

EXGEN RESOURCES INC.

Condensed Interim Consolidated Financial Statements
(Unaudited)

For the period ended March 31, 2018
(Expressed in Canadian dollars)

NOTICE TO READER

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

The accompanying condensed consolidated interim financial statements and the notes thereto have been prepared by, and are the responsibility of, the management of ExGen Resources Inc. These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards using management's best judgments.

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

Vancouver, Canada
May 30, 2018

"Signed"

Jason Riley
President

"Signed"

Jason Tong
Chief Financial Officer

EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Financial Position
(Expressed in Canadian dollars)
(unaudited)

	March 31, 2018	December, 31 2017
Assets		
Current assets:		
Cash	\$ 445,145	\$ 313,070
Accounts receivable	11,126	9,529
Prepaid expenses	3,813	6,850
	460,084	329,449
Deposits (note 4)	44,449	43,120
Marketable securities (note 5)	961,610	822,092
Investment in associate (note 6)	176,420	305,957
Mineral properties (note 7)	144,031	175,531
	\$ 1,786,594	\$ 1,676,149
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 193,924	\$ 190,730
Shareholders' equity:		
Share capital (note 8)	20,092,265	20,092,265
Warrants reserve (note 8)	309,422	309,422
Contributed surplus	3,977,292	3,977,292
Accumulated other comprehensive income (loss)	313,158	173,867
Deficit	(23,099,467)	(23,067,427)
	1,592,670	1,485,419
	\$ 1,786,594	\$ 1,676,149

See accompanying notes to condensed consolidated interim financial statements.

On behalf of the Board:

(Signed) "Jason Riley" _____ Director

(Signed) "Gerald Roe" _____ Director

EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Changes in Equity
(Expressed in Canadian dollars)
(unaudited)

	Number of shares	Share capital	Warrants	Contributed surplus	Accumulated other comprehensive loss	Deficit	Total equity
December 31, 2016	323,630,080	\$19,692,765	\$ 204,422	\$ 3,977,292	\$ (50,000)	\$(21,433,264)	\$ 2,391,215
Asset acquisition	750,000	11,250	-	-	-	-	-
Comprehensive loss	-	-	-	-	-	(44,146)	(44,146)
March 31, 2017	324,380,080	\$19,704,015	\$ 204,422	\$ 3,977,292	\$ (50,000)	\$(21,477,410)	\$ 2,358,219
December 31, 2017	344,730,080	\$20,092,265	\$ 309,422	\$ 3,977,292	\$ 173,867	\$ (23,067,427)	\$ 1,485,419
Comprehensive loss	-	-	-	-	139,291	(32,040)	107,251
March 31, 2018	344,730,080	\$20,092,265	\$ 309,422	\$ 3,977,292	\$ 313,158	\$ (23,099,467)	\$ 1,592,670

See accompanying notes to condensed consolidated interim financial statements.

EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Operations, Comprehensive Loss and Deficit
(Expressed in Canadian dollars)
(unaudited)

	Three months ended March 31,	
	2018	2017
Expenses and other items:		
General and administrative (note 9)	(25,925)	(23,637)
Professional fees	(11,021)	(14,059)
Impairment of mineral properties (note 7)	-	(13,427)
Foreign exchange gain (loss)	\$ 8,216	\$ 6,977
	(28,730)	(44,146)
Share of loss of associate (note 6)	(3,310)	-
Net loss	\$ (32,040)	\$ (44,146)
Unrealized gain (loss) on investments in marketable securities (note 5)	139,518	-
Foreign currency translation of equity accounted investee (note 6)	(227)	-
Comprehensive income (loss)	\$ 107,251	\$ (44,146)
Net (loss) per share - basic and diluted (note 8)	\$ -	\$ -

See accompanying notes to condensed consolidated interim financial statements.

EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Cash Flows
(Expressed in Canadian dollars)
(unaudited)

	Three months ended March 31,	
	2018	2017
Cash provided by (used in):	\$ (32,040)	\$ (44,146)
Operations:		
Net loss for the period		
Non-cash items		
Shares issued for asset acquisition	-	11,250
Unrealized foreign exchange	(2,558)	-
Share of loss of associate	3,310	-
Change in working capital	5,862	(7,020)
	(25,426)	(39,916)
Investing:		
Cash received for option payments	157,500	130,270
Change in cash	132,074	90,354
Cash beginning of period	313,070	89,577
Cash, end of period	\$ 445,144	\$ 179,931

Supplemental cash flow information

Interest paid	\$ -	\$ -
Interest payments received	-	-
Taxes paid	-	-

See accompanying notes to condensed consolidated interim financial statements.

