



MARITIME RESOURCES CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the Three Months Ended
March 31, 2018

(Expressed in Canadian Dollars)
(Unaudited)



MARITIME RESOURCES CORP.

Notice

Notice of No Auditor Review of the Condensed Interim Financial Statements

The accompanying unaudited condensed interim financial statements of Maritime Resources Corp. ("the Company"), for the three months ended March 31, 2018 have been prepared by management and have not been the subject of a review by the Company's independent auditor.

<u>Index</u>	<u>Page</u>
Financial statements:	
Condensed Interim Statements of Financial Position	4
Condensed Interim Statements of Loss and Comprehensive Loss	5
Condensed Interim Statements of Changes in Shareholders' Equity	6
Condensed Interim Statements of Cash Flows	7
Notes to the Condensed Interim Financial Statements	8

MARITIME RESOURCES CORP.

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars)

(Unaudited- Prepared by Management)

	Note	March 31, 2018	December 31, 2017
		(\$)	(\$)
Assets			
Current assets			
Cash	6	361,260	387,117
Receivables	13	35,641	35,789
Prepaid expenses		4,473	45,548
		401,374	468,454
Exploration and evaluation assets	7, 13	6,676,462	6,469,604
		7,077,836	6,938,058
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	8, 13	123,734	150,442
Loans	9, 13	-	442,640
Flow-through premium liability	11	56,258	63,982
		179,992	657,064
Shareholders' Equity			
Capital stock	11	11,284,744	10,202,819
Share subscriptions receivable	11	(100,000)	(100,000)
Subscriptions received in advance	11	-	96,920
Treasury shares	11	(245,000)	(245,000)
Reserves	11	1,182,950	1,222,944
Royalty reserve	11	210,700	210,700
Deficit		(5,435,550)	(5,107,389)
		6,897,844	6,280,994
		7,077,836	6,938,058

See accompanying notes to the financial statements.

Nature of operations and going concern (Note 1)

Subsequent events (Note 14)

"Douglas Fulcher"

..... Director
Douglas Fulcher

"Allan Williams"

..... Director
Allan Williams

MARITIME RESOURCES CORP.

Condensed Interim Statements of Loss and Comprehensive Loss

For the Three Months Ended March 31

(Expressed in Canadian Dollars)

(Unaudited -- Prepared by Management)

	Note	2018	2017
		(\$)	(\$)
Expenses			
Administration	13	88,500	88,799
Consulting	13	87,000	103,000
Directors' fees	13	4,500	13,500
Financing expense, accretion and interest on loans payable	9	66,675	2,466
Investor relations and promotion		165,147	129,887
Professional fees		14,689	8,462
Share-based payments	11,13	-	2,895
		(426,511)	(349,009)
Interest income		-	1,398
Recovery on flow-through premium liability		26,044	-
Loss and Comprehensive Loss for the Period		(400,467)	(347,611)
Loss Per Share - basic and diluted		(0.01)	(0.01)
Weighted Average Number of Common Shares Outstanding		75,819,476	52,110,992

See accompanying notes to the financial statements.

MARITIME RESOURCES CORP.
Condensed Interim Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

(Unaudited-- Prepared by Management)

		Capital Stock		Share subscriptions	Share subscriptions	Treasury Shares	Reserves	Royalty Reserve	Deficit	Total
	Note	Shares	Amount	receivable	received in advance					shareholders' equity
		(#)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Balance, December 31, 2016		57,437,795	8,753,812	-	-	(245,000)	914,553	210,700	(3,662,649)	5,971,416
Loss for the period		-	-	-	-	-	-	-	(347,611)	(347,611)
Shares issued for property		100,000	14,000	-	-	-	-	-	-	14,000
Share-based payments		-	-	-	-	-	2,895	-	-	2,895
Balance, March 31, 2017		57,537,795	8,767,812	-	-	(245,000)	917,448	210,700	(4,010,260)	5,640,700
Loss for the period		-	-	-	-	-	-	-	(1,167,247)	(1,167,247)
Shares and warrants issued upon private placements		14,972,501	1,633,917	(100,000)	96,920	-	-	-	-	1,630,837
Share issuance cost		-	(99,100)	-	-	-	-	-	-	(99,100)
Finders' Warrants		-	(33,210)	-	-	-	33,210	-	-	-
Non-cash transactions:				-	-					-
Other liability on flow-through share premium		-	(136,667)	-	-	-	-	-	-	(136,667)
Shares issued for properties		260,000	23,400	-	-	-	-	-	-	23,400
Shares issued to lender	9,11	333,333	46,667	-	-	-	105,387	-	-	152,054
Share-based payments		-	-	-	-	-	237,017	-	-	237,017
Transfer of share-based payments expired		-	-	-	-	-	(70,118)	-	70,118	-
Balance, December 31, 2017		73,103,629	10,202,819	(100,000)	96,920	(245,000)	1,222,944	210,700	(5,107,389)	6,280,994
Loss for the period		-	-	-	-	-	-	-	(400,467)	(400,467)
Shares and warrants issued upon private placements	11	11,164,340	1,134,754	-	(96,920)	-	-	-	-	1,037,834
Share issuance cost		-	(62,660)	-	-	-	-	-	-	(62,660)
Finders' units	11	488,480	43,963	-	-	-	-	-	-	43,963
Finders' warrants	12	-	(32,312)	-	-	-	32,312	-	-	-
Non-cash transactions:										
Other liability on flow-through share premium	11	-	(18,320)	-	-	-	-	-	-	(18,320)
Shares issued for properties	11	150,000	16,500	-	-	-	-	-	-	16,500
Transfer of share-based payments expired		-	-	-	-	-	(72,306)	-	72,306	-
Balance, March 31, 2018		84,906,449	11,284,744	(100,000)	-	(245,000)	1,182,950	210,700	(5,435,550)	6,897,844

