

**ROSCAN MINERALS CORPORATION**

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**CONDENSED INTERIM FINANCIAL STATEMENTS**

**For the three months ended January 31, 2018**

**(unaudited)**

**EXPRESSED IN CANADIAN DOLLARS**

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

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The accompanying unaudited condensed interim financial statements of Roscan Minerals Corporation (the "Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor, RSM Canada LLP (formerly, Collins Barrow - Toronto LLP), has not performed a review of these unaudited condensed interim consolidated financial statements, in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

## ROSCAN MINERALS CORPORATION

### CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(expressed in Canadian dollars)

<b>As at</b>	<b>January 31 2018</b>	<b>October 31 2017</b>
	<i>(unaudited)</i>	<i>(audited)</i>
<b>ASSETS</b>		
Current		
Cash	\$ 3,599	\$ 18,181
Sales tax receivable	8,066	4,797
Prepaid expenses	2,961	-
	<b>\$ 14,626</b>	<b>\$ 22,978</b>
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities (notes 4,9)	\$ 183,403	\$ 95,497
Loans due to related parties (note 9)	26,000	-
	<b>209,403</b>	<b>95,497</b>
<b>EQUITY</b>		
Share capital (note 5)	7,582,065	7,582,065
Contributed surplus	475,611	475,611
Warrants (note 6)	194,792	194,792
Deficit	(8,447,245)	(8,324,987)
	<b>(194,777)</b>	<b>(72,519)</b>
	<b>\$ 14,626</b>	<b>\$ 22,978</b>

**Nature of operations and going concern (note 1)**

**Subsequent events (note 14)**

*See accompanying notes.*

## ROSCAN MINERALS CORPORATION

### CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(unaudited, expressed in Canadian dollars)

<b>Three months ended January 31,</b>	<b>2018</b>	<b>2017</b>
<b>Expenses</b>		
Corporate and administrative (notes 7, 9)	<b>86,427</b>	15,149
Exploration and evaluation (note 8)	<b>35,773</b>	10,000
Share-based payments (notes 5,9)	-	5,050
Foreign exchange loss (gain)	<b>58</b>	4
	<b>122,258</b>	30,203
<b>Net loss and comprehensive loss</b>	<b>\$ (122,258)</b>	<b>\$ (30,203)</b>
<b>Basic and diluted loss per share (note 11)</b>	<b>\$ (0.003)</b>	<b>\$ 0.000</b>
<b>Weighted average number of common shares outstanding: Basic and diluted</b>	<b>47,026,073</b>	<b>33,766,073</b>

*See accompanying notes.*

## ROSCAN MINERALS CORPORATION

### CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

(unaudited, expressed in Canadian dollars)

	Share capital		Contributed surplus	Warrants	Deficit	Total
	Number of shares	Amount				
Balance, October 31, 2016	33,766,073	\$ 7,126,207	\$ 453,081	\$ -	\$ (7,811,469)	\$ (232,181)
Share-based payments (notes 5,9)	-	-	5,050	-	-	5,050
Net loss for the period	-	-	-	-	(30,203)	(30,203)
Balance, January 31, 2017	33,766,073	7,126,207	458,131	-	(7,841,672)	(257,334)
Units issued by private placement (note 5)	8,740,000	242,208	-	194,792	-	437,000
Shares issued for debt (note 5)	4,520,000	226,000	-	-	-	226,000
Share issuance costs (note 5)	-	(12,350)	-	-	-	(12,350)
Share-based payments (note 5)	-	-	17,480	-	-	17,480
Net loss for the period	-	-	-	-	(483,315)	(483,315)
Balance, October 31, 2017	47,026,073	7,582,065	475,611	194,792	(8,324,987)	(72,519)
Net loss for the period	-	-	-	-	(122,258)	(122,258)
<b>Balance, January 31, 2018</b>	<b>47,026,073</b>	<b>\$ 7,582,065</b>	<b>\$ 475,611</b>	<b>\$ 194,792</b>	<b>\$ (8,447,245)</b>	<b>\$ (194,777)</b>

See accompanying notes.