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements
(Expressed in Canadian dollars)
Period ended March 31, 2018
(unaudited)

ExGen Resources Inc. (the “Company” or “ExGen”) is incorporated under the laws of the Province of Alberta, Canada. The Company’s head office is located at 1240-1140 West Pender Street, Vancouver, British Columbia, V6E 4G1. These condensed consolidated interim financial statements comprise the Company and its wholly-owned US subsidiary and 3 Amigos Exploration Inc. The Company is engaged in the exploration of copper-gold mineral properties in Canada and the United States. The Company’s properties are currently in the exploration stage. Its common shares trade on the TSX Venture Exchange (“TSX-V”).

1. Going concern:

These condensed consolidated interim financial statements have been prepared by management on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations.

Several adverse conditions indicate the existence of a material uncertainty that may cast significant doubt on the validity of this assumption. The Company has incurred operating losses to date and is currently unable to self-finance any future operations. The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives.

These condensed consolidated interim financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these condensed consolidated interim financial statements, adjustments would be necessary in statement of financial position classifications used. Such adjustments could be material.

2. Basis of Preparation:

(a) Statement of compliance

These condensed consolidated interim statements have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and related Interpretations (“IFRICs”) as issued by the International Accounting Standard Board (“IASB”).

These condensed consolidated interim financial statements and compliance with IFRS were approved by the Board of Directors on May 30, 2018.

These condensed consolidated interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company’s December 31, 2017 annual consolidated financial statements.

(b) Functional and presentational currency

All amounts on the condensed consolidated interim financial statements are presented in Canadian dollars which is the functional currency of the Company.

EXGEN RESOURCES INC.

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(Expressed in Canadian dollars)

Period ended March 31, 2018
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2. Basis of Preparation (continued):

(c) Use of estimates and judgments

There have been no material revisions to the nature of the judgments and estimates disclosed in the December 31, 2017 annual financial statements.

3. Adoption of new accounting standard

IFRS 9 'Financial Instruments' – This standard was published in July 2014 and replaces the existing guidance in IAS 39, 'Financial Instruments: Recognition and Measurement'. IFRS 9 includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss model for calculating impairment on financial assets, and new general hedge accounting requirements. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so our accounting policy with respect to financial liabilities is substantially unchanged. As a result of the adoption of this standard, the Company has changed its accounting policy for financial assets retrospectively, for assets that were recognized at the date of application. The change did not impact the carrying value of any financial assets on the transition date. The following are new accounting policies for financial assets under IFRS 9. All other aspects of our accounting policies for financial instruments as disclosed in note 12 to the consolidated financial statements for the year ended December 31, 2017 are unaffected

Financial assets

i) *Classification and measurement*

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Equity instruments that are held for are classified as FVTPL, for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument by-instrument basis) to designate them as at FVTOCI.

a) *Financial assets at FVTPL*

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the income statement in the period in which they arise.

b) *Financial assets at FVTOCI*

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

c) *Financial assets at amortized cost*

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements, Page 3
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3. Adoption of new accounting standard (continued)

ii) *Impairment of financial assets at amortized cost*

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

iii) *Derecognition of financial assets*

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in the income statement. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

The Company completed an assessment of its financial instruments as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

	Original classification IAS 39	New classification IFRS 9
Financial assets		
Cash and cash equivalents	Amortized cost	Amortized cost
Accounts receivables	Amortized cost	Amortized cost
Marketable securities	Available for sale	FVTOCI
Financial liabilities		
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

Upon adoption of IFRS 9, the Company made an irrevocable election to classify marketable securities as FVTOCI since they are not held for trading and are held for strategic reasons.

4. Deposits

Deposits are amounts placed with government entities to provide surface reclamation coverage for operations conducted and also to ensure sufficient work commitments to keep claims in good standing.

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements, Page 4
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5. Marketable securities

As at March 31, 2018, the Company held 11,300,000 shares (2017 – 11,300,000 shares) in Phoenix Mining Global Ltd. ("Phoenix"). The shares were received as part of the option agreement signed with Phoenix (see note 7). Marketable securities are measured at fair value by reference to quoted stock prices. During the period ended March 31, 2018, the Company recorded an unrealized gain of \$139,518.

