STAKEHOLDER GOLD CORP.

(An Exploration Stage Company)
Condensed Interim Financial Statements

Unaudited

(In Canadian dollars)

3rd quarter September 30, 2016

Notice of No Auditor Review of Condensed Interim Financial Statements

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements have been prepared by management and approved by the Board.

The Company's independent auditors have not performed a review of these condensed interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of condensed interim financial statements by an entity's auditors.

STAKEHOLDER GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(In Canadian dollars)
(Unaudited)

As at	September 30, 2016	December 31, 2015 (Audited)
	$	$
ASSETS		
Current		
Cash and cash equivalents	**1,182,973**	75,185
Restricted cash (*note 3)*	**24,249**	24,244
HST receivable	**35,978**	214,020
Prepaid expenses	**37,979**	13,975
TOTAL ASSETS	**1,281,179**	327,424
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**142,682**	253,273
Total Liabilities	**142,682**	253,273
SHAREHOLDERS' EQUITY		
Capital stock *(note 5)*	**8,607,605**	7,544,766
Shares to be issued	**64,000**	-
Contributed surplus	**2,446,432**	1,337,346
Deficit	**(9,979,540)**	(8,807,961)
Total Shareholders' Equity	**1,138,497**	74,151
TOTAL LIABILITIES AND EQUITY	**1,281,179**	327,424

Going Concern (*note 1*)

On behalf of the Board,

"Signed"
Raymond F. Leach
Raymond F. Leach
Director

"Signed"
Chris Berlet
Chris Berlet
Director

See accompanying notes to the Condensed Interim Financial Statements.

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(In Canadian dollars)
(Unaudited)

	Three Months		Nine Months	
For the periods ended September 30,	**2016**	**2015**	**2016**	**2015 (Restated-note 2)**
	$	**$**	**$**	**$**
Expenses				
Management and consulting fees	**40,528**	66,528	**306,858**	157,502
Investor and shareholder relation expense:	**4,859**	2,867	**37,260**	19,418
Professional fees	**14,730**	8,896	**26,933**	23,156
Travel and promotion	**89,535**	5,169	**154,988**	59,018
Office expenses	**10,438**	7,838	**54,488**	26,858
Exploration expenses	**102,894**	-	**289,944**	360,825
Stock based compensation	**26,500**	-	**305,800**	432,200
Expenses before other income	**289,484**	91,298	**1,176,271**	1,078,977
Interest Income	**1,990**	53	**4,692**	466
Loss and comprehensive loss for the period	**(287,494)**	(91,245)	**(1,171,579)**	(1,078,511)
Basic and diluted loss per share	**(0.02)**	(0.01)	**(0.08)**	(0.16)
Weighted average number of common shares	**16,034,979**	6,774,816	**13,913,631**	6,733,778

See accompanying notes to the Condensed Interim Financial Statements.

STAKEHOLDER GOLD CORP.

(AN EXPLORATION STAGE COMPANY)

CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(In Canadian dollars)

(Unaudited)

	shares issued	Capital stock	issued	surplus	Deficit	Total Equity
		$	$	$	$	$
Opening balance, January 1, 2016	**7,663,782**	**7,544,766**	-	**1,337,346**	**(8,807,961)**	**74,151**
Shares issued on private placement	9,941,390	1,403,895	-	-	-	1,403,895
Share issuance costs	-	(403,270)	-	-	-	(403,270)
Shares to be issued	-	-	64,000	-	-	64,000
Issuance of stock options (*note 5*)	-	-	-	305,800	-	305,800
Issuance of warrants (*note 5*)	-	-	-	853,500	-	853,500
Exercise of warrants (note 5)	120,000	62,214	-	(50,214)	-	12,000
Net loss and comprehensive loss	-	-		-	(1,171,579)	(1,171,579)
Balance at September 30, 2016	**17,725,172**	**8,607,605**	**64,000**	**2,446,432**	**(9,979,540)**	**1,138,497**
Opening balance, January 1, 2015 (Restated-note 2)	**6,713,145**	**7,399,057**	-	**881,868**	**(7,599,157)**	**681,768**
Net loss and comprehensive loss	-	-	-	-	(1,078,511)	(1,078,511)
shares and warrants issued on private placement	159,486	66,943	-	12,800	-	79,743
Shares to be issued	-	-	15,600	-	-	15,600
Issuance of stock options (*note 5*)	-	-	-	432,200	-	432,200
Balance at September 30, 2015	**6,872,631**	**7,466,000**	**15,600**	**1,326,868**	**(8,677,668)**	**130,800**

