

**CMC METALS LTD.**  
**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED MARCH 31, 2018**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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

	Note	March 31, 2018 (Unaudited)	September 30, 2017
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		\$ 112,582	\$ 51,316
Receivables		4,536	22,640
Security deposit		30,000	-
Prepays		18,046	13,098
		<u>165,164</u>	<u>87,054</u>
<b>Non-current assets</b>			
Reclamation bonds	3	246,545	243,688
Property, plant and equipment	5	9,915	13,460
		<u>256,460</u>	<u>257,148</u>
<b>TOTAL ASSETS</b>		<b>\$ 421,624</b>	<b>\$ 344,202</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade payables and accrued liabilities	7	\$ 435,080	\$ 365,144
Due to related parties	13	36,654	7,659
Promissory note	8	1,093,305	1,019,488
Loans	9	814,938	857,667
Preferred shares	10	500,000	500,000
Provision for restoration and environmental obligations	11	146,000	146,000
<b>TOTAL LIABILITIES</b>		<b><u>3,025,977</u></b>	<b><u>2,895,958</u></b>
<b>SHAREHOLDERS' DEFICIENCY</b>			
Share capital	12	18,580,766	18,396,190
Subscriptions receivable	12	-	(14,000)
Share-based payment reserve	12	239,451	346,809
Other comprehensive income	6	2,000	-
Deficit		(21,426,570)	(21,280,755)
<b>TOTAL SHAREHOLDERS' DEFICIENCY</b>		<b><u>(2,604,353)</u></b>	<b><u>(2,551,756)</u></b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY</b>		<b>\$ 421,624</b>	<b>\$ 344,202</b>

Subsequent events - Note 16

Approved on behalf of the Board:

*"Salim Tharani"*

Salim Tharani - Director

*"Michael C. Scholz"*

Michael C. Scholz - Director

See accompanying notes to the condensed consolidated interim financial statements.

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

	Note	For the three month period ended March 31,		For the six month period ended March 31,	
		2018	2017	2018	2017
<b>EXPENSES</b>					
Amortization	5	\$ 2,170	\$ -	\$ 3,853	\$ -
Consulting fees	13	22,461	44,107	43,906	74,248
Exploration and evaluation assets costs (recovery)	4	23,837	-	(22,439)	(51,000)
Filing and transfer agent		8,926	9,381	10,422	11,311
Flow-through share related tax		8,578	8,578	17,156	17,156
Interest expense	8,9	37,083	41,152	73,473	77,208
Marketing		6,420	-	12,840	39,573
Office and miscellaneous	13	19,344	31,542	39,614	46,915
Professional fees		39,364	12,568	62,471	14,420
Rent	13	4,500	4,500	9,000	9,000
Stock-based compensation	12	35,974	-	145,486	-
Travel		112	4,211	2,436	6,379
		(208,769)	(156,039)	(398,218)	(245,210)
<b>OTHER ITEMS</b>					
Other income	6	386	284	19,114	492
Financing fee		(1,461)	(7,466)	(1,461)	(7,466)
Loss (gain) on foreign exchange		(19,398)	5,291	(37,526)	(27,337)
Gain on marketable securities	6	-	542,433	36,509	542,433
Unrealized loss on marketable securities		-	(96,000)	-	-
		(20,473)	444,542	16,636	508,122
<b>NET INCOME (LOSS) FOR THE PERIOD</b>		(229,242)	288,503	(381,582)	262,912
<b>OTHER COMPREHENSIVE INCOME</b>					
Unrealized gain on investments	6	-	-	2,000	-
<b>COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD</b>		\$ (229,242)	\$ 288,503	\$ (379,582)	\$ 262,912
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES</b>					
<b>OUTSTANDING - BASIC AND DILUTED</b>		42,645,139	34,600,084	42,645,139	34,600,084
<b>NET INCOME (LOSS) PER SHARE - BASIC AND DILUTED</b>		\$ (0.01)	\$ 0.01	\$ (0.01)	\$ 0.01

See accompanying notes to the condensed consolidated interim financial statements.

