

**SOLSTICE GOLD CORP.**  
**CONDENSED INTERIM FINANCIAL STATEMENTS**

For the nine months ended March 31, 2018  
(Unaudited - Expressed in Canadian Dollars)

## **NOTICE OF NON-REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS**

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

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

The attached condensed interim financial statements for the nine months ended March 31, 2018 have not been reviewed by the Company's auditors.

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

**SOLSTICE GOLD CORP.**

Condensed Interim Statements of Financial Position  
(Expressed in Canadian Dollars)

	<i>Notes</i>	<b>March 31, 2018</b>	June 30, 2017
		<b>(Unaudited)</b>	(Audited)
<b>ASSETS</b>			
Cash		\$ 7,792,864	\$ 1
Amounts receivable		44,168	-
Due from Dunnedin Ventures Inc.		116,384	-
Prepaid		13,889	-
		<b>7,967,305</b>	<b>1</b>
Exploration and Evaluation	4	<b>1,207,672</b>	-
<b>Total Assets</b>		<b>\$ 9,174,977</b>	<b>\$ 1</b>
<b>LIABILITIES</b>			
Accounts payable and accrued liabilities		\$ 95,028	\$ 1,063
Flow-through share premium liability	5	260,604	-
		<b>355,632</b>	<b>1,063</b>
Deferred tax liability	5	<b>453,128</b>	-
Total liabilities		<b>808,760</b>	<b>1,063</b>
<b>SHAREHOLDERS' EQUITY (DEFICIENCY)</b>			
Share capital	6	<b>9,356,268</b>	<b>1</b>
Reserves		<b>1,095,488</b>	
Deficit		<b>(2,085,539)</b>	<b>(1,063)</b>
Total shareholders' equity		<b>8,366,217</b>	<b>(1,062)</b>
<b>Total Liabilities and Shareholders' Equity</b>		<b>\$ 9,174,977</b>	<b>\$ 1</b>

Approved and authorized by the Board on May 29, 2018

(Signed) "Marty Tunney"  
Director

(Signed) "Michael Leskovec"  
Director

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

**SOLSTICE GOLD CORP.**Condensed Interim Statements of Comprehensive Loss  
(Unaudited - Expressed in Canadian Dollars)

	<i>Notes</i>	<b>Three months ended March 31, 2018</b>	Nine months ended March 31, 2018
<b>EXPENSES</b>			
Consulting fees	7	\$ 35,283	\$ 104,317
Management fees	7	118,483	319,502
Marketing expenses		2,592	7,608
Office expenses		11,260	19,107
Professional fees		57,223	180,919
Share-based compensation	6d	1,012,183	1,012,183
Transfer agent and filing fees		10,000	12,500
Travel		8,990	8,990
		<b>(1,256,014)</b>	<b>(1,665,126)</b>
<b>OTHER INCOME (LOSS)</b>			
Interest income		3,915	3,915
<b>Loss before income taxes</b>		<b>(1,252,099)</b>	<b>(1,661,211)</b>
Deferred income tax (expense)	5	(423,265)	(423,265)
<b>Net loss and comprehensive loss for the period</b>		<b>\$ (1,675,364)</b>	<b>\$ (2,084,476)</b>
<b>Basic and fully diluted loss per share</b>		<b>\$ (0.04)</b>	<b>\$ (0.15)</b>
<b>Weighted average number of shares outstanding - basic and fully diluted</b>		<b>43,766,584</b>	<b>14,375,886</b>

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

**SOLSTICE GOLD CORP.**Condensed Interim Statement of Cash Flows  
(Unaudited - Expressed in Canadian Dollars)

	<i>Notes</i>	<b>Nine months ended March 31, 2018</b>	Year ended June 30, 2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net loss for the period		\$ (2,084,476)	\$ (1,063)
Items not involving cash:			
Share-based compensation	<i>6d</i>	1,012,183	-
Deferred income tax expense		423,265	-
Net changes in non-cash working capital items			
Amounts receivable		(160,552)	-
Prepaid expenses		(13,889)	-
Accounts payable and accrued liabilities		(459,110)	1,063
Net cash provided by operating activities		(1,282,579)	-
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Exploration and evaluation	<i>4</i>	(241,793)	-
Net cash provided by investing activities		(241,793)	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Plan of arrangement	<i>4</i>	1,300,000	-
Issuance of common share		8,459,705	1
Share issuance costs		(442,470)	-
Net cash provided by financing activities		9,317,235	1
Change in cash during the period		7,792,863	1
Cash, beginning of period		1	-
Cash, end of period		\$ 7,792,864	\$ 1

