

**CMC METALS LTD.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**Years Ended September 30, 2017 and 2016**  
**(Expressed in Canadian Dollars)**



## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of CMC Metals Ltd.

We have audited the accompanying consolidated financial statements of CMC Metals Ltd. which comprise the consolidated statements of financial position as at September 30, 2017 and 2016 and the consolidated statements of comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of CMC Metals Ltd. as at September 30, 2017 and 2016 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about CMC Metals Ltd.'s ability to continue as a going concern.

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**DALE MATHESON CARR-HILTON LABONTE LLP**  
**CHARTERED PROFESSIONAL ACCOUNTANTS**

Vancouver, Canada  
January 26, 2018

**CMC METALS LTD.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian dollars)

	Note	September 30, 2017	September 30, 2016
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 51,316	\$ 228,857
Receivables		22,640	11,769
Prepays		13,098	7,931
		<u>87,054</u>	<u>248,557</u>
<b>Non-current assets</b>			
Reclamation bonds	3	243,688	274,820
Property, plant and equipment	5	13,460	21,473
		<u>257,148</u>	<u>296,293</u>
<b>TOTAL ASSETS</b>		<b>\$ 344,202</b>	<b>\$ 544,850</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade payables and accrued liabilities	7	\$ 365,144	\$ 275,541
Due to related parties	13	7,659	23,875
Promissory note	8	1,019,488	995,710
Loans	9	857,667	832,749
Preferred shares	10	500,000	500,000
Provision for restoration and environmental obligations	11	146,000	50,000
		<u>2,895,958</u>	<u>2,677,875</u>
<b>Non-current liabilities</b>			
Provision for restoration and environmental activities	11	-	14,000
		<u>-</u>	<u>14,000</u>
<b>TOTAL LIABILITIES</b>		<b>2,895,958</b>	<b>2,691,875</b>
<b>SHAREHOLDERS' DEFICIENCY</b>			
Share capital	12	18,396,190	17,410,092
Subscriptions receivable	12	(14,000)	-
Obligation to issue shares	4	-	300,000
Share-based payment reserve		346,809	528,445
Deficit		(21,280,755)	(20,385,562)
<b>TOTAL SHAREHOLDERS' DEFICIENCY</b>		<b>(2,551,756)</b>	<b>(2,147,025)</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		<b>\$ 344,202</b>	<b>\$ 544,850</b>

Subsequent events - Note 18

Approved on behalf of the Board:

*"Salim Tharani"*

Salim Tharani - Director

*"Michael C. Scholz"*

Michael C. Scholz - Director

See accompanying notes to the consolidated financial statements.

**CMC METALS LTD.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(Expressed in Canadian dollars)

	Note	Year Ended September 30, 2017	Year Ended September 30, 2016
<b>EXPENSES</b>			
Amortization	5	\$ 6,489	\$ 5,368
Consulting fees	13	179,040	228,065
Directors fees		3,000	-
Exploration expenditures	4	990,985	395,586
Filing and transfer agent		25,339	26,703
Financing fee		4,500	19,153
Flow-through share related tax		34,311	34,311
Interest expense	8, 9, 13	148,178	159,644
Marketing		59,493	64,200
Office and miscellaneous	13	122,447	234,315
Professional fees		93,293	42,104
Rent	13	18,000	18,000
Stock-based compensation	12	261,526	344,972
Travel		16,237	31,400
Wages		-	18,297
		<u>(1,962,838)</u>	<u>(1,622,118)</u>
<b>OTHER ITEMS</b>			
Miscellaneous Income	6	590,467	-
Other Income		751	438
Gain on foreign exchange		9,363	2,547
Gain on settlement of debt	9	-	4,540
		<u>600,581</u>	<u>7,525</u>
<b>COMPREHENSIVE LOSS FOR THE YEAR</b>		<b>\$ (1,362,257)</b>	<b>\$ (1,614,593)</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES</b>			
<b>OUTSTANDING - BASIC AND DILUTED</b>		<b>34,545,139</b>	<b>24,847,057</b>
<b>NET LOS PER SHARE - BASIC AND DILUTED</b>		<b>\$ (0.04)</b>	<b>\$ (0.06)</b>