## ROSCAN MINERALS CORPORATION

### CONDENSED INTERIM STATEMENTS OF CASH FLOWS

(unaudited, expressed in Canadian dollars)

<b>Three months ended January 31,</b>	<b>2018</b>	<b>2017</b>
<b>Operating activities</b>		
Loss for the period	\$ (122,258)	\$ (30,203)
Adjustments to reconcile loss to net cash used in operating activities:		
Share-based payments (note )	-	5,050
	<b>(122,258)</b>	<b>(25,153)</b>
Changes in non-cash working capital items		
Sales tax receivable	<b>(3,269)</b>	(904)
Prepaid expenses	<b>(2,961)</b>	-
Accounts payable and accrued liabilities	<b>87,906</b>	13,370
	<b>(40,582)</b>	<b>(12,687)</b>
<b>Financing activities</b>		
Loan from related party (note 9)	<b>26,000</b>	11,000
	<b>26,000</b>	<b>11,000</b>
<b>Net change in cash</b>	<b>(14,582)</b>	<b>(1,687)</b>
Cash, beginning of period	<b>18,181</b>	2,269
<b>Cash, end of period</b>	<b>\$ 3,599</b>	<b>\$ 582</b>

*See accompanying notes.*

# ROSCAN MINERALS CORPORATION

## NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

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### 1. NATURE OF OPERATIONS AND GOING CONCERN

RosCan Minerals Corporation (the “Company”) is an exploration stage company involved in the business of acquiring, exploring and developing mineral properties in West Africa. The Company’s shares are listed on the TSX Venture Exchange and the address of the Company’s registered office is 365 Bay St., Suite 400, Toronto, Ontario, M5H 2V1.

#### Going Concern

The business of exploration, development and mining of minerals involves a high degree of risk and there can be no assurances that future exploration activities will result in the discovery of economically recoverable mineral deposits. The success and continuation of the Company as a going concern is dependent upon the Company’s ability to arrange financing, which in part, depends on prevailing market conditions, acquiring or discovering economically viable mineral properties, exploration success, and securing title and beneficial interest in its properties.

Further funds will be required for the Company to continue as a going concern, fulfil its obligations and fund its activities. The Company does not have a regular source of cash flow and has not produced revenues from its exploration activities. There can be no assurance that the Company will be able to obtain sufficient financing in the future or at favourable terms.

At January 31, 2018, the Company had a working capital deficiency of \$194,777 (October 31, 2017 – \$72,519) and has incurred losses of \$8,447,245 (October 31, 2017 - \$8,324,987) since inception.

These financial statements have been prepared using accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. However, due to uncertainties surrounding a number of factors, such as, but not limited to, ability to acquire mineral properties, exploration results, price of underlying commodities, investor sentiment and financial market conditions, it is not possible to predict if this assumption will prove to be accurate. These factors indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern.

### 2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

#### **Statement of compliance**

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standard (“IAS”) 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee.

#### **(a) Basis of presentation and consolidation**

These financial statements: are presented in Canadian dollars, which is the Company’s functional currency; and, are prepared using the historical cost basis, except for financial instruments classified as fair value through profit and loss, which are stated at their fair value.

The Company’s significant accounting policies, as described in Note 3 of the Company’s audited financial statements for the year ended October 31, 2017, have been applied consistently to all periods presented in these financial statements, unless otherwise noted. These interim financial statements do not include all of the disclosure required in annual financial statements and should be read in conjunction with the Company’s 2017 audited annual financial statements. These interim results are not necessarily indicative of the results that may be anticipated for the entire fiscal year.

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

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### **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **(b) Estimates and judgements**

The preparation of financial statements, in conformity with IFRS, requires the Company's management to make certain estimates and judgements that they consider reasonable and realistic. These estimates and judgements are based on historical experience, future expectations, economic conditions and other factors. By their nature, estimates and judgements are subject to measurement uncertainty and actual results could vary from estimates.

Significant estimates and judgements relate to:

- ability to continue as a going concern;
- measurement of share-based payments and warrant value; and,
- measurement of shares issued to settle debt.

### **3. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES**

The following standards has been issued but are not yet effective:

#### **IFRS 9 – Financial Instruments**

IFRS 9, which replaces IAS 39, Financial Instruments: Recognition and Measurement. The new standard uses a logical, single classification and measurement approach for financial assets that reflects the business model in which they are managed and their cash flow characteristics. IFRS 9 also incorporates requirements for financial liabilities, most of which were carried forward unchanged from IAS 39. Certain changes were made to the fair value option for financial liabilities to address the issue of own credit risk. IFRS 9 removes the volatility in profit or loss caused by changes to the credit risk of liabilities elected to be measured at fair value. Requirements related to hedge accounting, representing a new hedge accounting model, have been added to IFRS 9. The new model represents a substantial overhaul of hedge accounting, which will allow entities to better reflect their risk management activities in financial statements. The most significant improvements apply to those that hedge non-financial risk, so these improvements are expected to be of particular interest to non-financial institutions. In addition, a single, forward-looking expected loss impairment model is introduced, which will require more timely recognition of expected credit losses.