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

**SOLSTICE GOLD CORP.**

## Condensed Interim Statements of Changes in Shareholders' Equity

*(Unaudited - Expressed in Canadian Dollars)*

	Notes	Share Capital		Reserves	Deficit	Total
		Number	Amount			
<b>Balance at June 8, 2017</b>		-	\$ -	\$ -	\$ -	-
Shares issued on incorporation		1	1	-	-	1
Net loss for the period		-	-	-	(1,063)	(1,063)
<b>Balance at June 30, 2017</b>		1	\$ 1	\$ -	\$ (1,063)	(1,062)
<b>Balance at June 30, 2017</b>		1	\$ 1	\$ -	\$ (1,063)	(1,062)
Private placement of flow-through shares	6	5,809,333	1,742,800	-	-	1,742,800
Private placement of non flow-through shares	6	26,534,400	6,633,600	-	-	6,633,600
Plan of arrangement	6	34,418,850	1,712,804	-	-	1,712,804
Flow-through shares premium liability	5	-	(290,467)	-	-	(290,467)
Share issue cost	6	-	(442,470)	83,305	-	(359,165)
Share-based compensation	6	-	-	1,012,183	-	1,012,183
Net loss for the period		-	-	-	(2,084,476)	(2,084,476)
<b>Balance at March 31, 2018</b>		66,762,584	\$ 9,356,268	\$ 1,095,488	\$ (2,085,539)	8,366,217

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

## **SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

March 31, 2018

(Unaudited - Expressed in Canadian Dollars)

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### **1. NATURE AND CONTINUANCE OF OPERATIONS**

Solstice Gold Corp, formerly Dunnedin Gold Inc., (“Solstice” or the “Company”) was incorporated in the Province of British Columbia on June 8, 2017 as a subsidiary of Dunnedin Ventures Inc. and the Company’s registered and records office is located at 1020 – 800 West Pender Street, Vancouver, BC V6C 2V6. On September 18, 2017, the Company changed its name to Solstice Gold Corp. The Company is carrying out exploration of mineral resource properties primarily in Nunavut, Canada.

The Company was incorporated pursuant to a proposed plan of arrangement (the “Arrangement”) with Dunnedin Ventures Inc. (“DVI”), completed January 31, 2018. As part of the Arrangement, certain mineral claims and rights to all minerals, including metalloids, but excluding diamonds, gemstones and all minerals found within kimberlitic rocks on the Kahuna property were transferred to the Company from DVI, together with \$1,300,000 in cash, in exchange for the Company’s shares, which DVI in turn distributed to its shareholders.

Under the Arrangement, each DVI shareholder received one common share in Solstice for every three DVI shares held. Holders of outstanding DVI options also received one fully vested option of Solstice for every three options held in DVI (vested or unvested). The options are exercisable at a valuation factor multiple above the exercise price of a DVI option immediately before the transaction effective date or court approval date. Holders of outstanding DVI warrants also received one fully vested warrant of Solstice for every three warrants held in DVI (vested or unvested). The warrants are exercisable at a valuation factor multiple above the exercise price of a DVI warrant immediately before the transaction effective date or court approval date. The Arrangement was executed and completed on January 31, 2018. On May 14, 2018, Solstice began trading on the TSX Venture Exchange under the symbol “SGC”.

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assumes that the Company will be able to meet its obligations and trade on the TSX Venture Exchange. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At March 31, 2018, the Company had no source of operating revenues, had not yet achieved profitable operations, expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern (see Note 2).

### **2. BASIS OF PREPARATION**

#### **Statement of compliance**

The unaudited condensed interim financial statements of the Company for the nine months ended March 31, 2018 have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on May 29, 2018.

## **SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

March 31, 2018

(Unaudited - Expressed in Canadian Dollars)

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### **2. BASIS OF PREPARATION** *(continued)*

#### **Basis of measurement**

These unaudited condensed interim financial statements have been prepared in accordance with IAS 34 - Interim Financial Reporting on the basis of International Financial Reporting Standards ("IFRS") and interpretations as approved by the International Accounting Standards Board ("IASB") and are presented in Canadian dollars.

