

Financial Statements
(Expressed in Canadian Dollars)

KENNADY DIAMONDS INC.

For the years ended December 31, 2016 and 2015

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RESPONSIBILITY FOR FINANCIAL STATEMENTS

The accompanying financial statements of Kennady Diamonds Inc. (“Kennady Diamonds” or the “Company”) are the responsibility of the Board of Directors.

The financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to these financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date. In the opinion of management, the financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) appropriate in the circumstances.

Management has established processes, which are in place to provide sufficient knowledge to support management representations that it has exercised reasonable diligence that the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the financial statements.

The Board of Directors is responsible for reviewing and approving the financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. The Audit Committee assists the Board of Directors in fulfilling this responsibility.

The Audit Committee meets with management to review the financial reporting process and financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with IFRS as issued by the IASB, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

“Rory Moore”
Rory Moore
President and Chief Executive Officer

“Bruce Ramsden”
Bruce Ramsden
VP Finance and Chief Financial Officer

Toronto, Canada
April 6, 2017

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Kennady Diamonds Inc.

We have audited the accompanying financial statements of Kennady Diamonds Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2016 and December 31, 2015, the statements of comprehensive loss, equity and cash flows for the years then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider 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 financial statements present fairly, in all material respects, the financial position of Kennady Diamonds Inc. as at December 31, 2016 and December 31, 2015, 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 in the financial statements, which describes that Kennedy Diamonds Inc. expects to require additional capital resources to meet planned expenditures within the next 12 months, and there is no assurance that adequate financing will be available to meet these planned expenditures. These conditions, along with other matters, as set forth in Note 1 in the financial statements, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

A handwritten signature in black ink that reads "KPMG LLP". The signature is written in a cursive, slightly slanted style. Below the signature is a single horizontal line that starts under the 'K' and ends under the 'P'.

Chartered Professional Accountants, Licensed Public Accountants

April 6, 2017
Toronto, Canada

Statements of Financial Position

In Canadian dollars

	Notes	December 31, 2016	December 31, 2015
ASSETS			
Current assets			
Cash	4	\$ 8,286,064	\$ 41,068,805
Amounts receivable	4	322,383	533,453
Prepaid expenses	5	46,910	228,925
		8,655,357	41,831,183
Reclamation deposit	6	295,000	295,000
Equipment	7	1,670,305	1,683,305
Mineral properties	8	603,305	481,423
Total assets		\$ 11,223,967	\$ 44,290,911
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	4	\$ 839,893	\$ 1,103,900
Deferred premium on flow-through shares	9, 11(ii)	-	335,748
		839,893	1,439,648
Decommissioning and restoration liability	10	170,663	247,568
Shareholders' equity:			
Share capital	11	96,009,406	95,269,951
Share-based payments reserve	11	4,842,489	3,806,954
Deficit		(90,638,484)	(56,473,210)
Total shareholders' equity		10,213,411	42,603,695
Total liabilities and shareholders' equity		\$ 11,223,967	\$ 44,290,911
Going concern	1		
Subsequent events	11 (iv)		

The notes to the financial statements are an integral part of these statements.

On behalf of the Board:

"Rory Moore"

Director

"Jonathan Comerford"

Director

Statements of Comprehensive Loss

In Canadian dollars

	Notes	Year ended December 31, 2016	Year ended December 31, 2015
Expenses			
Exploration and evaluation expenses	13	\$ (31,806,615)	\$ (28,620,904)
Management fees	12	(90,000)	(90,000)
Share-based payment expense	11, 12	(1,357,290)	(1,902,694)
Professional fees		(75,977)	(73,949)
Promotion and investor relations		(81,520)	(101,462)
Director fees		(72,042)	(40,644)
Transfer agent & regulatory fees		(87,308)	(78,362)
Consulting fees and payroll		(953,055)	(552,846)
Office expenses		(76,941)	(48,316)
Travel expenses		(71,458)	(16,099)
Depreciation	7	(13,000)	(10,833)
Total expenses		(34,685,206)	(31,536,109)
Accretion expense on decommissioning and restoration liability	10	(1,213)	(1,484)
Interest income		185,397	101,787
Other income - flow through shares	9	335,748	1,634,855
Net loss and comprehensive loss for the year		\$ (34,165,274)	\$ (29,800,951)
Basic and diluted loss per share	11 (iii)	\$ (0.73)	\$ (0.92)
Weighted average number of shares outstanding		47,069,893	32,390,279

The notes to the financial statements are an integral part of these statements.