IFRS 9, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2018.

#### **IFRIC 22 – Foreign Currency Transactions and Advanced Consideration**

IFRIC 22, was issued on December 2016 and clarifies the accounting for transactions that include the receipt or payment of advanced consideration in a foreign currency. For purposes of determining the exchange rate to use on initial recognition, the date of the transaction is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. IFRIC 22 is applicable for annual periods beginning on or after January 1, 2018.

The Company is currently evaluating the impact of the above standard on its financial performance and financial statement disclosures, but expects that such impact would not be material.

## ROSCAN MINERALS CORPORATION

### NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

#### 4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	July 31 2018	October 31 2017
Trade suppliers (note 5)	\$ 38,351	\$ 35,802
Related parties (note 5,9)	145,052	59,695
	<b>\$ 183,403</b>	<b>\$ 95,497</b>

#### 5. SHARE CAPITAL

##### Authorized

Unlimited common shares

	Number	Amount
Balance, October 31, 2016	33,766,073	\$ 7,126,207
Shares issued by private placement (i,ii)	8,740,000	437,000
Value attributable to warrants (i,ii)	-	(194,792)
Shares issued for debt (iii)	4,520,000	226,000
Share issuance costs	-	(12,350)
<b>Balance, October 31, 2017 and January 31, 2018</b>	<b>47,026,073</b>	<b>\$ 7,582,065</b>

- (i) On April 26, 2017, the Company issued 4,300,000 units at \$0.05 per unit for gross proceeds of \$215,000. Each unit was comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of \$0.08 for a period of 12 months, expiring on April 26, 2018. If at any time, after August 26, 2017, the closing price of the common shares of the Company, as traded on the TSX Venture Exchange, equals or exceeds \$0.15 for 20 consecutive trading days, the Company has the right to accelerate the expiry date of the warrants to a date which is 30 days following the date of the Company announcing the accelerated expiry. The value of the warrants was estimated at \$96,139 using the relative fair value method.
- (ii) On May 1, 2017, the Company issued 4,440,000 units at \$0.05 per unit for gross proceeds of \$222,000. Each unit was comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of \$0.08 for a period of 12 months, expiring on May 1, 2018. If at any time, after September 1, 2017, the closing price of the common shares of the Company, as traded on the TSX Venture Exchange, equals or exceeds \$0.15 for 20 consecutive trading days, the Company has the right to accelerate the expiry date of the warrants to a date which is 30 days following the date of the Company announcing the accelerated expiry. The value of the warrants was estimated at \$98,653 using the relative fair value method.
- (iii) On April 26, 2017, the Company issued 4,520,000 shares at \$0.05 per share in settlement of accounts payable and management fees totalling \$148,000 and loans due to related parties of \$78,000.

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

### SHARE CAPITAL (continued)

#### Stock options

Under the terms of the Company's stock option plan ("Plan"), the Company is authorized to issue up to a maximum of 10% of the issued common shares with an exercise period that is not to exceed ten years. The term, exercise price and vesting conditions of the options are fixed by the Board of Directors at the time of grant. All issued stock options were granted in accordance with the terms of the Plan and expire five years from the date of grant.

Stock option transactions and the number of stock options outstanding are as follows:

	Number	Weighted average exercise price
Balance, October 31, 2016	1,400,000	\$0.05
Granted (i)	450,000	\$0.06
<b>Balance, October 31, 2017 and January 31, 2018</b>	<b>1,850,000</b>	<b>\$0.05</b>

- (i) On November 7, 2016, the Company granted 150,000 stock options to a director. These options vested immediately and were issued with an exercise of \$0.05 and have a five year term, expiring on November 7, 2021.

On March 15, 2017, the Company granted 300,000 stock options to a director. These options vested immediately and were issued with an exercise price of \$0.06 and have a five year term, expiring on March 15, 2022.

Fair value of the options issued were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2017
Dividend yield	Nil
Expected volatility (based on historical prices)	193%
Risk-free rate of return	1.04%
Expected life	5 Years
Share price	\$0.052

During the three month period ended January 31, 2017, the Company recognized share-based compensation expense of \$nil (2017 - \$5,050).