**CMC METALS LTD.**
**INTERIM 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	Other comprehensive income	Deficit	Total
		Number of shares	Amount						
<b>Balance at September 30, 2016</b>		34,545,139	\$ 17,410,092	\$ -	\$ 300,000	\$ 528,445	\$ -	\$ (20,385,562)	\$ (2,147,025)
Comprehensive income (loss):									
Income for the period		-	-	-	-	-	-	262,912	262,912
Total comprehensive income for the period		-	-	-	-	-	-	262,912	262,912
Transactions with owners, in their capacity as owners, and other transfers:									
Share issuance for warrants exercised		100,000	12,000	-	-	-	-	-	12,000
Reallocation of cancelled and expired options		-	-	-	-	-	(16,188)	16,188	-
Reallocation of expired warrants		-	-	-	-	-	(64,088)	64,088	-
Total transactions with owners and other transfers		100,000	12,000	-	-	-	(80,276)	80,276	12,000
<b>Balance at March 31, 2017</b>		34,645,139	17,422,092	-	300,000	528,445	(80,276)	(20,042,374)	(1,872,113)
<b>Balance at September 30, 2017</b>		42,645,139	18,396,190	(14,000)	-	346,809	-	(21,280,755)	(2,551,756)
Comprehensive loss:									
Loss for the period		-	-	-	-	-	-	(379,582)	(379,582)
Total comprehensive loss for the period		-	-	-	-	-	-	(379,582)	(379,582)
Transactions with owners, in their capacity as owners, and other transfers:									
Subscriptions receivable for options exercised	12	-	-	14,000	-	-	-	-	14,000
Share issuance for warrants exercised	12	650,000	78,000	-	-	-	-	-	78,000
Share issuance for options exercised	12	1,750,000	87,500	-	-	-	-	-	87,500
Payment reserve on exercised of options	12	-	19,076	-	-	(19,076)	-	-	-
Change in value of investments	6	-	-	-	-	-	2,000	-	2,000
Reserve on cancellation of shares	12	-	-	-	-	(233,767)	-	233,767	-
Stock-based compensation	12	-	-	-	-	145,485	-	-	145,485
Total transactions with owners and other transfers		2,400,000	184,576	14,000	-	(107,358)	2,000	233,767	326,985
<b>Balance at March 31, 2018</b>		45,045,139	\$ 18,580,766	\$ -	\$ -	\$ 239,451	\$ 2,000	\$ (21,426,570)	\$ (2,604,353)

See accompanying notes to the condensed consolidated interim financial statements.

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

	For the six month period ended March 31,	
	2018	2017
<b>Operating activities</b>		
Net income (loss) for the period	\$ (379,582)	\$ 262,912
Adjustments for non-cash items:		
Amortization	3,853	-
Accrued interest on promissory note and loans	73,473	72,087
Flow-through shares related tax	-	17,156
Unrealized foreign exchange	32,452	17,817
Gain on marketing securities	(36,506)	(542,433)
Recovery of exploration and evaluation costs	-	(51,000)
Fair value of investment sold	(96,000)	
Unrealized gain on investment	(2,000)	-
Stock-based compensation	145,486	-
Changes in non-cash working capital items:		
Receivables	18,104	7,814
Prepays	(4,948)	(6,321)
Security deposit	(30,000)	-
Trade payables and accrued liabilities	69,936	(5,808)
Due to related parties	28,995	(11,677)
<b>Net cash used in operating activities</b>	<u>(176,737)</u>	<u>(239,453)</u>
<b>Investing activities</b>		
Expenditures on exploration and evaluation assets	-	(263,144)
Purchase of marketable securities		-
Reclamation bond	-	8,421
Proceeds on disposal of marketable securities	136,509	593,433
Property, plant and equipment	-	(149,720)
<b>Net cash provided by investing activities</b>	<u>136,509</u>	<u>188,990</u>
<b>Financing activities</b>		
Repayment of loans	(78,006)	-
Proceeds on issuance of common shares	165,500	12,000
Subscriptions receivable	14,000	-
<b>Net cash provided by financing activities</b>	<u>101,494</u>	<u>12,000</u>
Increase (Decrease) in cash	61,266	(38,462)
Cash, beginning of period	51,316	228,857
<b>Cash, end of period</b>	<u>\$ 112,582</u>	<u>\$ 190,395</u>

**Supplemental disclosure with respect to cash flows - Note 15**

See accompanying notes to the condensed consolidated interim financial statements.

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

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**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 March 31, 2018, 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 March 31, 2018, and the date of the approval of these condensed consolidated interim financial statements. The Promissory Note is secured by a deed of trust related to the Radcliff Property (Note 4), the Company’s primary project (Note 16).

The financial statements were authorized for issue on May 29, 2018, by the directors of the Company.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION****Statement of compliance**

The Company applies International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations issued by the IFRIC and should be read in conjunction with the consolidated financial statements as at September 30, 2017.

**3. RECLAMATION BONDS**

The Company has a current reclamation bond held in trust by the Bureau of Land Management. As at March 31, 2018, the reclamation bond consisted of a deposit made by the Company for indemnification of site restoration in the amount of \$246,545 (September 30, 2017 - \$243,688) on the Bishop Mill Property (Note 5).

