



Midland Exploration Inc.

Condensed Interim Financial Statements

Three and nine months ended June 30, 2018

The attached financial statements have been prepared by Management of Midland Exploration Inc. and have not been reviewed by the auditors

Midland Exploration Inc.

Statements of Financial Position

As at June 30, 2018 and September 30, 2017

(Unaudited)

| | As at June 30, 2018 | As at September 30, 2017 |
|--|---------------------------|--------------------------------|
| | \$ | \$ |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents (note 4) | 2,490,234 | 4,628,896 |
| Investments (note 5) | 10,003,910 | 6,503,910 |
| Accounts receivable | 210,894 | 105,995 |
| Sales tax receivable | 220,172 | 279,945 |
| Tax credits and mining rights receivable | 237,445 | 922,454 |
| Prepaid expenses | 104,194 | 56,671 |
| Total current assets | 13,266,849 | 12,497,871 |
| Non-current assets | | |
| Tax credits and mining rights receivable - non-current portion | 15,241 | 117,623 |
| Listed shares | 43,000 | 33,000 |
| Exploration and evaluation assets (note 6) | | |
| Exploration properties | 2,093,451 | 1,896,351 |
| Exploration and evaluation expenses | 14,272,227 | 11,932,760 |
| | 16,365,678 | 13,829,111 |
| Total non-current assets | 16,423,919 | 13,979,734 |
| Total assets | 29,690,768 | 26,477,605 |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities | 841,415 | 477,838 |
| Advance received for exploration work | 6,411 | 341,262 |
| Liability related to the premium on flow-through share | 62,450 | - |
| Total liabilities | 910,276 | 819,100 |
| Equity | | |
| Capital stock | 38,626,266 | 35,142,832 |
| Warrants (note 7) | - | 1,922,031 |
| Contributed surplus | 4,701,061 | 2,679,002 |
| Deficit | (14,546,835) | (14,085,360) |
| Total equity | 28,780,492 | 25,658,505 |
| Total liabilities and equity | 29,690,768 | 26,477,605 |

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

Midland Exploration Inc.

Statements of Comprehensive Loss

Three and nine months ended June 30, 2018 and 2017

(Unaudited)

| | Three months ended June 30 | | Nine months ended June 30 | |
|--|-------------------------------|------------------|------------------------------|------------------|
| | 2018 | 2017 | 2018 | 2017 |
| | \$ | \$ | \$ | \$ |
| Revenues | | | | |
| Project management fees | 29,361 | 12,850 | 82,463 | 70,606 |
| Operating Expenses | | | | |
| Salaries | 54,433 | 112,209 | 429,557 | 448,565 |
| Stock-based compensation | 61,677 | 90,792 | 157,301 | 219,724 |
| Travel | 20,575 | 16,843 | 47,650 | 48,867 |
| Rent and insurance | 15,153 | 14,932 | 45,732 | 43,797 |
| Office expenses | 45,124 | 30,117 | 127,027 | 99,051 |
| Regulatory fees | 2,339 | 2,621 | 43,215 | 40,876 |
| Conferences and mining industry involvement | 24,558 | 24,694 | 137,077 | 139,814 |
| Press releases and investors relations | 18,847 | 11,182 | 67,182 | 57,655 |
| Professional fees | 41,558 | 32,014 | 147,544 | 141,987 |
| General exploration | - | 3,724 | 2,983 | 4,348 |
| Impairment of exploration and evaluation assets (note 6) | 1,253 | - | 21,725 | 4,491 |
| Operating expenses | 285,517 | 339,128 | 1,226,993 | 1,249,175 |
| Other gains or losses | | | | |
| Interest income | 51,528 | 46,733 | 146,354 | 148,690 |
| Change in fair value – listed shares | (17,000) | - | 10,000 | - |
| | 34,528 | 49,614 | 156,354 | 148,690 |
| Loss before income taxes | (221,628) | (279,545) | (988,176) | (1,029,879) |
| Recovery of deferred income taxes | 360,900 | 169,110 | 631,620 | 366,130 |
| Net income (loss) and comprehensive income (loss) | 139,272 | (110,435) | (356,556) | (663,749) |
| Basic and diluted loss per share | - | - | (0.01) | (0.01) |
| Weighted average number of basic and diluted outstanding shares | 59,824,477 | 57,161,557 | 58,886,323 | 56,503,954 |

The loss and comprehensive loss are solely attributable to Midland Exploration Inc. shareholders.