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

### SHARE CAPITAL (continued)

The following summarizes information on the outstanding stock options:

Expiry Date	Number	Exercise price	Exercisable	Weighted average remaining life (years)
March 15, 2018 (i)	100,000	\$0.05	100,000	0.12
April 27, 2018 (i)	250,000	\$0.05	250,000	0.24
September 18, 2019	1,200,000	\$0.05	1,200,000	1.62
March 15, 2022	300,000	\$0.06	300,000	4.12
	<b>1,850,000</b>	<b>\$0.05</b>	<b>1,850,000</b>	<b>1.76</b>

(i) During 2017 three directors left the Company and the expiry date for their options was reduced to one year from the date of their departure.

### 6. WARRANTS

	Number	Weighted average exercise price	Relative fair value
Balance, October 31, 2016	-	\$0.00	\$ -
Warrants issued (note 5)	8,740,000	0.08	194,792
<b>Balance, October 31, 2017 and January 31, 2018</b>	<b>8,740,000</b>	<b>\$0.08</b>	<b>\$ 194,792</b>

Relative fair value of the warrants were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2017
Dividend yield	Nil
Expected volatility (based on Company historical trends)	249%
Risk free rate of return	0.71%
Expected life	1 year
Share price	\$0.095

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

### WARRANTS (continued)

The following summarizes information on the outstanding warrants:

Expiry Date	Number	Exercise price	Weighted average remaining life (years)	Fair value
April 26, 2018	4,300,000	\$0.08	0.23	\$ 96,139
May 1, 2018	4,440,000	0.08	0.24	98,653
	8,740,000	\$0.08	0.24	\$ 194,792

### 7. CORPORATE AND ADMINISTRATIVE

	Three months ended January 31	
	2018	2017
Management fees (notes 9,10)	\$ 55,500	\$ 9,000
Office and general	831	834
Premises	1,050	1,050
Professional fees (notes 9, 10)	6,438	1,202
Regulatory fees (note 9, 10)	150	1,328
Shareholder relations and promotions	21,532	914
Transfer agent fees	926	821
	\$ 86,427	\$ 15,149

### 8. EXPLORATION AND EVALUATION

	Three months ended January 31	
	2018	2017
Acquisition costs – Option payments (note 9)	\$ 25,000	\$ 10,000
Property costs	1,000	-
Consulting/Contracting	7,300	-
General and administrative	971	-
Travel/Transportation	1,502	-
	\$ 35,773	\$ 10,000

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

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### EXPLORATION AND EVALUATION (continued)

#### Dormaa Project – Ghana

On November 7, 2016, the Company entered into an option and joint venture agreement (the “Option Agreement”), subsequently amended and restated on January 25, 2018, with Pelangio Exploration Inc. (“Pelangio”), pursuant to which the Company and Pelangio established an earn-in arrangement to jointly advance an early-stage gold exploration project in Ghana (the “Dormaa Project”). Subject to the terms and conditions of the Option Agreement, the Company has the right (the “Option”) to earn a 50% equity and participating interest in the Dormaa Project. In order to exercise the Option the Company shall:

- (a) Pay Pelangio an aggregate of \$260,000, as follows:
  - (i) \$10,000 on November 7, 2016 (paid);
  - (ii) \$50,000 on June 5, 2018; and,
  - (iii) \$200,000 on June 5, 2019.
  
- (b) Fund a total of \$2,000,000 in exploration expenditures, as follows:
  - (i) \$150,000 by March 5, 2017 (paid);
  - (ii) \$150,000 by May 4, 2017 (paid);
  - (iii) \$700,000 by June 5, 2017; and,
  - (iv) \$1,000,000 by June 5, 2019.
  
- (c) Pay the applicable annual ground rent and mineral right fees during the Option period, when such costs are first due and payable.

Upon the exercise of the Option, a joint venture between the Company and Pelangio would be formed, whereby each party would have an initial 50% participating interest, and thereafter contribute funding on a proportionate basis or have its interest diluted.

Once formed, the joint venture would, hold 100% of the mineral rights to the Dormaa Project, subject to a 2% net smelter royalty (“NSR”) on all ounces of gold recovered and a 10% free carried interest reserved for the government of Ghana. The joint venture retains the right to buy-back 50% (equivalent to 1%) of the NSR for USD \$2,000,000.

