

**St. Augustine Gold and Copper Limited**

# Condensed Interim Consolidated Financial Statements

As at and for the three and nine months ended September 30, 2017  
and 2016

Unaudited and presented in U.S. dollars

Dated as of November 7, 2017

# **ST. AUGUSTINE GOLD AND COPPER LIMITED**

**28/F., AIA Central No.1, Connaught Road,  
Central, Hong Kong**

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

The accompanying condensed interim consolidated financial statements for St. Augustine Gold and Copper Limited (the "Company") as at and for the three and nine months ended September 30, 2017, have been prepared by management in accordance with the International Accounting Standards, which include International Financial Reporting Standards ("IFRS"). These financial statements are the responsibility of management and have not been reviewed by the auditors. The most significant accounting principles have been set out in the December 31, 2016 audited consolidated financial statements. There have been no changes in accounting policies from the latest completed financial year end. These financial statements have been prepared on a historical cost basis of accounting. A precise determination of many assets and liabilities is dependent on future events. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

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**St. Augustine Gold and Copper Limited**

Unaudited interim consolidated statements of financial position

As at September 30, 2017 and December 31, 2016

(Presented in U.S. dollars)

	Notes	September 30, 2017	December 31, 2016
<b>Assets</b>			
Current assets			
Cash and cash equivalents		\$ 109,564	\$ 236,833
Prepays and other current assets		135,652	135,673
<b>Total current assets</b>		<b>245,216</b>	<b>372,506</b>
Non-current assets			
Investment in mineral property	3	58,470,260	57,619,453
Investment in NADECOR	4.C	34,832,157	36,125,522
Note receivable from NADECOR	4.B	4,853,462	4,937,353
Investments in joint ventures	5.A	751,432	752,913
Advances to joint ventures	5.B	1,572,670	1,484,257
Note receivable from joint venture	5.B	7,869,831	7,770,086
Property and equipment	6	137,746	169,474
Other non-current assets		946,280	946,280
<b>Total non-current assets</b>		<b>109,433,838</b>	<b>109,805,338</b>
<b>Total assets</b>		<b>\$ 109,679,054</b>	<b>\$ 110,177,844</b>
<b>Liabilities and shareholders' equity</b>			
Current liabilities			
Accounts payable and accrued wages	7.A	\$ 1,511,453	\$ 1,066,388
Income tax payable		-	47,261
Due to related parties	7.B	1,396,606	254,940
<b>Total current liabilities</b>		<b>2,908,059</b>	<b>1,368,589</b>
<b>Shareholders' equity</b>			
Share capital	8.A	129,272,617	129,272,617
Share option reserves	8.B	12,033,926	12,033,926
Warrant reserves	8.C	1,215,488	1,215,488
Accumulated deficit		(25,182,075)	(24,577,252)
Accumulated other comprehensive loss		(10,568,961)	(9,135,524)
<b>Total equity</b>		<b>106,770,995</b>	<b>108,809,255</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 109,679,054</b>	<b>\$ 110,177,844</b>

Commitments and contingencies

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

Approved on behalf of the Board of Directors:

"SIGNED"

**Yolanda L. Coronel-Armenta**

Director

"SIGNED"

**Dr. Patrick V. Caoile**

Director

**St. Augustine Gold and Copper Limited**

Unaudited interim consolidated statements of loss and comprehensive loss

For the three and nine months ended September 30, 2017 and 2016

(Presented in U.S. dollars)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2017	2016	2017	2016
<b>Operating expenses</b>					
Wages and share-based expenses	7.A	\$ 50,000	\$ 49,999	\$ 150,000	\$ 344,326
General and administrative costs		96,336	123,148	338,007	479,555
<b>Total operating expenses</b>		<b>(146,336)</b>	<b>(173,147)</b>	<b>(488,007)</b>	<b>(823,881)</b>
Interest income		57,911	63,252	171,601	150,720
Interest expense		(92)	(384)	(402)	(1,398)
Foreign exchange gain (loss)		20,402	(22,431)	(19,084)	(70,562)
<b>Total other income</b>		<b>78,221</b>	<b>40,437</b>	<b>152,115</b>	<b>78,760</b>
<b>Loss from investment in NADECOR</b>	4.C	<b>(8,519)</b>	<b>(12,017)</b>	<b>(35,176)</b>	<b>(42,889)</b>
<b>Loss from investments in joint ventures</b>	5.B	<b>(74,633)</b>	<b>(65,851)</b>	<b>(233,755)</b>	<b>(105,268)</b>
<b>Net loss</b>		<b>(151,267)</b>	<b>(210,578)</b>	<b>(604,823)</b>	<b>(893,278)</b>
Foreign exchange translation loss		(673,371)	(1,031,235)	(1,433,437)	(1,428,678)
<b>Total comprehensive loss</b>		<b>\$ (824,638)</b>	<b>\$ (1,241,813)</b>	<b>\$ (2,038,260)</b>	<b>\$ (2,321,956)</b>
Net loss per common share, basic and diluted	9	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding, basic and diluted		726,758,334	726,758,334	726,758,334	726,758,334

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

**St. Augustine Gold and Copper Limited**

Unaudited interim consolidated statements of cash flows  
For the three and nine months ended September 30, 2017 and 2016  
(Presented in U.S. dollars)

