Metron Capital Corp.

Condensed Interim Financial Statements

For the nine months ended February 28, 2017 and February 29, 2016

(Unaudited - expressed in Canadian Dollars)

Notice to Reader

These condensed interim financial statements of Metron Capital Corp. have been prepared by management and approved by Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.

Metron Capital Corp.
Condensed Interim Statements of Financial Position
(Unaudited - expressed in Canadian Dollars)

	Note		February 28, 2017		May 31, 2016
Assets					
Current					
Cash		$	74,650	$	1,610
Restricted Cash			-		15,000
			74,650		16,610
Exploration and evaluation assets	*4*		22,350		-
		$	97,000	$	16,610
Liabilities					
Current					
Accounts payable and accrued liabilities	*5*	$	167,090	$	95,731
Private placements funds held in trust			-		15,000
			167,090		110,731
Equity					
Common shares	*6*	$	593,061	$	496,088
Reserves	*6*		55,350		55,350
Deficit			(718,501)		(645,559)
			(70,090)		(94,121)
		$	97,000	$	16,610
Going concern	*1*				
Subsequent event	*4, 11*				

Approved and authorized on behalf of the Board of Directors on April 28, 2017:

"Gurminder Sangha"

"Jurgen Wolf"

The accompanying notes are an integral part of these condensed interim financial statements.

Metron Capital Corp.
Condensed Interim Statements of Comprehensive Loss
(Unaudited - expressed in Canadian Dollars)

	Three months ended		Nine months ended	
	February 28, 2017	February 29, 2016	February 28, 2017	February 29, 2016
Expenses				
Accounting and audit fees	$ 7,128	$ -	$ 14,738	$ 2,030
Legal fees	9,954	391	23,442	391
Office and administrative	70	1,416	130	1,416
Regulatory and transfer agent fees	5,635	-	41,626	-
	22,787	1,807	79,936	3,837
Other items				
Gain on recovery of accounts receivable	-	-	(6,994)	-
Gain on settlement of accounts payable and accrued liabilities	-	-	-	(6,048)
	-	-	(6,994)	(6,048)
Comprehensive (loss) income for the period	$ (22,787)	$ (1,807)	$ (72,942)	$ 2,211
Basic and diluted (loss) income per share	$ (0.00)	$ (0.00)	$ (0.00)	$ 0.00
Weighted average number of common shares outstanding	16,250,000	6,250,000	16,250,000	6,250,000

The accompanying notes are an integral part of these condensed interim financial statements.

Metron Capital Corp.
Condensed Interim Statements of Changes in Equity
(Unaudited - expressed in Canadian Dollars)

	Common shares								
	Shares		Amount		Reserves		Deficit		Total shareholders' equity
Balance, May 31, 2015	6,250,000	$	496,088	$	55,350	$	(620,541)	$	(69,103)
Net income for the period	-		-		-		2,211		2,211
Balance, February 29, 2016	6,250,000	$	496,088	$	55,350	$	(618,330)	$	(66,892)
Balance, May 31, 2016	6,250,000	$	496,088	$	55,350	$	(645,559)	$	(94,121)
Net loss for the period	-		-		-		(72,942)		(72,942)
Share issuance:									
Private placement	10,000,000		100,000		-		-		100,000
Share issue costs	-		(3,027)		-		-		(3,027)
Balance, February 28, 2017	16,250,000	$	593,061	$	55,350	$	(718,501)	$	(70,090)

The accompanying notes are an integral part of these condensed interim financial statements.