Statements of Equity

In Canadian dollars

	Notes	Number of shares	Share capital	Share-based payments reserve	Deficit	Total
Balance, January 1, 2015		23,627,175	\$ 26,969,543	\$ 1,904,260	\$ (26,672,259)	\$ 2,201,544
Net loss for the year		-	-	-	(29,800,951)	(29,800,951)
Issuance of common shares - private placement	11	23,279,795	68,789,072	-	-	68,789,072
Share issue costs		-	(488,664)	-	-	(488,664)
Share-based payment expense	11	-	-	1,902,694	-	1,902,694
Balance, December 31, 2015		46,906,970	\$ 95,269,951	\$ 3,806,954	\$ (56,473,210)	\$ 42,603,695
Net loss for the year		-	-	-	(34,165,274)	(34,165,274)
Issuance of common shares - exercise of options	11	275,000	417,700	-	-	417,700
Fair value of options exercised from share-based payments reserve		-	321,755	(321,755)	-	-
Share-based payment expense		-	-	1,357,290	-	1,357,290
Balance, December 31, 2016		47,181,970	\$ 96,009,406	\$ 4,842,489	\$ (90,638,484)	\$ 10,213,411

The notes to the financial statements are an integral part of these statements.

Statements of Cash Flows

In Canadian dollars

	Notes	Year ended December 31, 2016	Year ended December 31, 2015
Cash provided by (used in):			
Operating activities:			
Net loss for the year		\$ (34,165,274)	\$ (29,800,951)
Adjustments:			
Accretion expense on decommissioning and restoration liability		1,213	1,484
Depreciation		13,000	10,833
Interest income		(185,397)	(101,787)
Other income - flow-through premium		(335,748)	(1,634,855)
Share-based payment expense		1,357,290	1,902,694
Changes in non-cash operating working capital:			
Amounts receivable		211,070	(266,758)
Prepaid expenses		182,015	797,737
Accounts payable and accrued liabilities		(264,007)	(1,058,822)
		(33,185,838)	(30,150,425)
Investing activities:			
Interest income		185,397	101,787
Reclamation refund		-	30,000
Mineral properties		(200,000)	-
Purchase of equipment		-	(1,694,138)
Redemption of short-term investments		-	2,002,762
		(14,603)	440,411
Financing activities:			
Proceeds from option exercises	11	417,700	-
Issuance of shares, net of share issue costs	11	-	70,271,011
		417,700	70,271,011
(Decrease) increase in cash		(32,782,741)	40,560,997
Cash, beginning of year		41,068,805	507,808
Cash, end of year		\$ 8,286,064	\$ 41,068,805

The notes to the financial statements are an integral part of these statements.

KENNADY DIAMONDS INC.
Notes to Financial Statements
For the Years Ended December 31, 2016 and 2015
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1. NATURE OF OPERATIONS AND GOING CONCERN

Kennady Diamonds Inc. was incorporated on February 27, 2012 under the Ontario Business Corporation Act.

The address of the Company's registered office and its principal place of business is 161 Bay Street, Suite 1410, PO Box 216, Toronto, ON, Canada, M5J 2S1. The Company's shares are listed on the TSX Venture Exchange under the symbol 'KDI'.

Kennady Diamonds is involved in the exploration, discovery, evaluation and development of diamond properties in Canada's Northwest Territories. The underlying value and recoverability of amounts shown as "Mineral Properties" is dependent upon the ability of the Company to discover economically recoverable reserves, to have successful exploration, permitting and development, and upon future profitable production or proceeds from disposition of the Company's mineral properties. Failure to discover and develop economically recoverable reserves will require the Company to write off costs capitalized to date.

In the year ended December 31, 2016, the Company incurred a loss of \$34,165,274, and had negative cash flow from operating activities of \$33,185,838, and will be required to obtain additional sources of financing to complete its business plans going into the future. Although the Company had working capital of \$7,815,464 at December 31, 2016, including \$8,286,064 of cash and cash equivalents and short-term investments, the Company has insufficient capital to finance its operations over the next twelve months. The Company is currently investigating various sources of additional funding to increase the cash balances required for ongoing operations over the foreseeable future. These additional sources include, but are not limited to, share offerings, private placements, and the exercise of outstanding options. However, there is no certainty that the Company will be able to obtain financing from any of those sources. These conditions indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

These financial statements have been prepared on the basis that the Company will continue as a going concern, and do not reflect adjustments to assets and liabilities that would be necessary if the going concern assumption was not appropriate, which may be material.

Authorization of Financial Statements

The financial statements for the year ended December 31, 2016 (including comparatives) were approved by the Board of Directors on April 6, 2017.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The policies set out below were consistently applied to the comparative period presented.

(i) Basis of preparation

These financial statements have been prepared on a historical cost basis except for cash which has been measured at fair value.

The Company has elected to present the 'Statement of Comprehensive Loss' as a single financial statement with its Statement of Income, titled 'Statement of Comprehensive Loss'.

The significant accounting policies adopted in the preparation of these financial statements are set out below.

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(ii) Interest income

Interest income from financial assets is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on the basis of time that has passed by reference to the principal outstanding and at the effective interest rate.

(iii) Mineral properties and exploration and evaluation costs

Exploration and evaluation (“E&E”) costs are those costs required to find a mineral property and determine technical feasibility and commercial viability. E&E costs include costs to establish an initial mineral resource and determine whether inferred mineral resources can be upgraded to measured and indicated mineral resources, and whether measured and indicated mineral resources can be converted to proven and probable reserves.