		<b>Nine months ended September 30,</b>	
	<b>Notes</b>	<b>2017</b>	<b>2016</b>
<b>Cash flows from operating activities</b>			
Net loss		\$ (604,823)	\$ (893,278)
Share-based compensation expense, net of capitalized amounts	8.B	-	8,606
Effects of foreign currency changes		78,642	46,983
Interest income		(171,601)	(150,720)
Loss from investment in NADECOR	4.C	35,176	42,889
Loss from investments in joint ventures	5.B	233,755	105,268
Income tax payable		(47,261)	-
Changes in non-cash operating working capital		(985)	9,400
Net cash used by operating activities		(477,096)	(830,852)
<b>Cash flows from investment activities</b>			
Increase in investment in mineral property	3	(819,079)	(1,011,189)
Advances from related party	7.C	1,139,694	-
Advances to joint ventures	5	(402,305)	(844,565)
Note receivable from NADECOR	4.B	(33,185)	(123,444)
Changes in non-cash investing working capital		454,182	238,067
Interest income		240	9,738
Net cash provided by (used by) investing activities		339,547	(1,731,393)
Net decrease in cash and cash equivalents		(137,550)	(2,562,245)
Effect of exchange rate changes on cash and cash equivalents		10,282	23,018
Cash and cash equivalents, beginning of period		236,833	3,213,845
<b>Cash and cash equivalents, end of period</b>		<b>\$ 109,564</b>	<b>\$ 674,615</b>
<b>Comprised of:</b>			
Cash		\$ 109,564	\$ 674,615
Cash equivalents		-	-
<b>Total cash and cash equivalents, end of period</b>		<b>\$ 109,564</b>	<b>\$ 674,615</b>

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

**St. Augustine Gold and Copper Limited**

Unaudited interim consolidated statements of changes in shareholders' equity

For the nine months ended September 30, 2017 and 2016

(Presented in U.S. dollars)

	Notes	Shares	Share capital	Share option reserves	Warrant reserves	Accumulated deficit	Accumulated other comprehensive loss	Total
Balance, January 1, 2016		726,758,334	\$ 129,272,617	\$ 12,020,131	\$ 1,215,488	\$ (22,498,824)	\$ (7,051,945)	\$ 112,957,467
Share-based compensation	8.B	-	-	13,795	-	-	-	13,795
Foreign exchange translation loss		-	-	-	-	-	(1,428,678)	(1,428,678)
Net loss		-	-	-	-	(893,278)	-	(893,278)
Balance, September 30, 2016		726,758,334	129,272,617	12,033,926	1,215,488	(23,392,102)	(8,480,623)	110,649,306
Balance, January 1, 2017		726,758,334	129,272,617	12,033,926	1,215,488	(24,577,252)	(9,135,524)	108,809,255
Foreign exchange translation loss		-	-	-	-	-	(1,433,437)	(1,433,437)
Net loss		-	-	-	-	(604,823)	-	(604,823)
Balance, September 30, 2017		726,758,334	\$ 129,272,617	\$ 12,033,926	\$ 1,215,488	\$ (25,182,075)	\$ (10,568,961)	\$ 106,770,995

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

## **St. Augustine Gold and Copper Limited**

Condensed notes to the unaudited interim consolidated financial statements

As at and for the three and nine months ended September 30, 2017

Financial disclosures are presented in U.S. dollars unless otherwise noted

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### **1. Organization & description of business and continuance of operations**

St. Augustine Gold and Copper Limited (the "Company" or "SAGC") was incorporated on January 27, 2010, in the British Virgin Islands. The address of the Company's corporate office is 28/F, AIA Central No.1, Connaught Road, Central, Hong Kong. The registered address of the Company is Jayla Place, Wickham's Cay 1, Road Town, Tortola VG 1110, British Virgin Islands.

The Company has earned no revenues since its recapitalization in 2011 and is focused on the exploration and evaluation of its mineral property. The Company (through a related party company, prior to the Company's incorporation) and Nationwide Development Corporation ("NADECOR"), a Philippine corporation, entered into a Letter of Intent dated November 10, 2009, and executed a Memorandum of Understanding ("MOU") on April 27, 2010. Under these agreements, subsequent amendments and related agreements, the Company became responsible for providing technical assistance for operations and acquired the right to earn-in an aggregate 60% equity position, through direct and indirect investments, in the Kingking Joint Venture envisioned in the MOU. The earn-in is based on expenditures made to benefit the Kingking copper gold project (the "Project") as well as direct payments to NADECOR. The MOU will be superseded following fulfillment of the terms of an amended agreement executed in 2013 and amended in August 2014 (Note 4.A).

The Project is a copper-gold mineral reserve located at Sitio Gumayan, Barangay Kingking, Municipality of Pantukan, Province of Compostela Valley, on Mindanao Island, Philippines. Several years of exploration, including drilling and baseline studies have been completed by various parties. A National Instrument 43-101-compliant Preliminary Feasibility Technical Report had been completed and published on SEDAR on November 1, 2013.

The Philippine Environmental Management Bureau approved the Project Environmental Impact Study and issued the Environmental Compliance Certificate ("ECC") to NADECOR for the Kingking Project on February 26, 2015.