The Company does not have any transactions or balances in Other Comprehensive Income.

See accompanying notes to the Condensed Interim Financial Statements.

STAKEHOLDER GOLD CORP.
(AN EXPLORATION STAGE COMPANY)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(In Canadian dollars)
(Unaudited)

For the nine months ended September 30,	2016	2015 (Restated-note 2)
	$	$
Net loss for the period	**(1,171,579)**	(1,078,511)
Items not affecting cash:		
Stock based compensation	**305,800**	432,200
Net change in non-cash working capital items:		
Restricted Cash	**(5)**	(156)
HST receivable	**178,042**	(79,621)
Other Receivable	**-**	(10,801)
Prepaid expenses	**(24,004)**	(8,468)
Accounts payable and accrued liabilities	**(110,591)**	(69,646)
CASH USED IN BY OPERATIONS	**(822,337)**	(815,003)
FINANCING ACTIVITIES		
Issuance of shares on private placement	**1,970,695**	79,743
Share subscrptions received	**64,000**	15,600
Share issuance costs	**(116,570)**	-
Warrants exercised	**12,000**	-
CASH PROVIDED BY FINANCING	**1,930,125**	95,343
Increase (decrease) in cash and cash equivalents	**1,107,788**	(719,660)
Cash and cash equivalents, beginning of period	**75,185**	748,676
Cash and cash equivalents, end of period	**1,182,973**	29,016

See accompanying notes to the Condensed Interim Financial Statements.

1. NATURE OF OPERATION AND GOING CONCERN

Nature of Business

Stakeholder Gold Corp. (the ''Company'' or "Stakeholder") was incorporated under the Canada Business Corporations Act and is a junior mining exploration company operating in Canada. The address of the registered office is 1612 – 44 Victoria Street, Toronto, ON, M5C 1Y2. The Company's shares are listed on the TSX Venture Exchange ("TSXV") under the symbol SRC.

Going Concern

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and/or obtaining additional financing.

The Company's principal business activities include the acquisition, exploration, and development of mineral rights located in Canada. The business of mining, exploration and development involves a high degree of risk and there can be no assurance that current exploration and development programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation properties and development programs.

Although the Company has been able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties. The recoverability of amounts shown for exploration and evaluation assets is dependent on 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 exploration and evaluation assets.

As of September 30, 2016, the Company incurred a net loss of $1,171,579 (September 30, 2015- $1,078,511) and had a deficit of $9,979,540 (December 31, 2016 - $8,807,961). The company had positive working capital of $1,138,497 (December 31, 2015-$74,151). These material uncertainties cast a significant doubt regarding the Company's ability to continue as a going concern.

The carrying amounts of assets and liabilities presented in the interim financial statements and the classification used in the statements of financial position have not been adjusted, as would be required if the going concern assumption was not appropriate.

(In Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance
These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"), and were approved by the Board of Directors on November 25, 2016.

Basis of Presentation
The accounting policies set out below have been applied consistently by the Company to all periods presented in these statements and are based on IFRS issued and outstanding as at the date the Board of Directors approved these financial statements for issue.

Presentation of the statements of financial position differentiates between current and non-current assets and liabilities. The statements of loss and comprehensive loss are prepared using an expense by nature classification.

