NORAM VENTURES INC.

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JULY 31, 2018

(Unaudited - Expressed in Canadian Dollars)

Notice of No Auditor Review

These unaudited consolidated interim financial statements of Noram Ventures Inc. (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	July 31 2018	January 31 2018
ASSETS		
Current assets		
Cash	$ 9,547	$ 152,356
GST receivable	16,006	12,044
Other receivables	12,344	-
Subscriptions receivable (note 5)	-	50,000
	37,897	214,400
Equipment (note 3)	1,007	1,299
Reclamation bond	11,929	9,564
Exploration and evaluation assets (note 4)	1,268,257	987,331
Total assets	$ 1,319,090	$ 1,212,594
LIABILITIES		
Current liabilities		
Accounts payable	$ 20,938	$ 40,744
Accrued liabilities	32,631	21,965
Loans payable (note 5)	189,000	-
Total liabilities	242,569	62,709
SHAREHOLDERS' EQUITY		
Share capital (note 6)	8,104,223	7,957,949
Reserve (note 6)	1,042,034	904,031
Share subscriptions advanced (note 6)	-	10,000
Deficit	(8,069,736)	(7,722,095)
Total shareholders' equity	1,076,521	1,149,885
Total liabilities and shareholders' equity	$ 1,319,090	$ 1,212,594

Nature of operations and going concern (note 1)
Subsequent events (note 12)

Approved on behalf of the Board:

Director *"Art Brown"* *"Mark Ireton"*
Art Brown Mark Ireton

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

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	For the three months ended July 31		For the six months ended July 31	
	2018	**2017**	**2018**	**2017**
EXPENSES				
Management and consulting fees (note 7)	$ 15,000	$ 51,660	$ 33,500	$ 103,869
Corporate communication	-	25,471	-	45,175
Depreciation (note 3)	146	88	292	88
Filing and transfer agent fees	8,619	19,110	23,159	29,872
Interest expense (income)	3,130	(103)	3,130	(103)
Office and administrative	12,152	9,373	28,279	13,805
Professional fees	16,433	26,673	17,933	44,671
Rent	6,180	409	12,360	8,203
Share based payments (note 6)	199,276	24,756	199,276	24,756
Travel and promotion	-	3,851	29,712	9,371
Net and comprehensive loss	$ (260,936)	$ (161,288)	$ (347,641)	$ (279,707)
Basic and diluted loss per share (note 6)	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.02)
Weighted average number of common shares outstanding	19,783,733	15,257,429	19,773,899	14,760,811

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

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	For the six months ended July 31 2018	2017
Cash provided by (used in):		
Operating activities		
Loss for the period	$ (347,641)	$ (279,707)
Adjustments		
Depreciation	292	88
Share based payments	199,276	24,756
Non-cash working capital items		
GST receivables	(3,962)	7,790
Other receivables	(12,344)	-
Prepaid expenses	-	12,584
Accounts payable and accrued liabilities	(9,140)	(54,934)
Net cash used in operating activities	(173,519)	(289,423)
Investing activities		
Purchase of equipment	-	(1,563)
Increase to reclamation bond	(2,365)	-
Exploration and evaluation expenditures	(280,925)	72,773
Net cash (used in) provided by investing activities	(283,290)	71,210
Financing activities		
Loan advances	189,000	-
Shares issued for cash, net of share issue costs	125,000	177,000
Net cash provided by financing activities	314,000	177,000
Change in cash	(142,809)	(41,213)
Cash, beginning of the period	152,356	119,989
Cash, end of the period	$ 9,547	$ 78,776

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

NORAM VENTURES INC.

CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share capital	Share Subscriptions Advanced	Reserves	Deficit	Total
Balance at January 31, 2017	14,253,033	$ 5,540,936	$ -	$ 1,183,938	$(3,955,722)	$ 2,769,152
Shares issued:						
warrants exercised at $0.50 per share (note 6)	350,000	175,000	-	-	-	175,000
Net and comprehensive loss	-	-	-	-	(279,707)	(279,707)
Balance at July 31, 2017	14,603,033	5,715,936	-	1,183,938	(4,235,429)	2,664,445
Balance at January 31, 2018	19,613,733	7,957,949	10,000	904,031	(7,722,095)	1,149,885
Shares issued:						
warrants exercised at $0.50 per share (note 6)	70,000	35,000	(10,000)	-	-	25,000
options exercised at $0.50 per share (note 6)	100,000	111,274	-	(61,273)	-	50,001
Net and comprehensive loss	-	-	-	199,276	(347,641)	(148,365)
Balance at July 31, 2018	19,783,733	$ 8,104,223	$ -	$ 1,042,034	$(8,069,736)	$ 1,076,521

(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations and going concern

Noram Ventures Inc. ("Noram" or the "Company") was incorporated on June 15, 2010 under the Business Corporations Act (British Columbia). The Company, through its wholly owned subsidiary, Green Energy Resources Inc., is in the business of acquiring, exploring and developing mineral exploration properties, primarily in the province of British Columbia, Canada and the state of Nevada, USA. The Company's shares are listed on the TSX Venture Exchange ("TSX-V")

The address of the Company's registered and records office is 304 - 700 Pender Street, Vancouver, BC.

The Company has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and exploration costs is dependent upon the existence of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of properties.

These consolidated interim financial statements have been prepared using accounting principles applicable to a going concern which assumes 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 rather than through a process of forced liquidation.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of resource property expenditures is dependent upon several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral properties. The Company will need access to capital to continue advancing its properties. Additional financing is subject to the global financial markets and prevailing economic conditions. These factors will likely make it more challenging to obtain financing. These matters and conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern.

These consolidated interim financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the statement of operations and comprehensive loss and financial position classifications that would be necessary were the going concern assumption not appropriate.

	July 31 2018	January 31 2018
Deficit	$ (8,069,736)	$ (7,722,095)
Working capital (deficiency)	$ (204,672)	$ 151,691

These financial statements were authorized for issue on October 1, 2018 by the directors of the Company.

2. Basis of presentation and statement of compliance

Statement of compliance

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting. These consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended January 31, 2018, which have been prepared in accordance with IFRS.

These consolidated interim financial statements have been prepared on the historical cost basis. The presentation and functional currency of the Company is the Canadian dollar.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary Green Energy Inc. ("Green Energy"), incorporated under the laws of the State of Nevada on May 10, 2016.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated interim financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated interim financial statements:

- the determination that the Company will continue as a going concern for the next year; and
- the determination that there have been no events or changes in circumstances that indicate the carrying amount of exploration and evaluation assets may not be recoverable.

2. Basis of presentation and statement of compliance (continued)

Impairment

At each reporting period, management reviews all assets for indicators of impairment. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value. If the recoverable amount of the asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for that period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which that asset belongs.

Past impairments are also considered at each reporting period and where there is an indication that an impairment loss may have decreased, the recoverable amount is calculated as outlined above to determine the extent of the recovery. If the recoverable amount of the asset is more than its carrying amount, the carrying amount of the asset is increased to its recoverable amount and the impairment loss is reversed in the profit or loss for that period. The increased carrying amount due to reversal will not be more than what the depreciated historical cost would have been if the impairment had not been recognized.

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

(i) IFRS 9 Financial Instruments

This is a finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39. The standard contains requirements in the following areas:

- Classification and measurement - Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.
- Impairment - The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.
- Hedge accounting - Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.
- Derecognition - The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018. The Company has determined that IFRS 9 will not have a material impact on the consolidated financial statements.

(Unaudited - Expressed in Canadian Dollars)

2. Basis of presentation and statement of compliance (continued)

New accounting standards issued but not yet effective (continued)

(ii) IFRS 16 Leases

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company has determined that IFRS 16 will not have a material impact on the consolidated financial statements.