On January 4, 2016, Mines and Geosciences Bureau ("MGB") approved the Declaration of Mine Project Feasibility ("DMPF") therefore authorizing NADECOR and the Company to proceed in the development, construction and operation of the Kingking Project per approved plans and strategies.

In June 2016, MGB issued an order approving the assignment of the MPSA to Kingking Mining Corporation ("KMC") pursuant to the deeds of assignment dated October 22, 2010 and November 25, 2013.

On August 8, 2016, the Company announced that the Department of Environment and Natural Resources ("DENR") through MGB has approved the renewal of the amended MPSA for another 25-year term.

The Company is dependent upon its ability to obtain additional financing to complete a Bankable Feasibility Study ("BFS"), develop the mine site, and fund operations.

These unaudited interim consolidated financial statements, prepared as at and for three and nine months ended September 30, 2017 and 2016, (the "Financial Statements") have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business. The Company earns no operating revenues and has incurred an accumulated deficit of \$ 25,182,075 through September 30, 2017 (December 31, 2016 - \$24,577,252). The Company had a working capital deficit of \$2,662,843 at September 30, 2017 (December 31, 2016 - \$996,083); however, the Company has \$3,500,000 in commitments remaining to a joint venture investee (Note 11.B). Further, additional funds must be raised in order to further develop and construct the Project and ultimately realize a positive economic return. This represents a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon obtaining necessary financing to complete permitting activities, engineering design, construction and placement of the mineral property into commercial production. The Financial Statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

These Financial Statements were authorized for issue by the Board of Directors on November 7, 2017.



## St. Augustine Gold and Copper Limited

Condensed notes to the unaudited interim consolidated financial statements

As at and for the three and nine months ended September 30, 2017

Financial disclosures are presented in U.S. dollars unless otherwise noted

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## 2. Significant accounting policies

### A. Statement of compliance

These Financial Statements, including comparatives, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) effective for the Company’s reporting period ending December 31, 2017. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2016. Accounting policies applied are the same as those applied in the Company’s annual financial statements which are filed under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com), with the exception of new and revised accounting standards outlined in Note 2.F. The Financial Statements are prepared as at and for the three and nine months ended September 30, 2017, which is part of the period to be covered by the Company’s annual financial statements for the year ending December 31, 2017.

### B. Basis of presentation

The Financial Statements have been prepared using historical costs and fair values of certain items. Items initially measured at fair value include cash held in foreign currencies, warrant valuations, share-based payments and investments. The use of “₱” refers to Philippine pesos and “CDN\$” refers to Canadian dollars.

### C. Basis of consolidation

The Financial Statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions are eliminated on consolidation.

### D. Segment reporting

The Company operates in a single reportable operating segment, which is the development of mineral properties. The Company’s sole mineral property interest, the Kingking Project, is located in the Philippines.

### E. Significant accounting estimates, judgments and assumptions

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of income and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses.

Management uses historical experience and other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

There were no changes in key estimates, judgments or assumptions since the year ended December 31, 2016.

## St. Augustine Gold and Copper Limited

Condensed notes to the unaudited interim consolidated financial statements

As at and for the three and nine months ended September 30, 2017

Financial disclosures are presented in U.S. dollars unless otherwise noted

### F. New or revised pronouncements and amendments

<b>Pronouncement</b>	<b>Effective date</b>	<b>Adoption date</b>	<b>Summary of impact</b>
<b>IFRS 9 Financial Instruments</b>			
This guidance was issued as the first step in its project to replace IAS 39 - Financial Instruments: Recognition and Measurement. IFRS 9 introduces new requirements for classifying and measuring financial assets and new rules for hedge accounting. An entity may elect to apply earlier versions of IFRS 9 if, and only if, the entity's relevant date of initial application is before February 1, 2015. Otherwise, early application is only permitted if the complete version of IFRS 9 is adopted in its entirety for reporting periods beginning after July 24, 2014.	Annual periods beginning on or after January 1, 2018		To be determined
<b>IFRS 15 Revenue from Contracts with Customers</b>			
The standard replaces all existing revenue requirements in IFRS and applies to all revenue arising from contracts with customers. It also provides a model for the recognition and measurement of sales of some non-financial assets including disposals of property, equipment and intangible assets.	Annual periods beginning on or after January 1, 2018		No material impact

### G. Application of new and revised accounting standards

There were no new or revised standards effective January 1, 2017, that had a material effect on the Financial Statements.

## 3. Investment in mineral property

The following table summarizes changes to the investment in mineral property as at September 30, 2017 and December 31, 2016:

	<b>September 30, 2017</b>	<b>December 31, 2016</b>
Beginning balance	\$ 57,619,453	\$ 56,159,644
Additions	850,807	1,459,809
<b>Ending balance</b>	<b>\$ 58,470,260</b>	<b>\$ 57,619,453</b>

Additions in the above table for the nine months ended September 30, 2017 reflect capitalized depreciation of \$31,728 (2016 – \$48,839) (Note 6) and capitalized share-based payments of \$nil (2016 – \$5,189) (Note 8.B).