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

Midland Exploration Inc.

Statements of Changes in Equity

Nine months ended June 30, 2018 and 2017

(Unaudited)

| | Number of shares outstanding | Capital stock | Warrants | Contributed surplus | Deficit | Total equity |
|-----------------------------------|------------------------------------|-------------------|-------------|------------------------|---------------------|-------------------|
| | | \$ | \$ | \$ | \$ | \$ |
| Balance at October 1, 2017 | 57,161,557 | 35,142,832 | 1,922,031 | 2,679,002 | (14,085,360) | 25,658,505 |
| Loss and comprehensive loss | - | - | - | - | (356,556) | (356,556) |
| Flow-through private placement | 1,692,854 | 2,285,354 | - | - | - | 2,285,354 |
| Less: premium | - | (694,070) | - | - | - | (694,070) |
| | 1,692,854 | 1,591,284 | - | - | - | 1,591,284 |
| Warrants exercised | 1,522,000 | 1,892,150 | (141,850) | - | - | 1,750,300 |
| Warrants expired | - | - | (1,780,181) | 1,780,181 | - | - |
| Stock-based compensation | - | - | - | 241,878 | - | 241,878 |
| Share issue expenses | - | - | - | - | (104,919) | (104,919) |
| Balance at June 30, 2018 | 60,376,411 | 38,626,266 | - | 4,701,061 | (14,546,835) | 28,780,492 |

| | Number of shares outstanding | Capital stock | Warrants | Contributed surplus | Deficit | Total equity |
|-----------------------------------|------------------------------------|-------------------|------------------|------------------------|---------------------|-------------------|
| | | \$ | \$ | \$ | \$ | \$ |
| Balance at October 1, 2016 | 54,674,417 | 32,332,811 | 1,997,093 | 2,224,411 | (12,759,167) | 23,795,148 |
| Loss and comprehensive loss | - | - | - | - | (663,749) | (663,749) |
| Flow-through private placement | 1,898,354 | 2,562,776 | - | - | - | 2,562,776 |
| Less: premium | - | (382,090) | - | - | - | (382,090) |
| | 1,898,354 | 2,180,686 | - | - | - | 2,180,686 |
| Warrants exercised | 588,786 | 629,335 | (69,988) | - | - | 559,347 |
| Warrants expired | - | - | (5,074) | 5,074 | - | - |
| Stock-based compensation | - | - | - | 352,333 | - | 352,333 |
| Share issue expenses | - | - | - | - | (112,137) | (112,137) |
| Balance at June 30, 2017 | 57,161,557 | 35,142,832 | 1,922,031 | 2,581,818 | (13,424,618) | 26,111,628 |

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

Midland Exploration Inc.

Statements of Cash Flows

Nine months ended June 30, 2018 and 2017

(Unaudited)

| | Nine months ended June 30, | |
|--|-------------------------------|------------------|
| | 2018 | 2017 |
| | \$ | \$ |
| Operating activities | | |
| Loss | (356,556) | (663,749) |
| Adjustment for: | | |
| Stock-based compensation | 157,301 | 219,724 |
| Impairment of exploration and evaluation assets | 20,472 | 4,491 |
| Variation – fair value of listed shares | (10,000) | - |
| Recovery of deferred income taxes | (631,620) | (366,130) |
| | (820,403) | (805,664) |
| Changes in non-cash working capital items | | |
| Accounts receivable | (104,899) | (198,025) |
| Sales tax receivable | 59,773 | 55,004 |
| Tax credits and mining rights receivable | - | 5,320 |
| Prepaid expenses | (47,523) | (844) |
| Accounts payable and accrued liabilities | 761,465 | 24,982 |
| Advance received for exploration work | (334,851) | (15,036) |
| | 333,865 | (128,599) |
| | (486,438) | (934,263) |
| Financing activities | | |
| Flow-through private placement | 2,285,354 | 2,562,776 |
| Exercise of warrants | 1,750,300 | 559,347 |
| Share issue expenses | (104,919) | (112,137) |
| | 3,930,735 | 3,009,986 |
| Investing activities | | |
| Additions to investments | (5,350,000) | (1,850,000) |
| Disposals of investments | 1,850,000 | 7,229,000 |
| Additions to exploration properties | (231,239) | (473,793) |
| Disposals of exploration properties | - | 50,000 |
| Reduction of advances paid for exploration expenses | - | 302,224 |
| Additions to exploration and evaluation expenses | (2,774,174) | (2,849,774) |
| Taxes credits and mining rights received | 922,454 | 8,584 |
| | (5,582,959) | 2,416,241 |
| Net change in cash and cash equivalents | (2,138,662) | 4,491,964 |
| Cash and cash equivalents – beginning (note 4) | 4,628,896 | 1,467,414 |
| Cash and cash equivalents – ending (note 4) | 2,490,234 | 5,959,378 |
| Additional information | | |
| Stock-based compensation included in exploration and evaluation expenses | 84,577 | 132,609 |
| Additions of exploration properties and exploration and evaluation expenses included in accounts payable and accrued liabilities | 602,609 | 554,743 |
| Tax credits receivable applied against exploration and evaluation expenses | 135,063 | 233,177 |
| Interest received | 72,315 | 92,049 |