Change in Accounting Policy
During the period ended June 30, 2016, the Company retrospectively changed its accounting policy for exploration expenditures to a more relevant and reliable accounting policy. Prior to the period ended June 30, 2016, the Company capitalized exploration expenditures and acquisition costs related to mineral properties. Effective January 1, 2015 (and retrospectively applied) exploration and evaluation expenditures, including acquisition costs of mineral properties, property option payments and evaluation activities, are now charged to earnings as they are incurred until the mineral property has been established as commercially viable and technically feasible, at which point related development expenditures are capitalized. The impact of this change on the previously reported September 30, 2015 financial statements is as follows:

Changes to the condensed interim statement of loss and comprehensive loss for the nine months:

		As previously reported September 30, 2015		Adjustment		Restated September 30, 2015
Exploration expenses	$	4,850	$	355,975	$	360,825
Write-down of exploration and evaluation assets	$	1,648,442	$	(1,648,442)	$	-
Expenses before other income	$	2,371,444	$	(1,292,467)	$	1,078,977
Operating loss before income taxes	$	(2,370,978)	$	1,292,467	$	(1,078,511)
Loss and comprehensive loss for the period	$	(2,370,978)	$	1,292,467	$	(1,078,511)
Basic and diluted loss per share	$	(0.35)	$	0.19	$	(0.16)

Changes to the condensed interim statement of cash flows for the nine months:

		As previously reported September 30, 2015		Adjustment		Restated September 30, 2015
Net loss for the period	$	(2,370,978)	$	1,292,467	$	(1,078,511)
Writedown of exploration and evaluation assets	$	1,648,442	$	(1,648,442)	$	-
Accounts payable and accrued liabilities	$	(159,987)		90,341		(69,646)
Acquisition of exploration and evaluation assets	$	(265,634)		265,634		-

2. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Measurement Uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgments made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include the valuation and impairment of mineral rights and provision for reclamation and rehabilitation. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of future periods could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in (loss) earnings in the periods in which they become known.

Significant accounting judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations that have the most significant effect on the amounts recognized in the Company's financial statements, are related to the economic recoverability of the mineral properties, impairment of financial assets, the provision for reclamation, when and if deferred taxes are recoverable and the assumption that the Company will continue as a going concern.

Functional and presentation currency

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

Cash and cash equivalents

Cash and cash equivalents include cash on deposit and highly-liquid short-term interest bearing investment accounts held with reputable financial institutions that are readily convertible to known amounts of cash with original maturities of less than 90 days.

Restricted cash

Restricted cash includes highly-liquid short-term interest bearing investment accounts held with reputable financial institutions to secure obligations of the Company.

Financial instruments

Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

2. SIGNIFICANT ACCOUNTING POLICIES – CONTINUED
Financial instruments – Continued

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

At initial recognition, the Company classifies its financial instruments in the following categories depending on the purpose for which the instruments were acquired:

i) Financial assets and liabilities at fair value through profit or loss

A financial asset or liability is classified in this category if acquired principally for the purpose of selling or repurchasing in the short-term. Derivatives are also included in this category unless they are designated as hedges. The Company at this time does not have any financial instruments in this category.

Financial instruments in this category are recognized initially and subsequently at fair value. Transaction costs are expensed in profit or loss. Gains and losses arising from changes in fair value are presented in profit or loss in the period in which they arise. Financial assets and liabilities at fair value through profit and loss are classified as current except for the portion expected to be realized or paid beyond twelve months of the end of the reporting period, which is classified as non-current.

ii) Available-for-sale investments

Available-for-sale investments are non-derivatives that are either designated in this category or not classified in any of the other categories. The Company at this time does not have any financial instruments in this category.

Available-for-sale investments are recognized initially at fair value plus transaction costs and are subsequently carried at fair value. Gains or losses arising from changes in fair value are recognized in other comprehensive loss. Available-for-sale investments are classified as non-current, unless the investment matures within twelve months, or management expects to dispose of them within twelve months.