E&E costs consist of:

- gathering exploration data through topographical and geological studies;
- exploratory drilling, trenching and sampling;
- determining the volume and grade of the resource;
- test work on geology, metallurgy, mining, geotechnical and environmental; and
- conducting engineering, marketing and financial studies.

Costs in relation to these activities are expensed as incurred until such time that technical feasibility and commercial viability are demonstrable. At such time, mineral properties are assessed for impairment, and an impairment loss, if any, is recognized. Capitalized acquisition costs included in Mineral Properties are transferred to capitalized costs within property, plant and equipment, or intangible assets, as appropriate. Determination of technical feasibility and commercial viability require management’s judgment and include assessment of legal, environmental, social and governmental factors.

The Company recognizes E&E costs as assets when acquired as part of a business combination, or asset purchase, or as a result of rights acquired relating to a mineral property. These assets are recognized at fair value or relative fair value if applicable. Capitalized E&E consists of:

- acquired interest in exploration properties;
- amounts paid for acquired rights associated with exploration properties; and
- changes in decommissioning and restoration amounts capitalized during the period.

(iv) Equipment

Equipment is stated at cost less accumulated amortization and accumulated impairment losses. Cost comprises the fair value of consideration given to acquire an asset and includes direct charges associated with bringing the asset to the location and condition necessary to put the asset into use, as well as future cost of dismantling and removing the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment. Replacement cost, including major inspection and overhaul expenditures are capitalized for components of property and equipment, which are accounted for separately.

Equipment are amortized over their useful lives. Amortization is calculated so as to allocate the cost of each asset over its expected useful life to its estimated residual value. The estimated useful lives, residual values and amortization method are reviewed at the end of each annual reporting period. Earthmoving equipment is amortized on a straight line basis over its estimated useful life of ten years. Assets under construction are not amortized.

(v) Provisions

A provision is recognized in the statements of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the present value of the expected expenditures to settle the obligation, applying a risk-free interest rate. The increase in the provision due to passage of time is recognized as accretion expense.

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The Company's decommissioning and restoration liability arise from its obligations to undertake site reclamation and remediation in connection with its mineral properties. The estimated costs of reclamation are based management's best estimates of costs expected to reclaim this land in future periods. Future changes to any regulations and standards, as well as changes resulting from operations may result in actual reclamation costs differing from the estimate.

(vi) Financial instruments

Financial instruments are classified into one of the following four categories: loans and receivables; fair value through profit or loss; held-to-maturity; and available-for-sale. Financial assets are initially measured at fair value. Subsequent measurement and recognition of the changes in fair value of financial instruments depends upon their initial classifications, as follows:

- Financial assets and financial liabilities at fair value through profit and loss include financial assets and financial liabilities that are held for trading or designated upon initial recognition as at fair value through profit and loss. These financial instruments are measured at fair value with changes in fair values recognized in the Statement of Comprehensive Loss.
- Financial assets classified as available-for-sale are measured at fair value, with changes in fair values recognized as other comprehensive income ("OCI") in the Statement of Comprehensive Loss, except when there is objective evidence that the asset is impaired, at which point the cumulative loss that had been previously recognized in OCI is recognized within the Statement of Comprehensive Loss.
- Financial assets classified as held-to-maturity and loans and receivables are measured subsequent to initial recognition at amortized cost using the effective interest method.
- Financial liabilities, other than financial liabilities classified as fair value through profit and loss, are measured in subsequent periods at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (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 liability, or where appropriate, a short period, to the net carrying amount on initial recognition.

The Company has classified its financial instruments as follows:

Asset/Liability	Classification	Measurement
Cash	Fair value through profit and loss	Fair value
Amounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Other liabilities	Amortized cost

The Company's cash consists of balances with banks.

The fair values of the Company's amounts receivable, and accounts payable and accrued liabilities approximate their carrying values because of the immediate or short-term to maturity of these financial instruments.

(vii) Flow-through shares

Under Canadian income tax legislation, a company is permitted to issue flow-through shares whereby the Company agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. The proceeds from issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the flow-

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through shares. A deferred premium liability is recognized for this difference. The Company renounces the deductions for tax purposes related to the eligible exploration and evaluation expenditures on the date the flow-through shares are issued. The premium liability is reduced on a pro-rata basis and recorded in other income based on the corresponding eligible expenditures that have been incurred.

Where the Company has unused tax benefits on loss carry forwards and tax pools in excess of book value available for deduction for which no deferred tax asset is recognized, the Company recognizes the deferred tax benefit of such amounts to offset the increase in deferred tax liabilities resulting in an offsetting recovery of deferred income taxes being recognized through profit or loss in the reporting period.

(viii) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments is expensed to the Statement of Comprehensive Loss over the vesting period, if any, which is the period during which the employee becomes unconditionally entitled to equity instruments. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest, if any.

Equity-settled share-based payment transactions with parties other than employees, if any, are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

(ix) Loss per share

Basic loss or earnings per share is calculated by dividing loss or earnings attributable to common shares by the weighted average number of shares outstanding during the period.