Metron Capital Corp.
Condensed Interim Statements of Cash Flows
(Unaudited - expressed in Canadian Dollars)

	Nine months ended February 28, 2017	Nine months ended February 29, 2016
Operating activities		
Net income (loss)	$ (72,942)	$ 2,211
Items not affecting cash:		
Gain on recovery of accounts receivable	(6,994)	-
Gain on settlement of accounts payable and accrued liabilities	-	(6,048)
Changes in non-cash working capital items:		
Accounts payable and accrued liabilities	78,353	3,837
Net cash used in operating activities	(1,583)	-
Investing activities:		
Exploration and evaluation asset acquisitions	(22,350)	-
Net cash used in investing activities	(22,350)	-
Financing activities:		
Shares issued	100,000	-
Restricted cash	15,000	-
Private placement funds received in advance	(15,000)	-
Share issue costs	(3,027)	-
Net cash provided by financing activities	96,973	-
Net increase in cash	73,040	-
Cash, beginning of the period	1,610	-
Cash, end of the period	$ 74,650	$ -

The accompanying notes are an integral part of these condensed interim financial statements.

1. Nature and continuance of operations

Metron Capital Corp. (the "Company") is a Canadian company incorporated under the laws of the Province of British Columbia and is a reporting issuer in British Columbia, Ontario and Alberta. The corporate head office and registered office of the Company are located at 1206 - 588 Broughton Street, Vancouver, BC, V6G 3E3.

The Company was initially formed as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange (the "TSX-V" or "Exchange"). The Company was as unable to complete a Qualifying Transaction within the prescribed time frame of the Company's listing date on the Exchange and as result, the trading in the shares of the Company were suspended on February 4, 2013 and were subsequently delisted on April 10, 2015. In March 2016, the Company made application with the securities commissions for a revocation of the cease trade orders issued against the Company and on November 1, 2016, the Company announced that the cease trade orders have been fully revoked by the securities commissions. The Company is now working towards relisting its common shares on the TSX-V.

The Company is engaged in the business of mineral exploration in the USA and its objective is to locate and, if warranted, develop economic mineral properties.

These unaudited condensed interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary in the carrying amount of assets and liabilities, the reported revenue and expenses and the balance sheet classifications used.

During the period ended February 28, 2017, the Company experienced operating losses and the Company expects to incur further losses in the development of its business, all of which cast substantial doubt about the Company's ability to continue as a going concern.

2. Significant accounting policies and basis of preparation

Statement of compliance

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard, *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). The policies applied in these financial statements are based on International Financial Reporting Standards ("IFRS") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") issued and outstanding as at April 28, 2017, the date the board of directors approved these unaudited condensed interim financial statements for issue.

Basis of preparation

These unaudited condensed interim financial statements, prepared in conformity with IAS 34, follow the same accounting policies and methods of computation as the most recent audited annual financial statements.

Since these unaudited condensed interim financial statements do not include all disclosures required by the International Financial Reporting Standards ("IFRS") for annual financial statements, they should be read in conjunction with the Company's audited annual financial statements for the year ended May 31, 2016.

Foreign currency translation

The Company's functional and reporting currency is the Canadian dollar. Foreign currency monetary assets and liabilities are initially recorded at the functional currency rate prevailing at the date of transaction, and retranslated at the spot rate of exchange at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange at the transaction date. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Foreign exchange gains and losses are included in the determination of net loss.

2. Significant accounting policies and basis of preparation (continued)

Financial instruments – recognition and measurement

Financial assets and liabilities are initially recognized at fair value and are subsequently measured based on their classification as fair value through profit or loss ("FVTPL"), available-for-sale assets, held-to-maturity, loans and receivables, available-for-sale, or other financial liabilities, as described below:

i) Fair value through profit or loss

Financial assets and financial liabilities that are purchased or incurred with the intention of generating profits in the near term are classified as FVTPL. Any financial instrument can be designated as FVTPL as long as its fair value can be reliably measured. These instruments are measured at fair value with subsequent changes in fair value included in earnings.