Interest on available-for-sale investments, calculated using the effective interest method, is recognized in profit or loss as part of interest expense or income. Dividends on available-for-sale equity instruments are recognized in profit or loss as part of other gains and losses when the Company's right to receive payment is established. When an available-for-sale investment is sold or impaired, the accumulated gains or losses are moved from accumulated other comprehensive loss to profit or loss and included in other gains and losses.

iii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Company's loans and receivables are comprised of cash and cash equivalents and are included in current assets due to their short-term, highly-liquid nature. Loans and receivables are initially recognized at fair value and subsequently measured at amortized cost using the

2. SIGNIFICANT ACCOUNTING POLICIES - CONTINUED
Financial instruments – Continued

effective interest method less a provision for impairment, if any.

iv) Held to maturity investments

Held to maturity investments are non-derivative financial assets with no fixed or determinable payments and fixed maturities that the Company's management has the intention and ability to hold to maturity. These assets are measured originally at fair value and then subsequently at amortized cost using the effective interest rate method. If there is objective evidence that the investment is impaired, the financial asset is measured at the estimated present value of future cash flows discounted at the entity's original effective interest rate. Any changes to the carrying amount of the investment are recognized in profit or loss. The Company has designated restricted cash as held to maturity investments.

v) Other financial liabilities

Other financial liabilities at amortized cost are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method. Other financial liabilities are classified as current liabilities if payment is due within twelve months. Otherwise, they are presented as non-current liabilities.
The Company has classified its accounts payable and accrued liabilities as other financial liabilities.

Impairment of financial assets
All financial assets, except for those at fair value through profit or loss, are subject to review for impairment at least at the end of each reporting period. Financial assets are impaired when there is objective evidence that the future cash flows associated with a financial asset or a group of financial assets have been negatively impacted.

Objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty;
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial reorganization.

Revenue recognition
Interest income is recognized as it accrues using the effective interest rate method.

Comprehensive loss
Comprehensive loss is the change in equity of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The Company reports comprehensive loss in its statements of loss and comprehensive loss and in its statements of equity.

2. SIGNIFICANT ACCOUNTING POLICIES—CONTINUED

Basic and diluted loss per share

Basic loss per share is calculated by dividing the loss attributable to the common shares of the Company by the weighted average number of common shares outstanding during the period. Diluted net loss per share is calculated by adjusting the loss attributable to common shareholders of the Company, and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares. Dilutive potential common shares shall be deemed to have been converted into common shares at the beginning of the period or, if later, at the date of issue of the potential common shares.

For the purpose of calculating diluted loss per share, an entity shall assume the exercise of dilutive options and warrants of the entity. The assumed proceeds from these instruments shall be regarded as having been received from the issue of common shares at the average market price of common shares during the period. The diluted loss per share is equal to the basic loss per share as a result of the anti-dilutive effect of the outstanding options, warrants, agent warrants and reserved shares as explained in note 5.

Exploration and evaluation assets

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to geological, geophysical studies, exploratory drilling and sampling. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized; this includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Income taxes

When applicable, tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive (loss) income or directly in equity. However, since the Company is in exploration phase and has no taxable income, tax expense recognized in profit or loss is currently comprised only of deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods that are unpaid at the end of the reporting period. Current tax is payable on taxable profit which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period.

2. SIGNIFICANT ACCOUNTING POLICIES—CONTINUED
Income taxes – Continued

Deferred tax assets are recognized to the extent that it is probable that the underlying tax loss or deductible temporary difference will be able to be utilized against future taxable income.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as deferred income tax in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

Equity-settled stock-based payments

The Company operates an equity-settled stock-based remuneration plan (stock options plan) for its eligible directors, officers, employees and consultants. The Company's plan does not feature any options for cash settlement.