3. Equipment

The following table summarizes the changes in the Company's equipment for the periods ended July 31, 2018 and January 31, 2018:

		Computer Equipment
Cost		
Balance, Jan 31 2017	$	-
Additions		1,563
Balance, July 31 and January 31 2018	**$**	**1,563**
Accumulated Depreciation		
Balance, January 31 2017	$	-
Depreciation for the year		264
Balance, January 31 2018	**$**	**264**
Depreciation for the period	**$**	**292**
Balance, July 31, 2018	**$**	**556**
Net Book Value		
Balance, January 31, 2018	**$**	**1,299**
Balance, July 31, 2018	**$**	**1,007**

(Unaudited - Expressed in Canadian Dollars)

4. Exploration and evaluation assets

The Company has interests in four mineral properties located in British Columbia, Nevada, USA and Argentina as at July 31, 2018. A summary of the capitalized acquisition and exploration expenditures on the Company's exploration and evaluation assets for the periods ending July 31, 2018 and January 31, 2018 are as follows:

	Jumbo Claims	Clayton Valley Claims	Hector Lode Claims	Arizaro East Claims	Total
	$	$	$	$	$
Balance, January 31 2017	924,786	1,018,574	782,303	-	2,725,663
Acquisition costs				1,042,380	1,042,380
Exploration costs	(3,122)	42,657	-	23,625	63,160
Advanced NSR payments	-	-	-		-
Option to purchase	-	(73,900)	-	-	(73,900)
Impairment	(921,664)	-	(782,303)	(1,066,005)	(2,769,972)
Balance, January 31 2018	**-**	**987,331**	**-**	**-**	**987,331**
Acquisition costs	-	83,605	-	-	83,605
Exploration costs	-	196,489	-	832	197,321
Advanced NSR payments	-	-	-	-	-
Option to purchase	-	-	-	-	-
Impairment	-	-	-	-	-
Balance, July 31, 2018	**-**	**1,267,425**	**-**	**832**	**1,268,257**

Jumbo Claims, Slocan Mining Division, British Columbia

The Company entered into an option agreement dated August 23, 2012 (as amended on May 15, 2014 and February 26, 2015), to acquire a 100% interest in 22 mining claims located near Nakusp, British Columbia, and received TSX-V approval on August 29, 2012 ("effective date"). The purchase price for the 100% interest is payable by the Company with cumulative payments totaling $205,000 and the issuance of an aggregate 140,000 shares of the Company's common stock, as follows:

Date	Cash	Shares
Upon signing (paid)	$ 20,000	-
Within 3 business days of the effective date, (paid and issued)	$ 10,000	50,000
First anniversary after effective date, (paid and issued)	$ 50,000	35,000
On or before June 15, 2014 (paid and issued)	$ 20,000	27,500
On or before August 29, 2014 (issued)	-	27,500
On or before February 28, 2015 (paid)	$ 15,000	-
Upon the Company acquiring additional funds (paid)	$ 15,000	-
On or before February 28, 2016 (paid)	$ 75,000	-
	$ 205,000	140,000

These claims are also subject to a 3% Net Smelter Return Royalty payable to the Optionor, one third of which can be acquired from the Optionor at a purchase price of $1,000,000. The terms of the Net Smelter Royalty ("NSR") also provide that commencing 36 months after the effective date, minimum annual payment payable to the Optionor pursuant to the NSR Royalty will be $20,000.

4. Exploration and evaluation assets (continued)

Jumbo Claims, Slocan Mining Division, British Columbia (continued)

On February 28, 2016, the Company entered into Addendum III, to amend the Agreement and the two previous amendments of May 13, 2014 and February 26, 2015. Pursuant to Addendum III, the final cash option payment of $75,000 payable on or before February 28, 2016 and the $20,000 annual NSR Royalty payment due August 29, 2015 have been amended to the following:

- $10,000 per month commencing on March 15, 2016 and paid monthly until the $75,000 is paid (the amount has been fully paid);
- Subject to regulatory acceptance, the issuance of 40,000 shares of the Company at a deemed price of $0.50 per share in settlement of the $20,000 annual NSR Royalty payment outstanding (issued on April 30, 2016) (Note 5), with the shares being restricted from trading for a period of one year from their date of issue; and
- Forgiveness of the second annual NSR Royalty payment of $20,000 due August 29, 2016, with the next annual NSR Royalty payment now due August 29, 2017.