Diluted loss or earnings per share is calculated using the denominator of the basic loss or earnings calculation described above adjusted to include the potentially dilutive effect of outstanding stock options.

(x) Restricted and deferred share unit plans

The Restricted and Deferred Share Unit (“RSU” and “DSU”) plans are full value phantom shares that mirror the value of Kennedy Diamonds Inc.’s publicly traded common shares. Grants under the RSU and DSU plan are made on a discretionary basis to qualified persons and employees of the Company subject to the Board of Directors’ approval. RSU’s and DSU’s vest according to the terms set out in the award agreement.

Both the RSU and DSU plans are equity settled. Equity-settled transactions are measured by reference to the fair value at the grant date. The fair value determined at grant date is recognized over the vesting period in accordance with the vesting terms and conditions, with a corresponding increase to contributed surplus.

(xi) Income taxes and deferred taxes

The income tax expense or benefit for the period consists of two components: current and deferred. Income tax expense or benefit is recognized in the Statement of Comprehensive Loss except to the extent it relates to a business combination or items recognized directly in equity.

Current tax is the expected tax payable or receivable on the taxable profit or loss for the period. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the balance sheet date in each of the jurisdictions and includes any adjustments for taxes payable or recovery in respect of prior periods.

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Taxable profit or loss differs from profit or loss as reported in the Statement of Comprehensive Loss because of items of income or expense that are taxable or deductible in other years, and items that are never taxable or deductible.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences, loss carryforwards and tax credit carryforwards to the extent that it is probable that taxable profits will be available against which they can be utilized. To the extent that the Company does not consider it to be probable that taxable profits will be available against which deductible temporary differences, loss carryforwards, and tax credit carryforwards can be utilized, a deferred tax asset is not recognized.

Deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred taxes are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly into equity, in which case, the current and deferred taxes are also recognized in other comprehensive income or directly in equity respectively.

(xii) *Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company*

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company.

The Company anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's audited financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's financial statements and are therefore not discussed below.

Share-based payments

In June 2016, the IASB issued amendments to International Financial Reporting Standard 2, Share-based Transactions ("IFRS 2"). The amendments to IFRS 2 are effective for periods beginning on or after January 1, 2018 and are to be applied prospectively. The amendments clarify the classification and measurement of share-based payment transactions. Management is currently assessing the impact of the amendments to IFRS 2 on the financial statements.

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Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments (“IFRS 9”) bringing together the classification and measurement, impairment and hedge accounting phases of the IASB’s project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The extent of the impact of adoption of IFRS 9 has not yet been determined.

Leases

On January 13, 2016, the IASB issued International Financial Reporting Standard 16, Leases (“IFRS 16”). The new standard will replace existing lease guidance in IFRS and related interpretations, and requires companies to bring most leases on-balance sheet. The new standard is effective for annuals beginning on or after January 1, 2019. The Company is currently assessing the impact of IFRS 16.

Income taxes

In January 2016, the IASB issued amendments to IAS 12 Income Taxes (“IAS 12”). The amendments clarify that the existence of a deductible temporary difference is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset and also clarify the methodology to determine the future taxable profits used for assessing the utilization of deductible temporary differences. The amendments apply for annual periods beginning on or after January 1, 2017 with retrospective application. Early application of the amendments is permitted. The impact of the amendments to IAS 12 on the Company’s financial statements has not yet been determined.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company’s financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These audited financial statements include estimates, which, by their nature, are uncertain and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

i) **Significant Judgments in Applying Accounting Policies**

The areas which require management to make significant judgments in applying the Company’s accounting policies in determining carrying values include, but are not limited to:

a) *Impairment analysis – Mineral Properties*

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. IFRS 6 - *Exploration for and evaluation of mineral resources* requires the Company to make certain judgments in respect of such events and changes in circumstances, and in assessing their impact on the valuations of the affected assets. The Company’s assessment is that as at December 31, 2016 and December 31, 2015, no indicators of an impairment in the carrying value of its mineral properties had occurred.

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ii) Significant Accounting Estimates and Assumptions

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

a) *Impairment analysis – Mineral Properties*

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. If indicators of impairment are identified, management will perform an impairment test in accordance with IAS 36 – *Impairment of assets* (“IAS 36”). IAS 36 requires the Company to make certain judgments, assumptions, and estimates in determining the estimate of the net recoverable amount. Impairments are recognized when the carrying values exceed management’s estimate of the net recoverable amounts associated with the affected assets. The values shown on the statement of financial position for Mineral Properties represents the Company’s assumption that the amounts are recoverable. As a result of the numerous variables associated with the Company’s judgments and assumptions, the precision and accuracy of estimates of the recoverable amount is subject to significant uncertainties, and may change significantly as additional information becomes known.

b) *Stock options*

The stock option pricing model requires the input of highly subjective assumptions including the expected life and volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

c) *Provision for decommissioning and restoration*

The decommissioning and restoration liability and the accretion recorded are based on estimates of future cash flows, discount rates, and assumptions regarding timing. The estimates are subject to change and the actual costs for the decommissioning and restoration liability may change significantly.

d) *Deferred taxes*

Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and on unused losses carried forward, and are measured using the substantively enacted tax rates that are expected to be in effect when the differences are expected to reverse or losses are expected to be utilized. Deferred tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, including forecasts, it is probable that they will be realized. The Company has not recorded the benefit of tax losses or deductible temporary differences.