All goods and services received in exchange for the grant of any stock-based payments are measured at their fair values, unless that fair value cannot be estimated reliably. If the Company cannot estimate reliably the fair value of the goods or services received, the Company measures their value indirectly by reference to the fair value of the equity instruments granted. Where employees and others providing similar services are rewarded using stock-based payments, the fair value of these services is determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions. The model used by the Company is the Black-Scholes valuation model.

All equity-settled stock-based payments (except warrants to agents) are ultimately recognized as an expense in profit or loss or capitalized as an E&E asset, depending on the nature of the payment with a corresponding credit to contributed surplus, in equity. Warrants to agents, in respect of an equity financing are recognized as issuance cost of the equity instruments with a corresponding credit to contributed surplus, in equity.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of stock options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of stock options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior periods if stock options ultimately exercised are different to that estimated on vesting.

Upon exercise of stock options, the proceeds received net of any directly attributable transaction costs are recorded as capital stock. The accumulated charges related to the stock options recorded in contributed surplus are then transferred to capital stock.

2. SIGNIFICANT ACCOUNTING POLICIES - CONTINUED
Equity-settled stock-based payments—*Continued*

Provisions are recognized when present obligations, as a result of a past event, will probably lead to an outflow of economic resources from the Company and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, legal disputes, decommissioning, restoration and similar liabilities, or onerous contracts.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of the reporting period, including the risks and uncertainties associated with the present obligation. Provisions are discounted when the time value of money is significant.

The Company's operations are governed by government environment protection legislation. Environmental consequences are difficult to identify in terms of amounts, timetable and impact. As of the reporting date, management believes that the Company's operations are in compliance with current laws and regulations.

In those cases, where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination.

At September 30, 2016 and December 31, 2015, the Company had no material provisions. All provisions, if any, are reviewed at the end of the reporting period and adjusted to reflect the current best estimate.

Restoration, rehabilitation and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when the environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized to the carrying amount of the asset, along with a corresponding liability, as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operation license conditions and, when applicable, the environment in which the mine operates. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations, and their overall effect upon the Company, are not predictable.

2. SIGNIFICANT ACCOUNTING POLICIES - CONTINUED

Restoration, rehabilitation and environmental obligations —*Continued*

Transactions with no cash consideration are measured at the fair value of either the asset given up or the asset received, whichever is more reliably determinable.

Flow-through shares

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a corresponding
premium amount into other income. A deferred tax liability for the amount of tax reduction renounced to the shareholders is recognized on a retrospective basis.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resources property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the look-back rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Future accounting pronouncements

Standards issued but not yet effective up to the date of issuance of the Company's financial statements, but which may affect the financial statements, are listed below. The Company intends to adopt those standards when they become effective.

IFRS 9—Financial Instruments

IFRS 9 Financial Instruments ("IFRS 9") was issued by the IASB in its final form in July 2014, and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company intends to adopt IFRS 9 on its effective date and has not reviewed the effects of this future policy change.

IFRS 15 Revenue from Contracts with Customers ("IFRS 15")

IFRS 15 Revenue from Contracts with Customers ("IFRS 15") was issued by the IASB in May, 2014. IFRS 15 provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 becomes effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively. Early adoption is permitted. The Company intends to adopt IFRS 15 on its effective date and has not reviewed the effects of this future policy change.

(In Canadian dollars)

3. RESTRICTED CASH

As at September 30, 2016, the Company's restricted cash balance of $24,249 (December 31, 2015– $24,244) related to guaranteed investment certificates securing the Company's corporate credit card.