6. Investment in associate

On June 29, 2017, Phoenix exercised its option to acquire an 80% ownership in Konnex. Konnex is involved in exploration and evaluation of mineral properties and holds title to the Empire Mine property located in the United States (see note 7). The acquisition by Phoenix diluted the Company's ownership in Konnex from 100% to 20% resulting in deconsolidation of Konnex and accordingly the Company's interest in Konnex is recorded as an investment in an associate accounted for using the equity method.

	March 31, 2018	For the period from June 29, 2017 to December 31, 2017
Investment in Konnex		
Opening balance	\$ 305,957	\$ 322,051
Payment received from Phoenix (note 7)	(126,000)	-
Share of loss of Konnex	(3,310)	(17,869)
Equity – other comprehensive income	(227)	1,775
Ending balance	\$ 176,420	\$ 305,957
As at	March 31, 2018	December 31, 2017
Current assets ¹	\$ 12,986	\$ 147,690
Non-current assets	5,344,596	4,553,642
Current liabilities	(3,317)	(181,825)
Non-current liabilities	(4,328,094)	(3,504,377)
Net assets	1,029,488	1,015,130
The Company's share of net assets – 20% (2017 – 20%)	\$ 205,898	\$ 203,026

¹ Inclusive of Cash of \$12,016 at March 31, 2018 (\$145,493 – December 31, 2017).

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements, Page 5
(Expressed in Canadian dollars)

Period ended March 31, 2018
(unaudited)

6. Investment in associate (continued)

For the period ended March 31, 2018

Loss for the period	\$ (16,552)
Other comprehensive gain – foreign currency translation	(5,894)
Total comprehensive loss	(22,446)
The Company's share of loss – 20%	(3,310)
The Company's share of other comprehensive income – 20%	(227)
The Company's share of comprehensive loss – 20%	\$ (3,538)

7. Mineral properties:

Expenditures by activity:

	Balance at December 31, 2017	Additions (Proceeds)	Balance at March 31, 2018
Property acquisitions and (recoveries)	\$ 3,974,206	\$ (31,500)	\$ 3,942,706
Lease costs, net of reversals	1,906,003	-	1,906,003
Geological and geophysical services	6,270,302	-	6,270,302
Drilling	3,772,553	-	3,772,553
Impairment	(14,277,059)	-	(14,277,059)
Deconsolidation	(1,470,474)	-	(1,470,474)
	\$ 175,531	\$ -	\$ 144,031

	Balance at December 31, 2016	Additions (Proceeds) / (Deconsolidation) / (Impairment)	Balance at December 31, 2017
Property acquisitions and (recoveries)	\$ 4,204,182	\$ (229,976)	\$ 3,974,206
Lease costs, net of reversals	1,775,009	130,994	1,906,003
Geological and geophysical services	6,234,782	35,520	6,270,302
Drilling	3,772,553	-	3,772,553
Impairment	(14,286,076)	(162,211)	(14,448,287)
Reversal of impairment	-	171,228	171,228
Deconsolidation (note 6)	-	(1,470,474)	(1,470,474)
	\$ 1,700,450	\$ (1,524,919)	\$ 175,531

EXGEN RESOURCES INC.

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(unaudited)

7. Mineral properties (continued):

Expenditures by property:

	Balance at December 31, 2017	Additions/ (Proceeds)/	(Impairment) Reversal of Impairment	Balance at March 31, 2018
Boss	\$ —	\$ —	\$ —	\$ —
Buena Vista	—	—	—	—
Gordon Lake	175,531	(31,500)	—	144,031
DOK	—	—	—	—
East Breccia	—	—	—	—
	\$ 175,531	\$ (31,500)	\$ —	\$ 144,031

	Balance at December 31, 2016	Additions/ (Proceeds)/ (Deconsolidation)	(Impairment) Reversal of Impairment	Balance at December 31, 2017
Boss	\$ —	\$ 105,274	\$ (105,274)	\$ —
Empire Mine	1,700,450	(1,700,450) ¹	—	—
Buena Vista	—	11,672	(11,672)	—
Gordon Lake	—	4,303	171,228	175,531
DOK	—	22,765	(22,765)	—
East Breccia	—	22,500	(22,500)	—
	\$ 1,700,450	\$ (1,533,936)	\$ 9,017	\$ 175,531

¹ Comprised of recoveries of \$229,976 and deconsolidation of \$1,470,474.