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

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

1. STATUTE OF INCORPORATION AND NATURE OF ACTIVITIES

Midland Exploration Inc. (“the Corporation”), incorporated in Canada on October 2, 1995 and operating under the Business Corporations Act (Québec), is a company in the mining exploration business. The Corporation’s operations include the acquisition and exploration of mining properties. Its head office is located at 1, Place Ville Marie, suite 4000, Montreal, Quebec, H3B 4M4. The Corporation’s shares are listed on the TSX Venture Exchange (the “Exchange”) under the MD ticker.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration properties. The recoverability of exploration and evaluation assets is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain the necessary financing to complete exploration and the profitable sale of the assets. The Corporation will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

2. BASIS OF PRESENTATION

These condensed interim Financial Statements (the “Financial Statements”) have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. The Financial Statements should be read in conjunction with the annual financial statements for the year ended September 30, 2017, which have been prepared in accordance with IFRS. The accounting policies, methods of computation and presentation applied in these Financial Statements are consistent with those of the previous financial year. The Board of Directors has approved the Financial Statements on August 9, 2018.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of Financial Statements in conformity with IFRS requires the Corporation to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period. The Corporation also makes estimates and assumptions concerning the future. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

In preparing the Financial Statements, the significant judgements made by management in applying the Corporation’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual Financial Statements for the year ended September 30, 2017.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

4. CASH AND CASH EQUIVALENTS

| | As at June 30, 2018 | As at September 30, 2017 |
|---|---------------------------|--------------------------------|
| | \$ | \$ |
| Cash | 2,490,234 | 328,896 |
| Guaranteed investment certificates bearing interest between 0.80% and 1.15%, maturing between December 5, 2017 and June 6, 2018 | - | 4,300,000 |
| | 2,490,234 | 4,628,896 |

5. INVESTMENTS

| | As at June 30, 2018 | As at September 30, 2017 |
|--|---------------------------|--------------------------------|
| | \$ | \$ |
| Guaranteed investment certificates, not cashable before the expiry date, between 1.45% and 2.65% interest payable annually, maturing between July 16, 2018 and May 13, 2019, with a maturity value of \$10,194,826 | 10,003,910 | - |
| Guaranteed investment certificates, not cashable before the expiry date, between 1.40% and 1.95% interest payable annually, maturing between November 30, 2017 and July 23, 2018, with a maturity value of \$6,605,807 | - | 6,503,910 |
| | 10,003,910 | 6,503,910 |

The balance on flow-through financing not spent according to the restrictions imposed by the November 2017 financing represents \$205,754 as at June 30, 2018 and is included in investments. The Corporation has to dedicate these funds to Canadian mining properties exploration.

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

6. EXPLORATION AND EVALUATION ASSETS

The following tables disclose the acquisition costs of exploration properties:

| Acquisition costs | Undivided interest | As at Sept. 30, 2017 | Additions | Option payments | Impairment | As at June 30, 2018 |
|-----------------------------|--------------------|----------------------|----------------|-----------------|------------------------|---------------------|
| | % | \$ | \$ | \$ | \$ | \$ |
| Abitibi | | | | | | |
| Maritime-Cadillac | 49 | 290,838 | 68 | - | - | 290,906 |
| Laflamme | 73.8 | 122,347 | 9,822 | - | - | 132,169 |
| Patris | 100 | 87,072 | 10,895 | - | - | 97,967 |
| Casault | 50 | 26,995 | 2,606 | - | - | 29,601 |
| Jouvex | 50 | 45,432 | 4,726 | - | - | 50,158 |
| Heva | 100 | 57,906 | - | - | - | 57,906 |
| Valmond | 100 | 10,756 | 4,691 | - | - | 15,447 |
| La Peltrie | 100 | 101,601 | (6,086) | - | - | 95,515 |
| Adam | 100 | 16,830 | 7,889 | - | - | 24,719 |
| Samson | 100 | 20,166 | 16,602 | - | - | 36,768 |
| Mistaouac | 100 | - | 23,265 | - | - | 23,265 |
| Turgeon | 100 | - | 28,788 | - | - | 28,788 |
| Abitibi Or | 100 | 138,669 | 6,940 | - | - | 145,609 |
| Grenville-Appalaches | | | | | | |
| Weedon | 100 | 36,703 | 1,888 | - | - | 38,591 |
| Gatineau | 100 | 32,102 | 2,012 | - | - | 34,114 |
| James Bay | | | | | | |
| James Bay Au | 100 | 198,893 | 5,429 | - | - | 204,322 |
| Eleonore | 100 | 141,681 | 17,746 | - | - | 159,427 |
| JV Eleonore | 50 | 96,972 | 910 | - | - | 97,882 |
| JV BJ Altius | 50 | 56,095 | 10,372 | - | - | 66,467 |
| Northern Quebec | | | | | | |
| Pallas PGE | 100 | 105,028 | 20,104 | - | - | 125,132 |
| Willbob | 100 | 257,030 | 26,696 | - | - | 283,726 |
| Soissons | 100 | - | 27,241 | - | - | 27,241 |
| Project Generation | 100 | 53,235 | (5,226) | - | (20,278) ¹⁾ | 27,731 |
| | | 1,896,351 | 217,378 | - | (20,278) | 2,093,451 |

1) The Corporation wrote off a property since no exploration program is planned for the near future and/or dropped all the claims.

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

6. EXPLORATION AND EVALUATION ASSETS (CONT'D)

| Acquisition costs | Undivided interest | As at Sept. 30, 2016 | Net Additions | Option payments | Impairment | As at Sept. 30, 2017 |
|-----------------------------|--------------------|----------------------|----------------|-----------------|------------------------|----------------------|
| | % | \$ | \$ | \$ | \$ | \$ |
| Abitibi | | | | | | |
| Maritime-Cadillac | 49 | 290,515 | 323 | - | - | 290,838 |
| Laflamme | 72.6 | 97,400 | 31,793 | - | (6,846) ¹⁾ | 122,347 |
| Patris | 100 | 87,072 | - | - | - | 87,072 |
| Casault | 50 | 17,538 | 9,457 | - | - | 26,995 |
| Jouvex | 50 | 44,998 | 8,141 | - | (7,707) ¹⁾ | 45,432 |
| Heva | 100 | 106,009 | 1,897 | (50,000) | - | 57,906 |
| Valmond | 100 | 7,259 | 5,328 | - | (1,831) ¹⁾ | 10,756 |
| La Peltrie | 100 | 103,593 | 28,008 | (30,000) | - | 101,601 |
| Adam | 100 | 11,975 | 4,855 | - | - | 16,830 |
| Samson | 100 | 17,406 | 2,760 | - | - | 20,166 |
| Abitibi Or | 100 | 149,902 | (11,233) | - | - | 138,669 |
| Grenville-Appalaches | | | | | | |
| Weedon | 100 | 30,016 | 13,778 | - | (7,091) ¹⁾ | 36,703 |
| Gatineau | 100 | 8,349 | 27,561 | - | (3,808) ¹⁾ | 32,102 |
| James Bay | | | | | | |
| James Bay Au | 100 | 178,881 | 32,014 | - | (12,002) ¹⁾ | 198,893 |
| Eleonore | 100 | 105,232 | 36,449 | - | - | 141,681 |
| JV Eleonore | 50 | 96,217 | 755 | - | - | 96,972 |
| JV BJ Altius | 50 | - | 56,095 | - | - | 56,095 |
| Northern Quebec | | | | | | |
| Pallas PGE | 100 | 72,443 | 38,508 | - | (5,923) ¹⁾ | 105,028 |
| Willbob | 100 | 55,842 | 201,188 | - | - | 257,030 |
| Quebec Labrador | | | | | | |
| Ytterby | 50.6 | 2,042 | - | - | (2,042) ²⁾ | - |
| Project Generation | | | | | | |
| | 100 | 23,429 | 31,048 | - | (1,242) ¹⁾ | 53,235 |
| | | 1,506,118 | 518,725 | (80,000) | (48,492) | 1,896,351 |

1) Some claims were dropped and the Corporation impaired partially the property.