4. FAIR VALUE MEASUREMENT

For financial instruments recorded at fair value, the Company categorizes each of its fair value measurements in accordance with a fair value hierarchy. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

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The Company's financial assets are measured at fair value and are summarized in the following table:

	December 31, 2016		
	Level 1	Level 2	Level 3
Cash	\$ 8,286,064	\$ -	\$ -

	December 31, 2015		
	Level 1	Level 2	Level 3
Cash	\$ 41,068,805	\$ -	\$ -

The fair values of the amounts receivable and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these financial instruments.

The carrying amounts by classification are:

	December 31, 2016	December 31, 2015
Financial assets		
Fair value through profit or loss		
Cash	\$ 8,286,064	\$ 41,068,805
Loans and receivables		
Amounts receivable	322,383	533,453
Financial liabilities		
Financial liabilities measured at amortized cost		
Accounts payable and accrued liabilities	839,893	1,103,900

The Company's interest income on its bank balances carried at fair value is presented on the Statements of Comprehensive Loss in the interest line.

Financial instruments risks

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk and market risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations.

At December 31, 2016 and 2015, the Company does not have any allowance for doubtful accounts, and does not consider that any such allowance is necessary.

All of the Company's cash is held with a major Canadian financial institution and thus the exposure to credit risk is considered insignificant. Management actively monitors the Company's exposure to credit risk under its financial instruments, including with respect to amounts receivable. The Company considers the risk of loss for its amounts receivable to be remote and significantly mitigated due to the financial strength of the party from whom the receivables are due - the Canadian government for harmonized sales tax ("HST") refunds receivable in the amount of \$322,383 (December 31, 2015 - \$503,453).

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The Company's current policy is to hold excess cash in high interest bank accounts. It periodically monitors the investment income it makes and is satisfied with the credit ratings of its bank.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its operating requirements. The Company coordinates this planning and budgeting process with its financing activities through its capital management process. The Company's financial liabilities comprise its accounts payable and accrued liabilities, all of which are due within the next 12-month period. Refer to note 1 with respect to the ability of the Company to continue as a going concern. There are no operating lease commitments.

Market risk

Market risk primarily relates to the risk of loss that results from change in commodity prices, foreign exchange and interest rates. The Company does not have commodity price risk or foreign exchange risk. The Company has no significant exposure at December 31, 2016 to interest rate risk through its financial instruments. The Company has no interest-bearing debt.

5. PREPAID EXPENSES

	December 31, 2016	December 31, 2015
Prepaid expenses	\$ 45,420	\$ 28,925
Prepaid deposits	1,490	-
Prepaid drilling expense	-	200,000
	\$ 46,910	\$ 228,925

6. RECLAMATION DEPOSIT

At December 31, 2016, the Company had provided a total reclamation deposit of \$295,000 (December 31, 2015 – \$295,000) to the Mackenzie Valley Land and Water Board for its mining project to secure clean-up costs if the project is abandoned or closed (Note 10).

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7. EQUIPMENT

The Company's equipment as at December 31, 2016 and 2015 is as follows:

	Earthmoving equipment	Assets under construction*	Total
Cost			
At January 1, 2015	\$ -	\$ -	\$ -
Additions	130,000	1,564,138	1,694,138
At December 31, 2015	130,000	1,564,138	1,694,138
Additions	-	-	-
At December 31, 2016	\$ 130,000	\$ 1,564,138	\$ 1,694,138
Accumulated depreciation			
At January 1, 2015	\$ -	\$ -	\$ -
Depreciation	(10,833)	-	(10,833)
At December 31, 2015	(10,833)	-	(10,833)
Depreciation	(13,000)	-	(13,000)
At December 31, 2016	\$ (23,833)	\$ -	\$ (23,833)
Carrying amounts			
At December 31, 2015	\$ 119,167	\$ 1,564,138	\$ 1,683,305
At December 31, 2016	\$ 106,167	\$ 1,564,138	\$ 1,670,305

*Assets under construction represents an exploration camp that is currently in storage and not in use.

8. MINERAL PROPERTIES

Mineral properties represent the Company's claim to the Kennady North Project.

The continuity of the Mineral Properties is as follows:

Balance, January 1, 2015	\$	382,355
Acquired mineral rights and claims		-
Change in expected decommissioning and restoration liability		99,068
Balance, December 31, 2015	\$	481,423
Acquired mineral rights and claims		200,000
Change in expected decommissioning and restoration liability		(78,118)
Balance, December 31, 2016	\$	603,305

In the year ended December 31, 2016, the Company acquired six mining leases from GGL Resources Corp ("GGL"). In consideration for the purchase, the Company paid to GGL a cash sum of \$200,000 and GGL retained a 0.75% royalty interest (the "Royalty") on all mineral products produced from the property. The Company has the right at any time prior to commencement of production from the property to purchase one-third (1/3) of the Royalty, being 0.25%, for the sum of \$1,000,000.