See accompanying notes to the financial statements.

MARITIME RESOURCES CORP.

Condensed Interim Statements of Cash Flows

For the Three Months Ended March 31

(Expressed in Canadian Dollars)

(Unaudited -- Prepared by Management)

	2018	2017
	(\$)	(\$)
Operating Activities		
Loss for the period	(400,467)	(347,611)
Items not involving cash:		
Share-based payments	-	2,895
Financing expense and interest accrued on loan payable	66,675	2,466
	(359,836)	(342,250)
Changes in non-cash working capital:		
Receivables	149	29,218
Prepaid expenses	41,075	4,825
Accounts payable and accrued liabilities	24,440	(86,012)
	65,663	(51,969)
Cash Used in Operating Activities	(294,173)	(394,219)
Investing Activities		
Exploration and evaluation expenditures	(206,858)	(163,932)
Cash Used in Investing Activities	(206,858)	(163,932)
Financing Activities		
Repayment of loans	(500,000)	-
Securities issued for cash	1,134,754	-
Share subscriptions received in advance	(96,920)	-
Share issuance costs	(62,660)	-
Cash Provided by Financing Activities	475,174	-
Change in cash for the Period	(25,857)	578,391
Cash, Beginning of Period	387,117	2,119
Cash, End of Period	361,260	580,510
Supplemental disclosure:		
Cash paid for interest	36,712	-
Supplemental disclosure of non-cash financial and investing activities:		
Fair value of broker warrants	32,312	-
Exploration and evaluation assets included in accounts payable and accrued liabilities	78,877	29,608
Shares issued for property	16,500	14,000
Flow through share premium	18,320	-
Share subscriptions receivable	(100,000)	-

See accompanying notes to the financial statements.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

1. NATURE OF OPERATIONS AND GOING CONCERN

Maritime Resources Corp. (the “Company” or “Maritime”) was incorporated under the *Business Corporations Act* (British Columbia) on May 14, 2007. The principal activities of the Company are the exploration of resource properties in Green Bay, Newfoundland and Labrador, Canada. The Company is considered to be in the exploration stage.

The address of the Company’s corporate office and principal place of business is Suite 615 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

These condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these condensed interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of, participation in or interest in new properties, assets or business opportunities, and raise additional funds by way of equity financings. Any acquisition may be subject to shareholder and regulatory approval and obtaining the necessary financing. Should the Company be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired. The available funds are insufficient to continue operations for the ensuing year. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be successful in doing so in the future. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

2. STATEMENT OF COMPLIANCE AND BASIS OF PRESENTATION

These condensed interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These condensed interim financial statements have been prepared on a historical basis, using the accrual basis of accounting except for cash flow information. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s audited financial statements as at and for the year ended December 31, 2017. Accordingly accounting policies applied are the same as those applied in the Company’s annual audited financial statements which are filed on SEDAR at www.sedar.com.

These condensed interim financial statements were authorized for issue by the Board of Directors on May 29, 2018.

3. SIGNIFICANT ACCOUNTING POLICIES

The condensed interim financial statements have been prepared using the historical cost basis, except for financial instruments which are stated at fair value. Accounting policies applied are the same as those applied in the Company’s annual audited financial statements.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
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(Unaudited – Prepared by Management)

(a) Use of estimates and judgment

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

Critical judgments exercised in the application of accounting policies and estimates having the most significant effects on the amounts recognized in these condensed interim financial statements include:

Judgement:

Economic recoverability and profitability of future economic benefits of exploration and evaluation assets – Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits, including geological and other technical information, a history of conversion of mineral deposits with similar characteristics to its properties, evaluation of permitting and environmental issues and other such factors.

Royalty reserve - Royalty reserve includes proceeds received from royalty units, repayable from future production. As future production is not determinable, the royalty units have been classified as capital in nature.

Estimates:

Valuation of share-based payments, agent compensation and finders' warrants – The Company uses the Black-Scholes Pricing Model for valuation of share-based payments, agent compensation and finders' warrants, which requires the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's results and equity reserves.

Income taxes – In assessing the probability of realizing deferred tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax position taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operation and cash flows.

(b) Functional and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

(c) Segmented information

The Company has one operating segment, mineral exploration and development, and operates in one geographical segment, being Canada.

