ROSS RIVER MINERALS INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2017

(EXPRESSED IN CANADIAN DOLLARS)

THE ACCOMPANYING CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2017 HAVE NOT BEEN REVIEWED OR AUDITED BY THE COMPANY'S AUDITORS.

NOTICE OF NO AUDITORS' REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

ROSS RIVER MINERALS INC.
(An Exploration Stage Company)

ROSS RIVER MINERALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
(UNAUDITED – PREPARED BY MANAGEMENT)

	June 30, 2017 $	December 31, 2016 $
ASSETS		
Current assets		
Cash	**52**	999
Amounts receivable	**490**	1,624
Prepaid expenses	**–**	361
Total assets	**542**	2,984
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities (Note 4)	**146,061**	144,448
Loans payable (Note 6)	**110,097**	106,893
Due to related parties (Note 5)	**738,377**	716,947
Total liabilities	**994,535**	968,288
Shareholders' deficit		
Share capital	**11,086,797**	11,086,797
Share-based payment reserve	**2,200,390**	2,200,390
Share subscriptions received (Note 7)	**17,250**	17,250
Deficit	**(14,298,430)**	(14,269,741)
Total shareholders' deficit	**(993,993)**	(965,304)
Total liabilities and shareholders' deficit	**542**	2,984

Nature and continuance of operations (Note 1)

Approved and authorized for issuance by the Board of Directors on August 2, 2017:

/s/ Marcus Foster
Marcus Foster, Director

/s/ Robert Jamieson
Robert Jamieson, Director

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

ROSS RIVER MINERALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
(UNAUDITED – PREPARED BY MANAGEMENT)

	Three Month Period Ended June 30, 2017 $	Three Month Period Ended June 30, 2016 $	**Six Month Period Ended June 30, 2017 $**	Six Month Period Ended June 30, 2016 $
Revenues	**–**	–	**–**	–
Operating expenses				
Administration fees	**166**	103	**174**	170
Foreign exchange (gain)/loss	**1,067**	(6,058)	**8,179**	(11,765)
Management fees (Note 5)	**–**	–	**6,000**	**–**
Professional fees	**1,200**	8,220	**2,200**	9,720
Rent (Note 5)	**–**	3,000	**2,000**	6,000
Shareholder communications and regulatory fees	**4,204**	4,424	**6,800**	8,599
Travel and promotion	**37**	280	**132**	280
Total operating expenses	**6,674**	9,969	**25,485**	13,004
Loss before other items	**(6,674)**	(9,969)	**(25,485)**	(13,004)
Other item				
Interest expense	**(1,622)**	(1,529)	**(3,204)**	(3,035)
Total other item	**(1,622)**	(1,529)	**(3,204)**	(3,035)
Net gain/(loss) and comprehensive gain/(loss) for the period	**(8,296)**	(11,498)	**(28,689)**	(16,039)
Basic and diluted loss per common share	**(0.00)**	(0.00)	**(0.00)**	(0.00)
Weighted average number of common shares outstanding	**75,019,994**	75,019,994	**75,019,994**	75,019,994

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

ROSS RIVER MINERALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)
(UNAUDITED – PREPARED BY MANAGEMENT)

	Number of shares	Amount $	Share-based payment reserve $	Share subscriptions received $	Deficit $	Total $
Balance, December 31, 2015	75,019,994	11,086,797	2,200,390	–	(14,214,944)	(927,757)
Net loss for the period	–	–	–	–	(16,039)	(16,039)
Balance, June 30, 2016	75,019,994	11,086,797	2,200,390	–	(14,230,983)	(943,796)
Share subscriptions received				17,250	–	17,250
Net loss for the period	–	–	–	–	(38,758)	(38,758)
Balance, December 31, 2016	75,019,994	11,086,797	2,200,390	17,250	(14,269,741)	(965,304)
Net loss for the period	–	–	–	–	(28,689)	(28,689)
Balance, June 30, 2017	**75,019,994**	**11,086,797**	**2,200,390**	**17,250**	**(14,298,430)**	**(993,993)**

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

ROSS RIVER MINERALS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(UNAUDITED – PREPARED BY MANAGEMENT)

	Six month period ended June 30, 2017 $	Six month period ended June 30, 2016 $
OPERATING ACTIVITIES		
Net loss for the period	**(28,689)**	(16,039)
Changes in non-cash operating working capital:		
Amounts receivable	**1,134**	(307)
Prepaid expenses	**361**	–
Accounts payable and accrued liabilities	**4,817**	3,295
Due to related parties	**8,400**	7,300
Net cash used in operating activities	**(13,977)**	(5,751)
FINANCING ACTIVITIES		
Proceeds from related parties	**13,030**	5,650
Net cash provided by financing activities	**13,030**	5,650
Change in cash	**(947)**	(101)
Cash, beginning of period	**999**	129
Cash, end of period	**52**	28
Supplemental disclosures:		
Income taxes paid	–	–
Interest paid	–	–

(The accompanying notes are an integral part of these condensed interim consolidated financial statements)

1. NATURE AND CONTINUANCE OF OPERATIONS

Ross River Minerals Inc. (the "Company") was incorporated on June 12, 1996 under the laws of the province of British Columbia as 521844 B.C. Ltd. The Company changed its name to Ross River Minerals Inc. and completed a reverse take-over on May 22, 2002 whereby the former shareholders of Ross River Gold Ltd. acquired control of the Company through a share-for-share exchange. The Company is listed for trading on the NEX of the TSX Venture Exchange under the symbol RRM.H and is located at Suite 1106, 750 West Pender Street, Vancouver, Canada.