**CMC METALS LTD.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY**  
(Expressed in Canadian dollars)

	Notes	Share capital		Share Subscriptions receivable	Obligation to issue shares	Share-based payment reserve	Deficit	Total
		Number of shares	Amount					
<b>Balance at September 30, 2015</b>		19,045,139	\$ 15,968,086	\$ -	\$ 300,000	\$ 482,626	\$ (19,103,931)	\$ (2,353,219)
Comprehensive loss:								
Loss for the year		-	-	-	-	-	(1,614,593)	(1,614,593)
Total comprehensive loss for the year		-	-	-	-	-	(1,614,593)	(1,614,593)
Transactions with owners, in their capacity as owners, and other transfers:								
Shares issuance for cash - private placement	12	15,500,000	1,550,000	-	-	-	-	1,550,000
Shares issuance costs - cash	12	-	(74,185)	-	-	-	-	(74,185)
Shares issuance costs - brokers' warrants	12	-	(33,809)	-	-	33,809	-	-
Reallocation of cancelled and expired options	12	-	-	-	-	(305,426)	305,426	-
Reallocation of expired warrants	12	-	-	-	-	(27,536)	27,536	-
Stock based compensation	12	-	-	-	-	344,972	-	344,972
Total transactions with owners and other transfers		15,500,000	1,442,006	-	-	45,819	332,962	1,820,787
<b>Balance at September 30, 2016</b>		34,545,139	17,410,092	-	300,000	528,445	(20,385,562)	(2,147,025)
Comprehensive loss:								
Loss for the year		-	-	-	-	-	(1,362,257)	(1,362,257)
Total comprehensive loss for the year		-	-	-	-	-	(1,362,257)	(1,362,257)
Transactions with owners, in their capacity as owners, and other transfers:								
Shares issuance for obligation	12	1,000,000	300,000	-	(300,000)	-	-	-
Subscriptions receivable for options exercised	12	1,700,000	162,000	(14,000)	-	-	-	148,000
Shares issuance for cash - private placement	12	5,000,000	374,329	-	-	125,671	-	500,000
Share issuance for warrants exercised	12	400,000	48,000	-	-	-	-	48,000
Reallocation of cancelled and expired options	12	-	-	-	-	(430,478)	430,478	-
Reallocation of expired warrants	12	-	-	-	-	(36,586)	36,586	-
Reallocation of options exercised	12	-	96,742	-	-	(96,742)	-	-
Reallocation of warrants exercised	12	-	5,027	-	-	(5,027)	-	-
Stock based compensation	12	-	-	-	-	261,526	-	261,526
Total transactions with owners and other transfers		8,100,000	986,098	(14,000)	(300,000)	(181,636)	467,064	957,526
<b>Balance at September 30, 2017</b>		42,645,139	\$ 18,396,190	\$ (14,000)	\$ -	\$ 346,809	\$ (21,280,755)	\$ (2,551,756)

**CMC METALS LTD.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian dollars)

	Year Ended September 30, 2017	Year Ended September 30, 2016
<b>Operating activities</b>		
Net loss for the year	\$ (1,362,257)	\$ (1,614,593)
Adjustments for non-cash items:		
Amortization	6,489	5,368
Accrued interest on promissory note and loans	143,058	142,707
Gain on settlement of debt	-	(4,540)
Unrealized foreign exchange	-	12,597
Impairment of exploration and evaluation assets	-	395,586
Stock-based compensation	261,526	344,972
Changes in non-cash working capital items:		
Receivables	(10,871)	(9,217)
Prepays	(5,167)	34,776
Trade payables and accrued liabilities	89,603	(15,518)
Provision for restoration and environmental obligations	96,000	-
Due to related parties	(16,216)	(28,800)
<b>Net cash used in operating activities</b>	<u>(797,835)</u>	<u>(736,662)</u>
<b>Investing activities</b>		
Expenditures on exploration and evaluation assets	-	(395,586)
Reclamation of bond	17,132	-
Property, plant and equipment	-	(26,841)
<b>Net cash provided by (used in) investing activities</b>	<u>17,132</u>	<u>(422,427)</u>
<b>Financing activities</b>		
Repayment of loans	(46,000)	(94,792)
Proceeds on issuance of common shares	710,000	1,475,815
Subscriptions receivable	(14,000)	-
<b>Net cash provided by financing activities</b>	<u>650,000</u>	<u>1,381,023</u>
Effect of foreign exchange	(46,838)	-
Change in cash	(130,703)	221,934
Cash, beginning	228,857	6,923
<b>Cash, ending</b>	<u>\$ 51,316</u>	<u>\$ 228,857</u>

**Supplemental disclosure with respect to cash flows - Note 16**

See accompanying notes to the consolidated financial statements.

## **1. NATURE AND CONTINUANCE OF OPERATIONS**

CMC Metals Ltd. (the “Company”) is incorporated in the Province of British Columbia and its principal activity is the acquisition and exploration of mineral properties in Canada and the United States of America. The Company is listed on the TSX Venture Exchange (“TSX-V”).

The head office, principal address and records office of the Company are located at 605 – 369 Terminal Avenue, Vancouver, British Columbia, Canada, V6A 4C4.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at September 30, 2017, the Company had not advanced its properties to commercial production. The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These uncertainties indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors, by continuing to pursue additional sources of financing through equity offerings, seeking joint venture partners to fund exploration, monitoring exploration activity and reducing overhead costs.

As a result of the Company not making the required principal, interest and extension fee on the Promissory Note (Note 8), the Promissory Note is in default as at September 30, 2017 and the date of the approval of these consolidated financial statements. The promissory Note is secured by a deed of trust related to the Radcliff Property (Note 4), the Company’s primary project.

The financial statements were authorized for issue on January 26, 2018 by the directors of the Company.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION**

### **Statement of compliance**

The consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

### **Basis of preparation**

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The consolidated financial statements are presented in Canadian dollars unless otherwise noted.

### **Basis of consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, 0877887 B.C. Ltd. (“0877887 B.C.”), incorporated under the Business Corporations Act of British Columbia and CMC Metals Corp. which is incorporated in the State of California and is inactive.

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Significant estimates and assumptions**

The preparation of consolidated financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of exploration and evaluation assets, and property, plant and equipment, fair value measurements for financial instruments, the recoverability and measurement of deferred tax assets, provisions for restoration and environmental obligations and contingent liabilities.

### **Significant judgments**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, apart from those requiring estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- The classification / allocation of expenditures as exploration and evaluation expenditures or operating expenses;
- The classification of financial instruments; and
- The determination of the functional currency of the parent company and its subsidiaries.