The Company has no current Mineral Resources or Mineral Reserves on any of its properties.

United States Properties

Boss Property

The Company's 100% controlled Boss property consists of a lease agreement with a patented claim owner, as well as 2 unpatented mineral claims. The agreement provides for advance royalty payments of \$1,500 per month. On commencement of production, the advance royalty will be converted to a production royalty, which will be equal to a 1.5% NSR. The owner can convert the advance royalty payments to a 20% working interest at any time before completion of a feasibility study. During the year ended December 31, 2017, the Company has extended the lease agreement to December 31, 2020. The Company has prepaid monthly lease payments up to December 31, 2020.

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements, Page 7
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(unaudited)

7. Mineral properties (continued):

Empire Mine

ExGen obtained the option to acquire the Empire mine project through its acquisition of Konnex. Pursuant to an option and exploration agreement dated April 23, 2012, including amended agreements dated November 19, 2012, February 7, 2013, June 28, 2013, July 3, 2013, and September 19, 2013, ExGen was required to issue 5,000,000 shares on or before April 1, 2014 and was required to pay \$950,000 in cash on or before July 1, 2015, to earn a 95% interest in the property. The Company was also able to elect to pay an additional \$225,000 on or before July 1, 2015, to earn the final 5% interest, and therefore hold a 100% interest in the property. If the Company held a 100% interest, the Company was required to pay a 2% NSR royalty to the optioner, Musgrove Minerals Corp. ("Musgrove"). The Empire Mine project was also subject to a 2.5% NSR royalty payable to the owners, Honolulu Copper Corp. and Mackay LLC.

Effective March 5, 2014, the Company entered into a letter agreement with Musgrove to amend the payment terms as noted in the April 23, 2012 and February 7, 2013 agreements.

Pursuant to the amended terms, the option may be exercised with Konnex earning a 100% interest in the Property.

On April 19, 2015, the Company entered into a letter agreement with Musgrove to amend the payment terms as noted in all previous amendment letters.

All required payments were completed as at April 20, 2015 and the Company earned a 100% interest in the property.

The Company has also signed amendments of the leases with the owners and was required to make monthly lease payments of \$7,500 USD to Mackay LLC and \$4,000 USD to Honolulu Copper Corp. As part of the amended option signed November 9, 2016 with Phoenix, these lease payments are the obligation of Phoenix.

As consideration for the Amendments, the Company has agreed to make milestone payments to Musgrove as follows:

- i) Cash payment of \$100,000 on completion of a NI 43-101 compliant Pre-Feasibility Study; and
- ii) \$250,000 per 100 million pounds of copper reserves, as determined by a NI 43-101 compliant Bankable Feasibility Study.

These lease payments are the obligation of Konnex, subsequent to the change in control.

On July 15, 2015, ExGen, together with Konnex signed an option agreement ("Original Agreement") with Phoenix, for Phoenix to secure an option to acquire 80% of the issued shares of Konnex, which holds the leases to the Empire Mine Project. On November 9, 2016, ExGen, together with Konnex signed an amended option agreement ("Amended Agreement") with Phoenix on the terms and conditions noted below, including a term requiring the return of the Konnex common shares to ExGen in certain circumstances, as discussed further below. The terms of the original option with Phoenix remain in place except as amended below.

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements, Page 8
(Expressed in Canadian dollars)

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(unaudited)

7. Mineral properties (continued):

Empire Mine (continued)

Project Participation

- Upon the deposit by Phoenix of \$1,000,000 USD into the Konnex bank account (discussed below under Project Expenditures by Phoenix), 80% of Konnex's common shares will be transferred to Phoenix.
- ExGen to retain a 20% carried interest until commencement of mine construction.
- ExGen to be granted a 2.5% net smelter returns royalty for all metals on the Empire Mine Project (the "2.5% NSR").
- If any of the cash or share payments, or project expenditure requirements, both as described below, are not completed as required pursuant to the Original Option as amended by the Amendment, or if the Original Option is terminated, then the 80% of the Konnex common shares will be returned to ExGen without ExGen paying any consideration.