4. EXPLORATION AND EVALUATION ASSETS

	For the three months ended				Total expenditures as at			
	30-Sep-16		30-Sep-15		30-Sep-16		30-Sep-15	
Expenditures	Bass River	Ballarat	Bass River	Ballarat	Bass River	Ballarat	Bass River	Ballarat
Property acquistion and option costs	-	-	-	-	-	-	314,177	-
Management fees	-	15,000	-	-	-	40,000	340,000	-
Technical Consulting	-	12,513	-	-	-	33,539	415,600	-
Assaying	-	-	-	-	-	-	173,545	-
Drilling	-	-	-	-	-	-	223,687	-
Geophysical work	-	-	-	-	-	-	-	-
Line Cutting	-	-	-	-	-	-	16,162	-
Mapping IP & Survey work	-	-	-	-	-	-	19,289	-
Vehicle Rentals/Leases	-	-	-	-	-	-	57,762	-
Accrued Phase I work	-	75,381	-	-	-	215,776	-	-
General and Admin and other	-	-	-	-	-	630	88,220	-
	-	102,894	-	-	-	289,945	1,648,442	-

Ballarat Property

The Ballarat exploration project is wholly owned by the Company and is located in the White Gold District of the Yukon Territory. The property consists of 200 claims comprising of 4,140 hectares and is located upstream of the Ballarat Creek placer mining operations. Ballarat Creek feeds into the Yukon River and has been a prolific placer gold producer with record production exceeding 104,000 oz. Au.

(In Canadian dollars)

5. EQUITY

(a) Capital

Authorized: unlimited common shares
Issued:

	Shares	Value
		$
Balance at January 1, 2016	7,663,782	7,544,766
Shares issued on private placement 5(a) (i)(ii)	9,941,390	1,403,895
Share issuance costs 5(a) (i), 5(c)(i)(ii)	-	(403,270)
Exercise of warrants	120,000	62,214
Balance at September 30, 2016	17,725,172	8,607,605

		$
Balance at January 1, 2015	6,713,145	7,399,057
Shares issued on private placement	159,486	66,943
Balance at September 30, 2015	6,872,631	7,466,000

(i) On February 26, 2016, Stakeholder Gold Corp. closed a non-brokered private placement with proceeds of $750,000. The financing was comprised of 1,500,000 flow-through shares without warrants and 6,000,000 hard dollar shares without warrants, and was fully subscribed. In association with this financing a cash commission of $12,000 was paid. Three directors and insiders completed subscriptions for a total of 1,254,000 shares.

(ii) On September 3, 2016, Stakeholder Gold Corp. closed a non-brokered private placement with proceeds of $1,220,695 comprised of 2,441,390 units of which 600,000 were flow through and 1,841,390 were hard dollar. Each unit comprised of one common share and one half warrant. In connection with the financing, $100,070 and 200,140 warrants were issued as a commission.

(In Canadian dollars)

5. EQUITY - CONTINUED

(b) Warrants

A summary of changes in the Company's warrants is presented below:

For the nine months ended	September 30, 2016		September 30, 2015	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
		$		$
Balance, beginning of period	**451,703**	**2.90**	356,360	3.20
Warrants Issued on private Placement (5(a)(ii))	**1,220,695**	**0.75**		
Warrants Issued on private Placement			79,743	1.50
Warrants expired	**(157,450)**	**3.28**		
Balance, ending of period	**1,514,948**	**1.10**	436,103	2.89

(c) Warrants issued as compensation

A summary of changes in the Company's warrants is presented below:

For the nine months ended	September 30, 2016		September 30, 2015	
	Number of warrants	Weighted average	Number of warrants	Weighted average exercise
		$		$
Balance, beginning of period	**224**	**3.50**	224	3.50
Warrants issued on private placement 5(c)(i)	**528,375**	**0.10**	-	-
Warrants issued on private placement 5(c)(ii)	**200,140**	**0.50**		
Warrants exercised	**(120,000)**	**0.10**	-	-
Balance ending of period	**608,739**	**0.25**	**224**	**3.50**

(i) On February 26, 2016, the Company issued 528,375 warrants. The warrants have a strike price of $0.10 and expire on February 25, 2018.

The warrants issued were valued using the Black-Scholes pricing model. The assumptions used to value the warrants were a stock price of $0.46, an expected life of approximately 6 months, an interest rate without risk of 0.49%, no expected dividend yield, and an estimated volatility of 329.06% which results in a fair value of each warrant of approximately $0.42.

