</u>	9.1	

As at September 30, 2017, 527,500 options remained available for future grants under the Plan. Options vested and exercisable at September 30, 2017 totalled 472,500. The Company capitalized \$2,000 (2016 - \$nil) in non-cash share-based compensation expense to resource properties with the balance of \$\$23,000 (2016 - \$nil) charged to operations.

#### e) Contributed surplus

	\$
<b>Balance – December 31, 2015 and</b>	
<b>December 31, 2016</b>	732,827
Grant of stock options during the period	<u>25,000</u>
<b>Balance – September 31, 2017</b>	<u>757,827</u>

### 8 Supplemental cash flows information

During the period ended September 30, 2017, the Company incurred expenditures on resource properties of \$439 (period ended September 30, 2016 - \$439) which were recorded as accounts payable.

### 9 Financial instruments

#### Credit risk

The Company manages credit risk by holding the majority of its cash with high quality financial institutions in Canada, where management believes the risk of loss to be low.

# **NSGold Corporation**

## **Notes to Unaudited Interim Condensed Consolidated Financial Statements**

**For the periods ended September 30, 2017 and September 30, 2016**

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(expressed in Canadian dollars)

### **9 Financial instruments (continued)**

#### **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. The Company does not have sufficient working capital to carry out all budgeted programs in 2017 and must raise funds during 2017 to avoid disruption in planned expenditures (see note 1).

#### **Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

##### a) Interest rate risk

The Company has no significant exposure to interest rate risk on its lending and borrowing activities.

##### b) Price risk

The Company is not exposed to any direct price risk other than that associated with commodities and how fluctuations impact companies in the mineral exploration and mining industries as the Company has no significant revenues.

### **10 Capital management**

The Company's capital structure consists of share capital, warrants and other, deficit, accumulated other comprehensive loss and contributed surplus, which at September 30, 2017 totalled \$2,191,507 (December 31, 2016 - \$2,258,352). The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. See note 1.

The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