2) The Corporation wrote off the property since no exploration program is planned for the near future and/or dropped all the claims.

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

6. EXPLORATION AND EVALUATION ASSETS (CONT'D)

The following two tables disclose details of exploration and evaluation expenses:

| E&E expenses | Undivided interest | As at Sept. 30, 2017 | Additions | Option payments | Tax credits | Impairment | As at June 30, 2018 |
|-----------------------------|--------------------|----------------------|------------------|-----------------|------------------|---------------------|---------------------|
| | % | \$ | \$ | \$ | \$ | \$ | \$ |
| Abitibi | | | | | | | |
| Maritime-Cadillac | 49 | 292,271 | 96,235 | - | - | - | 388,506 |
| Laflamme | 73.8 | 2,202,064 | 178,260 | - | - | - | 2,380,324 |
| Patris | 100 | 221,844 | 1,574 | - | - | - | 223,418 |
| Casault | 50 | 963,965 | 704,494 | - | (52,947) | - | 1,615,512 |
| Jouvex | 50 | 412,833 | 129 | - | - | - | 412,962 |
| Heva | 100 | 261,985 | 8,202 | - | - | - | 270,187 |
| Valmond | 100 | 124,314 | - | - | - | - | 124,314 |
| Samson | 100 | 83,411 | 83,010 | - | (40) | - | 166,381 |
| La Peltrie | 100 | 1,067,584 | 9,282 | - | - | - | 1,076,866 |
| Adam | 100 | 131,155 | 104,332 | - | (802) | - | 234,685 |
| Mistaouac | 100 | - | 226,478 | - | (4,319) | - | 222,159 |
| Turgeon | 100 | - | 194,544 | - | - | - | 194,544 |
| Abitibi Au | 100 | 203,470 | 12,994 | - | (1,347) | - | 215,117 |
| Grenville-Appalaches | | | | | | | |
| Weedon | 100 | 626,897 | 1,188 | - | - | - | 628,085 |
| Gatineau | 100 | 44,005 | 23,578 | - | (7) | - | 67,576 |
| James Bay | | | | | | | |
| James Bay Au | 100 | 362,595 | 100,990 | - | (575) | - | 463,010 |
| Eleonore | 100 | 1,723,519 | 46,514 | - | (2,260) | - | 1,767,773 |
| JV Eleonore | 50 | 291,282 | 254,749 | - | - | - | 546,031 |
| JV BJ Altius | 50 | 162,781 | 207,294 | - | (56,092) | - | 313,983 |
| Northern Quebec | | | | | | | |
| Pallas PGE | 100 | 538,746 | 1,228 | - | - | - | 539,974 |
| Willbob | 100 | 2,126,873 | 218,419 | - | (16,674) | - | 2,328,618 |
| Soissons | 100 | - | 7,735 | - | - | - | 7,735 |
| Project Generation | | | | | | | |
| | 100 | 91,166 | (6,505) | - | - | (194) ¹⁾ | 84,467 |
| | | 11,932,760 | 2,474,724 | - | (135,063) | (194) | 14,272,227 |

1) The Corporation wrote off a property since no exploration program is planned for the near future and/or dropped all the claims.