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

**4. EXPLORATION AND EVALUATION ASSETS**

	Silver Hart Property	Radcliff Property	Total
<b>Acquisition costs</b>			
Balance, September 30, 2017 and March 31, 2018	\$ -	\$ -	\$ -
<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	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	-	-	-
Recovery for Silver Hart (Note 6)	(96,000)	-	(96,000)
Costs incurred during the period:			
Contractors	13,500	-	13,500
Field office	8,772	-	8,772
Transportation and supplies	27,452	-	27,452
	(46,276)	-	(46,276)
Exploration expense	46,276	-	46,276
<b>Balance - March 31, 2018</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

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**4. EXPLORATION AND EVALUATION ASSETS (cont'd)****Silver Hart Property**

On February 21, 2005, as amended on March 1, 2007, September 24, 2014, September 24, 2015 and 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 US\$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\$515,600) and US\$50,000 (CDN\$64,470).

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 (Notes 8 and 16), which is in default at March 31, 2018 and the date of the approval of these financial statements.

**Golden Point Property**

On September 29, 2017, the Company, entered into a Letter Agreement with James Douglas Rogers (the "Vendor"), for an option to purchase a 100% interest in and to certain claims located in the Skeena Natural Resource Regions (Liard Mining Division) located in Northwestern BC. In consideration of the option, the Company was required to pay \$3,000 cash (paid October 12, 2017), and to issue 33,333 common shares of the Company to the Vendor (not completed).



**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

**5. PROPERTY, PLANT AND EQUIPMENT**

Cost	Vehicle
Balance, September 30, 2016	21,473
Amortization for the year	(6,489)
Foreign exchange	(1,524)
Balance, September 30, 2017	13,460
Amortization for the period	(3,366)
Foreign exchange	(179)
Balance, March 31, 2018	\$ 9,915

**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 March 31, 2018 and 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. INVESTMENTS**

During the period ended March 31, 2018, the Company received 100,000 common shares of MGX Minerals Inc. ("MGX") and \$19,500, of which \$4,500 has been included in accounts receivable, in consideration for the rental of a floatation plant on the Silver Hart Property. The investments have been designated as held for trading and measured at a fair value of \$96,000 at initial recognition. Accordingly, the fair value was recorded as a recovery of exploration and evaluation costs. To March 31, 2018, the Company recognized an unrealized market-to-market gain of \$2,000. In March, 2018, the Company sold the 100,000 MGX shares for net proceeds of \$136,509.

**7. TRADE PAYABLES AND ACCRUED LIABILITIES**

	March 31, 2018	September 30, 2017
Trade payables	\$ 129,461	\$ 78,998
Accrued liabilities	24,825	22,509
Flow-through share related provisions	233,868	216,712
Flow-through premium liabilities	46,925	46,925
	\$ 435,079	\$ 365,144

**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.

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

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**8. PROMISSORY NOTE (cont'd)**

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 March 31, 2018, the outstanding Promissory Note includes a principal balance of \$644,700 (US\$500,000) (September 30, 2017 – \$624,000 (US\$500,000)), an extension fee of \$64,470 (US\$50,000) (2017 - \$ 62,400 (US\$50,000)) and accrued interest of \$384,135 (US\$297,918) (2017 - \$333,088 (US\$268,291)). During the period ended March 31, 2018, the Company recorded interest expense of \$38,201 (March 31, 2017 - \$36,394).

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

As at March 31, 2018, the Promissory Note is in default (Note 16).

**9. LOANS**

As at March 31, 2018, pursuant to the acquisition of the Silver Hart Property (Note 4), a principal balance of \$270,000 (2017 - \$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 period ended March 31, 2018, the Company recorded interest expense of \$32,271 (March 31, 2017- \$35,392). Included in the loans, at March 31, 2018 is accrued interest of \$583,667 (September 30, 2017 - \$548,667). The principal, extension fees and accrued interest was 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. As at March 31, 2018, the loan repayable amount was \$814,938.

On January 23, 2018, the Company entered into a Promissory Note with a company controlled by a director and senior officer of the Company for \$1,500, which Note was payable on demand with interest at 18% per annum. This loan was repaid by the Company, in full, on March 15, 2018 and paid \$30 in interest;

**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 March 31, 2018, 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:

- 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 Silver Hart Property, which was fully impaired during the year ended September 30, 2015.

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

**11. RESTORATION AND ENVIRONMENTAL OBLIGATIONS (cont'd)**

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'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 Company has accrued a provision of \$146,000 by way of estimating its obligation to remediate the claim.

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

Unlimited common shares, without par value

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

**Issued common shares**

45,045,139 (September 30, 2017 - 42,645,139) common shares issued and outstanding.