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9. DEFERRED PREMIUM ON FLOW-THROUGH SHARES

The premium paid for flow-through shares in excess of the fair value of common shares is initially recognized as a liability. The liability is reduced on a pro-rata basis and recorded in other income based on the corresponding eligible expenditures that have been incurred.

	December 31, 2016	December 31, 2015
Balance, beginning of year	\$ 335,748	\$ -
Deferred premium liability recognized on flow-through issuances	-	1,970,603
Income recognized based on corresponding eligible expenditures	(335,748)	(1,634,855)
Balance, end of year	\$ -	\$ 335,748

10. DECOMMISSIONING AND RESTORATION LIABILITY

The decommissioning and restoration liability refers to projected costs to remove the camp and all of the equipment from the Company's exploration site in the Northwest Territories.

The decommissioning and restoration liability was calculated using the following assumptions as at December 31, 2016 and 2015:

	December 31, 2016	December 31, 2015
Expected undiscounted cash flows	\$ 175,000	\$ 250,000
Discount rate	0.84%	0.49%
Periods	2019	2018

The continuity of the decommissioning and restoration liability at December 31, 2016 and 2015 is as follows:

	December 31, 2016	December 31, 2015
Balance, beginning of year	\$ 247,568	\$ 147,016
Change in estimate of discounted cash flows for the year	(78,118)	99,068
Accretion recorded in the year	1,213	1,484
Balance, end of the year	\$ 170,663	\$ 247,568

11. SHAREHOLDERS' EQUITY

i. Authorized share capital

Unlimited common shares, without par value. Each common share entitles the holder to one shareholder vote.

There is no other class of shares in the Company.

ii. Share capital

The number of shares issued and fully paid as at December 31, 2016 is 47,181,970.

On October 8, 2015, the Company closed a non-brokered private placement of flow-through common shares and non-flow-through common shares, at the prices of \$3.40 per share and \$2.75 per share, respectively. The Company issued a total of 11,731,105 non-flow through common shares for gross proceeds of \$32,260,539, and 300,000 flow-through common

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shares for gross proceeds of \$1,020,000. An amount of \$195,000 was recognized as the premium paid for flow-through shares in excess of the fair value of the common shares and was initially recognized as a liability. Share issuance costs of \$202,646 were incurred in connection with the private placement.

On September 30, 2015, the Company closed a non-brokered private placement of flow-through common shares and non-flow-through common shares, at the prices of \$3.40 per share and \$2.75 per share, respectively. The Company issued 1,393,235 flow-through common shares for gross proceeds of \$4,736,999, and 3,672,773 non-flow-through common shares for gross proceeds of \$10,100,126 as a result of the non-brokered private placement. An amount of \$905,603 was recognized as the premium paid for flow-through shares in excess of the fair value of the common shares and was initially recognized as a liability. Share issuance costs of \$150,042 were incurred in connection with the private placement.

On August 12, 2015, the Company closed a non-brokered private placement and issued a total of 1,176,735 common shares at a price of \$3.40 per share, for aggregate gross proceeds of \$4,000,899. Share issuance costs of \$35,780 were incurred in connection with the private placement.

On March 10, 2015, the Company closed the final tranche of the non-brokered private placement and issued a total of 4,405,947 common shares at a price of \$3.55 per share, for aggregate gross proceeds of \$15,641,112. Share issuance costs of \$100,196 were incurred in connection with the private placement.

On February 25, 2015, the Company issued 600,000 flow-through common shares at a price of \$5.00 per share, for aggregate gross proceeds of \$3,000,000. An amount of \$870,000 was recognized as the premium paid for flow-through shares in excess of the fair value of the common shares was recognized as a liability.

iii. Loss per share

The following table sets forth the computation of basic and diluted loss or earnings per share:

	Year ended December 31, 2016	Year ended December 31, 2015
Numerator		
Net loss for the year	\$ (34,165,274)	\$ (29,800,951)
Denominator		
For basic - weighted average number of shares outstanding	47,069,893	32,390,279
Effect of dilutive securities	-	-
For diluted - adjusted weighted average number of shares outstanding	47,069,893	32,390,279
Loss Per Share		
Basic	\$ (0.73)	\$ (0.92)
Diluted	(0.73)	(0.92)

The calculation for the weighted average number of shares outstanding is based on the number of shares outstanding on a daily basis in the year ended December 31, 2016 and 2015. Shares issuable on exercise of stock options totaling 2,100,000 on December 31, 2016 (2015 - 1,785,000) were not included in the computation of diluted loss per share because the effect would have been anti-dilutive.

iv. Stock options, RSUs, DSUs and share-based payments reserve

The Company, through its Board of Directors and shareholders, adopted a long-term equity incentive plan (the "Plan") which, among other things, allows for the maximum number of shares that may be reserved for issuance under the Plan to be 10% of the Company's issued and outstanding shares at the time of the grant. The Board of Directors has the authority

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and discretion to grant stock option, RSU and DSU awards within the limits identified in the Plan, which includes provisions limiting the issuance of options to qualified persons and employees of the Company to maximums identified in the Plan.