The Company has classified cash on hand and deposits in bank as FVTPL assets, which accordingly are carried at their fair values.

ii) Held-to-maturity

Financial assets that have a fixed maturity date and fixed or determinable payments, where the Company intends and has the ability to hold the financial asset to maturity are classified as held-to-maturity and measured at amortized cost using the effective interest rate method. Any gains and losses arising from the sale of held-to-maturity financial assets are included in earnings. Currently, the Company has no held-to-maturity financial assets.

iii) Loans and receivables

Items classified as loans and receivables are measured at amortized cost using the effective interest method. Any gains or losses on the realization of loans and receivables are included in earnings. The Company has classified receivable as loans and receivables. Due to the short-term nature of these assets, their fair values approximate their carrying values.

iv) Available-for-sale

Available-for-sale assets are those financial assets that are not classified as FVTPL, held-to-maturity or loans or receivables, and are carried at fair value. Any gains or losses arising from the change in fair value are recorded as other comprehensive income. Available-for-sale securities are written down to fair value through earnings whenever it is necessary to reflect other-than-temporary impairment. Cumulative gains and losses arising upon the sale of the instrument are included in earnings. Transaction costs related to the purchase or sale of available-for-sale securities will be added to or deducted from the cost or proceeds of the relevant securities. Currently, the Company has no available-for-sale financial assets.

v) Other financial liabilities

Financial liabilities that are not classified as FVTPL are classified as other financial liabilities, and are carried at amortized cost using the effective interest method. Any gains or losses arising from the realization of other financial liabilities are included in earnings.

The Company has classified accounts payable and accrued liabilities as other financial liabilities. Due to the short-term nature of these assets, their fair values approximate their carrying values.

vi) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of comprehensive income.

Subsequent measurement at fair value of financial assets and liabilities are recorded through profit and loss.

2. Significant accounting policies and basis of preparation (continued)

Use of estimates

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted prospectively in the period in which the estimates are revised.

Significant areas of estimation made by management are as follows:

i) Recoverability of exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. Management has made certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

Significant judgements used in the preparation of these financial statements are as follows:

i) Those relating to the assessment of the Company's ability to continue as a going concern
ii) The classification of financial instruments
iii) The recognition of deferred tax

Exploration and evaluation assets

Exploration and evaluation assets represent the costs incurred on the exploration and evaluation of potential mineral resources and include costs such as exploratory drilling, sample testing, activities in relation to evaluation of technical feasibility and commercial viability of extracting a mineral resource and general and administrative costs relating to the support of exploration and evaluation activities. If economically recoverable ore reserves are developed, capitalized costs of the exploration and evaluation asset are reclassified as mining assets and amortized using the unit of production method. When an exploration and evaluation asset is abandoned, all related costs are written off to operations. An impairment review is performed, either individually or at the cash-generating unit level, when there are indicators that the carrying amount of the asset may exceed its recoverable amount. To the extent that this occurs, the asset is written down to its estimated net realizable value.

The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. The recoverability of these assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the financing and permits necessary to complete the development and future profitable production, or proceeds from the disposition thereof.

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest in accordance with industry standards for the current state of exploration of such properties, these procedures do not guarantee the Company's title. Title may be subject to prior agreements, transfers, or non-compliance with regulatory requirements, and title may be affected by undetected defects.

Exploration expenditures that do not relate to any specific property are expensed as incurred.

Comparative figures

Certain comparative figures have been reclassified to conform to the current year's presentation.

(Unaudited - expressed in Canadian Dollars)

3. New standards, interpretations and amendments issued but not yet effective (continued)

A number of new standards, amendments to standards and interpretations are not yet effective as of February 28, 2017, and have not been applied in preparing these consolidated financial statements.

i) New Standard IFRS 7- Financial Instruments: Disclosures

The amendments to IFRS 7 outline the disclosures required when initially applying *IFRS 9 Financial Instruments*, *classification and measurement* including added disclosure about investments in equity instruments measured at fair value in OCI and guidance on financial liabilities and derecognition of financial instruments.

ii) New Standard IFRS 9 - Financial instruments, classification and measurement

IFRS 9 as issued reflects the first phase of the IASBs work on the replacement of IAS 39 and applies to classification and measurement of financial assets as defined in IAS 39. The standard is effective for annual periods beginning on or after 1 January 2018.

iii) New standard IFRS 15 - Revenue from Contracts with Customers

This new standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2017 with early adoption permitted.

iv) New standard IFRS 16 - Leases

This new standard was issued with the objective to recognize all leases on the balance sheet. IFRS 16 requires lessees to recognize a “right of use” asset and a lease liability calculated using a prescribed methodology. The mandatory effective date of IFRS 16 is for annual periods beginning on or after January 1, 2019. Early adoption is permitted provided that *IFRS 15, Revenue from Contracts with Customers*, is also adopted. The Company is currently evaluating the effect the standard will have on its consolidated financial statements.