Cash and Shares

- ExGen to be paid a cash payment of \$50,000 USD on signing the Original Agreement (received).
- ExGen to be issued 5,000,000 common shares of Phoenix on signing the Original Agreement (received – see note 5).
- ExGen to be paid a cash payment of \$50,000 USD within 60 days of signing the Original Agreement (received).
- ExGen to be paid a cash payment of \$50,000 USD on signing the Amended Agreement (received).
- ExGen to be issued an additional 5,000,000 common shares of Phoenix and an additional 1,300,000 common shares of Phoenix on signing the Amended Agreement (received – see note 5).
- ExGen to be paid a cash payment of \$100,000 USD on the earlier of the Phoenix Initial Public Offering ("IPO") date or by March 31, 2017 (received).
- ExGen to be paid \$100,000 USD on each anniversary date of the earlier of the Phoenix IPO or March 31, 2017 (the "IPO Anniversary Payment") until the completion of a bankable feasibility study on the Empire Mine Project. (received \$100,000 USD during period ended March 31, 2018).
- The IPO Anniversary Payment increases 100% to \$200,000 USD for any payment where during the prior 12 months period the minimum expenditures on the Empire Mine Project has not been met (see below for minimum expenditure requirements).

Project Expenditures by Phoenix

- Phoenix to have deposited a minimum of \$1,000,000 USD into the Konnex bank account by the earlier of the Phoenix IPO date or by June 30, 2017, subject to Phoenix making monthly payments of \$ 12,500 USD to Konnex until the \$ 1,000,000 USD is settled.
- Phoenix to spend the \$1,000,000 USD on the Empire Mine Project within 12 months of deposit into the Konnex bank account.
- Phoenix to fund all Empire Mine Project property maintenance and sustaining costs of Konnex.
- Phoenix to spend a minimum of \$500,000 USD on the Empire Mine Project every 12 months until completion of the bankable feasibility study.

EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements, Page 9
(Expressed in Canadian dollars)

Period ended March 31, 2018
(unaudited)

7. Mineral properties (continued):

Empire Mine (continued)

Deal Protection and Corporate Structure

- Should Phoenix sell its 80% interest in Konnex prior to the commencement of commercial production, ExGen shall have the right but not the obligation to sell its 20% interest in Konnex on the same terms as Phoenix.

On June 29, 2017, Phoenix fulfilled all necessary obligations in order to exercise its option to acquire 80% interest in Konnex.

Buena Vista Property

ExGen signed an agreement on January 23, 2006 and an amendment on July 7, 2008 to earn an 80% interest in the Buena Vista property located in central Nevada. ExGen acquired an 80% interest in the property by making expenditures on the property of \$1,000,000 USD, assuming the obligations on one unpatented claim known as Copper Kettle and making cash payments of \$80,000 USD by January 26, 2011. As of December 31, 2011, the property expenditures of \$1,000,000 USD and the cash payments of \$80,000 USD had been made and the Company had acquired the 80% interest in the Buena Vista property. During the year ended December 31, 2012, the Company acquired the remaining 20% in the Buena Vista property in exchange for granting the former owner a 1% NSR royalty.

Canadian Properties

Gordon Lake Property

On December 1, 2003, the Company signed a Letter of Agreement to acquire the right to earn up to 90% interest in the Gordon Lake gold property located in the Northwest Territories. In 2007, the Company fulfilled all the requirements of the Letter of Agreement and earned a 90% interest in the property. The Company signed an Assignment of Mining Lease, effective March 31, 2014, whereby Kelman Technologies Inc. assigned all of their ownership in the property (10% interest and sliding scale NSR Royalty) to the Company. As such, the Company now holds 100% interest in the property.

On February 9, 2018, the Company entered into an option agreement allowing Phoenix to earn an 80% interest in Gordon Lake by making the following payments and exploration commitments:

Cash and Shares

- Cash payment of US \$25,000 on signing the Option (received)
- 2,000,000 common shares of Phoenix within 90 days of signing the Option
- US \$25,000 on the first 2 anniversary dates of the signing of the Option and thereafter US \$50,000 on the anniversary date of the signing of the Option until the completion of a bankable feasibility study on Gordon Lake.

Project Spend by Phoenix

- Phoenix to spend a minimum of US \$250,000 on Gordon Lake within 12 months of signing the Option

EXGEN RESOURCES INC.