The following table summarizes information about the stock options outstanding and exercisable at December 31, 2016 and 2015:

December 31, 2016		
	Number of options	Weighted average exercise price
Balance at beginning of year	1,785,000	2.76
Granted during the year	590,000	3.01
Exercised during the year	(275,000)	1.52
Balance at end of the year	2,100,000	\$ 2.99
Options exercisable at the end of the year	2,100,000	

December 31, 2015		
	Number of options	Weighted average exercise price
Balance at beginning of year	1,100,000	\$ 2.23
Granted during the year	685,000	3.61
Balance at end of the year	1,785,000	\$ 2.76
Options exercisable at the end of the year	1,785,000	

The fair value of the 590,000 (2015 - 685,000) stock options granted in the year ended December 31, 2016 has been estimated on the date of grant using the Black-Scholes option pricing model, using the assumptions below, and total \$1,357,290 (2015 - \$1,899,505). The stock options granted in the year ended December 31, 2016 and 2015 vested immediately, except for the 200,000 granted on April 5, 2016 which vested 50% on May 1, 2016 and the remainder on November 1, 2016.

	December 31, 2016	December 31, 2015
Exercise price	\$2.80 - \$3.30	\$3.61
Expected volatility*	72.76%	72.76%
Expected option life	10 years	10 years
Expected forfeiture	none	none
Expected dividend yield	0%	0%
Risk-free interest rate	1.16% - 1.40%	1.48%

*Expected volatility has been based on an evaluation of the historical volatility of comparable companies in the same industry and stage of operations.

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The following tables reflect the Black-Scholes values, the number of stock options outstanding, the weighted average of options outstanding, and the exercise price of stock options outstanding at December 31, 2016 and 2015.

At December 31, 2016

Expiry Date	Black-Scholes Value	Number of Options	Exercise Price
November 6, 2022	\$ 455,235	465,000	1.27
March 17, 2023	47,549	50,000	1.23
February 13, 2024	799,000	250,000	4.10
March 9, 2024	369,800	100,000	4.74
March 12, 2025	1,899,505	685,000	3.61
December 31, 2025	230,100	100,000	3.00
January 12, 2026	354,915	165,000	2.81
February 28, 2026	181,985	85,000	2.80
April 5, 2026	504,400	200,000	3.30
	\$ 4,842,489	2,100,000	2.99

At December 31, 2015

Expiry Date	Black-Scholes Value	Number of Options	Exercise Price
November 6, 2022	\$ 587,400	600,000	1.27
January 31, 2023	103,700	100,000	1.34
March 17, 2023	47,550	50,000	1.23
February 13, 2024	799,000	250,000	4.10
March 9, 2024	369,800	100,000	4.74
March 12, 2025	1,899,505	685,000	3.61
	\$ 3,806,955	1,785,000	2.76

The weighted average remaining contractual life of the options outstanding at December 31, 2016 is 7.7 years (2015 – 8.03 years).

During the year ended December 31, 2016, 275,000 stock options were exercised for gross proceeds of \$417,700 (2015 - \$Nil). The market price, on the dates of exercise, of stock options exercised during the year ended December 31, 2016 were \$1,053,650 (2015 - \$Nil).

The Restricted and Deferred Share Unit (“RSU” and “DSU”) plans are full value phantom shares that mirror the value of Kennedy Diamonds Inc.’s publicly traded common shares. Grants under the RSU and DSU plan are made on a discretionary basis to qualified persons and employees of the Company subject to the Board of Directors’ approval. Under the 2016 RSU and DSU plan, RSU’s vests according to the terms set out in the award agreement. Vesting under the RSU and DSU plan is subject to special rules for death, disability and change in control. The awards can be settled through issuance of common shares or paid in cash, at the discretion of the Board of Directors.

As at December 31, 2016, no RSU or DSU awards have been granted.

Subsequent to the year ended December 31, 2016, 200,000 stock options were exercised for gross proceeds of \$408,000.

Subsequent to the year ended December 31, 2016, 100,000 stock options were forfeited.

Subsequent to the year ended December 31, 2016, 224,999 RSUs were granted with a fair value of \$3.55 per unit.

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12. RELATED PARTIES

In accordance with IAS 24 *Related Parties*, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The Company's related parties include its key management, the Company's directors, and their close family members. Mountain Province and the Gahcho Kué Joint Venture, in which Mountain Province holds an interest, are also related parties since the Company and Mountain Province had common members of key management and certain directors in 2016. International Investment and Underwriting ("IIU") is also a related party since it is controlled by Mr. Dermot Desmond. MCC Geoscience Inc. ("MCC") is also a related party since it is controlled by a member of the Board of Directors.