On April 10, 2018, the Company announced that it allowed the Jumbo Claims to lapse; therefore impairment of $921,664 was recognized for the year ended January 31, 2018.

On June 8, 2018, the Company transferred Jumbo mineral claims 986089 and 998808 back to the Vendor in exchange for the forgiving of a $20,000 advanced royalty payment that was due on August 29, 2017.

Clayton Valley, Nevada

The Company entered into an agreement to acquire mineral claims in Clayton Valley, Nevada. The Company paid USD$ 100,000 ($125,480) for the mineral claims, by way of a promissory note to the vendor and a NSR of 2.5%. The promissory note and all accrued interest at the rate of 8% per annum is due on or before April 27, 2017. The definitive agreement and transfer of tenure closed on April 27, 2016.

The Company has since acquired additional claims, by way of staking.

On February 8, 2017, the Company entered into a definitive property option agreement (the “Option Agreement”) with Alba Minerals Ltd. (“Alba”), whereby Alba can acquire lithium claims at Clayton Valley, Nevada and the Hector Lode lithium claims in San Bernardino County California.

In order to keep the Option Agreement in good standing and in force and effect, Alba shall:

a) Make mandatory payments in the aggregate amount of $255,000 (received) to Green Energy on completion of the drilling program in Clayton Valley, to earn a 25% interest in the Claims. For greater certainty, this payment is an obligation of Alba and not optional and upon payment of the said amount Alba will become the owner of the said 25% interest without having to give Exercise Notice;

b) Make a second payment of $200,000 to Green Energy on or before March 30, 2017 or at such time as the National Instrument 43-101 Technical Report on drilling results is completed, whichever is later, in order to earn an additional 5% for a total 30% interest in the claims (not paid);

c) Make a third payment of $200,000 to Green Energy on or before May 30, 2017, in order to earn an additional 5% for a total 35% interest in the claims (not paid);

4. Exploration and evaluation assets (continued)

Clayton Valley, Nevada (continued)

d) Make a fourth payment of $289,500 to Green Energy on or before August 25, 2017, in order to earn an additional 10% for a total 45% interest in the claims (not paid); and

e) Make a fifth payment of $155,500 to Green Energy and issue an aggregate of 100,000 common shares in the capital of Alba (the “Alba Shares”) to the Company on or before November 30, 2017, in order to earn an additional 5% for a total and maximum 50% interest in the claims (not paid).

On January 11, 2018, the Company announced that it has re-negotiated the terms of the Option Agreement. Alba will earn an additional 25% interest for a cash consideration of $350,000 payable to Green Energy who will then be a 50% joint venture partner on the Clayton Valley Lithium Project.

On May 28, 2018, the Company entered into a property purchase agreement with Alba, subject to TSX-V approval, whereby the Company will repurchase the 25% interest Alba earned in the Clayton Valley claims for consideration of the issuance of 3,800,000 common shares and a cash payment of $400,000.

On September 14, 2018, the Company received conditional approval from the TSX Venture Exchange for a property purchase agreement dated May 28, 2018, with Alba Minerals Ltd., whereby the Company will repurchase the 25% interest Alba earned in the Clayton Valley claims for consideration of the issuance of 3,800,000 common shares and a cash payment of $400,000. Final approval will be pending shareholder approval at the Company’s Annual General and Special Meeting scheduled for November 13, 2018.

Hector Lode mineral claims, San Bernadino County, California, US

On September 14, 2016 the Company acquired claims in San Bernadino County, California, US by paying USD$100,000 ($132,303) and issuing 1 million common shares to the vendor with a fair value of $0.65 per share (Note 5).

During the year ended January 31, 2018, management abandoned Hector Lode mineral claims. The aggregate costs related to the abandoned exploration and evaluation assets in the amount of $782,303 were charged to operations. The abandonment of these claim was taken into consideration when repurchasing Alba’s interest in the original Clayton Valley agreement.