(d) Exploration and evaluation assets ("E&E")

Once the legal right to explore a property has been obtained, costs directly related to E&E expenditures are recognized and capitalized, in addition to the acquisition costs, net of recoveries, on a property-by-property basis. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to E&E activities, including general administrative overhead costs, are expensed in the period in which they occur.

From time to time the Company may acquire or dispose of a mineral property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments and government assistance are recorded as property costs or recoveries when the payments are made or received.

Upon completion of a technical feasibility study and when commercial viability is demonstrated and an impairment test is performed, capitalized exploration and evaluation assets are transferred to and classified as mineral property acquisition and development costs. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management, are capitalized. Development costs are net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

If economically recoverable ore reserves are developed, capitalized costs of the related property will be reclassified as mining assets and will be amortized using the unit-of-production method. When a property is deemed to no longer have commercially viable prospects to the Company, E&E expenditures in respect of the project are deemed to be impaired. As a result those E&E costs, in excess of estimated recoveries, are written off to profit or loss.

The Company assesses E&E assets for impairment at each statement of financial position date or whenever facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. A cash-generating unit is the smallest identifiable group of E&E assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

Although the Company has taken steps to verify title to the properties in which it has an interest in accordance with industry standards for properties in the exploration stage, these procedures do not guarantee that title to the properties will not be challenged or impugned. Property title may be affected by undetected defects, be subject to unregistered prior agreements, transfers or land claims, or be non-compliant with regulatory requirements.

e) New accounting standards

The adoption of the following IFRS standards and amendments to existing standards effective January 1, 2018 did not have an effect on the Company's condensed interim financial statements:

- IFRS 2, "Share-based payment" (amended standard) is effective for annual periods beginning on or after January 1, 2018.
- IFRS 7, "Financial Instruments: Disclosure" is effective for annual periods beginning on or after January 1, 2018.
- IFRS 9, "Financial Instruments: Classification and Measurement": is effective for annual periods beginning on or after January 1, 2018. The Company adopted IFRS 9 retrospectively, without restatement of prior year financial statements. IFRS 9 replaces the provisions of IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39") that relate to the recognition, classification, and measurements of financial assets and financial liabilities, derecognition of financial instruments and impairment of financial assets. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The approach in IFRS 9 is based on how the Company manages its financial instruments and the contractual cash flow characteristics of the financial asset. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9. The application of IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities, and there was also no impact to the carrying value of any of the Company's financial assets or liabilities on the date of transition.

Accounting Standards Issued but not yet in Effect

- IFRS 16, "Leases": is effective for annual periods beginning on or after January 1, 2019.

The Company is currently evaluating the impact of this new and amended standard on its financial statements.

4. FINANCIAL INSTRUMENTS

The Company has classified its cash as FVTPL (using level 1 of the fair value hierarchy); receivables (excluding tax arrangements) as loans and receivables; and accounts payable and accrued liabilities and loans as other financial liabilities.

The carrying values of cash, receivables, accounts payable and loans approximate their fair values due to the short-term maturity of these financial instruments.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
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5. FINANCIAL RISK MANAGEMENT

(a) Credit risk

Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash and receivables. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The Company manages credit risk with respect to its cash by maintaining demand deposits with a major Canadian financial institution; however, this exposes the Company's cash to concentration of credit risk as all amounts are held at a single institution.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company is exposed to liquidity risk.

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

- (a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and
- (b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not exposed to foreign currency risk as its monetary assets and liabilities are denominated in Canadian dollars.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
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(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

There were no changes in the Company's approach to managing the above risks.

6. CASH

	March 31, 2018	December 31, 2017
	(\$)	(\$)
Cash	361,260	387,117

7. EXPLORATION AND EVALUATION ASSETS**Green Bay:**

During 2010, the Company acquired a 50% interest in the Green Bay mineral property located in central Newfoundland, and in 2011 acquired the remaining 50% interest, such that the Company has a 100% interest in the property, subject to a 2% net smelter return ("NSR") royalty on future production from the property with the exception of production from the Orion deposit.

Whisker Valley:

On February 27, 2017, the Company entered into an agreement to acquire a 100% interest in the Whisker Valley ("Whisker") property in Newfoundland, Canada, under the following terms:

	Cash Payments	Shares in the capital of the Company	Minimum exploration expenditures on the property
	(\$)	(#)	(\$)
22-Mar-17 Upon approval (paid)	25,000	100,000 (issued March 23, 2017)	Nil
22-Mar-18 Year 1 anniversary	20,000	150,000 (issued March 21, 2018)	100,000 (incurred)
22-Mar-19 Year 2 anniversary	30,000	200,000	250,000
22-Mar-20 Year 3 anniversary	50,000	250,000	300,000
22-Mar-21 Year 4 anniversary	75,000	300,000	500,000
22-Mar-22 Year 5 anniversary	100,000	500,000	500,000
	300,000	1,500,000	1,650,000

The Company is required to make an additional payment to the optionors of \$50,000 on each of the first, second and third anniversary of the final option payment.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

The property is subject to a 2.5 % NSR, of which 1% can be purchased for \$1,000,000 on or before the end of the second anniversary of commercial production.