5. EQUITY – CONTINUED

(c) Warrants issued as compensation-Continued

(ii) On September 3, 2016, the Company issued 200,140 warrants. The warrants have a strike price of $0.50 and expire on September 2, 2018.

The warrants issued were valued using the Black-Scholes pricing model. The assumptions used to value the warrants were a stock price of $0.50, an expected life of approximately 6 months, an interest rate without risk of 0.59%, no expected dividend yield, and an estimated volatility of 267.24% which results in a fair value of each warrant of approximately $0.33.

(d) Stock options

At the Company's Shareholder meeting held on December 4, 2015 the Company amended the stock option plan (the "Plan") such that participants who cease to be an eligible person will have their options expire in three months instead of the twelve months previously provided for. The Plan is a 10% rolling stock option plan. Under the Plan, the Board may, from time to time and at its discretion, grant to directors, officers, employees, management company employees or consultants of the Company options to acquire common shares of the Company, provided that the number of options granted does not exceed a maximum of 10% of the aggregate number of common shares of the Company issued and outstanding. Consequently, the number of common shares that are reserved under the Plan is automatically increased or decreased as the number of issued and outstanding common shares of the Company increases or decreases. The options have a maximum term of five years and have no vesting period except for options granted to persons performing investor relations activities, which must at a minimum, vest in stages over a period not less than 12 months with no more than one-fourth of the option vesting in any three month period. All share-based payments will be settled in equity. The Company has no legal or constructive obligation to repurchase or settle the options in cash.

The Plan must take into account the reserved shares due to the Arrangement relating to options of Hinterland (see (e) below).

On January 15, 2015, the Company granted 230,000 stock options to directors and officers at an exercise price of $2.50 for five years. These options vest immediately. The total fair value of these options using the Black-Scholes pricing model was $432,200, and was recorded as stock-based compensation expense with a corresponding entry to contributed surplus. The assumptions used include the stock price on the date of grant of $2.50, exercise price of $2.50, an interest rate without risk of $1.02%, a 2.5 year expected life of options, volatility of 145% and no expected dividend yield. The fair value on a per option basis was approximately $1.90.

(In Canadian dollars)

On March 29, 2016, the Company granted 1,000,000 stock options of which 300,000 were to directors and officers and the remainder to consultants at an exercise price of $0.25 for three years. These options vest immediately. The total fair value of these options using the Black-Scholes pricing model was $279,300 and was recorded as stock-based compensation expense with a corresponding entry to contributed surplus. The assumptions used include the stock price on the date of grant of $0.285, exercise price of $0.25, an interest rate without risk of $0.56%, a 3 year expected life of options,

volatility of 265.24% and no expected dividend yield. The fair value on a per option basis was approximately $0.28.

Stock options outstanding and exercisable:

Options Outstanding	Options Exercisable	Exercise price	Expiry Date
		$	
60,000	60,000	0.50	15-Sep-18
40,000	40,000	0.50	31-Jan-19
1,000,000	1,000,000	0.25	28-Mar-19
210,000	210,000	2.50	14-Jan-20
1,310,000	1,310,000		

A summary of changes on the Company's stock options outstanding and exercisable is presented below:

(In Canadian dollars)

	Number of Options	Weighted Average exercise price
		$
Balance, January 1, 2016, exercisable	**310,000**	**1.98**
Issued	**1,060,000**	**0.26**
Exercised	-	-
Expired	**60,000**	**1.16**
Balance, September 30, 2016, exercisable	**1,310,000**	**0.63**
Balance, January 1, 2015, exercisable	130,000	0.80
Issued	230,000	2.50
Balance, September 30, 2015, exercisable	360,000	1.90

(e) Reserved shares

On January 7, 2016, the reserved shares under the Plan of Arrangement (the "Arrangement") with Hinterland, where each pre-consolidation warrant and option holder of Hinterland would receive upon exercise 0.25 shares of Hinterland and 0.023125 shares of the Company expired.