	Three months ended	
	January 31	
	2018	2017
Acquisition costs – Option payments	\$ -	\$ 10,000

Exploration contributions represent funds provided to Pelangio to explore, evaluate, develop and operate the Dormaa Project.

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

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### EXPLORATION AND EVALUATION (continued)

#### Kandiole Project – Mali

On January 4, 2018 the Company entered into a letter of intent (“LOI”) with Touba to acquire a 100% interest in the Kandiole-North permit (the “Property”), a gold exploration property in Mali. In order to earn the 100% interest in the Property, the Company shall:

- (a) Pay Touba an aggregate of \$105,000 as follows:
- (i) \$25,000 on signing of the LOI (paid); and,
  - (ii) \$80,000 over a three (3) year period (the “Option Period”), in six month installments, beginning from the date a definitive agreement is completed, as follows:
    - Installment 1 - \$20,000
    - Installment 2 - \$20,000
    - Installment 3 - \$10,000
    - Installment 4 - \$10,000
    - Installment 5 - \$10,000
    - Installment 6 - \$10,000
- (b) During the Option Period, the Company shall be responsible for maintaining the Property in good standing and performing all obligations required by law.

Touba shall retain a 5% Net Profit Interest and a 2% Net Smelter Return (“NSR”) upon commencement of production.

The terms and conditions of the acquisition is subject to the Company completing a definitive agreement with Touba.

	Three months ended	
	January 31	
	2018	2017
Acquisition costs – Option payments	\$ 25,000	\$ -
Property costs	1,000	-
Consulting/Contracting	7,300	-
General and administrative	971	-
Travel/Transportation	1,502	-
	<u>\$ 35,773</u>	<u>\$ -</u>

## ROSCAN MINERALS CORPORATION

### NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

#### 9. RELATED PARTY TRANSACTIONS

	Three months ended January 31	
	2018	2017
Exploration and evaluation (i)	\$ -	\$ 10,000
Management fees (ii)	55,500	9,000
Professional fees (iii)	4,738	1,002
Regulatory fees (iv)	-	50
Share-based payments (v)	-	5,050
	<b>\$ 60,238</b>	<b>\$ 25,102</b>

- (i) Dormaa Project option payments were paid to Pelangio, a company related by virtue of a common director.
- (ii) Management fees were paid or became payable to a company controlled by a Company director/officer and to a company controlled by an associate of a Company director/officer.
- (iii) Legal fees were paid or became payable to a law firm in which a Company director is a partner.
- (iv) Filing fees were paid or became payable to a company in which a Company director/officer controls.
- (v) Share-based payments represents the fair value assigned to options granted to Company directors/officers.

Received cash of \$26,000 (2017 - \$nil) for the three month period from a company controlled by a Company director/officer. The loan is non-interest bearing, unsecured and due on demand.

Included in accounts payable and accrued liabilities is \$145,052 (October 31, 2016 - \$59,695) payable to entities controlled by or associated with Company directors/officers.

#### 10. KEY MANAGEMENT COMPENSATION

The Company considers its officers and directors to be key management. Key management are those persons having authority and responsibility for planning, directing and controlling activities, directly or indirectly, of the Company. Compensation of key management is summarized below.

	Three months ended January 31	
	2018	2017
Short-term compensation	\$ 60,238	\$ 10,052
Share-based payments	-	5,050
	<b>\$ 60,238</b>	<b>\$ 15,102</b>

## **ROSCAN MINERALS CORPORATION**

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

**For the three months ended January 31, 2018**

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#### **11. LOSS PER SHARE**

Loss per share is calculated using the weighted average number of shares outstanding for the period. For the purposes of calculating the basic and diluted loss per share the effect of the potentially dilutive options and warrants were not included in the calculation as the result would be anti-dilutive.

#### **12. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are: to safeguard its ability to continue as a going concern; and, to have sufficient capital to fund the exploration and development of its mineral properties and acquisition of other mineral properties for the benefit of its shareholders.

As at January 31, 2017, the Company had working capital deficiency of \$194,777 (October 31, 2017 – \$72,519).

The Company considers its capital structure to consist of shareholder equity. In order to maintain its capital structure the Company is dependent on equity funding and loans from related parties. Funding through equity instruments is comprised of common shares, warrants and incentive stock options. The Board of Directors does not established quantitative targets on its capital criteria for management, however, it relies on management to review its capital management methods and requirements on an ongoing basis and make adjustments, accordingly, to sustain future development of the business.