The Company has not early adopted these new and revised standards and none of these standards are expected to have a material effect on the consolidated financial statements.

4. Exploration And Evaluation Assets

	May 31, 2016	Additions	Write-down of exploration and evaluation assets	February 28, 2017
South Big Smoky:				
Acquisition costs	-	15,000	-	15,000
Exploration expenditures:				
Consulting fees	-	7,350	-	7,350
	$ -	$ 22,350	$ -	$ 22,350

South Big Smoky

On December 2, 2016, the Company entered into an option agreement (“Option Agreement”) with Ultra Lithium Inc. (the “Ultra”) to acquire a 100% interest in 100 mineral claims comprising the South Big Smoky Property (the “South Big Smoky”) by making the following cash payments, share issuances and exploration expenditures:

- Cash payment of $15,000 (paid) plus the issuance of 500,000 common shares of the Company within four months after signing the Option Agreement;
- Cash payment of $30,000, plus the issuance of 500,000 common shares of the Company on the first anniversary of the Option Agreement;

(Unaudited - expressed in Canadian Dollars)

4. Exploration And Evaluation Assets (continued)

- Cash payment of $60,000, plus the issuance of 1,000,000 common shares of the Company on the second anniversary of the Option Agreement; and
- Incur a minimum of $420,000 of exploration and evaluation expenditures on South Big Smoky, of which $20,000 is to be incurred on or before May 31, 2017, $150,000 to be incurred on or before May 31, 2018 and $250,000 to be incurred on or before May 31, 2019.

The South Big Smoky property is subject to a 3% net smelter returns royalty ("NSR") to the Ultra. The Company has the right to purchase 1% of the NSR for $1,500,000 at any time up to when a production decision is made. The South Big Smoky property has a 5-kilometer area of interest, and any and all claims that may be staked by either the Ultra or the Company within this area will become part of the Option Agreement.

Subsequent to February 28, 2017, and pursuant to the Option Agreement, the Company issued 500,000 common shares to Ultra.

5. Accounts Payable

		February 28, 2017		May 31, 2016
Trade and other payables	$	65,464	$	67,500
Amounts payable and accrued liabilities to related parties		101,626		28,231
	$	167,090	$	95,731

6. Share capital

a) Authorized

The Company has unlimited number of common and preferred shares authorized, without par value.

b) Issued share capital

The Company had 16,250,000 common shares issued and outstanding as at February 28, 2017 (May 31, 2016 - 6,250,000).

Share issuances for the nine months ended February 28, 2017

On August 26, 2016, the Company completed a non-brokered private placement of 10,000,000 units ("Units") at a price of $0.01 per Unit for gross proceeds of $100,000. Each Unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.02 until August 26, 2017. The Company incurred share issue costs of $3,027.

c) Escrow

At February 28, 2017, there are 1,250,000 common shares held in escrow (May 31, 2016 – 1,250,000).

d) Options

The Company has adopted a stock option plan which allows the Company to issue options to certain directors, officers, employees and consultants of the Company to acquire up to 10% of the issued and outstanding common stock. Under the policies of the TSX-V, the exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years. Stock options granted under the plan vest immediately subject to vesting terms which may be imposed at the discretion of the directors.

As at February 28, 2017, there were no options outstanding.