### **Foreign currency translation**

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries.

#### ***Transactions and balances:***

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the exchange rate prevailing at the statement of financial position date. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.



## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Exploration and evaluation assets**

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are expensed as incurred. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

### **Restoration and environmental obligations**

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the relating exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment charges. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to profit or loss in the period incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss.

Depreciation is calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. Depreciation of the Bishop Mill will commence once the mill is capable of operating in a manner intended by management.

The Company's property, plant and equipment are reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the asset's recoverable amount is estimated. Impairment losses are recognized in profit or loss. An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

### **Share-based compensation**

Share-based payments to employees are measured at the fair value of the stock options granted and recognized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably estimated. The fair value of stock options is determined using the Black-Scholes Option Pricing Model, taking into account the terms and condition upon which stock options are granted. At each reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options are expected to vest.

The share-based payment reserve records items recognized as share-based compensation expense such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options are forfeited or expired, the amount recorded is transferred to deficit.

### **Financial instruments**

The Company initially recognizes loans and receivables, debt securities issued and subordinated liabilities on the date that they are originated. All other financial instruments (including assets and liabilities designated at fair value through profit or loss) are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company classifies its financial instruments into one of the five following categories: fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Financial instruments (cont'd)**

#### ***Financial assets***

##### ***Fair value through profit or loss ("FVTPL")***

Financial assets are classified at FVTPL when they are either held for trading or they are designated as FVTPL. A financial asset is classified as held for trading if: (i) it has been acquired principally for the purpose of selling in the near future; (ii) it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit taking; or, (iii) it is a derivative that is not designated and effective as a hedging instrument. Such assets are measured at fair value with changes in carrying value being included in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial assets. As at September 30, 2017, the Company does not have any financial assets classified as FVTPL.

##### ***Loans and receivables***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortized cost using the effective interest method (the "EIM") less any allowance for impairment. Loans and receivables with maturities of 12 months or less are included in current assets; loans and receivables with maturities greater than 12 months after the end of the reporting period are classified as non-current assets. The EIM is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period. As at September 30, 2017 the Company classifies cash and reclamation bond as loans and receivable.

##### ***Held-to-maturity investments***

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. Such assets are initially recognized at fair value, including transaction costs. Subsequent to initial recognition, they are measured at amortized cost using the EIM less any allowance for impairment. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period. As at September 30, 2017, the Company does not have any financial assets classified as held-to-maturity investments.

##### ***Available-for-sale financial assets***

Available-for-sale financial assets are non-derivative financial assets that are not suitable to be classified as financial assets at FVTPL, loans and receivables or held-to-maturity investments and are subsequently measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for impairment losses and foreign currency differences on available-for-sale equity instruments. Available-for-sale assets are included in current assets. The Company does not have any financial assets classified as available-for-sale.

#### ***Financial liabilities***

The Company classifies its financial liabilities into one of two categories:

**Fair value through profit or loss** - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

**Other financial liabilities:** This category includes promissory note, loans, preferred shares, amounts due to related parties and trade payables, all of which are recognized at amortized cost.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Financial instruments (cont'd)**

#### *Derecognition of financial assets and liabilities*

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. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity are recognized as profit or loss.

Financial liabilities are derecognized when its contractual obligations are discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in profit or loss.

#### *Impairment of financial assets*

The Company assesses at the end of each reporting period whether a financial asset is impaired.

#### Assets carried at amortized cost

For financial assets carried at amortized cost, except for trade and other receivables, where there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment and the amount of the loss is recognized in profit or loss.

Objective evidence of impairment includes, but is not limited to: (i) significant financial difficulty of the issuer or counter party, (ii) default or delinquency in interest or principal payments, or, (iii) the probability that the borrower will enter bankruptcy or financial re-organization.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

For trade and other receivables, where there is objective evidence that an impairment loss has been incurred, the loss amount is recognized through the use of an allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. When the receivable amount is assessed as uncollectible, the impaired debt is written off against the allowance account.

#### Available-for-sale

When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income or loss are reclassified to profit or loss in the period. Evidence that impairment exists occurs when there is a significant or prolonged decline in the value of the financial asset.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Impairment of non-financial assets**

The carrying amount of the Company's tangible assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount is the greater of: (i) an asset's fair value less cost to sell, and (ii) its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an individual asset that does not generate cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

### **Share capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Proceeds received on the issuance of units, consisting of common shares and share purchase warrants are allocated between the common share and warrant component. The fair value of the common shares issued in the private placement was determined to be the more easily measurable component and was valued at its fair value, as determined by the closing bid price on the issuance date. The remaining proceeds, if any, would be allocated to the attached warrants. Any fair value attributed to the warrants is recorded as share-based payment reserve.

If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount is transferred to deficit. If and when the expiration date of such warrants is extended or the exercise price decreases, the Company does not record a charge for the incremental increase in fair value.

### **Loss per share**

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. The calculation of basic and diluted earnings per share for all periods presented is adjusted retrospectively when the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalization, bonus issue or share split, or decreases as a result of a reverse share split.

### **Income tax**

#### ***Current income tax***

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

## **2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

### **Income tax (cont'd)**

#### ***Deferred income tax***

Deferred income tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

#### ***Flow-through shares***

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("flow-through tax liability"). Upon renouncement by the Company of the tax benefits associated with the related expenditures, a flow-through share premium liability is recognized and the liability will be reversed as eligible expenditures are made. If such expenditures are capitalized, a deferred tax liability is recognized. To the extent that suitable deferred tax assets are available, the Company will reduce the deferred tax liability.