6. CAPITAL MANAGMENT

The capital of the Company consists of the items included in equity of $1,138,497 (December 31, 2015–$74,151). The Company's objectives when managing capital are to safeguard its ability to continue its operations as well as its acquisition and exploration programs. As needed, the Company raises funds through private placements. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its activities until conditions improve.

The Company does not have any long-term debt. There is no dividend policy. The Company has no externally imposed capital requirements, nor regulatory, nor contractual requirements to which it is subject, except for those relating to flow-through private placements where the funds are restricted in use for exploration expenses.

7. RELATED PARTY TRANSACTIONS

Compensation to key management

Key management includes directors, the chief executive officer and the chief financial officer. Key management compensation includes the following expenses:

(In Canadian dollars)

	Three Months		Nine Months	
For the periods ended September 30,	**2016**	**2015**	**2016**	**2015**
	$	**$**	**$**	**$**
Short-term compensation	-	-	-	-
Management and consulting fees	**70,550**	48,000	**281,550**	151,000
Total short-term compensation	-	-	-	
Stock-based compensation	-	-	**279,300**	432,000
Total compensation	**70,550**	**48,000**	**560,850**	**583,000**

(a) As at September 30, 2016 accounts payable and accrued liabilities include $6,300 (December 31, 2015–$95,016) due to officers and directors.
(b) Included in accounts receivable is $8,529.96 (December 31, 2015–$nil) receivable from companies with common officers and/or directors.
(c) Included in accounts payable is $90,414 (December 31, 2015–$106,597) payable to companies controlled by officers and/or directors.
(d) For the period ended September 30, 2016 the Company incurred rent expense of $15,444 (2015 – $8,326), payable and or paid to a corporation with common directors and/ or officers.

8. FINANCIAL INSTRUMENTS

The Company is exposed to various financial risks resulting from both its operations and its investment activities. The Company's management manages these risks. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. The Company's main financial risk exposure and its financial risk management policies are as follows:

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The term deposits bear interest at a fixed rate and the Company is therefore exposed to the risk of changes in fair value resulting from interest rate fluctuations. Because these financial assets are recognized at amortized cost, the fair value variations have no impact on profit (loss).

Credit Risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is subject to concentrations of credit risk through cash and term deposits. The Company has no trade accounts. The exposure to credit risk for

cash and
cash equivalents and term deposits is considered negligible since the counterparties are reputable banks with high-quality external credit ratings. As at September 30, 2016, the Company's maximum exposure to credit risk is limited to the carrying amount of these financial assets at the reporting date totaling $1,207,222 (December 31, 2015–$99,429).

Liquidity risk
Liquidity risk is the risk that the Company is unable to meet its financial obligations as they fall due. Although the Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs, there is no assurance that any steps taken by the Company will be successful in this regard, and there is risk that unforeseen circumstances and expenditures will limit the cash that will be available.

The Company will issue equity at its best effort to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its immediate financial obligations and the Company's capital programs. However, there is risk that unforeseen circumstances and expenditures will limit the time period for which cash will be available, and the Company may not be able to raise financing of sufficient magnitude, or on a cost-effective basis. The failure of the Company to raise further financing would limit the ability of the Company to advance its business plan and carry on current activities.

Commodity price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base and phosphate, individual equity movements and the stock market in general to determine the appropriate

8. FINANCIAL INSTRUMENTS- CONTINUED

future course of action to be taken by the Company.

Fair Value
The carrying value of cash and cash equivalents, restricted cash and accounts payable and accrued liabilities is considered to be an approximation of fair value because of the short-term maturity of these instruments.

9. SUBSEQUENT EVENTS

On October 5, 2016, the Company closed its second tranche of financing through non-brokered private placement, issuing 1,205,115 units each comprised of one common share and one half warrant for proceeds of $602,558. The Company paid cash of $45,706, issued 91,412 warrants and 3,000 units as commission.