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

6. EXPLORATION AND EVALUATION ASSETS (CONT'D)

| E&E expenses | Undivided interest | As at Sept. 30, 2016 | Net Additions | Option payments | Tax credits | Impairment | As at Sept. 30, 2017 |
|-----------------------------|--------------------|----------------------|------------------|-----------------|--------------------|-------------------------|----------------------|
| | % | \$ | \$ | \$ | \$ | \$ | \$ |
| Abitibi | | | | | | | |
| Maritime-Cadillac | 49 | 236,090 | 56,235 | - | (54) | - | 292,271 |
| Laflamme | 72.6 | 1,893,853 | 332,006 | - | (23,795) | - | 2,202,064 |
| Patris | 100 | 221,646 | 198 | - | - | - | 221,844 |
| Casault | 50 | 352,708 | 691,965 | - | (80,708) | - | 963,965 |
| Jouvex | 50 | 351,966 | 62,420 | - | (1,553) | - | 412,833 |
| Heva | 100 | 157,076 | 114,219 | - | (9,310) | - | 261,985 |
| Valmond | 100 | 120,742 | 3,572 | - | - | - | 124,314 |
| Samson | 100 | 78,203 | 6,230 | - | (1,022) | - | 83,411 |
| La Peltrie | 100 | 628,505 | 425,573 | - | (10,473) | - | 1,067,584 |
| Adam | 100 | 42,841 | 95,781 | - | (7,467) | - | 131,155 |
| Abitibi Au | 100 | 173,644 | 30,687 | - | (861) | - | 203,470 |
| Grenville-Appalaches | | | | | | | |
| Weedon | 100 | 523,230 | 105,245 | - | (1,578) | - | 626,897 |
| Gatineau | 100 | 29,024 | 14,981 | - | - | - | 44,005 |
| James Bay | | | | | | | |
| James Bay Au | 100 | 261,886 | 136,659 | - | (35,950) | - | 362,595 |
| Eleonore | 100 | 1,629,303 | 130,458 | - | (36,242) | - | 1,723,519 |
| JV Eleonore | 50 | 124,692 | 237,687 | - | (71,097) | - | 291,282 |
| JV BJ Altius | 50 | - | 219,291 | - | (56,510) | - | 162,781 |
| Northern Quebec | | | | | | | |
| Pallas PGE | 100 | 369,500 | 295,012 | - | (125,766) | - | 538,746 |
| Willbob | 100 | 565,271 | 2,151,089 | - | (589,487) | - | 2,126,873 |
| Quebec Labrador | | | | | | | |
| Ytterby | 50.6 | 183,583 | - | - | - | (183,583) ¹⁾ | - |
| Project Generation | | | | | | | |
| | 100 | 74,069 | 23,436 | - | (6,339) | - | 91,166 |
| | | 8 041,811 | 5,132,744 | - | (1,058,212) | (183,583) | 11,932,760 |

1) The Corporation wrote off a property since no exploration program is planned for the near future and/or dropped all the claims.

6.1 Abitibi Au

On May 28, 2018, the Corporation signed a letter of intent, formalized by a definitive agreement signed on July 16, 2018, whereby it sold 17 claims for \$8,000 cash and a 1% net smelter return ("NSR") royalty.

6.2 Heva

On May 1, 2018, the Corporation signed an amendment to the May 27, 2017 option agreement with IAMGOLD Corporation ("IAMGOLD") whereby IAMGOLD will have until December 31, 2018 to make the \$70,000 cash payment and the \$500,000 work commitment of the first anniversary.

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

6. EXPLORATION AND EVALUATION ASSETS (CONT'D)

6.3 Willbob

On October 2, 2017, the Corporation signed an acquisition agreement whereby it acquired 9 claims for a \$10,000 cash payment and a 2% NSR royalty of which 1% can be bought back for a payment of \$1,000,000.

7. EQUITY

7.1 Private placements

On November 22, 2017, the Corporation completed a private placement by issuing 1,692,854 flow-through shares at \$1.35 per share, for total gross proceeds of \$2,285,354. On that date, the Corporation's share closed at \$0.94 on the Exchange, therefore the residual value attributed to the benefit related to flow-through shares renunciation is \$0.41 for a total value of \$694,070, credited to the liability related to the premium on flow-through shares. In connection with the private placement, the Corporation paid finder's fees of \$64,572. Directors and officers of the Corporation participated in these placements for a total consideration of \$131,625.

7.2 Warrants

Changes in the Corporation's number of outstanding warrants were as follow:

| | Nine months ended June 30, 2018 | | Fiscal 2017 | |
|--------------------------------------|------------------------------------|-------------|-------------------|------------------|
| | Number | Amount | Number | Amount |
| | | \$ | | \$ |
| Balance – Beginning of period | 20,622,569 | 1,922,031 | 21,254,213 | 1,997,093 |
| Exercised | (1,522,000) | (141,850) | (588,786) | (69,988) |
| Expired | (19,100,569) | (1,780,181) | (42,858) | (5,074) |
| Balance – End of period | - | - | 20,622,569 | 1,922,031 |

8. SHARE-BASED COMPENSATION

A summary of changes in the Corporation's common share purchase options is presented below:

| | Nine months ended June 30, 2018 | | Fiscal 2017 | |
|--------------------------------------|------------------------------------|--|----------------------|--|
| | Number of options | Weighted average exercise price | Number of options | Weighted average exercise price |
| | | \$ | | \$ |
| Balance – Beginning of period | 3,190,000 | 1.10 | 2,495,000 | 1.10 |
| Granted | 570,000 | 0.89 | 695,000 | 1.13 |
| Balance – End of period | 3,760,000 | 1.07 | 3,190,000 | 1.10 |
| Balance – End of period exercisable | 3,160,834 | 1.09 | 2,551,668 | 1.10 |