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7. Mineral properties (continued):

Gordon Lake Property (continued)

Project Participation

- ExGen to retain a 20% carried interest until commencement of mine construction, at which time ExGen will be required to contribute to the construction of production facilities on Gordon Lake in respect of its 20% interest.
- ExGen granted a 2.5% net smelter returns royalty for revenue realized from commercial production from Gordon Lake (the "2.5% NSR")

DOK Property

On May 16, 2011, the Company signed an Option Agreement with two private property owners to earn a 100% interest in the DOK copper-gold porphyry property in northern British Columbia, Canada. The property consists of 17 contiguous mineral claims covering approximately 18,500 acres. The Option Agreement was amended on December 15, 2011, April 13, 2014, and July 19, 2016.

Under the amended terms of the Option Agreement, the Company has the right to earn a 100% interest in the DOK property by making the following payments and exploration commitments:

a) Cash payments totaling \$340,000 over six years as follows:

- \$20,000 on signing (paid),
- \$30,000 on or before April 30, 2012 (paid),
- \$40,000 on or before April 30, 2013 (paid),
- \$50,000 on or before April 30, 2014 (paid),
- \$50,000 on or before April 30, 2015 (paid), and
- \$150,000 on or before April 30, 2016 (satisfied via amendment dated July 19, 2016 detailed below).

b) Exploration expenditures totaling \$3,000,000 due as follows:

- \$500,000 on or before by April 30, 2012 (incurred), and
- \$2,500,000 on or before April 30, 2017 (amended July 19, 2016 detailed below),

c) A 3% NSR to the property vendors, of which the Company has the right to repurchase 2% of the NSR at any time prior to the commencement of commercial production for a cash payment of \$2,000,000.

On April 14, 2014 Continental Precious Minerals Inc. ("Continental") signed a Sub-Option Agreement with ExGen to earn up to a 75% interest in the DOK property. In July 2016, Continental has elected to withdraw from its option. As a result, the Company regained control of the DOK project from Continental.

EXGEN RESOURCES INC.

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7. Mineral properties (continued):

DOK Property (continued)

On July 19, 2016, the Company entered into an amending agreement with the optionors of the DOK property to amend the option terms for the DOK property, which was initiated in May 2011. Pursuant to the amendment the Company will make the following payments to the Optionors:

- \$16,000 on execution of the Amendment (paid);
- \$20,000 on or before July 19, 2017 (paid);
- \$40,000 on or before July 19, 2018;
- \$50,000 on or before July 19, 2019; and
- \$90,000 on or before July 19, 2020.

ExGen was also granted a 3 year extension (from April 30, 2017 to April 30, 2020) to incur \$2,537,328 of exploration and development expenditures required to exercise the option and acquire 100% of DOK.

East Breccia Property

On June 9, 2011, the Company signed an Option Agreement ("Agreement 1") whereby it has the right to earn a 100% working interest in certain claims in the East Breccia copper-molybdenum-silver exploration property located in south-central Ontario by making the following payments and exploration commitments:

- a) Initial cash payment of \$15,000 and issuing of 75,000 common shares of ExGen on execution of option agreement. The cash payment was made upon execution of the option agreement however shares were issued upon regulatory approval on August 3, 2011.
- b) Additional cash payments totaling \$150,000 and common share issuances totaling 425,000 shares over four years:
 - \$25,000 and 75,000 common shares on the first anniversary date (paid and issued);
 - \$35,000 and 100,000 common shares on the second anniversary date (paid and issued);
 - \$40,000 and 100,000 common shares on the third anniversary date (paid per "Amendment 1" detailed below and issued);
 - \$50,000 and 150,000 common shares on the fourth anniversary date (see "Amendment 2" detailed below);
- c) Exploration expenditures totaling \$308,000 over four years as follows: \$44,000 on or before June 9, 2012 (incurred), \$44,000 on or before June 9, 2013 (incurred), \$88,000 on or before June 9, 2014 (incurred) and \$132,000 on or before June 9, 2015 (incurred); and

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7. Mineral properties (continued):

East Breccia Property (continued)

- d) A 3% NSR to the property vendors, of which the Company has the right to repurchase 1% of the NSR at any time for a cash payment of \$1,000,000, or in increments of \$500,000 per 0.5% NSR.

On October 31, 2012, the Company signed an Asset Purchase Agreement ("Agreement 2") acquiring a 100% interest in additional mineral claims in the East Breccia property located in South Central Ontario for \$308,000 by issuing 4,400,000 common shares of ExGen at a fair value of \$0.07 per share upon execution of the agreement and issuing a 2% NSR of which the Company has the right to repurchase 1% of the NSR at any time for a cash payment of \$1,200,000.