On November 16, 2017, the Company further expanded the Whisker Valley project by entering into an agreement to acquire 100% interest in the El Strato property in Newfoundland, Canada (contiguous to Whisker), under the following terms:

	Option payment (\$)	Shares in the capital of the Company (#)
Upon approval (paid)	5,000	250,000 (Issued November 27, 2017)
Year 1 anniversary	10,000	250,000
Year 2 anniversary	25,000	250,000
	40,000	750,000

On December 1, 2017, the Company also added to the Whisker Valley land package by entering into an agreement to acquire 100% interest in the Strugglers Pond property in Newfoundland, Canada (contiguous to Whisker), under the following terms:

Both the El Strato and Strugglers Pond properties are subject to separate 2% NSR royalties, of which 1% can be purchased for \$1,000,000 on or before the end of the second anniversary of commercial production.

	Cash Payments (\$)	Shares in the capital of the Company (#)	Minimum exploration expenditures on the property (\$)
Upon approval (paid)	2,000	10,000 (issued December 27, 2017)	5,000 (incurred)
Year 1 anniversary	3,000	15,000	25,000
Year 2 anniversary	10,000	25,000	50,000
Year 3 anniversary	15,000	50,000	120,000
	30,000	100,000	200,000

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
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A continuity of expenditures incurred on the Company's 100% owned Green Bay Property and the Whisker Valley Property, follow:

	Green Bay (\$)	Whisker Valley (\$)	Total (\$)
Balance, December 31, 2016	5,826,365	-	5,826,365
Additions during the period			
Acquisition costs - cash	-	32,000	32,000
Acquisition costs - shares	-	37,400	37,400
Exploration costs:			
Geology and engineering	461,941	145,068	607,009
Geochemistry	10,776	-	10,776
Property	65,325	4,280	69,605
Geophysics	42,098	-	42,098
Other	8,728	-	8,728
	588,868	218,748	807,616
Less:			
Recoveries & Grants	(164,377)	-	(164,377)
Net additions	424,491	218,748	643,239
Balance, December 31, 2017	6,250,856	218,748	6,469,604
Additions during the period			
Acquisition costs - cash	-	20,000	20,000
Acquisition costs - shares	-	16,500	16,500
Exploration costs:			
Geology and engineering	90,683	18,560	109,243
Geochemistry	6,208	-	6,208
Geophysics	-	42,000	42,000
Other	12,713	194	12,907
	109,604	97,254	206,858
Balance, March 31, 2018	6,360,460	316,002	6,676,462

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2018 (\$)	December 31, 2017 (\$)
Accounts payable	114,390	71,460
Accrued liabilities	7,500	30,000
Interest payable	-	27,397
Due to related parties (note 13)	1,844	21,585
	123,734	150,442

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
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9. LOANS

2014 Loan:

Pursuant to a loan of \$100,000 that bore interest at 8% per annum, the Company had accrued interest of \$30,438 owing to the lender. On December 31, 2017, \$100,000, and interest of \$30,438 was repaid.

2017 Loan:

On April 25, 2017, the Company entered into a loan arrangement ("Bridge Financing Agreement") pursuant to which it received \$500,000. The Bridge Financing Agreement, which was approved by the TSX Venture Exchange ("TSX-V") on April 26, 2017, provides for a maturity date of one year (the "Maturity Date"), bears interest of 8% per annum and is repayable upon earliest of: the maturity date, raising \$2,000,000 or more in equity or debt financing, or committing an event of default. In connection with the Bridge Financing Agreement, the lender received a bonus of 333,333 shares in the capital of the Company valued at \$46,667, non-transferable warrants valued at \$105,387 allowing for the purchase of up to, in the aggregate, 1,666,666 additional common shares in the capital of the Company at \$0.15 per share until April 26, 2018 and cash finders fees of \$30,000. The effective interest rate, including bonus shares and warrants was 44%. At March 31, 2018, the Company had accrued interest of \$9,315 (December 31, 2017: \$27,397). On March 26, 2018, \$500,000, including interest of \$36,712 was repaid.

Interest accrued on the loans is included in accounts payable.

	2017 Loan	2014 Loan	
Balance, December 31, 2016	-	100,000	(1)
Additions	500,000	-	
Bonus shares	(46,667)	-	
Warrants	(105,387)	-	
Finders Fees	(30,000)	-	
Loan (net of transaction costs)	317,946	100,000	
Accretion	124,694	-	
Repayment	-	(100,000)	
Balance, December 31, 2017	\$ 442,640	\$ -	
Accretion	57,360	-	
Repayment	(500,000)	-	
Balance, March 31, 2018	\$ -	\$ -	

(1) \$100,000 provided by a party related to the Company

10. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity and debt obligations. The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company does not pay dividends and is not subject to any externally imposed capital requirements.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

The Company raises capital through the issuance of its share capital and promissory notes to fund operations, and the identification and evaluation of exploration assets. Although the Company has been successful at raising funds in the past through issuance of common shares, there can be no assurance that it will continue to be able to do so in the future.