### **Contingent liabilities**

Provisions are recognized when a present obligation exists (legal or constructive), as a result of a past event, for which it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. The amount recognized as a provision is the best estimate of the expenditure required to settle the obligation at the consolidated balance sheet date, measured using the expected cash flows discounted for the time value of money. The increase in provision (accretion) due to the passage of time is recognized as a finance cost in the consolidated statements of income. Contingent liabilities are possible obligations whose existence will be confirmed only on the occurrence or non-occurrence of uncertain future events outside the entity's control, or present obligations that are not recognized because it is not probable that an outflow of economic benefits would be required to settle the obligation or the amount cannot be measured reliably. Contingent liabilities are not recognized but are disclosed and described in the notes to the consolidated financial statements, including an estimate of their potential financial effect and uncertainties relating to the amount or timing of any outflow, unless the possibility of settlement is remote.

### **Recent accounting pronouncements**

The Company did not adopt any new or amended standards for the year beginning October 1, 2016 that had a material impact on the consolidated financial statements. The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended September 30, 2017. The Company is currently evaluating the potential impacts of these new standards.

IFRS 9, *Financial Instruments* (effective January 1, 2018) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.

**CMC METALS LTD.**

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**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION (cont'd)**

**Recent accounting pronouncements (cont'd)**

IFRS 15 *Revenue from Contracts with Customers* provides a single principle-based framework to be applied to all contracts with customers. IFRS 15 replaces the previous revenue standard IAS 18, Revenue, and the related Interpretations on revenue recognition. The standard scopes out contracts that are considered to be lease contracts, insurance contracts and financial instruments. The new standard is a control-based model as compared to the existing revenue standard which is primarily focused on risks and rewards. Under the new standard, revenue is recognized when a customer obtains control of a good or service. Transfer of control occurs when the customer has the ability to direct the use of and obtain the benefits of the good or service. This standard is effective for reporting periods beginning on or after January 1, 2018.

IFRS 16 *Leases* requires entities to recognize lease assets and lease obligations on the balance sheet. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead leases are “capitalized” by recognizing the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. If lease payments are made over time, a company also recognizes a financial liability representing its obligations to make future lease payments. This standard is effective for reporting periods beginning on or after January 1, 2019.

There are no other IFRSs that are not yet effective that are expected to have a material impact on the Company.

**3. RECLAMATION BONDS**

The Company had reclamation bonds held in trust at the Bank of Montreal as follows:

- \$Nil (2016 - \$14,000) on the CK Property (a property terminated during the year ended September 30, 2009); and
- \$Nil (2016 - \$4,000) on the Wheelbarrow Property (a property terminated during the year ended September 30, 2010);

As of September 30, 2017, these reclamation bonds were released back to the Company.

The Company has a current reclamation bond held in trust by the Bureau of Land Management. As at September 30, 2017, the reclamation bond consisted of a deposit made by the Company for indemnification of site restoration as follows:

- \$243,688 (2016 - \$256,820) on the Bishop Mill Property (Note 4).

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**4. EXPLORATION AND EVALUATION ASSETS**

	Silver Hart Property	Radcliff Property	Total
<b>Acquisition costs</b>			
Balance, September 30, 2016 and 2017	\$ -	\$ -	\$ -
<b>Exploration costs</b>			
Balance, September 30, 2016	-	-	-
Costs incurred during the year:			
Assaying	11,920	642	12,562
Claim renewal fees	3,150	16,718	19,868
Contractors - Note 13	159,610	152,686	312,296
Drilling	174,580	-	174,580
Environmental commitment	96,000	-	96,000
Field office	65,643	48,565	114,208
Other	681	14,247	14,928
Management fees	39,172	-	39,172
Transportation and supplies	149,412	48,636	198,048
Travel expenses	9,324	-	9,324
	709,492	281,493	990,985
Expenses	(709,492)	(281,493)	(990,985)
Balance, September 30, 2017	-	-	-
<b>Total - September 30, 2017</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Acquisition costs</b>			
Balance, September 30, 2015 and 2016	\$ -	\$ -	\$ -
<b>Exploration costs</b>			
Balance, September 30, 2015	-	-	-
Costs incurred during the year:			
Contractors	12,175	202,221	214,396
Equipment rental	488	-	488
Field office	23,860	51,894	75,754
Transportation and supplies	4,080	100,868	104,948
	40,603	354,983	395,586
Expenses	(40,603)	(354,983)	(395,586)
Balance, September 30, 2016	-	-	-
<b>Total - September 30, 2016</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>



#### **4. EXPLORATION AND EVALUATION ASSETS (cont'd)**

##### **Silver Hart Property**

On February 21, 2005, as last amended on September 24, 2017, the Company acquired a 100% interest in certain claims comprising the Silver Hart Property located in the Watson Lake Mining District, Yukon Territories from an individual who subsequently became a director and officer of the Company for a total of \$995,000 of which \$270,000 remains unpaid as at September 30, 2017 (Note 9).

The Company was further required to issue 1,000,000 common shares by July 5, 2007. The Company did not issue the shares by the due date and the fair value of the shares at the time of \$300,000 was recorded as an obligation to issue shares, with a corresponding entry to exploration and evaluation assets. These shares were issued by the Company during the year ended September 30, 2017.