*For the six months period ended March 31, 2018*

During the period ended March 31, 2018, 650,000 warrants and 1,750,000 options were exercised for proceeds of \$165,500.

The Company reallocated \$19,076 from share-based payment reserve to share capital upon exercise of such stock options.

*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.

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.

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

**12. SHARE CAPITAL (cont'd)****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 period ended March 31, 2018, the Company granted 5,300,000 stock options and recognized \$145,486 (March 31, 2017 - \$Nil) of share-based compensation for stock options granted during the period.

The weighted average fair value of stock options granted during the period ended March 31, 2018 was \$0.06 (March 31, 2017 - \$0.88).

Option transactions are summarized as follows:

	Number of options	Weighted average exercise price
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
Options cancelled	(2,714,000)	0.097
Options forfeited	(400,000)	0.12
Options granted	5,300,000	0.065
Options exercised	(1,750,000)	0.05
Balance, March 31, 2018	2,550,000	\$0.10

As at March 31, 2018, the following stock options were exercisable:

Number of options	Exercise Price	Expiry Date
400,000	\$0.12	June 16, 2018
600,000	\$0.09	August 29, 2019
1,550,000	\$0.05	February 26, 2019
2,550,000		

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

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

Warrant transactions are summarized as follows:

	Number of warrants	Weighted average exercise price
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	0.22
Warrants exercised	(650,000)	0.12
Balance, March 31, 2018	12,029,800	\$0.12

As at March 31, 2018, the following warrants were exercisable and outstanding:

	Exercise Price	Expiry Date
4,930,000	\$0.12	May 5, 2018 (subsequently expired unexercised)
2,299,800	\$0.12	June 15, 2018
*4,800,000	\$0.12	July 17, 2018
12,029,800		

(\*) 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 March 31, 2018 the weighted average life of warrants is 0.20 years.

**13. RELATED PARTY TRANSACTIONS**

During the six months ended March 31, 2018, the Company entered into the following transactions with related parties:

- incurred rent of \$9,000 (March 31, 2017 – \$9,000) to a company controlled by a director and officer of the Company;
- incurred secretarial fees of \$23,400 (March 31, 2017 - \$23,400) to a company controlled by a director and officer of the Company which was recorded in office and miscellaneous;
- incurred consulting fees of \$NIL (March 31, 2017 - \$32,500) to directors of the Company;
- incurred interest expense of \$35,271 (March 31, 2017 - \$35,390) to a director and officer of the Company, pursuant to the Silver Hart Property (Notes 4 and 8); and

**CMC METALS LTD.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

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**13. RELATED PARTY TRANSACTIONS (cont'd)**

- e) Incurred interest expenses of \$30 (March 31, 2017 - \$5,120) to a company with a common director of the Company.

At March 31, 2018, a total of \$36,654 (September 30, 2017 - \$7,659) 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:

	March 31, 2018	March 31, 2017
Consulting fees	\$2,000	\$10,000
Share-based payment	\$3,270	-

**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:

***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 it US subsidiary incurs expenditures that are denominated in US dollars - \$846,796 (2017 - \$816,897) of the Company's loans are denoted in US dollars. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

**CMC METALS LTD.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

For six months ended March 31, 2018

(Expressed in Canadian dollars)

(Unaudited)

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

*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.

**15. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

During the period ended March 31, 2018:

The Company adjusted its value of investment through other comprehensive income by \$2,000.

The Company reallocated \$233,767 from share-based payment reserve to deficit for forfeited and expired stock options.

The Company reallocated \$19,076 from share-based payment reserve to share capital for exercised stock options.

**16. SUBSEQUENT EVENTS**

Subsequent to March 31, 2018, the Company:

- a) On April 4, 2018, the Company filed a Reply to a Notice of Claim filed on March 19, 2018, for a claim for outstanding receivables totaling \$13,666. The Company has counter-claimed \$35,000 for overpaid funds, plus Court costs of \$206, for a total of \$35,206. A settlement conference will be scheduled for this matter in the foreseeable future. The Company intends on defending its position.
- b) The Company received a demand letter from Bush Management Company, who purchased from W&B Ratcliff, Inc., the Promissory Note covering the Radcliff Property (Note 4) and commenced proceedings to appoint a Receiver, which was granted by order dated April 20, 2018. An offer was made by the Company to Quit Claim the Radcliff Property to the Note holder in exchange for a release of all liability under the Note, to which the Company is awaiting a response.
- c) On April 25, 2018, the Company contacted MGX Minerals Inc. to negotiate the extension of the term of the lease period on the Silver Hart Property floatation plant, which expired April 30, 2018, to April 30, 2019. To date, the Company has not entered into any documentation concerning the renewal of the lease.