There were no changes to the Company's approach to capital management during the period ended March 31, 2018. The Company is not subject to any externally imposed capital restrictions.

11. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares without par value

(b) Issued

Offerings

During the three months ended March 31, 2018:

Private Placements:

On December 15, 2017, the Company announced a non-brokered private placement of up to \$2,000,000 through the issuance of a combination of units (the "Units") at a price of \$0.10 per Unit and flow-through units (the "FT Units") at a price of \$0.12 per FT Unit (the "Offering"). Each Unit consists of one common share and one-half of one common share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to acquire one common share of the Company at a price of \$0.20 per common share for a period of 18 months following the closing date of the Offering (the "NFT Warrants"). Each FT Unit consists of one common flow-through share and one half of one common share purchase warrant ("FT Warrant"). Each whole FT Warrant will entitle the holder to acquire one non flow-through common share of the Company at a price of \$0.20 per common share for a period of 18 months following the closing date of the Offering (the "FT Warrants").

The Warrants and the FT Warrants will include an acceleration clause that, if at any time after 4 months from the closing of the Offering, the closing price of the Company's common shares on the TSX Venture Exchange is greater than \$0.40 for 20 consecutive trading days, then the expiry date for the Warrants and the FT Warrants may, by notice in writing by the Company, be accelerated to 30 days following the date that such notice is given.

The Private Placement raised a total of \$1,742,754 and closed in tranches as follows:

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Tranche #1	Tranche #2	Tranche #3	Tranche #4	Total
Closing Date	December 22, 2017	January 11, 2018	February 15, 2018	March 21, 2018	
Gross Proceeds	\$608,000	\$326,920	\$277,834	\$530,000	\$1,742,754
FT Shares Issued	3,125,000	666,000	250,000	-	4,041,000
NFT Shares Issued	2,330,000	2,470,000	2,478,340	5,300,000	12,578,340
NFT Warrants Issued	2,727,500	1,568,000	1,364,170	2,650,000	8,309,670
Warrant Exercise Price	\$0.20	\$0.20	\$0.20	\$0.20	
Warrant Expiry Date	June 22, 2019	July 11, 2019	August 15, 2019	September 21, 2019	
<u>Finders' Fees</u>					
Cash	\$26,250	-	\$8,400	\$35,000	\$69,650
NFT Shares Issued	-	-	488,480	-	488,480
NFT Warrants Issued	218,750	-	824,886	350,000	1,393,636
Exercise Price	\$0.20	-	\$0.20	\$0.20	
Expiry Date	June 22, 2019	-	August 15, 2019	September 21, 2019	

The flow-through shares were issued at a premium of \$18,320 to that of the non flow-through shares.

The NFT Shares issued in respect of Finders' Fees were valued at \$43,963. The NFT Warrants issued in respect of Finders' Fees were valued, in total, at \$32,312, using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 1.80-1.85%, expected life of 1.5 years, expected volatility of 102% and dividend yield of 0%.

Exploration and evaluation assets:

The Company issued 150,000 shares, valued at \$16,500, in connection with the Whisker property.

During fiscal 2017:**Private Placements:**

- On December 22, 2017, pursuant to a private placement, the Company issued 3,125,000 FT Units at \$0.12 per unit and 2,330,000 NFT Units at \$0.10 per unit for proceeds of \$608,000.

Each FT Unit consisted of one FT common share and one-half of FT Warrant. Each whole FT Warrant will entitle the holder to purchase one FT Warrant Share at a price of \$0.20 per FT Warrant Share expiring June 22, 2019.

Each NFT Unit consisted of one non flow-through common share of the Company and one-half of one NFT Warrant. Each whole NFT Warrant will entitle the holder to purchase one NFT Warrant Share at a price of \$0.20 per NFT Warrant Share for expiring June 22, 2019.

The flow-through shares were issued at a premium of \$62,500 to that of the non flow-through shares. The flow-through funds must be used for qualifying exploration expenditures and were renounced to the flow through shareholders effective December 31, 2017 and must be spent by the required deadline of December 31, 2018. As at March 31, 2018, \$189,570 from

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

the flow through funds from this private placement were expended and accordingly, \$Nil of the deferred share premium was recognized into income during the year ended December 31, 2017, and \$26,044 during the quarter ended March 31, 2018.

In connection with this private placement, finders' fees of \$26,250 were paid and 218,750 NFT Finder's Warrants were issued. The warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 per Warrant Share expiring June 22, 2019. The warrants were valued at \$6,459 using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 1.78%, expected life of 1.5 years, expected volatility of 113.71% and dividend yield of 0%.

- As at December 31, 2017, the company recorded \$96,920 for subscription funds received in relation to a private placement that occurred subsequent to year end.
- Pursuant to a private placement on September 25, 2017, the Company issued 8,034,167 non-flow-through units ("NFT Units") at \$0.10 per unit, 1,483,334 flow-through units ("FT Units") at \$0.15 per unit, for gross proceeds of \$1,025,917 of which \$100,000 is receivable at year end.