The Company fully impaired the Silver Hart property in previous years.

The Silver Hart Property is security for a loan due to a director of the Company (Note 9).

##### **Radcliff Property**

On March 1, 2011, and as amended November 15, 2011, the Company entered into a letter of intent with Pruett Ballart Inc. ("PBI"), to acquire up to a 50% interest in certain claims, comprising the Radcliff Property located in Inyo County, California. The Company acquired a 50% interest through cash payments of US\$400,000 (CDN\$394,158) and US\$50,000.

On December 19, 2011, the Company and PBI entered into an Acquisition Agreement (the "Acquisition Agreement") with WB Radcliff Inc. to acquire certain claims, located in California, which would comprise additions to the Company's Radcliff Property, for the following consideration:

- US\$100,000 (CDN\$100,000) (paid) upon execution of the Acquisition Agreement; and
- US\$900,000 upon closing of the Acquisition Agreement on April 16, 2012.

The Company and PBI agreed that the Company will pay for all of the consideration to acquire the additional claims. In consideration, the Company will be reimbursed the funds in excess of their required contribution from any future revenues which may be generated from the Radcliff Property.

On April 11, 2012, the Company paid US\$100,000 (CDN\$100,000) of the US\$900,000 due. The Company entered into a promissory note agreement (the "Promissory Note Agreement") to pay off the remaining US\$800,000 (the "Promissory Note") (Note 8) and the Acquisition Agreement closed and the claims were title registered 50% to the Company.

The claims are subject to a 5% net smelter royalty ("NSR") upon receipt of net smelter returns from the commercial production of valuation minerals on the Radcliff Property. The Company and PBI shall pay the NSR on the commercial production on the Radcliff Property.

The Company fully impaired the Radcliff property in previous years.

The Radcliff Property is security for the Promissory Note (Note 8), which is in default at September 30, 2017 and the date of the approval of these financial statements.

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**5. PROPERTY, PLANT AND EQUIPMENT**

Cost	Vehicle
Balance, September 30, 2015	\$ -
Additions	26,841
Amortization	(5,368)
Balance, September 30, 2016	21,473
Amortization	(6,489)
Foreign exchange	(1,524)
Balance, September 30, 2017	\$ 13,460

**Bishop Mill Property**

On March 19, 2010, and as completed on April 15, 2010, the Company entered into a sale and purchase agreement and acquired a 100% interest in certain claims, buildings, water rights and machinery, comprising the Bishop Mill Property located near Bishop, California. Subsequent to the purchase of the Bishop Mill Property, the Company has incurred additional costs in order to bring the mill and equipment to use. As at September 30, 2017, the Bishop Mill was not capable of operating in a manner intended by management. During the year ended September 30, 2015, the Company had fully impaired the Bishop Mill Property.

**6. MISCELLANEOUS INCOME**

During the year ended September 30, 2017, the Company received 300,000 common shares of MGX Minerals Inc. ("MGX") in consideration for the rental of a floatation plant on the Silver Hart Property. On February 8, 2017, the Company sold the 300,000 shares of MGX and realized a gain of \$590,467.

**7. TRADE PAYABLES AND ACCRUED LIABILITIES**

	September 30, 2017	September 30, 2016
Trade payables	\$ 78,998	\$ 23,042
Accrued liabilities	22,509	23,173
Flow-through share related provisions	216,712	182,401
Flow-through premium liability	46,925	46,925
	\$ 365,144	\$ 275,541

## **8. PROMISSORY NOTE**

On April 18, 2012, the Company entered into a Promissory Note Agreement (Note 4), whereby the Company agreed to pay the Promissory Note of US\$800,000 by June 15, 2012 subject to an interest rate of 7% per annum. On September 14, 2012, the Promissory Note was amended and the Company paid US\$150,000 (CDN\$150,150) towards the Promissory Note. On November 16, 2012, the Promissory Note was further amended as follows:

- US\$50,000 (CDN\$50,050 paid) due on execution of the amendment on November 16, 2012; US\$50,000 (CDN\$50,000 paid) due on or before February 28, 2013;
- US\$50,000 (CND\$50,050 paid) due on or before April 30, 2013; and
- US\$500,000, and all accrued interest due on or before August 31, 2013.

In consideration of the amendments, the Company was required to pay a US\$50,000 (CDN\$50,775) extension fee (the "Extension Fee"), which was recorded in profit or loss during the year ended September 30, 2013. As at August 31, 2013, the Company did not make the payment of US\$50,000, and as a result the extension fee commenced bearing interest.

As of September 30, 2017, the outstanding Promissory Note includes a principal balance of \$624,000 (US\$500,000) (2016 - \$655,000 (US\$500,000)), an extension fee of \$62,400 (US\$50,000) (2016 - \$65,500 (US\$50,000)) and accrued interest of \$333,088 (US\$268,291) (2016 - \$275,210 (US\$210,414)). During the year ended September 30, 2017, the Company recorded interest expense of \$72,140 (2016 - \$69,385).

The Promissory Note is secured by a deed of trust covering the Radcliff Property.

As at September 30, 2017, the Promissory Note is in default.