The Company is an exploration stage company and is engaged in the acquisition, exploration, and development of mineral resource properties. The Company is currently looking for new business opportunities.

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's mineral resource properties have yet to realize a known body of commercial grade minerals. As at June 30, 2017, the Company has a working capital deficit of $993,993 and an accumulated deficit of $14,298,430. Management is actively pursuing sources of equity and debt financing to meet the Company's liabilities and commitments as they come due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB ("International Accounting Standards Board") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 - Interim Financial Reporting. The accounting policies followed in these condensed interim consolidated financial statements are the same as those applied in the Company's audited consolidated financial statements for the year ended December 31, 2016.

The policies applied in these condensed interim consolidated financial statements are based on IFRS issued and outstanding as of August 2, 2017, the date the Audit Committee approved the statements. Any subsequent changes to IFRS after this date could result in changes to the condensed interim consolidated financial statements for the period ended June 30, 2017.

The condensed interim consolidated financial statements do not contain all disclosures required under IFRS and should be read in conjunction with Company's audited annual consolidated financial statements and the notes thereto for the year ended December 31, 2016.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, share-based payments, allocation of financing proceeds, and income and mining taxes. Differences may be material.

3. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, price risk, currency risk and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Fair values

	Fair Value Measurements Using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, June 30, 2017 $
Cash	52	–	–	52

The fair values of other financial instruments, which include accounts payable and accrued liabilities, loans payable, and amounts due to related parties, approximate their carrying values due to the relatively short-term maturity of these instruments.

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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising debt and equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and amounts receivable. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. The Company's cash is held with a major Canadian-based financial institution. Amounts receivable consists of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

Foreign exchange rate and interest rate risk

The Company's functional currency is the Canadian dollar. However, the Company is exposed to the currency risk related to the fluctuation of the foreign exchange rates. Due to the limited number of transactions conducted in foreign currencies, a significant change in the foreign exchange rates would not have a material impact on the Company's consolidated financial statements. The Company has not entered into any derivative contracts or hedged its exposure to foreign currency fluctuations, and is not exposed to any significant interest rate risk.

Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

(Expressed in Canadian dollars)

3. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT (continued)

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of cash, and equity comprised of issued share capital and share-based payment reserve. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on a regular basis. The Company is not subject to externally imposed capital requirements, and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2016.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2017 $	December 31, 2016 $
Trade accounts payable	146,061	138,148
Accrued liabilities	–	6,300
	146,061	144,448

5. RELATED PARTY TRANSACTIONS

(a) During the six month period ended June 30, 2017, the Company incurred management fees of $6,000 (2016 - $Nil) to Intwood Investments Ltd. ("Intwood"), a company controlled by the President of the Company. As at June 30, 2017, the Company owed $326,620 (December 31, 2016 - $320,320) to Intwood, which is unsecured, non-interest bearing and due on demand.

(b) As at June 30, 2017, the Company owed $352,435 (December 31, 2016 - $345,305) to the President of the Company, which is unsecured, non-interest bearing, and due on demand.

(c) As at June 30, 2017, the Company owed $5,900 for cash advances (December 31, 2016 - $nil) to Intwood, which is unsecured, non-interest bearing and due on demand.

(c) During the six month period ended June 30, 2017, the Company incurred rent of $2,000 (2016 - $6,000) to a company in which the President of the Company is a shareholder. As at June 30, 2017, the Company owed $53,422 (December 31, 2016 - $51,322), which is unsecured, non-interest bearing, and due on demand.

(Expressed in Canadian dollars)

6. LOANS PAYABLE

On April 26, 2013, the Company entered into a loan agreement with a non-related party for proceeds of $30,000, which is unsecured, bears interest at 10% per annum compounded monthly, and due on April 26, 2014. In addition, the Company will pay a bonus of $6,000 to the loan holder upon inception of the loan for every six month period for which the loan remains outstanding. On March 21, 2014, the Company extended the maturity date of the loan to April 26, 2015.

On March 21, 2014, the Company borrowed an additional $15,000 from the non-related party which is unsecured, bears interest at 10% per annum compounded monthly, and is due within twelve months, repayable any time at the option of the Company. The Company will pay a bonus to the lender in the amount of $3,000 for every six months the loan is outstanding.

During the year ended December 31, 2015, the Company renegotiated the terms of the two loans whereby the balances have been consolidated, the term extended to December 31, 2016 (during the period ended June 30, 2017 the term was amended to December 31, 2017), the rate of interest has been reduced to 6% per annum compounded quarterly, and all future bonus payments have been eliminated. In addition, the Company, at its sole discretion, has the right to either repay the loans in part or in full plus any accrued interest at any time upon 7 days notice. As at June 30, 2017, the Company owes $110,097 (December 31, 2016 – $106,893) for the outstanding loan payable.

7. SHARE CAPITAL

Authorized: unlimited, with no par value

During the year ended December 31, 2016, the Company received $17,250 of share subscriptions for a future private placement at $0.25 per share, after the effects of a share consolidation on a twenty-for-one basis which has not yet occurred.

8. STOCK OPTIONS

The Company amended its share-based compensation plan whereby stock options are granted in accordance with the policies of regulatory authorities at an exercise price equal to the market price of the Company's stock on the date of the grant and, unless otherwise stated, vest on the grant date and with a term not to exceed five years. Under the plan, the board of directors may grant up to 10% of the issued number of shares outstanding as at the date of the stock option grant.

There were no stock options granted during the six month period ended June 30, 2017 and the year ended December 31, 2016.

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

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2016	1,250,000	0.10
Expired	(1,250,000)	0.10
Outstanding, June 30, 2017	–	–