The Company's investment in mineral property is secured under its rights under the MOU. Additionally, the Company owns 25% of NADECOR directly (Note 4.C). Management expects to fulfill the terms of the Project Framework Agreement ("PFA") (Note 4.A), which will supersede the terms of the MOU. However, until the PFA is substantially completed, the MOU is the current contract in force underlying this asset at September 30, 2017.

The Company has committed to spend \$43,500,000 to complete a BFS for the Project, for which the Company will earn a 45% interest in the Project. The underlying earn-in accumulates as expenditures are made, along with other milestones and earn-in commitments. An additional 6% can be earned through interim payments to NADECOR and an additional 9% can be earned by funding a minimum of \$32,000,000 in capital development expenditures

## St. Augustine Gold and Copper Limited

Condensed notes to the unaudited interim consolidated financial statements

As at and for the three and nine months ended September 30, 2017

Financial disclosures are presented in U.S. dollars unless otherwise noted

("CapEx"), subject to adjustment according to outcomes contemplated in the MOU. To earn the full 60% potential interest in the Project, the Company will spend, or pay to NADECOR, a minimum of \$83,000,000, as outlined by the agreement summarized below and subject to adjustments for outcomes contemplated in the MOU. A significant variable which can change this minimum commitment is the planned tonnage throughput of mine operations. In the event that the Company's minimum commitment increases, the Company and NADECOR share in the economic benefit of cost savings against CapEx at the ratio of the earn-in. The Company also incurs costs related to the Project which do not qualify for progress towards the earn-in. The expenditure requirements and progress towards the payments are summarized as follows:

Item	Earn-in amount	September 30, 2017	December 31, 2016
Exclusivity payment to NADECOR (i)	\$ 400,000	\$ 400,000	\$ 400,000
Initial payment to NADECOR (ii)	3,100,000	3,100,000	3,100,000
Initial BFS funding (iii)	30,000,000	30,000,000	30,000,000
Incremental BFS funding (iv)	5,000,000	5,000,000	5,000,000
Incremental BFS funding (iv)	8,500,000	8,500,000	8,500,000
Payments to NADECOR (v)	4,000,000	1,231,000	1,231,000
CapEx funding (vi)	32,000,000	17,094,916	16,147,966
<b>Totals</b>	<b>\$ 83,000,000</b>	<b>\$ 65,325,916</b>	<b>\$ 64,378,966</b>

- (i) Direct payment to NADECOR made in 2009;
- (ii) \$3,000,000 was paid in 2010. The remaining \$100,000 was paid in 2012;
- (iii) Direct project expenditures made by the Company pursuant to the Preferred Shares Investment Agreement ("PSIA"). The full amount has been expended;
- (iv) Direct project expenditures after the fulfillment of \$30,000,000 required to be expended following the PSIA;
- (v) The timing of direct payments to NADECOR is contingent on events contemplated in the MOU. During 2011, \$981,000 was paid, \$250,000 was paid during 2013, and the balance is expected to be paid if the terms of the PFA are not fulfilled; and
- (vi) Total CapEx based on planned mine throughput. The minimum commitment is \$32,000,000, and is subject to adjustment depending on the planned throughput of the mine. PFS results indicate throughput would increase the Company's CapEx commitment should the terms of the PFA not be completed.

A reconciliation of the progress made towards the earn-in to the amounts invested in mineral property included on the accompanying consolidated statements of financial position is as follows:

Reconciliation of Investment in mineral property to earn-in	September 30, 2017	December 31, 2016
Investment in mineral property	\$ 58,470,260	\$ 57,619,453
Depreciable property (earn-in in full on purchase)	109,826	141,555
Qualifying fundraising costs	1,788,362	1,788,362
Other (i)	4,957,468	4,829,596
<b>Estimated earn-in balance</b>	<b>\$ 65,325,916</b>	<b>\$ 64,378,966</b>

- (i) Other items include earn-in expenditures that do not qualify as direct mineral property expenditures.

## St. Augustine Gold and Copper Limited

Condensed notes to the unaudited interim consolidated financial statements

As at and for the three and nine months ended September 30, 2017

Financial disclosures are presented in U.S. dollars unless otherwise noted

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### 4. Transactions with Nationwide Development Corporation

#### A. Project Framework Agreement ("PFA")

On October 3, 2013, the Company, NADECOR and Queensberry Mining & Development Corp. ("Queensberry", Note 7.C) executed the PFA, which was amended in August 2014. In November 2013, NADECOR's shareholders ratified the execution and implementation of the PFA. The Company received shareholder approval and conditional Toronto Stock Exchange ("TSX") approval in December 2013. The Company received shareholder approval and conditional TSX approval in July 2014 for the PFA amendment. NADECOR shareholders approved the PFA amendment in June 2014. The PFA amendment was executed on August 8, 2014. The amended PFA's purpose is to restructure and align NADECOR and the Company's financial interests in the Project. Upon completion of the amended PFA's terms, it will supersede the MOU and related agreements. The primary terms of this agreement, as amended, include the following completed items:

- In 2013, NADECOR established a mining company (Kingking Mining Corporation; "KMC") which is 40% owned by NADECOR, 40% by the Company, and 20% by Queensberry (in accordance with Philippine nationality requirements). NADECOR is required to transfer the Mineral Production Sharing Agreement ("MPSA") to KMC (Note 5.B);
- The Company extends a credit facility to NADECOR of up to ₱860,000,000 (approximately \$20,000,000), subject to available funds (Note 4.B);
  - During 2014, the Company settled NADECOR debts of ₱110,000,000 (approximately \$2,500,000) and \$2,218,810 in exchange for additions to the receivable under the credit facility (Note 4.B);
- In 2013, NADECOR reimbursed \$2,800,000 in Project expenditures to the Company;
- In 2013, NADECOR acknowledged that the Company has earned-in to a 50% economic interest in the Project, and this interest remains in effect whether or not the other terms of the PFA are entirely fulfilled; and
- In June 2016, MGB approved the assignment of MPSA to KMC.