A one-time bonus payment of \$1,000,000 in common stock of ExGen will become due and payable upon completion of a bankable feasibility study (as defined in the option agreement) for the development of the claims purchased. The number of shares to be issued is to be calculated using the 15 day volume weighted average trading price of the Company's common stock starting on the date a news release discloses a bankable feasibility study.

On June 9, 2014, the Company signed an Amendment ("Amendment 1") with the East Breccia Optionors, revising the third anniversary cash payment to \$20,000 on June 9, 2014 (paid) and \$20,000 on September 9, 2014 (paid).

On November 24, 2015, the Company signed an Amendment ("Amendment 2") with the East Breccia Optionors, revising the fourth anniversary cash payment to:

- i) \$12,500 within 5 business days of execution of Amendment 2 (paid);
- ii) An aggregate of 150,000 common shares in the capital of ExGen to be issued within 5 days of obtaining TSX-V approval (issued – valued at \$0.01 per share);
- iii) At ExGen's option, either \$12,500 or an aggregate of 750,000 common shares in the capital of ExGen to be issued within 6 months of the execution of Amendment 2 (750,000 common shares issued);
- iv) At ExGen's option, either \$12,500 or an aggregate of 750,000 common shares in the capital of ExGen to be issued within 12 months of Amendment 2 (750,000 common shares issued);
- v) At ExGen's option, either \$12,500 or an aggregate of 750,000 common shares in the capital of ExGen to be issued within 18 months of the signing of Amendment 2 (750,000 common shares issued).

Commencing on the earlier of: 1) the first anniversary whereby ExGen has reached Commercial Production of the Empire Mine Project, or 2) five years from the date execution of Amendment 2, a pre-production advance royalty of \$20,000 per annum, will be payable to the Optionors and will be deductible against future royalty payments upon the commencement of commercial production from the East Breccia property. For greater clarity, if after 5 years from the execution of Amendment 2, the payment of the pre-production advance royalty of \$20,000 per annum has not commenced, then the East Breccia property will revert to the Optionors.

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8. Share Capital

(a) Authorized:

Unlimited number of common shares without nominal or par value.

Unlimited number of preferred shares without nominal or par value of which none have been issued.

(b) Warrants:

As at March 31, 2018 there were a total of 12,054,000 warrants outstanding.

	2018		2017	
	Number of warrants	Amount	Number of warrants	Amount
Outstanding, beginning of period	12,054,000	\$ 309,422	8,960,000	\$ 204,422
Expired	—	—	—	—
Issued	—	—	3,094,500	105,000
Outstanding, end of period	12,054,500	\$ 309,422	12,054,000	\$ 309,422

Warrants outstanding at March 31, 2018:

Expiry	Exercise Price	Number
February 19, 2019	\$0.05	6,500,000
April 15, 2019	\$0.05	2,460,000
September 26, 2019	\$0.10	94,500
September 26, 2021	\$0.10	3,000,000
		12,054,500

There were no warrants issued or extended during the period ended March 31, 2018.

(c) Share options:

Under the Company's stock option plan, the Company may grant equity-settled options to consultants, officers and directors equal to 10% of the then issued and outstanding common shares. The exercise price and vesting period of options granted is not less than the market price of the common shares traded less the available discount under TSX Venture Exchange Inc. policies, and is determined by the Board of Directors. Options granted can have a term of up to 10 years. Outstanding options to purchase common shares and units under the Company's stock option plan are as follows:

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8. Share Capital

(c) Share options (continued):

	2018		2017	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of period	–	–	15,450,000	\$ 0.05
Granted	–	–	–	–
Expired	–	–	(15,450,000)	\$ 0.05
Cancelled	–	–	–	–
Outstanding, end of period	–	–	–	\$ –
Exercisable, end of period	–	–	–	\$ –

(e) Share-based compensation:

Compensation expense is recognized for stock options granted over the vesting period, being 12.5% on date of grant with a further 12.5% vesting each quarter thereafter. Options granted are non-transferable and expire after three years. In accordance with the Company's incentive stock option plan, these options have an exercise price equal to or greater than the market price at the date of grant.

(f) Per share amounts:

In computing loss per share, all options and warrants were excluded from the dilution calculation, as they were anti-dilutive. The weighted average number of common shares outstanding for the period ended March 31, 2018 was 344,380,080 (2017 – 323,980,080).