## **9. LOANS**

As at September 30, 2017, pursuant to the acquisition of the Silver Hart Property (Note 4), a principal balance of \$270,000 (2016 - \$270,000) and extension fees totaling \$85,000 (2017 - \$85,000) is owing to a director of the Company. This amount is interest bearing at 8.5% per year. During the year ended September 30, 2017, the Company recorded interest expense of \$70,918 (2016 - \$65,238) and repaid \$46,000 (2016-\$Nil). Included in the loans, at September 30, 2017 is accrued interest of \$548,667 (2016 - \$477,749), the principal, extension fees and accrued interest are due on September 30, 2018 pursuant to an amendment agreement dated September 24, 2017. The Company has granted a first charge on the Silver Hart Property as security for the payments.

During the years ended September 30, 2016 and 2015, a company controlled by a director of the Company advanced \$383,057, which funds were secured by promissory notes, payable on demand and bearing interest at 15% per annum. During the year ended September 30, 2017, the Company recorded interest expenses of \$25,021. On June 1, 2016 the balance was repaid in full, which included principal of \$383,057 and accrued interest of \$25,361, and a 5% bonus paid of \$19,153 recorded in financing fees. Upon repayment, the Company incurred a gain of settlement of debt of \$4,540. In connection with the repayment terms of the loans, a bonus was payable to the company controlled by the director of 200,000 common shares (issued) of the Company at \$0.05 per share with a fair value of \$10,000.

## **10. PREFERRED SHARES**

The Company's subsidiary issued 5,000 Class A non-voting preferred shares (the "Class A preferred shares") at a price of \$100 per share, for total proceeds of \$500,000. Attached to these preferred shares is an annual non-cumulative preferred cash dividend of 4.5% of the total, payable annually on March 31 of each year. To September 30, 2017, no dividends have been declared.

After April 9, 2015, redemption may be affected in whole or any number of the Class A preferred shares, if the Company is not insolvent at such time and that the redemption would not render the Company insolvent, as follows:

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**10. PREFERRED SHARES (Cont'd)**

- Company: Upon giving no less than 10 day notice to the holders. If notice to redemption is given by the Company and holders of the Class A preferred shares fail to present and surrender the share certificates representing the shares called for redemption, the Company may deposit an amount sufficient to redeem the shares with any trust company or chartered bank of Canada and the holder will have no rights against the Company in respect of such shares except upon the surrender of certificates for such shares to receive payment; and
- Holder: Upon giving notice to the Company. The Company shall pay the holder within 30 days a redemption amount, in respect of each of the shares specified in the notice.

**11. RESTORATION AND ENVIRONMENTAL OBLIGATIONS**

The Company's provision for restoration and environmental obligations consists of costs accrued based on the current best estimate of reclamation activities that will be required on the CK Property terminated during the year ended September 30, 2009, and the Silver Hart Property, fully impaired during the year ended September 30, 2015. The Company's provision for future site closure and reclamation costs is based on the level of known disturbance at the reporting date and known legal requirements. It is not currently possible to estimate the impact on operating results, if any, of future legislative or regulatory developments.

The asset retirement obligation for the CK Property was calculated as the net present value of the estimated future cash flows which are required to satisfy the obligation of \$14,000. The obligation was released by return of the funds to the Company on September 11, 2017.

The asset retirement obligation for the Silver Hart Property is calculated as the estimated cost required to satisfy a current environmental obligation. During the year ended September 30, 2017, the Company recorded an environmental commitment of \$96,000 (2016 - \$Nil). As at September 30, 2017, the estimated cost required to settle the obligation is \$146,000 (September 30, 2016 - \$50,000).

**12. SHARE CAPITAL****Authorized**

Unlimited common shares, without par value

Unlimited Class A preferred share, non-voting, without par value

**Issued common shares**

42,645,139 common shares issued and outstanding.

*Year ended September 30, 2017*

In July 2017, the Company completed a non-brokered flow-through private placement of a total of 5,000,000 units at \$0.10 per unit, for gross proceeds of \$500,000. On issuance, the Company bifurcates the flow-through shares into i) a flow-through share premium that investors pay for the flow-through feature, which is recognized as a liability and; ii) share capital. The Company determined there was no share premium upon issuance of the flow-through shares. Each unit consists of one flow-through common share of the Company and one non-flow-through share purchase warrant, which shares and warrants were issued on July 17, 2017. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.12 per share for a period of one year, expiring July 17, 2018. The warrants have an acceleration clause for the exercise to be the earlier of a 30-day period from the seventh calendar day after the Company's shares have closed with a trading price of \$0.20 per share for a consecutive ten-day period, or July 17, 2018, whichever date occurs first.

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**12. SHARE CAPITAL (cont'd)**

Proceeds received on the issuance of units, consisting of common shares and share purchase warrants are allocated between the common share and warrant component. Accordingly, the Company allocated a fair value of \$125,671 to the warrants issued in connection with the private placement, which has been recorded in the share-based payment reserve. The weighted average assumptions used for the Black-Scholes Option Pricing Model were annualized volatility of 109%, risk-free interest rate of 1.2%, expected life of 1 years and a dividend rate of Nil.

During the year ended September 30, 2017, 400,000 warrants were exercised for proceeds of \$48,000. The Company reallocated \$5,027 from share-based payment reserve to share capital upon exercise of such warrants.

During the year ended September 30, 2017, 1,700,000 stock options were exercised for proceeds of \$162,000 of which \$14,000 was recorded in subscriptions receivable and received subsequent to year end. The Company reallocated \$96,742 from share-based payment reserve to share capital upon exercise of such stock options.