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

8. SHARE-BASED COMPENSATION (CONT'D)

The following table summarizes information about common share purchase options outstanding and exercisable as at June 30, 2018:

| Number of options outstanding | Number of options exercisable | Exercise price | Expiry date |
|-------------------------------|-------------------------------|----------------|-------------------|
| | | \$ | |
| 260,000 | 260,000 | 1.76 | February 17, 2021 |
| 315,000 | 315,000 | 1.54 | February 16, 2022 |
| 20,000 | 20,000 | 1.61 | February 27, 2022 |
| 345,000 | 345,000 | 1.25 | February 19, 2023 |
| 605,000 | 605,000 | 0.85 | February 20, 2024 |
| 450,000 | 450,000 | 0.60 | August 13, 2025 |
| 500,000 | 500,000 | 1.10 | August 11, 2026 |
| 50,000 | 50,000 | 1.13 | November 23, 2026 |
| 545,000 | 454,167 | 1.14 | February 21, 2027 |
| 100,000 | 66,667 | 1.04 | May 10, 2027 |
| 570,000 | 95,000 | 0.89 | February 15, 2028 |
| 3,760,000 | 3,160,834 | | |

The Corporation has a stock option plan (the "Plan"). The number of common shares granted is determined by the Board of Directors. On February 15, 2018, the board of directors approved an increase in the number of common shares reserved for issuance under the Corporation's fixed number stock option plan from 5,400,000 to 5,900,000, subject to the Exchange approval.

On February 15, 2018, the Corporation granted to its directors, officers, employees and consultants 570,000 options exercisable at \$0.89, valid for 10 years. Those options were granted at an exercise price equal to the closing market value of the shares the previous day of the grant. Total stock-based compensation costs amount to \$245,100 for an estimated fair value of \$0.43 per option. The fair value of the options granted was estimated using the Black-Scholes model with no expected dividend yield, 48% expected volatility, 2.22% risk-free interest rate and 6 years options expected life. This expected life was estimated by benchmarking comparable situations for companies that are similar to the Corporation. The expected volatility was determined by calculating the historical volatility of the Corporation's share price back from the date of grant and for a period corresponding to the expected life of the options.

9. SUBSEQUENT EVENTS

9.1 JV JB Altius properties

On May 29 2018, the Corporation signed 50%-50% joint venture agreements with Altius Resources Inc. ("Altius") for the following designated projects: Elrond, Gondor, Helms Deep, Isengard, Minas Tirith, Moria and Shire (the "Designated Projects").

On July 13, 2018, the Corporation amended, subject to the Exchange approval, the James Bay strategic alliance ("Alliance") memorandum of understanding ("MOU") signed on March 30, 2017 as follows:

- Altius agrees to exchange its 50% interest in the Designated Projects for 461,487 common shares valued at \$507,636, which corresponds to Altius' portion of the accumulated expenditures on the designated projects;

Midland Exploration Inc.

Notes to Financial Statements

Three and nine months ended June 30, 2018

(Unaudited)

9. SUBSEQUENT EVENTS (CONT'D)

- Altius will subscribe to 198,386 common shares at \$1.10 which corresponds to Altius' portion of the phase 2 approved exploration budget of 2018;
- Altius will subscribe to additional common shares for its portion of future work program on the Designated Projects, at market price;
- If further designated projects are declared, Altius will subscribe additional common shares of the Corporation for its portion of the work programs, at market price;
- All designated projects share require the registration of a 2% NSR, 50% 50% to the respective parties ("Alliance Royalty"), with a mutual right of first offer on the sale of any interest in the Alliance Royalty.

The MOU expires December 31, 2019, with an option to continue the Alliance for two additional years. The duration of this MOU can be reduced or extended by mutual consent.

9.2 Soissons property

On July 27, 2018, the Corporation signed a partnership agreement (50%-50%) with the Nunavik Mineral Exploration fund ("NMEF"), to explore an area of the Soissons property located between 50 and 100 kilometers southeast of Kuujuaq, Nunavik, Quebec. The NMEF will be the operator of the partnership.