9. Related party transactions:

Key Management Personnel:

ExGen considers key management personnel to be the officers and directors of the Company.

Total compensation to key management personnel of \$4,500 (2017 - \$4,500) consisted of consulting fees to an officer.

At March 31, 2018, accounts payable and accrued liabilities included \$8,287 which was owing to a director of the Company. (2017 - \$8,287)

Other Related Parties:

During the period ended March 31, 2018, the Company incurred a charge to a spouse of a director \$3,750 in rent (2017 - \$3,750). At March 31, 2018, accounts payable and accrued liabilities included \$37,500 (2017 - \$33,750) relating to such services.

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10. Commitments:

During the year ended December 31, 2012, the Company raised flow-through share proceeds of \$247,354 and renounced the expenditure deductions to investors effective December 31, 2012. The Company incurred qualifying expenditures of \$9,696 in 2012 and \$77,553 in 2013. As at December 31, 2013, the remaining required expenditures of \$160,105 had not been incurred. Under the terms of the flow-through share offering, the Company has indemnified the subscribers for any taxes or penalties resulting from the shortfall. As a result, in 2013 the Company estimated and accrued a liability of \$62,439 as a result of this shortfall, and recorded a further accrual of \$16,011 for its Part XII.6 tax and related penalty. Further, during 2013, the flow through premium of \$20,040 relating to the expenditure shortfall was reversed and recognized in net loss. A further adjustment of \$5,302 was recorded during the year ended December 31, 2017 for changes in the CRA's prescribed rate of interest and interest accrued. The total amounts payable of \$111,346 (2017 - \$111,346), inclusive of estimated interest and penalties, is recorded in accounts payable and accrued liabilities.

11. Financial instruments and financial risk management:

The Company's financial instruments include cash, accounts receivable, marketable securities, deposits, and accounts payable and accrued liabilities.

Fair value

Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from relevant markets.

The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in Level 1. Instruments included in Level 1 comprise primarily publicly-traded equity investments classified as FVTOCI securities.

Risk management

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adhere to market conditions. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included as applicable.

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11. Financial instruments and financial risk management (continued):

Risk management (continued)

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies.

(a) 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 contractual obligations. The Company's credit risk is attributable to cash balances, trade accounts receivable and deposits.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk. Cash is held with Schedule I Canadian banks, while the deposits are held with a governmental authority. Therefore management believes the risk of loss to be minimal.

(b) Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking harm to the Company's reputation.

As at March 31, 2018, the Company's financial liabilities were comprised of accounts payable and accrued liabilities of \$193,924, which have either contractual or expected maturities of less than one year. In order for the Company to settle its expected future obligations the Company will be required to raise funds through private placements. See note 1 for discussion of going concern.

(c) Market risk

Market risk consists of currency risk, commodity price risk, other price risk, and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns:

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11. Financial instruments and financial risk management (continued):

Risk management (continued)

(c) Market risk (continued)

i) Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is considered to be in the exploration stage and has not yet developed commercial mineral interests, the underlying market prices in Canada for minerals are impacted by changes in the exchange rate between the Canadian and United States dollar. As the Company has transactions that are denominated in United States dollars the Company is exposed to foreign currency exchange risk. At March 31, 2018, the Company held, disclosed in US Dollars, US cash of \$136,147 (2017 - \$14,277), US deposits of \$34,268 (2017 - \$34,268) and US accounts payable of \$2,000 (2017 - \$2,000). Every \$0.01 change in the foreign exchange rate at March 31, 2018 would have impacted net loss by \$1,684 (2017 - \$465).

The Company is also exposed to fluctuations in the exchange rate between the Canadian dollar and British pounds through its investment in Phoenix (see note 5). At March 31, 2018, the Company held £531,100 of Phoenix shares. Every \$0.01 change in the foreign exchange rate at March 31, 2018 would have impacted other comprehensive income by \$5,311.

ii) Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time.

iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is exposed to other price risk through its investments in Phoenix shares traded in an active market. A 10% change in the share price, holding other factors consistent, would impact other comprehensive income by \$96,161.

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11. Financial instruments and financial risk management (continued):

Risk management (continued)

(c) Market risk (continued)

iv) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has no variable rate debt, however is exposed to interest rate risk on its cash or deposits. The Company did not hold any cash equivalents at March 31, 2018 and had no interest rate swap or financial contracts in place at March 31, 2018.