The Company issued 1,000,000 common shares at a fair value of \$300,000 in settlement of an obligation to issue shares (note 4)

*Year ended September 30, 2016*

In May and June 2016, the Company completed a non-brokered private placement of a total of 15,500,000 units at \$0.10 per unit, of which 11,200,000 units were issued in May 2016 and 4,300,000 units were issued in June 2016, for gross proceeds of \$1,550,000. Each unit consists of one common share of the Company and one-half share purchase warrant. Each whole warrant entitles the holder to purchase a common share of the Company at a price of \$0.12 per share for a period of two years.

In connection with the private placement, the Company issued 329,800 brokers' warrants as finders' fees. Each warrant entitles the holder to purchase a common share of the Company at a price of \$0.12 per share for a period of two years. Among the brokers' warrants issued, 264,800 warrants expire on May 5, 2018 and 65,000 warrants expire on June 15, 2018. The fair value of the brokers' warrants was \$33,809. The weighted average assumptions used for the Black-Scholes Option Pricing Model were annualized volatility of 196%, risk-free interest rate of 0.59%, expected life of 2 years and a dividend rate of Nil. The Company also incurred finders' fees of \$74,185 paid in cash.

**Stock options**

The Company follows the policies of the TSX-V under which it would be authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the policies, the exercise price of each option equals the market price or a discounted price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of five years. The Company calculated the fair value of all stock-based compensation awards as determined using the Black-Scholes Option Pricing Model.

During the year ended September 30, 2017, the Company recognized \$261,526 (2016 - \$344,972) of share-based compensation for stock options granted during the year.

The weighted average fair value of stock options granted during the year ended September 30, 2017 was \$0.105 (2016 - \$0.119). The following weighted average assumptions were used for the Black-Scholes Option Pricing Model in the valuation of stock options granted:

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	September 30, 2017	September 30, 2016
Risk-free interest rate	1.02%	0.62%
Expected life	2 years	1.54 years
Annualized volatility	136%	197%
Dividend yield	0.00%	0.00%

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**12. SHARE CAPITAL (cont'd)**

Stock option transactions are summarized as follows:

	Number of options	Weighted average exercise price
Balance, September 30, 2015	1,278,571	\$ 0.43
Options granted	2,900,000	0.12
Options expired	(885,714)	0.46
Options forfeited	(71,429)	0.46
Balance, September 30, 2016	3,221,428	0.14
Options granted	3,914,000	0.105
Options exercised	(1,700,000)	0.095
Options expired	(321,428)	0.35
Options forfeited	(3,000,000)	0.12
Balance, September 30, 2017	2,114,000	\$ 0.11

As at September 30, 2017, the following stock options were outstanding and exercisable:

Number of options	Exercise Price	Expiry Date
1,200,000	\$0.12	June 16, 2018
314,000	\$0.12	January 19, 2019
600,000	\$0.09	August 29, 2019
2,114,000		

**Warrants**

Warrant transactions are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance, September 30, 2016	7,483,821	\$ 0.48
Warrants issued	8,079,800	0.12
Warrants expired	(2,330,428)	0.63
Balance, September 30, 2016	13,233,193	0.22
Warrants issued	5,000,000	0.12
Warrants exercised	(400,000)	0.12
Warrants expired	(5,153,393)	0.42
Balance, September 30, 2017	12,679,800	\$ 0.10

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**12. SHARE CAPITAL (cont'd)**

As at September 30, 2017, the following warrants were exercisable and outstanding:

Number of warrants	Exercise Price	Expiry Date
5,664,800	\$0.12	May 5, 2018
2,215,000	\$0.12	June 15, 2018
4,800,000	\$0.12	July 17, 2018 (*)
12,679,800		

(\*) There is an acceleration clause attached to these Warrants wherein the Warrants expire the earlier of a 30 day period from the 7<sup>th</sup> calendar day after the Company's shares have closed with a trading price of \$0.20 per share for a consecutive ten-day period, or July 17, 2018.

As at September 30, 2017, the weighted average life of warrants is 0.69 years (2016 – 1.44 years).

**13. RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions with related parties:

- incurred rent of \$ 18,000 (2016 – \$18,000) to a company controlled by a director and officer of the Company;
- incurred secretarial fees of \$46,800 (2016 – \$42,800) to a company controlled by a director and officer of the Company which was recorded in office and miscellaneous;
- incurred consulting fees of \$47,500 (2016 - \$84,250) to directors of the Company;
- incurred consulting fees of \$15,000 (2016 - \$Nil) to the spouse of a director and senior officer of the Company;
- incurred contractor fees, recorded in exploration expenditures, of \$19,500 (2016 - \$Nil) to a director of the Company;
- incurred interest expense of \$70,918 (2016 - \$65,238) to a director and officer of the Company, pursuant to the Silver Hart Property (Notes 4 and 9);
- incurred interest expenses of \$Nil (2016- \$24,780) to a company controlled by a director and senior officer of the Company;

At September 30, 2017, a total of \$7,659 (2016 - \$23,875) was owing to directors of the Company.

Amounts due to or from related parties are non-interest bearing, unsecured and have no fixed terms of repayment unless specifically disclosed.