Arizaro East mineral claims, Province of Salta, Argentina

On July 26, 2017, the Company signed a property option agreement to acquire the Arizaro East Claims in the Province of Salta, Argentina. In keeping with the terms of the option agreement, the Company issued 2,850,000 common shares, at a fair value of $0.30 per share equaling $855,000, to earn a 90% interest in the property and can earn the remaining 10% by making a payment of US$150,000 on or before July 31, 2018 (Note 5). On August 25, 2017, the Company paid US$150,000 for the remaining 10% interest of Arizaro East Mineral Claims.

During the year ended January 31, 2018, the Company recognized impairment of $1,066,005 on the Arizaro East property due to less than favourable results; however the Company has continued discussions regarding exploration.

5. Loans Payable

During the period ended July 31, 2018, the Company completed loan arrangements by way of demand loans totaling $131,000 (January 31, 2018 - $Nil) from related parties. The loans bear interest at 12% per annum and are repayable upon completion of the Company's next financing. Receipt of these loans is providing the working capital for the Company to continue exploration activities.

During the period ended July 31, 2018, the Company also received a loan in the amount of $58,000 from a company related by common directors. It is unsecured and non-interest bearing and will be repaid upon completion of the Company's next financing.

As at July 31, 2018, $3,131 (January 31, 2018 - $Nil) in accrued interest was included in accounts payable and accrued liabilities.

6. Share Capital

a) Authorized: Unlimited number of common shares with no par value

b) Issued and Outstanding

On April 6, 2016, the Company issued 40,000 common shares for property option payments at fair value of $0.50 per share as part payment for the acquisition of the Jumbo claims (Note 4).

On April 19, 2016, the Company issued 5,000,000 units pursuant to a non-brokered private placement at $0.10 per unit for gross proceeds in the amount of $500,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share at the price of $0.50 until April 19, 2018. As the unit was issued at a price lower than the market trading price on April 19, 2016 $Nil was allocated to reserve as fair value for the warrants under the residual value method. The Company paid a finder's fee of $13,841 in cash and 131,200 non-transferrable warrants with a fair value of $43,127. Each warrant is exercisable into one common share at a price of $0.50 until April 19, 2018.

On September 30, 2016, the Company issued 1,000,000 common shares with a fair value of $0.65 as part payment for the acquisition of the Hector Lode mineral claims (Note 4).

During the year ended January 31, 2017, the Company issued 3,885,100 common shares pursuant to the exercise of warrants at price of $0.50 per share for a total consideration of $1,942,550.

On July 19, 2017 the Company issued 2,850,000 common shares for property option payments for Arizaro East mineral claim to earn a 90% interest at fair value of $0.30 per share for a total fair value of $855,000 (Note 4).

During the year ended January 31, 2018, the Company issued 1,895,000 common shares pursuant to the exercise of warrants at a price of $0.50 per share for gross proceeds of $937,500.

During the year ended January 31, 2018, the Company issued 475,000 common shares pursuant to the exercise of options at a price of $0.50 per share for gross proceeds of $237,500. An amount of $304,663 was transferred from reserves to share capital upon exercise of these options. As at January 31, 2018, the Company had subscriptions receivable of $50,000 related to these options exercised, which was received subsequent to year end.

(Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)

b) Issued and Outstanding (continued)

On January 4, 2018, the Company entered into settlement agreements with various creditors, pursuant to which the Company settled an aggregate of $80,350 of debt in consideration for the issuance of an aggregate of 160,700 common shares of the Company at a price of $0.50 per share.

On March 2, 2018, the Company consolidated its shares on the basis of one new, post-consolidated share for every 10 old, pre-consolidated shares. All share and per share amounts in these financial statements are presented on a post-consolidation basis.

During the six months ended July 31, 2018, the Company issued 100,000 common shares pursuant to the exercise of options at a price of $0.50 per share for cash proceeds of $50,000. An amount of $61,273 was transferred from reserves to share capital upon exercise of these options.