Each FT Unit consisted of one flow-through common share of the Company and one-half of one common share purchase warrant (the "FT Warrant"). Each whole FT Warrant will entitle the holder to purchase one common share of the Company (the "FT Warrant Share") at a price of \$0.20 per FT Warrant Share expiring March 22, 2019.

The flow-through shares were issued at a premium of \$74,167 to that of the non flow-through shares. The flow-through funds must be used for qualifying exploration expenditures and were renounced to the flow through shareholders effective December 31, 2017 and must be spent by the required deadline of December 31, 2018. As at December 31, 2017, \$222,500 from the total flow-through funds from this private placement were fully expended and accordingly, \$72,189 of the deferred share premium was recognized into income during the year ended December 31, 2017.

Each NFT Unit consisted of one non flow-through common share of the Company and one-half of one common share purchase warrant (the "NFT Warrant"). Each whole NFT Warrant will entitle the holder thereof to purchase one common share of the Company (the "NFT Warrant Share") at a price of \$0.20 per NFT Warrant Share for expiring March 22, 2019.

In connection with this private placement, finders' fees of \$72,850 were paid and 500,333 NFT Finder's Warrants were issued. The warrant entitles the holder thereof to purchase one common share of the Company at a price of \$0.20 per Warrant Share expiring March 22, 2019. The warrants were valued at \$26,751 using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate of 1.58%, expected life of 1.5 years, expected volatility of 113.03% and dividend yield of 0%.

Loan:

- The Company issued 333,333 shares in connection with the Bridge Financing Agreement (Note 9). The shares were valued at \$46,667.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

Exploration and evaluation assets:

- The Company issued 100,000 shares in connection with the Whisker property. The shares were valued at \$14,000.
- The Company issued 250,000 shares in connection with the El Strato property. The shares were valued at \$22,500.
- The Company issued 10,000 shares in connection with the Struggler Pond property. The shares were valued at \$900.

Royalty units

During the three months ended March 31, 2018:

There were no royalty units issued during the period.

During fiscal 2016:

The purchaser of the Offerings were provided the option to purchase Royalty Units that will return 100% of the original investment made by the purchasers, and is to be paid out of production from the Company's Green Bay project ("Project").

Total royalties payable from the Royalty Units ("Royalty Payment") are capped at an amount equal to the total Equity Units and Royalty Units purchased. Royalty Payments will be made annually beginning on the first anniversary of the date of commencement of commercial production for the Project. Royalty Payments will be funded solely from 10% of annual net cash flow from the Project, with net cash flow representing net production revenues realized from the Project after deduction of all Project operating and debt servicing costs. At the option of the Company, Royalty Payments will be paid either in cash or in gold.

During fiscal 2016 the Company issued Royalty Units in conjunction with the Offerings. The Royalty Units had a price of \$0.01 per Royalty Unit, and, subject to written consent of the Company, may be assigned or transferred in their entirety only. The proceeds received in relation to the Royalty Unit has been recorded as a Royalty Reserve within Equity. The likelihood of the Project going into production cannot be determined at this time.

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

Option and Share Purchase Agreement with Commander

On February 12, 2015 as amended April 6, 2016, Commander Resources Ltd. (“Commander”) and Maritime entered into an option and shares purchase agreement (the “Option and Share Purchase Agreement”) pursuant to which Maritime, or its nominees (the “Maritime Group”), has the option to purchase, in stages, a total of 10,000,000 of the 11,440,000 common shares of Maritime owned by Commander; should Maritime elect to acquire any of the shares, that acquisition will be subject to regulatory approval. Maritime and Commander also entered into a voting trust agreement (the “Voting Trust Agreement”), whereby Commander will vote its remaining shares with management of the Company for the duration of the Option and Share Purchase Agreement. Any shares not purchased pursuant to the terms of the Option and Share Purchase Agreement, as amended, will automatically be released from the provisions of the Voting Trust Agreement.

Pursuant to the amended Option and Share Purchase Agreement, Maritime will identify third parties to purchase shares as follows:

- **Tranche 1:** 2,000,000 shares at a price of \$0.18 per share on or before February 28, 2015 (completed).
- **Tranche 2:** 2,000,000 shares at a price of \$0.14 per share; 1,000,000 on or before April 30, 2016 (completed) and 1,000,000 on or before August 31, 2016 (completed by the Company included in treasury shares).
- **Tranche 3:** Up to 2,000,000 shares @ \$0.21 per share on or before August 31, 2016 (500,000 purchased by the Company – included in treasury shares ⁽²⁾).
- **Tranche 4:** Up to 2,000,000 shares, plus any carry forward shares⁽²⁾, at a price of \$0.25 per share ⁽¹⁾ between August 31, 2016 and February 28, 2017. Tranche has not yet been completed and therefore 3,500,000 shares (2,000,000 Tranche 4 shares and 1,500,000 Tranche 3 carry forward shares) are no longer subject to the Option and Share Purchase Agreement.⁽³⁾
- **Tranche 5:** Up to 2,000,000 at a price of \$0.30 ⁽¹⁾ between February 28, 2017 and August 31, 2017⁽³⁾.