The primary terms of the agreement pending completion are:

- The Company's acquisition of 100% of a milling company (Kingking Milling Corporation; "MillingCo") from NADECOR by issuing debt payable to NADECOR (MillingCo was incorporated on February 7, 2014), and provision of funds to build the mill facility;
- NADECOR's shareholders will acquire the receivable from the Company as a dividend;
- The Company will settle the debt payable (after being dividended to NADECOR's shareholders) in exchange for cash or Company shares from treasury (cash or share settlement is at NADECOR shareholders' discretion), up to a maximum issuance of 185,000,000 shares;
- The execution of an ore sales agreement between MillingCo and KMC, making MillingCo the exclusive buyer of KMC's ore;
- MillingCo's provision of loaned funds for KMC to build mining operation facilities; and
- A secondary public listing of the Company's shares on the Philippine Stock Exchange.

KMC (Note 5.B) will be loaned \$11,000,000 under a credit facility which has been committed to secure land acquisitions (\$10,000,000) and to compensate Queensberry (Note 7.C) for certain services provided (\$1,000,000). The Queensberry service contract contains milestone payments related to permitting and transfer of the MPSA to KMC, the Project joint venture. KMC paid \$500,000 of this amount as payable upon issuance of the ECC in April 2015. The Company had advanced \$7,500,000 of the facility to KMC at September 30, 2017 and December 31, 2016 (Note 5.B).

## St. Augustine Gold and Copper Limited

Condensed notes to the unaudited interim consolidated financial statements

As at and for the three and nine months ended September 30, 2017

Financial disclosures are presented in U.S. dollars unless otherwise noted

### B. Note receivable from NADECOR

At September 30, 2017, NADECOR owed the Company \$4,853,462 under the terms of the facility established by the amended PFA (Note 4.A) (December 31, 2016 – \$4,937,353). The balance includes ₱110 million (approximately \$2,500,000) advanced in cash to settle NADECOR's debt to Queensberry and Company shares issued against other NADECOR debts, valued at \$2,218,810, as well as other advances and accrued interest. Cash advanced during the nine months ended September 30, 2017 totalled to \$33,185 (2016 - \$123,444). The note matures October 3, 2023, at which time a single installment for principal and accrued interest is due. The maturity date can be extended an additional fifteen years at NADECOR's option. The note accrues interest at one-year LIBOR per annum until the date of commercial production of the Project, at which time interest will accrue at one-year LIBOR plus 2%. The note may be repaid at any time without premium or penalty.

### C. Investment in NADECOR

On March 15, 2013, the Company executed an agreement with NADECOR (the "NADECOR Subscription") whereby the Company acquired 25% of NADECOR's common shares for ₱1.8 billion (\$43,520,407). The terms of this agreement were fully executed in 2013 and the Company holds 25% of NADECOR's issued and outstanding common stock.

The Company accounts for its investment in NADECOR as an investment in an associate using the equity method.

NADECOR's ability to transfer funds to the Company in the form of cash dividends is limited by law while NADECOR has an accumulated deficit. The law does not have significant restrictions on NADECOR's ability to repay Philippine loans or advances made by the Company.

Below is the summarized financial information of NADECOR prepared under IFRS for the nine months ended September 30, 2017 and 2016, acknowledging fair value adjustments made at the date of the acquisition and reconciliation with the carrying amount of the investment in the Financial Statements:

<b>Item</b>	<b>September 30, 2017</b>	<b>September 30, 2016</b>
Current assets	\$ 247,636	\$ 294,977
Non-current assets	144,716,774	154,025,112
Current liabilities	(782,322)	(671,016)
Non-current liabilities	(4,853,462)	(5,025,877)
Net assets	\$ 139,328,626	\$ 148,623,196
Share of net assets	25%	25%
Carrying amount on statement of financial position	\$ 34,832,157	\$ 37,155,799
Net loss	\$ (140,705)	\$ (171,555)
Foreign exchange translation loss	(5,032,755)	(4,374,209)
Comprehensive loss	\$ (5,173,460)	\$ (4,545,764)
Share of comprehensive loss	25%	25%
Proportionate share of net loss	\$ (35,176)	\$ (42,889)
Proportionate share of total comprehensive loss	\$ (1,293,365)	\$ (1,136,441)
Proportionate share of translation loss	\$ (1,258,189)	\$ (1,093,551)

## St. Augustine Gold and Copper Limited

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### 5. Investments in joint ventures

The Company is invested in two joint ventures.