During the six months ended July 31, 2018, the Company issued 70,000 common shares pursuant to the exercise of warrants at a price of $0.50 per share for gross proceeds of $35,000.

c) Stock Options

The Company has a stock option plan whereby the Company 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. Under the plan, the exercise price of each option will not be less than the discounted market price of the common shares as permitted by the TSX Venture Exchange policies. The options can be granted for a maximum term of 5 years.

On June 20, 2016, the Company granted 725,000 incentive stock options to directors, officers and consultants, vesting immediately on the date of the grant, and exercisable on or before June 20, 2018 at a price of $0.70 per share. The exercise price of the stock options was revised to $0.50 on June 6, 2017.

On July 20, 2016, the Company granted 125,000 incentive stock options to directors and officers, vesting immediately on the date of the grant, and exercisable on or before July 20, 2018 at a price of $0.70 per share. The exercise price of the stock options was revised to $0.50 on June 6, 2017.

On July 28, 2016, the Company granted 100,000 incentive stock options to a director, vesting immediately on the date of the grant, and exercisable on or before July 28, 2018 at a price of $1.05 per share. The exercise price of the stock options was revised to $0.50 on June 6, 2017.

The fair value of options granted during the years ended January 31, 2018 and 2017 has been estimated as at the date of grant using the Black-Scholes Option Pricing Model using following weighted average assumptions:

	January 31, 2018	January 31, 2017
Risk-free interest rate	*0.64%*	*0.56% to 0.60%*
Expected dividend yield	*0%*	*0%*
Share price volatility	*134.01%*	*261.73% to 278.92%*
Expected life of options	*1 year*	*2 years*

(Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)

c) Stock Options

On May 18, 2018, the Company granted 1,900,000 stock options to directors, officers and consultants of the Company, which are exercisable at $0.18 for a period of 10 years until May 18, 2028. The estimated fair value of $199,276, $0.1748 a share, has been expensed during the period. It was calculated for the options using the Black-Scholes model based on the following assumptions: risk-free interest rate of 2.48%, expected life of 10 years, no annual dividend, expected volatility of 135% and a forfeiture rate of 40%.

During the period ended July 31, 2018, 110,000 stock options expired and 375,000 were cancelled at a price of $0.50 per option.

A summary of stock option activity is as follows:

	July 31 2018		January 31 2018	
	Number of Options Exercisable	Weighted average exercise price	Number of Options	Weighted average exercise price
Outstanding - beginning of period	585,000	$ 0.54	1,060,000	$ 0.74
Issued during the period	1,900,000	$ 0.18	-	-
Cancelled during the period	(375,000)	$ 0.57	-	-
Expired during the period	(110,000)	$ 0.50	-	-
Exercised during the period	(100,000)	$ 0.50	(475,000)	$ 0.50
Outstanding - end of period	1,900,000	$ 0.18	585,000	$ 0.54

The Company has the following options outstanding and exercisable:

Number of Options	Weighted Average Exercise Price	Weighted Average remaining contractual life	Expiry Date
1,900,000	$ 0.18	9.81 years	May 18, 2028
1,900,000	$ 0.18	9.81 years	

(Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)

d) Warrants

Details of common share purchase warrants activity for the periods ended July 31, 2018 and January 31, 2018 are as follows:

	July 31 2018			January 31 2018		
	Number of Warrants Exercisable		Weighted average exercise price	Number of Warrants		Weighted average exercise price
Outstanding - beginning of period	1,403,100	$	0.70	3,888,100	$	0.60
Warrants exercised	(70,000)	$	0.50	(1,875,000)	$	0.50
Warrants expired	(1,333,100)	$	0.50	(610,000)	$	0.50
Outstanding - end of period	-	$	-	1,403,100	$	0.70

On June 28, 2018, 487,000 unexercised warrants expired. These warrants were originally issued as part of a Private Placement completed on April 19, 2016, with an original expiration date of April 19, 2018. The expiry date of these warrants was extended to June 28, 2018.

As at July 31, 2018, there are no share purchase warrants outstanding.

e) Reserve

Reserves record items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

(Unaudited - Expressed in Canadian Dollars)

7. Related Party Transactions

Key management compensation includes management and consulting fees of $33,500 (2017: $64,500) paid to the CEO and former Vice President of Business Development of the Company.