Related party transactions are recorded at their exchange amount, being the amount agreed to by the parties. Outstanding balances are settled in cash.

The Company had the following transactions and balances with its related parties including key management personnel, and Mountain Province which includes the monthly management fee charged by Mountain Province for the reimbursement of expenses incurred on the Company's behalf by Mountain Province. The transactions with key management personnel are in the nature of remuneration which are paid directly by the Company and are not included in the monthly management fee charged by Mountain Province. The transactions with IIU are for the director fees and travel expenses of the Chairman of the Company. The transactions with MCC are for consulting fees and reimbursements of travel expenses.

The balances as at December 31, 2016 and 2015 were as follows:

	December 31, 2016	December 31, 2015
Payable to key management personnel and directors	\$ 406	\$ -
Payable to International Investment and Underwriting	22,832	-
Payable to MCC Geoscience Inc.	9,056	-
Payable to Mountain Province Diamonds Inc.	-	8,475

The transactions for the year ended December 31, 2016 and 2015 were as follows:

	Year ended December 31, 2016	Year ended December 31, 2015
The total of the transactions:		
Management fee and reimburseable expenses charged by Mountain Province	\$ 90,000	\$ 90,000
International Investment and Underwriting	22,832	10,000
Consulting fees charged by MCC Geoscience Inc.	31,100	-
Remuneration of key management personnel	1,955,039	2,364,213

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The remuneration expense of key management personnel for the year ended December 31, 2016 and 2015 were as follows:

	Year ended December 31, 2016	Year ended December 31, 2015
Consulting fees, director fees, payroll and other short-term benefits	\$ 791,339	\$ 461,519
Share-based payment expense	1,163,700	1,902,694
	\$ 1,955,039	\$ 2,364,213

13. EXPLORATION AND EVALUATION EXPENSES

	Year ended December 31, 2016	Year ended December 31, 2015
Lease payments	\$ 28,423	\$ 28,325
Aircraft support	2,379,866	2,342,757
Fuel	1,406,832	1,502,523
Geophysics	605,597	139,214
Drilling support	120,623	475,518
Exploration personnel and program support	4,177,077	3,587,393
Camp maintenance, supplies, mobilization, general costs	4,236,642	4,614,370
Site & logistical support	5,767,738	2,210,130
Environmental	115,933	82,160
Professional geological services	895,178	732,703
Drilling	9,270,993	10,646,286
Technical consultant	196,225	119,783
Laboratory analysis	1,816,974	1,896,063
Diamond valuation	191,048	155,145
Permitting	149,135	88,534
Preliminary economic assessment	448,331	-
	\$ 31,806,615	\$ 28,620,904

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14. INCOME TAXES

Rate Reconciliation

The provision for income tax differs from the amount that would have resulted by applying the combined Canadian Federal and Ontario statutory income tax rates of approximately 26.5% (2015 – 26.5%):

	December 31, 2016	December 31, 2015
Loss before income taxes	\$ (34,165,274) 26.5%	\$ (29,800,951) 26.5%
Tax recovery calculated using statutory rates	(9,053,798)	(7,897,252)
Expenses not deductible	736,620	1,926,206
Change in tax benefits not recognized	8,317,178	5,971,046
Income tax expenses (recovery)	\$ -	\$ -

Unrecognized deferred tax assets

Deductible temporary differences for which no deferred tax assets have been recognized are attributable to the following:

	December 31, 2016	December 31, 2015
Property and equipment	\$ 629,393	\$ 10,833
Mineral properties	65,695,947	44,128,904
Decommissioning and restoration liability	170,663	247,568
Loss carryforwards	4,808,877	2,682,949
Share issuance costs	415,708	638,844
Investment tax credits	429,007	436,854

Income tax attributes

As at December 31, 2016, the Company had the following non-capital losses available for carry forward and certain other tax attributes as follows:

	Amounts	Expiry Date
Non-capital losses	\$ 4,808,877	2032-2036
Investment tax credits	429,007	2032-2036
Tax basis of mineral properties	65,695,947	indefinite
Tax basis of property and equipment	735,560	indefinite
Share issuance costs	415,708	2035-2040

15. CAPITAL MANAGEMENT

The capital of Kennady Diamonds consists of its shareholders' equity. The Company's objectives when managing capital are to safeguard Kennady Diamonds' ability to continue to pursue the exploration and evaluation of its mineral properties and to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support the exploration of its mineral

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properties. The Company's main property, Kennady North, is in the exploration stage, and as such the Company is dependent on external equity financing to fund its activities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's capital consists of:

	December 31, 2016	December 31, 2015
Share capital	\$ 96,009,406	\$ 95,269,951
Share-based payments reserve	4,842,489	3,806,954
Deficit	(90,638,484)	(56,473,210)
	\$ 10,213,411	\$ 42,603,695

In order to carry out the planned management of the Company's properties and to pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended December 31, 2016.

16. SEGMENTED REPORTING

The Company has determined that it has only one operating segment.