#### A. Kingking Gold and Copper Mines, Inc. ("KGCMI")

The Company has invested cash totaling \$751,432 in KGCMI through September 30, 2017 and totaling \$752,913 through December 31, 2016, in exchange for 40% of KGCMI's voting common shares. At September 30, 2017 and December 31, 2016, the Company was owed \$nil for advances made to KGCMI.

KGCMI was incorporated to become the joint venture entity to hold the rights to develop and operate the Project in the Philippines. However, NADECOR arranged for a new entity, KMC (Note 5.B), to hold the rights to develop and operate the Project. It is expected that the assets and liabilities of KGCMI will be distributed to KMC. The Company accounts for this investment using the equity method; accordingly, the investment will be adjusted for the Company's share of profit and loss at each reporting period. As a Project site operating entity, KGCMI's expenses are capitalized, and the Company did not report loss attributable to KGCMI in the Financial Statements.

At September 30, 2017 and December 31, 2016, KGCMI had current assets of approximately of \$43,000, non-current assets of approximately \$520,000, current liabilities of approximately \$163,000, and non-current liabilities of approximately \$50,000.

#### B. Kingking Mining Corporation ("KMC")

KMC was incorporated on October 30, 2013, to take KGCMI's (Note 5.A) role as the entity which will hold the rights to develop and operate the Project in the Philippines. The Company had invested \$58,706 in KMC through September 30, 2017 and December 31, 2016.

The Company continues to advance funds to KMC for joint venture operations, such as tenement security and other permitting activities of the Project. At September 30, 2017, the Company was owed \$1,572,670 for advances made to KMC (December 31, 2016 – \$1,484,257). During the nine months ended September 30, 2017, the amount advanced to KMC was reduced by \$222,858 (2016 – \$347,599) due to losses from the Company's investment in KMC.

At September 30, 2017, KMC owed the Company \$7,869,831, comprised of \$7,500,000 in principal and \$369,831 in accrued interest (December 31, 2016 - \$7,770,086; \$7,500,000 for principal and \$270,086 for accrued interest) under the credit facility established concurrent with amended PFA (Note 4.A). The credit facility to KMC charges interest at the one year LIBOR rate per annum until the date of commercial production, at which time the rate is one year LIBOR plus 2%. The facility is due in one payment in August 2024 and can be paid before maturity without penalty.

Below is the summarized financial information of KMC prepared under IFRS for the nine months ended September 30, 2017 and 2016 and reconciliation with the carrying amount of the investment on the unaudited interim consolidated statements of financial position:

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Item	September 30, 2017	September 30, 2016
Current assets	\$ 240,618	\$ 473,235
Non-current assets	11,055,222	12,629,095
Current liabilities	(7,188,998)	(2,001,586)
Non-current liabilities	(7,422,928)	(12,375,548)
Net liabilities	\$ (3,316,086)	\$ (1,274,804)
Net loss	\$ (584,389)	\$ (263,171)
Foreign exchange translation loss	27,242	(605,826)
Comprehensive loss	\$ (557,146)	\$ (868,997)
Share of comprehensive loss	40%	40%
Proportionate share of net loss	\$ (233,755)	\$ (105,268)
Proportionate share of total comprehensive loss	\$ (222,858)	\$ (347,599)
Proportionate share of translation loss	\$ 10,897	\$ (242,330)

The carrying amount of the Company's investments in KMC and KGCM I totaled \$751,432 at September 30, 2017 (December 31, 2016 - \$752,913). The Company carries its investment in KMC at \$nil and the Company has reduced its advances to joint ventures for losses in excess of the Company's carrying value investment in KMC. During the nine months ended September 30, 2017, the Company's share of KMC's total comprehensive losses were \$222,858 (2016 - \$347,599).

## 6. Property and equipment

	Vehicles	Furniture and fixtures	Equipment	Buildings and leasehold improvements	Totals
Cost balance, January 1, 2016	\$ 584,980	\$ 48,748	\$ 141,495	\$ 69,160	\$ 844,383
Additions	-	-	-	-	-
Balance, December 31, 2016	584,980	48,748	141,495	69,160	844,383
Additions	-	-	-	-	-
Balance, December 31, 2016	\$ 584,980	\$ 48,748	\$ 141,495	\$ 69,160	\$ 844,383
Accumulated depreciation, January 1, 2016	\$ 365,798	\$ 48,748	\$ 141,495	\$ 69,160	\$ 625,201
Additions	49,708	-	-	-	49,708
Balance, December 31, 2016	415,506	48,748	141,495	69,160	674,909
Additions	31,728	-	-	-	31,728
Balance, September 30, 2017	\$ 447,234	\$ 48,748	\$ 141,495	\$ 69,160	\$ 706,637
<b>Net book value, December 31, 2016</b>	<b>\$ 169,474</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 169,474</b>
<b>Net book value, September 30, 2017</b>	<b>\$ 137,746</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 137,746</b>

There were no impairment losses recognized during the nine months ended September 30, 2017 and 2016 with respect to property and equipment. Depreciation capitalized into the mineral asset during the nine months ended September 30, 2017 was \$31,728 (2016 - \$48,839).