There were no changes in the Company's management of its capital during the three month period ended January 31, 2018. The Company is not subject to any externally imposed capital requirements.

#### **13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

##### **Fair Value**

The carrying value of cash, accounts payable and accrued liabilities and loans due to related party approximates fair value due to the relative short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arms-length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

IFRS 7 establishes a fair value hierarchy that prioritizes the valuation techniques for each financial instrument measured at fair value. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement.

The methods and assumptions used to develop fair value measurements are: Level 1 - includes quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - includes inputs, other than quoted prices included in Level 1, that are observable for an asset or liability, either directly (i.e. as process) or indirectly (i.e. derived from process); and, Level 3 - includes inputs that are not based on observable data.

As at January 31, 2018 and October 31, 2017, cash was the only financial instrument classified within the fair value hierarchy and was classified as Level 1.

##### **Risk Management**

The primary objectives of the Company's financial risk management procedures are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining

# ROSCAN MINERALS CORPORATION

## NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

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### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

an appropriate risk/reward balance and protecting the Company's financial position, from events that have the potential to materially impair its financial strength. These activities include the preservation of its capital by minimizing risk related to its cash.

The Company does not trade financial instruments for speculative purposes and does not have a risk management committee or written risk management policies.

The Company's financial instruments are exposed to the risks described below:

#### Credit Risk

Credit risk is the risk of financial loss to the Company, if one party to a financial instrument fails to discharge or meet their obligations. Financial instruments that potentially expose the Company to this risk relate to cash. The Company's risk to its cash is minimal, as it held on deposit with a Canadian chartered bank.

#### Liquidity Risk

Liquidity risk management requires maintaining sufficient cash, liquid investments or credit facilities to meet the Company's operating expenditures and commitments, as they come due. The Company manages liquidity risk through the management of its capital structure as described in Note 12. The Company does not have any income from operations or a regular source of income and is highly dependent on its working capital and equity funding to support its exploration and corporate activities. There can be no assurance that the Company will be successful in its fund raising activities.

As at January 31, 2018, the Company had cash of \$3,599 to settle current liabilities of \$209,403. The Company does not have sufficient cash to fund its obligations and it will be required to raise additional capital (note 1).

#### Currency Risk

The Company's operates in Canada and its financial commitments pursuant to the Option Agreement with Pelangio are in Canadian dollars. The Company may acquire or participate in mineral exploration properties or projects outside of Canada and may incur foreign denominated expenditures, thus potentially exposing the Company to foreign currency risk. The Company monitors foreign exchange rates on an as needed basis. As at January 31, 2018 the Company's foreign currency exposure consisted of a nominal amount of USD cash.

## 14. SUBSEQUENT EVENTS

- (a) On February 28, 2018 the Company entered into a second letter of intent ("LOI") with Touba to acquire a 100% interest in the Kandiole-West permit (the "Property"), a gold exploration property in Mali. In order to earn the 100% interest in the Property, the Company shall:
  - (i) Pay Touba an aggregate of \$75,000 as follows:
    - \$5,000 on signing of the LOI (paid); and,

## ROSCAN MINERALS CORPORATION

### NOTES TO THE UNAUDITED INTERIM FINANCIAL STATEMENTS

For the three months ended January 31, 2018

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#### SUBSEQUENT EVENTS (continued)

- \$70,000 over a three (3) year period (the “Option Period”) in six month installments, beginning from the date a definitive agreement is completed, as follows:
  - Installment 1 - \$5,000
  - Installment 2 - \$5,000
  - Installment 3 - \$10,000
  - Installment 4 - \$10,000
  - Installment 5 - \$20,000
  - Installment 6 - \$20,000

(ii) Pay permitting fees of approximately \$25,000.

(iii) During the Option Period, the Company shall be responsible for maintaining the Property in good standing and performing all obligations required by law.

Touba shall retain a 5% Net Profit Interest and a 2% Net Smelter Return (“NSR”) upon commencement of production. The Company has the right to purchase 50% of the NSR for \$1,000,000.

The terms and conditions of the acquisition is subject to the Company completing a definitive agreement with Touba.

- (b) Subsequent to January 31, 2018, the Company received cash of \$124,500 from advances provided by a Company director/officer.
- (c) On March 15, 2018, 100,000 options granted to a former director expired.