(1) Prices are subject to price fluctuation, being the greater of the option price and 85% of the volume weighted average price of the common shares for the 10 trading days prior to the applicable option exercise date.

(2) Any shares not purchased in a particular tranche are carried forward to the next tranche, under the terms of the new tranche, subject to a minimum of 500,000 shares were repurchased in original tranche. Carry forward can only occur once per option.

(3) The Company is negotiating with Commander to extend the terms of the Option and Share Purchase Agreement.

On August 31, 2016, the Company completed the purchase of a total of 1,500,000 shares at a total cost of \$245,000 (1,000,000 shares at \$0.14 per share; 500,000 shares at \$0.21 per share).

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

(c) Stock options

The Company has a “rolling” stock option plan for its directors, officers, employees and consultants. The terms of the plan provide for options to be granted to a maximum of 10% of the issued and outstanding common shares of the Company at the time of grant of the stock options. The exercise price of each option shall not be less than the minimum price permitted by the policies of the TSX Venture Exchange (“TSX-V”), and the options may be granted for a maximum term of ten years from the date of grant. The Company records the fair value of all options granted using the Black-Scholes model as share-based payment expense over the vesting period of the options. Vesting terms are determined by the Board of Directors.

A summary of the Company's stock options as at March 31, 2018 and December 31, 2017 and changes during the periods then ended follows:

	Number of Options (#)	Weighted Average (\$)
Outstanding, December 31, 2016	5,505,000	0.209
Outstanding, March 31, 2017	5,505,000	0.209
Expired	(200,000)	0.175
Expired	(75,000)	0.200
Expired	(25,000)	0.280
Expired	(100,000)	0.150
Expired	(100,000)	0.250
Granted	200,000	0.150
Granted	500,000	0.100
Granted	2,500,000	0.100
Outstanding, December 31, 2017	8,205,000	0.169
Expired	(425,000)	0.200
Outstanding and exercisable, March 31, 2018	7,780,000	0.167

During the period ended March 31, 2018, \$72,306 of share-based payments expired resulting in a reversal from reserves to deficit.

During the year ended December 31, 2017 the Company granted 3,200,000 stock options to consultants, officers and employees of the Company, of which 3,200,000 vest immediately. The fair value of the stock options granted as determined by the Black-Scholes pricing model was \$239,912 or \$0.07 per option. Share based payments recognized during the year was \$239,912, \$70,118 of share-based payments expired during the year resulting in a reversal from reserves to deficit.

The Company has estimated the forfeiture rate to be 0.00%. Expected volatility was determined based on the historical movements in the closing price of the Company's, or comparable companies', stocks for a length of time to the expected life of each option.

The following weighted average assumptions were used for the Black-Scholes option pricing model for options granted as follows:

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	2017
Risk-free interest rate	1.57%
Expected dividend yield	Nil
Expected stock price volatility	114%
Expected option life in years	5

As at March 31, 2018, stock options outstanding with a weighted average remaining contractual life of 3.57 years were as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date
(#)	(#)	(\$)	
395,000	395,000	0.280	29-May-19
200,000	200,000	0.150	15-Oct-19
1,685,000	1,685,000	0.150	13-Nov-20
2,300,000	2,300,000	0.250	29-Jul-21
200,000	200,000	0.150	26-Apr-22
500,000	500,000	0.100	4-Dec-22
2,500,000	2,500,000	0.100	15-Dec-22
7,780,000	7,780,000		

12. WARRANTS

During the period ended March 31, 2018, the Company in connection with the Offerings, issued warrants allowing for the purchase of up to, in the aggregate, 5,582,170 common shares, including warrants to finders allowing for the purchase of up to, in the aggregate, 1,174,886 common shares, which finders' warrants were valued at \$32,312 using the Black-Scholes model with the following weighted average assumptions:

	2018	2017
Risk-free interest rate	1.80% ~ 1.85%	1.58% ~ 1.78%
Expected dividend yield	Nil	Nil
Expected stock price volatility	102%	113%
Expected option life in years	1.5	1.5

A summary of the status of the warrants, with a weighted average life of 1.16 years as at March 31, 2018 and December 31, 2017 follows:

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Number of Warrants	Amount	Expiry Date
	(#)	(\$)	
Outstanding and exercisable at December 31, 2016	13,206,073	242,126	
<i>Warrants</i>	1,666,666	105,387	26-Apr-18
<i>Warrants</i>	4,758,751	-	22-Mar-19
<i>Warrants</i>	2,727,500	-	22-Jun-19
<i>Finders' warrants</i>	500,333	26,751	22-Mar-19
<i>Finders' warrants</i>	218,750	6,459	22-Jun-19
Outstanding and exercisable at December 31, 2017	23,078,073	380,723	
<i>Warrants</i>	1,568,000	-	11-Jul-19
<i>Warrants</i>	1,364,170	-	15-Aug-19
<i>Warrants</i>	2,650,000	-	21-Sep-19
<i>Finders' warrants</i>	824,886	20,086	15-Aug-19
<i>Finders' warrants</i>	350,000	12,226	21-Sep-19
Outstanding and exercisable at March 31, 2018	29,835,129	413,035	

13. RELATED PARTY TRANSACTIONS**(a) Services**

Effective July 1, 2014 the Company entered into arrangement with an administration and exploration services contractor ("AESC") in which a director is a shareholder, pursuant to which it receives office, administrative and exploration services. For the periods ended March 31, 2018 and 2017, the Company was charged the following:

	For the Three Months Ended			
	March 31			
		2018		2017
Rent	\$	24,860	\$	32,361
Office administration		5,060		8,492
	\$	29,920	\$	40,853

At March 31, 2018, the company had advanced \$10,475 (2017: owed \$13,768) to AESC.