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### 7. Related party transactions

Certain key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

The following related parties transacted with the Company in the reporting period of these Financial Statements. The terms and conditions of the transactions with key management personnel and their related parties are made at terms equivalent to those that prevail on similar transactions to non-key management personnel related entities at an arm's length basis.

#### A. Transactions with officers and directors

The aggregate value of transactions with officers and directors is as follows:

Compensation	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Officer salaries and director compensation	\$ 126,600	\$ 115,546	\$ 404,476	\$ 516,992
Share-based compensation	-	-	-	7,989
<b>Total</b>	<b>\$ 126,600</b>	<b>\$ 115,546</b>	<b>\$ 404,476</b>	<b>\$ 524,981</b>

As at September 30 2017, a total of \$1,059,856 is owing to key management in relation to salaries and compensation (December 31, 2016 - \$639,933). This amount has been included in accounts payable and accrued wages on the unaudited interim consolidated statement of financial position.

#### B. Transactions with Other Related Parties

Transactions	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
<b>Services rendered:</b>				
Norton Rose Canada LLP (i)	\$ 2,014	\$ 4,122	\$ 11,899	\$ 40,111
Queensberry (Note 7.C)	-	45,252	-	139,008
Prime Asset Ventures, Inc. (Note 7.D)	45,753	-	202,945	-
<b>Total</b>	<b>\$ 47,767</b>	<b>\$ 49,374</b>	<b>\$ 214,844</b>	<b>\$ 179,119</b>
<b>Related party receivable</b>	<b>September 30, 2017</b>	<b>December 31, 2016</b>		
NADECOR (Note 4.B)	\$ 4,853,462	\$ 4,937,353		
KMC note receivable (Note 5.B)	7,869,831	7,770,086		
KMC advances receivable (Note 5.B)	1,572,670	1,484,257		
<b>Total</b>	<b>\$ 14,295,963</b>	<b>\$ 14,191,696</b>		
<b>Related party balances payable</b>	<b>September 30, 2017</b>	<b>December 31, 2016</b>		
Norton Rose Canada LLP (i)	\$ 9,877	\$ 5,442		
Queensberry (Note 7.C)	996,997	-		
Prime Asset Ventures, Inc. (Note 7.D)	389,732	249,498		
<b>Total</b>	<b>\$ 1,396,606</b>	<b>\$ 254,940</b>		

The aggregate value of transactions and outstanding balances with other related parties were as follows:

- (i) Norton Rose Canada LLP acts as the Company's securities counsel and the partner of the account is also the Corporate Secretary.



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### C. Queensberry

The Company and Queensberry are party to agreements described in Note 4. Queensberry's Chief Executive Officer ("CEO"), Manuel Paolo A. Villar, is also the CEO of the Company and Chairman of the Board of Directors of the Company. Queensberry is the Company's largest shareholder. The Company and KMC have management services agreements, effective May 2015 and November 2014, to compensate Queensberry ₱800,000 and ₱560,000 per month (approximately \$17,500 and \$12,000), respectively. Queensberry received \$500,000 from KMC as payable upon issuance of the ECC in April 2015 in accordance with the service contract (Note 4.A). During the period ended September 30, 2017, Queensberry advanced to the Company a total amount of \$996,997 (2016 - \$nil) (Note 7.B).

### D. Prime Asset Ventures Inc. ("PAVI")

In 2016, Queensberry assigned the management services agreement to PAVI, the parent company of Queensberry.

## 8. Shareholders' equity

### A. Share capital

The Company is authorized to issue an unlimited number of common shares of no par value.

Under the terms of the amended PFA (Note 4.A), the Company issued 19,000,000 shares to settle certain NADECOR debts, which increased the Company's note receivable from NADECOR. The shares were valued at \$2,218,810, which was the value of the debts settled to the underlying creditors. The Company credited equity for this amount, as well as loss attributable to the change in the fair value of the liability of \$726,190 (Note 4.B), for a total of \$2,945,000.

No shares were issued during the nine months ended September 30, 2017 and 2016.

### B. Share option reserves

The Company has a share option plan approved by the Company's shareholders that allows the Board of Directors to grant options to employees, officers, independent contractors, and directors. Shares reserved and available for grant and issuance equals 10% of the total issued and outstanding common shares as calculated from time to time. Under the plan, the exercise price of each option cannot be less than the market price of the Company's stock on the date of grant. The options are granted for a term determined by the Board of Directors. Options generally expire 90 days following employment termination and vest over a two-year period, although individual option contract terms may change the standard terms under the plan at the discretion of the Board of Directors.

Share option reserves totalled \$12,033,926 at September 30, 2017 and December 31, 2016, including charges of \$nil during the nine months ended September 30, 2017 (2016 - \$13,795); of this amount, \$nil was expensed and capitalized to the investment in mineral property (2016 - \$8,606 and \$5,189, respectively). The portion expensed is included in wages and share-based payments on the unaudited interim consolidated statements of loss and comprehensive loss.