The Company incurred the following key management compensation charges:

	September 30, 2017	September 30, 2016
Consulting fees	\$ 47,500	84,250
Stock-based compensation	19,099	202,224
	\$ 66,599	\$ 286,474

**14. FINANCIAL RISK AND CAPITAL MANAGEMENT**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

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**14. FINANCIAL RISK AND CAPITAL MANAGEMENT (cont'd)**

***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's primary exposure to credit risk is on its cash held in bank accounts. The

majority of cash is deposited in bank accounts held with one major bank in Canada. As most of the Company's cash is held in one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables and reclamation bonds. This risk is minimal as receivables consist primarily of refundable government goods and services taxes and the reclamation bonds are held with government authorities.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The Company has a working capital deficiency and the contractual maturities of all financial liabilities is less than one year.

***Foreign exchange risk***

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's is exposed to foreign exchange risk as its US subsidiary incurs expenditures that are denominated in US dollars - \$720,500 (2015 - \$720,500) of the Company's loans are denoted in US dollars. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The fair value of the Company's cash accounts are relatively unaffected by changes in short term interest rates. The Company's debt has a fixed interest rate and is not affected by changes in interest rates.

***Capital management***

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit. There were no changes in the Company's approach to capital management during the year. The Company is not subject to any externally imposed capital requirements.



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**15. INCOME TAXES**

*Provision for deferred tax*

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year ended September 30, 2017	Year ended September 30, 2016
Loss before income taxes	\$ (1,362,257)	\$ (1,614,593)
Statutory tax rate	26.00%	26.00%
Expected income tax recovery	(354,000)	(420,000)
Non-deductible expenses	78,000	196,000
Other differences	(28,000)	(14,000)
Impact of tax rate changes	-	(16,000)
Change in valuation allowance	304,000	254,000
Deferred income tax recovery	\$ -	\$ -

The Company has the following significant deductible temporary differences for which no deferred tax asset has been recognized:

	Year ended September 30, 2017	Year ended September 30, 2016
Exploration and evaluations assets	\$ 822,000	\$ 537,000
Other assets	722,000	720,000
Loss carry-forwards	1,321,000	1,295,000
Share issuance costs	20,000	29,000
	2,885,000	2,581,000
Valuation allowance	(2,885,000)	(2,581,000)
Deferred tax liabilities	\$ -	\$ -

As at September 30, 2017, the Company has approximately \$4,514,000 (2016 -\$4,822,000) in non-capital losses, which expire commencing with the fiscal year ended September 30, 2026 and ending with the fiscal year ended September 30, 2037.

*Flow-through shares*

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

During the year ended September 30, 2017, the Company received \$500,000 from the issue of flow-through shares and has incurred and renounced expenditures of \$Nil of which \$461,154 was incurred during the year ended September 30, 2017. These expenditures will not be available to the Company for future deduction from taxable income.

Under the IFRS framework, the increase to share capital when flow-through shares are issued is measured based on the current market price of common shares. The incremental proceeds, or “premium”, are recorded as deferred income. As at September 30, 2017, the Company is committed to expend a further \$36,846 of the flow-through share proceeds from flow-through shares issued during the current year on qualifying exploration expenditures.

## **16. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Significant non-cash transactions for the year ended September 30, 2017 consisted of:

- a) The Company reallocated \$430,478 from share-based payment reserve to deficit for stock options that had expired.
- b) The Company reallocated \$96,742 from share-based payment reserve to share capital for the stock options that were exercised.
- c) The Company reallocated \$36,586 from share-based payment reserve to deficit for share purchase warrants that had expired.
- d) The Company reallocated \$5,027 from share-based payment reserve to share capital for share purchase warrants that were exercised.
- e) The Company allocated \$125,671 to share-based payment reserve for share purchase warrants that were issued in conjunction with a private placement.
- f) The Company reallocated \$300,000 from obligation to issue shares to share capital.

Significant non-cash transactions for the year ended September 30, 2016 consisted of:

- a) The Company issued the brokers' warrants in relation to the private placements closed during the year with a fair value of \$33,809 which was allocated to share-based payment reserve.
- b) The Company reallocated \$305,526 from share-based payment reserve to deficit for the stock options that were expired.
- c) The Company reallocated \$27,536 from share-based payment reserve to deficit for the expired warrants.

## **17. CONTINGENT LIABILITY**

The Company is subject to a claim made by the Government of the Yukon Territory related to the remediation of the Silver Hart mineral property pursuant to its exploration program. The Company has accrued a provision of \$146,000 by way of estimating its obligation to remediate the claims but the actual amount of any economic outflow related to this contingency is dependent upon future events and cannot be reliably measured as at September 30, 2017.

## **18. SUBSEQUENT EVENTS**

Subsequent to September 30, 2017, the Company:

- a) Granted 2,000,000 common share purchase options with an exercise price of \$0.09 per share expiring on October 11, 2019.
- b) Pursuant to a letter agreement entered into on September 29, 2017, the Company acquired an option to purchase a 100% interest in certain claims located in the Skeena Natural Resource Region in northwestern British Columbia for the purchase price of \$3,000 (paid subsequent to September 30, 2017) and the future issuance of 33,333 common shares of the Company.
- c) Received 100,000 common shares of MGX and \$15,000 cash, in consideration for the renewal of the rental of a floatation plant formerly located in the Company's Silver Hart Property.
- d) Paid a \$146,000 refundable letter of credit to the Government of Yukon for remediation of environmental commitments relating to the Silver Hart mineral property. The refundable letter of credit is irrevocable up to the expiry date of December 14, 2018.