(b) Loans

In respect of the 2014 Notes (Note 9), as at December 31, 2017 the Company owed interest of \$Nil (2016: \$20,438) and principal of \$Nil (2016: \$100,000) to related party. On December 31, 2017, \$100,000, and interest of \$30,438 was repaid.

(c) Compensation of key management personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including stock-based compensation, of key management personnel during the periods ended March 31, 2018 and 2017 were as follows:

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements
For the Three Months Ended March 31, 2018
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

For the Three Months Ended**March 31**

	2018	2017
Consulting	\$ 87,000	\$ 87,000
Contract wages ⁽¹⁾	19,500	37,500
Directors' fees	4,500	13,500
Geological consulting ⁽²⁾	60,600	33,600
	\$ 171,600	\$ 171,600

(1) Included in Administration on the Statement of Loss and Comprehensive Loss

(2) Included in Geology and Report Writing within Exploration and Evaluation Assets

At March 31, 2018, in respect of services provided to and expenses incurred on behalf of the Company during the period ended March 31, 2018, the Company owed \$2,875 (December 31, 2017: advanced \$20,750) to the CEO and a director of the Company, \$5,872 (December 31, 2017: \$Nil) to a director of the Company, \$3,572 (December 31, 2017: \$13,500) to a director of the Company.

14. SUBSEQUENT EVENTS

- On April 13, 2018, Anaconda Mining Inc. ("Anaconda") made a formal unsolicited offer to the Company and its shareholders, to acquire all of the issued and outstanding shares of the Company. The offer contemplates the exchange of one common share of the Company for consideration of 0.390 of a common share in Anaconda. The offer will be open for acceptance until July 27, 2018. The Company has engaged legal counsel and financial advisors to evaluate Anaconda's offer as well as consider other strategic alternatives.
- On April 25, 2018, the Company received \$10,053 pursuant to an application made with the Newfoundland and Labrador government in respect of the Newfoundland and Labrador Mineral Incentive Junior Exploration Assistance Program ("JEAP") grant for exploration conducted during 2017.
- On April 27, 2018, the Company announced a non-brokered private placement to raise up to \$1,000,000 through the issuance of a combination of units (the "Units") at a price of \$0.10 per Unit and flow-through units (the "FT Units") at a price of \$0.12 per FT Unit. Each Unit consists of one common share and one-half of one common share purchase warrant ("Warrant"). Each whole Warrant will entitle the holder to acquire one common share of the Company at a price of \$0.20 per common share for a period of 18 months following the closing date of the Offering (the "NFT Warrants"). Each FT Unit consists of one common flow-through share and one half of one common share purchase warrant ("FT Warrant"). Each whole FT Warrant will entitle the holder to acquire one non flow-through common share of the Company at a price of \$0.20 per common share for a period of 18 months following the closing date of the Offering (the "FT Warrants"). The Warrants and the FT Warrants will include an acceleration clause that, if at any time after 4 months from the closing of the Offering, the closing price of the Company's common shares on the TSX Venture Exchange is greater than \$0.40 for 20 consecutive trading days, then the expiry date for the Warrants and the FT Warrants may, by notice in writing by the Company, be accelerated to 30 days following the date that such notice is given. The private placement is

MARITIME RESOURCES CORP.

Notes to the Condensed Interim Financial Statements

For the Three Months Ended March 31, 2018

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

subject to TSX Venture Exchange approval and all securities issued will be subject to a four month hold period.

- On May 16, 2018, the Company entered into a purchase agreement with Inomin Mines to acquire over 3,225 hectares of mineral claims that extend the Hammerdown, Green Bay property. Under the terms of the agreement Maritime will earn 100% interest in the Inomin property over a 3-year period by spending \$600,000 in exploration (\$75,000 in year one), make cash payments totaling \$300,000 and issue 2.0 million shares of Maritime in accordance with the following schedule:
 - Upon signing pay \$25,000 and 500,000 shares;
 - Year one anniversary -- \$50,000 and 500,000 shares and \$75,000 work commitment;
 - Year two anniversary -- \$100,000 and 500,000 shares and \$150,000 work commitment;
 - Year three anniversary -- \$125,000 and 500,000 shares and \$375,000 work commitment;
 - 1.0 % NSR of which 100% can be purchased for \$500,000
 - The project also has an underlying NSR of 2.5% of which 1.5% can be purchased for \$1,000,000