#### i. Continuity schedule of share options at September 30, 2017 (dollars in CDN\$):

	Exercise price range	Number of options outstanding	Weighted average exercise price
Balance, January 1, 2016	\$0.10 - 1.54	27,032,500	\$ 0.50
Expired	\$0.10 - 1.54	(6,850,000)	1.20
<b>Balance, December 31, 2016</b>	<b>\$0.10 - 0.42</b>	<b>20,182,500</b>	<b>\$ 0.26</b>
Expired	\$0.28	(2,300,000)	0.28
<b>Balance, September 30, 2017</b>	<b>\$0.10 - 0.42</b>	<b>17,882,500</b>	<b>\$ 0.25</b>

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- ii. Summary of share options outstanding and exercisable at September 30, 2017 (dollars in CDN\$):

Outstanding				Exercisable		
Exercise prices	Number outstanding	Weighted average exercise price	Weighted average remaining years	Number outstanding	Weighted average exercise price	Weighted average remaining years
\$0.10 to \$0.42	17,882,500	\$ 0.25	1.69	17,882,500	\$ 0.25	1.65
<b>Totals</b>	<b>17,882,500</b>	<b>\$ 0.25</b>	<b>1.69</b>	<b>17,882,500</b>	<b>\$ 0.25</b>	<b>1.65</b>

### C. Warrant reserves

During the year ended December 31, 2016, the 37,500,000 warrants outstanding as at December 31, 2015 expired unexercised. No new warrants were issued during the nine months ended September 30, 2017.

## 9. Earnings (loss) per share ("EPS")

### A. Basic EPS

Basic EPS is computed by dividing net loss for the period by the weighted average number of common shares outstanding during that period.

### B. Diluted EPS

Diluted EPS is computed by dividing net loss for the period by the diluted number of common shares. Diluted common shares include the effects of instruments, such as share options and warrants, which could cause the number of common shares outstanding to increase.

The Company reported net losses for the three and nine months ended September 30, 2017 and 2016; the Company has accordingly presented basic and diluted EPS, which are the same, on a single line in the unaudited interim consolidated statements of loss and comprehensive loss. Diluted EPS did not include the effect of share options and warrants as they were anti-dilutive.

## 10. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the continued exploration and evaluation of (and future development of) its Project and to maintain a flexible capital structure which optimizes costs of capital at an acceptable risk.

In the management of capital, the Company considers items included in equity attributable to shareholders to be 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 Company's assets. In order to maintain or adjust the capital structure, the Company may attempt to issue new shares or debt instruments, acquire or dispose of assets, or to bring in joint venture partners.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditures budgets which are updated as necessary depending on various factors, including general industry conditions. The annual and updated budgets are approved by the Company's Board of Directors.

There were no changes to the Company's approach to managing capital during the nine months ended September 30, 2017.

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### 11. Commitments and contingencies

#### A. NADECOR

##### i. Commitments related to NADECOR

The Company's commitments to NADECOR are described in Note 3.

NADECOR has committed to pay a royalty fee of one percent (1.0%) of the Project's gross production to the Mansaka Indigenous Cultural Communities/Indigenous Peoples. This fee was contemplated at one percent in the Technical Report with an effective date of February 25, 2013 and filed on www.sedar.com on November 1, 2013, and therefore does not change the Company's Project economic disclosures made in other publicly available disclosures.

##### ii. NADECOR shareholder dispute

There was an internal dispute between two distinct shareholder groups of NADECOR which continues to exist as of the date these financial statements were authorised for issue. The dispute pertains to many issues including the validity of the 2011 annual stockholders' meeting of NADECOR where the NADECOR majority shareholder group nominees were appointed as the lawfully elected board of directors.

Several court actions were lodged by each side of the NADECOR shareholder groups during 2011 and 2012. On February 18, 2013, the Philippine Court of Appeals ruled that the board of directors elected during the August 15, 2011 meeting was validly elected. As a consequence, the directors nominated by the NADECOR majority shareholder group constituted majority of the lawful board of NADECOR. The NADECOR minority shareholder group filed an appeal with the Philippine Supreme Court. On March 9, 2016, the Philippine Supreme Court rendered its Decision dismissing the appeal and upholding the validity of the 2011 annual stockholders' meeting of NADECOR. A Motion for Reconsideration dated May 31, 2016 was lodged by the NADECOR minority shareholder group. On March 8, 2017, the Supreme Court issued a Resolution denying the Motion for Reconsideration filed with finality. In view thereof, all subsisting contracts between the Company and NADECOR continue to be valid and binding.

#### B. Investments in joint ventures

##### i. KGCM I

The Company has subscribed to 40% of KGCM I. At this time, the Company has not yet received the share certificates as a result of the above referred NADECOR internal board dispute, as NADECOR is a 60% owner of KGCM I. The Company has received legal advice that their rights to the shares of KGCM I are protected by the share subscription agreement between the Company and KGCM I. A new entity has been incorporated to take the place of KGCM I's business purpose (Note 5.A).

##### ii. KMC

KMC (Note 5.B), the entity to which MPSA has been assigned to in 2016, was incorporated in October 2013.

KMC has a \$3,000,000 payable due upon the finalization of a land purchase agreement and a \$500,000 outstanding milestone payment due to Queensberry (Note 4.A) upon a triggering event, both of which will be financed by the Company as per the note receivable set out in Note 4.A.

#### C. Other

Due to the nature of the Company's operations, various legal and tax matters are outstanding from time to time. In the opinion of management, there are no matters that could have a material effect on these consolidated financial statements which require additional disclosure.