(Unaudited - expressed in Canadian Dollars)

6. Share capital (continued)

e) Share purchase warrants

The continuity for share purchase warrants for the nine months ended February 28, 2017, is as follows:

Expiry date	Exercise price	Balance May 31, 2016	Issued	Exercised	Expired	Balance February 28, 2017
August 26, 2017	$ 0.02	-	10,000,000	-	-	10,000,000
Weighted average exercise price		$ -	$ 0.02	$ -	$ -	$ 0.02

The following table summarizes information concerning outstanding share purchase warrants at February 28, 2017:

Exercise Price	Expiry Date	Warrants outstanding	Weighted average exercise price	Weighted average remaining contractual life in years
$0.02	August 26, 2017	10,000,000	$0.02	0.49

7. Related party transactions and key management compensation

Related parties

During the three and nine months ended February 28, 2017 and February 29, 2016, the Company did not pay or accrue any fees in connection with its related parties. The Company's related parties consist of companies with directors and officers in common and companies owned in whole or in part by executive officers and directors.

Key management personnel compensation

During the three and nine months ended February 28, 2017 and February 29, 2016, the Company did not accrue or pay any compensation to its key management. Key management includes the Company's directors and executive officers.

There were no standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the officers and directors of the Company were compensated for services in their capacity as officers and directors (including any additional amounts payable for committee participation or special assignments), or for services as consultants or experts.

Related party balances

At February 28, 2017, an amount of $101,626, for expenses incurred on behalf of the Company, is owed to officers and directors and are included in accounts payable and accrued liabilities (May 31, 2016-$28,231) (Note 5). All amounts are unsecured and non-interest bearing.

8. Financial instruments and financial risk management

The Company's risk exposure and impact on the Company's financial instruments are summarized below:

a) Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and cash equivalents. The Company limits its exposure to credit loss by placing its cash and cash equivalents with major financial institutions. The Company is not subject to significant credit risk on cash as it is held on deposit with credit worthy financial institutions.

b) Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company intends to settle these with funds from its working capital position.

8. Financial instruments and financial risk management (continued)

Cash resources, repayment obligations and spending plans are monitored and actions are taken with the objective of ensuring that there is sufficient capital in order to meet short-term business requirements. To facilitate its expenditure program, funds are raised primarily through investment equity financing. Adequate liquidity is anticipated to fund its financial liabilities through future equity contributions.

As at February 28, 2017, financial liabilities were comprised of accounts payable and accrued liabilities, which have a maturity of less than one year.

c) Market risk

i) Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents maintained at the financial institutions is subject to a floating rate of interest. The interest rate risks on cash and cash equivalents and on the Company's obligations are not considered significant.

ii) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

iii) 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 rate. As all the Company's cash balances are denominated in Canadian dollars, the Company is not exposed to foreign currency exchange risk.

d) Fair value

The recorded value of the Company's financial assets and liabilities approximate their fair values due to their demand nature and their short term to maturity.

e) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company does not expect any material movements in the underlying market risk variables over a three-month period.

9. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash held by the Company.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Company does not have sufficient capital resources to carry out all of its obligations and, accordingly, will attempt to raise additional capital when necessary.

(Unaudited - expressed in Canadian Dollars)

10. Fair value of financial instruments

a) Classification

At February 28, 2017 and May 31, 2016, the Company held financial instruments carried at fair value on the statement of financial position. The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
Cash, restricted cash, receivable, accounts payable and accrued liabilities, and private placements funds held in trust are valued using quoted market prices and have been included in Level 1 of the fair value hierarchy.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly.

Level 3 – Inputs that are not based on observable market data.

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at February 28, 2017 and May 31, 2016:

February 28, 2017	Level 1	Level 2	Level 3	Total
Fair value through profit or loss				
Cash	$ 74,650	$ -	$ -	$ 74,650
Other financial liabilities				
Accounts payable and accrued liabilities	167,090	-	-	167,090

May 31, 2016	Level 1	Level 2	Level 3	Total
Fair value through profit or loss				
Cash	$ 1,610	$ -	$ -	$ 1,610
Restricted Cash	15,000	-	-	15,000
Other financial liabilities				
Accounts payable and accrued liabilities	95,731	-	-	95,731
Private placements funds held in trust	15,000	-	-	15,000

11. Subsequent event

On March 8, 2017, the Company issued 500,000 common shares to Ultra pursuant to the Option Agreement on the South Big Smoky property.