During the six months ended July 31, 2018, the Company has the following related party transactions:

a) The Company paid or accrued management fees in the amount of $30,000 (2017: $60,000) to the CEO of the Company. As at July 31, 2018, $10,500 ($5,692) is included in accounts payable.

b) The Company paid consulting fees in the amount of $3,500 (2017: $4,500) to the former Vice President of Business Development of the Company.

c) As at July 31, 2018, interest of $3,130 (2017 - $Nil) owing to directors, shareholders or companies under their control is included in accrued liabilities.

These transactions are in the normal course of operations on normal commercial terms and conditions and at market rates, which is the amount of consideration established and agreed to by the related parties.

8. Financial Instruments

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

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 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 for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, reclamation bond, and accounts payable. The carrying amounts of cash, reclamation bond and accounts payable approximate their fair values because of the short term nature of these instruments.

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

	July 31, 2018	January 31, 2018
	$	$
Financial assets at fair value through profit or loss (i)	21,476	161,920
Other financial liabilities (ii)	20,938	40,744

(i) Cash and reclamation bond
(ii) Accounts payable

(Unaudited - Expressed in Canadian Dollars)

8. Financial Instruments (continued)

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:

Cash	Level 1	Level 2	Level 3	Total
	$	$	$	$
As at January 31, 2018	152,356	-	-	152,356
As at July 31, 2018	9,547	-	-	9,547

9. Financial risk management objectives and policies

The risks associated with financial instruments and the policies on how to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash and reclamation bond are subject to credit risk for a maximum of the amounts shown on the statements of financial position. The Company limits its exposure to credit risk on cash by depositing only with reputable financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company uses cash to settle its financial obligations as they fall due. The ability to do this relies on the Company maintaining sufficient cash on hand through debt or equity financing. Liquidity risk is assessed a high.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company believes it has not significant foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt as at July 31, 2018. The Company believes it has no significant interest rate risk.

10. Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The capital structure of the Company consists of shareholder's equity, comprising issued capital and deficit. The Company is not exposed to any externally imposed requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

11. Segmented information

The Company operates in one reportable segment, being the identification, acquisition and exploration of mineral interests in Argentina and the USA.

12. Commitments & Contingencies

Due to the size, complexity and nature of the Company's operations, various legal, tax, environmental and regulatory matters are outstanding from time to time. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events

On June 7, 2018, the Company's subsidiary, Green Energy Resources Inc., filed a Complaint (the "Complaint") in the Fifth Judicial Court of the State of Nevada in and for the County of Esmerelda. The Complaint was filed against Centrestone Resources LLC ("Centerstone"), a Nevada limited liability company which maintains its registered office at 5348 Vegas Drive, Las Vegas, Clark County, Nevada. Centerstone replied and filed a countersuit against the Company dated July 5th, 2018. Subsequent to the end of the quarter, the Company further responded by filing a motion for a preliminary injunction dated August 28, 2018.

13. Subsequent events

On September 4, 2018, 760,000 unexercised stock options were cancelled at a price of $0.18 per option. On the same date, the Company granted 800,000 stock options to directors, officers and consultants of the Company, which are exercisable at $0.15 for a period of 10 years until September 4, 2028.

On September 12, 2018, the Company announced that it will be increasing its previously announced Private Placement on August 20, 2018 and August 29, 2018 for up to $1,470,000. The placement consists of units priced at $0.105 and each unit is comprised of one common share of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.14 for two years from closing.

13. Subsequent events (continued)

On September 14, 2018, the Company received conditional approval from the TSX Venture Exchange for a property purchase agreement dated May 28, 2018, with Alba Minerals Ltd., whereby the Company will repurchase the 25% interest Alba earned in the Clayton Valley claims for consideration of the issuance of 3,800,000 common shares and a cash payment of $400,000. Final approval will be pending shareholder approval at the Company's Annual General and Special Meeting scheduled for November 13, 2018.