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except fair value through profit and loss assets which are carried at fair value and have been prepared using the accrual basis of accounting except for cash flow information. The unaudited condensed interim consolidated statement of cash flows shows the changes in cash arising during the year from operating activities, investing activities and financing activities.

The cash flows from operating activities are determined by using the indirect method. Net loss is therefore adjusted by non-cash items, such as deferred tax expenses (recoveries), stock-based compensation, write-down of exploration and evaluation assets, flow-through share premium, accretion expense, as well as changes from amounts receivable, prepaid expenses and supplies, and accounts payable and accrued liabilities. In addition, all income and expenses from cash transactions that are attributable to investing or financing activities are eliminated. The cash flows from investing and financing activities are determined by using the direct method.

#### **Significant accounting judgments, estimates, and assumptions**

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

#### *Critical judgments*

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **New standards and interpretations not yet adopted**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

The accounting policies applied in the preparation of these condensed interim financial statements are consistent with those applied and disclosed in the Company's audited financial statements for the year ended June 30, 2017, except for the adoption, on July 1, 2018, of IFRS 9, *Financial Instruments: Classification and Measurement* ("IFRS 9"), which has an initial application as at this date.

*IFRS 9, Financial Instruments (new; to replace IAS 39)*



## **SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

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### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

#### **New standards and interpretations not yet adopted** *(continued)*

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). The approach in IFRS 9 is based on how an entity 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 and, therefore, the accounting policy with respect to financial liabilities is not expected to have material impact.

The following is the new accounting policy for financial assets under IFRS 9:

#### **Financial assets**

The Company will now classify its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument -by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

**Financial assets at FVTPL:** Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of (loss) income in the period.

**Financial assets at FVTOCI:** Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in which they arise.

**Financial assets at amortized cost:** A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

**Impairment of financial assets at amortized cost:** The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

## SOLSTICE GOLD CORP.

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

#### **New standards and interpretations not yet adopted *(continued)***

The following table shows the classification of the Company's financial assets under IFRS 9:

Financial asset	IFRS 9 Classification
Cash	Amortized cost
Other receivables	Amortized cost
Trade payable and accrued liabilities	Amortized cost

As the accounting reflected by the adoption of IFRS 9 under the above classifications and election is similar to that of IAS 39, there will be no impact on the Company's financial statements.

#### IFRS 16 Leases

The new standard will replace IAS 17 Leases and eliminates the classification of leases as either operating or finance leases by the lessee. The treatment of leases by the lessee will require capitalization of all leases resulting accounting treatment similar to finance leases under IAS 17 Leases. The new standard will result in an increase in lease assets and liabilities for the lessee. Under the new standard, the treatment of all lease expense is aligned in the statement of earnings with depreciation, and an interest component recognized for each lease, in line with finance lease accounting under IAS 17 Leases. IFRS 16 will be applied prospectively for annual periods beginning on January 1, 2019.

### 4. KAHUNA PROPERTY LAND TRANSFER AND RIGHTS AGREEMENT

#### **Letter Agreement between Dunnedin Ventures Inc. and Solstice Gold Corp.**

During the period ended December 31, 2017 and pursuant to the proposed Arrangement (Note 1), DVI and Solstice entered into the Kahuna Property Land Transfer and Rights Agreement (the "Agreement") which set out the terms to which DVI transferred mineral claims located in Nunavut, Canada (approximately 26 kilometres northeast of Rankin Inlet) to Solstice.

On January 31, 2018, upon execution of the Agreement, DVI transferred to Solstice:

- 100% title and rights to the Transferred Claims (specifically identified in the Agreement);
- A 50% undivided interest in and to certain Border Claims (specifically identified in the Agreement); and
- Ownership of all technical, economic, geological, and other information and data concerning the transferred claims, and the portion of each of the Border Claims over which Solstice has Primary Development Rights ("PDR") (as defined in the Agreement).

In each case, the Agreement is free and clear of any and all mortgages, charges, pledges, liens, licences, privileges, security interests, royalties, encumbrances, claims or rights or interest attaching to or affecting property, whether recorded or unrecorded, and whether arising by agreement, statute or otherwise under applicable laws (each an "Encumbrance"), apart from the gross overriding royalties ("GORs") and the net smelter return royalties ("NSRs").

**SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

**4. KAHUNA PROPERTY LAND TRANSFER AND RIGHTS AGREEMENT** *(continued)***Letter Agreement between Dunnedin Ventures Inc. and Solstice Gold Corp.** *(continued)*

In consideration for the Transferred Claims and \$1,300,000 in cash, Solstice issued 34,418,850 common shares to DVI.

Upon execution of the Agreement, DVI granted to Solstice PDR in respect of the Transferred Claims and Secondary Development Rights ("SDR") in respect of the Remaining Claims (other than Transferred or Border Claims) and Solstice granted PDR's in respect of the Remaining Claims and SDR's in respect of the Transferred Claims. Border claims are also split into PDR and SDR depending on geographic location.

PDR means the rights of the holder of a mineral claim or other mining right, to amongst other things, conduct exploration, development, and mining on such mineral claims. SDR means having the right to access the mineral claims for the purpose of inspecting the mineral claims and existing work being undertaken on the claims and to propose work to the PDR holder which work may proceed only with the consent of the PDR holder. SDR's terminate on a claim or claims when a PDR holder commences a feasibility study, completes a feasibility study or commences commercial production on the claim or claims.

In all cases of the Agreement, mining rights of DVI shall be limited to diamonds, gemstones and all minerals found within kimberlitic rocks and mining rights of the Company shall be limited to all other minerals and metalloids. Mineral claims & rights under the Agreement may be transferred to third parties provided they are bound by the Agreement.

The arrangement between DVI and the Company was deemed to be a common-control transaction. IFRS does not specify an accounting approach on these transactions and therefore an accounting policy choice is required and is to be applied consistently to all common-control transactions. An entity has a choice to select between applying a) the acquisition method as outlined in IFRS 3, or b) book value method. The Company elected to recognize the assets acquired and liabilities assumed from DVI at the book value.

On January 31, 2018, the Arrangement was executed, the book value of the assets acquired, and liabilities assumed from DVI are as follows:

	Amount
Acquisition of Kahuna Gold Properties	\$ 965,879
Cash transferred from DVI	1,300,000
Less:	
Exploration and evaluation costs paid by DVI on behalf of Solstice	(544,780)
Accounts payable	(8,295)
	<u>\$ 1,712,804</u>

**SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

March 31, 2018

(Unaudited - Expressed in Canadian Dollars)

**4. KAHUNA PROPERTY LAND TRANSFER AND RIGHTS AGREEMENT (continued)****Kahuna Property as at March 31, 2018**

	<i>Note</i>	Amount
<b><u>Acquisition</u></b>		
Plan of arrangement	1,4	\$ 965,879
<b><u>Exploration</u></b>		
Geological consulting and assays		34,644
Aircraft charter		7,872
Exploration support		95,730
Fuel		67,986
Travel		35,561
		241,793
Balance, March 31, 2018		\$ 1,207,672

**5. FLOW THROUGH SHARE PREMIUM LIABILITY**

Flow through share premium liabilities include the liability portion of the flow through shares issued. The following is a continuity schedule of the liability portion of the flow through shares issuances.

	Issued on January 31, 2018
<b>Balance at June 30, 2017</b>	\$ -
Liability incurred on flow through shares issued	290,467
Settlement of flow through share liability on incurring expenditures	(29,863)
<b>Balance at March 31, 2018</b>	\$ 260,604

On January 31, 2018, the Company completed a non-brokered private placement of 5,809,333 flow-through common shares at a price of \$0.30 per share for gross proceeds of \$1,742,800. A premium of \$0.05 per share was received for the flow through shares and the Company.

As at March 31, 2018, the Company has fulfilled 10.3% of its commitment to incur expenditures in relation to flow through share financing, and recorded \$423,265 as deferred income tax expense, a net flow-through premium liability of \$260,604 and a deferred tax liability of \$453,128.

**6. SHARE CAPITAL****a. Authorized and outstanding**

The Company is authorized to issue an unlimited number of common shares. At March 31, 2018, there are 66,762,584 common shares outstanding for a share capital amount of \$9,356,268.

**SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

March 31, 2018

(Unaudited - Expressed in Canadian Dollars)

**6. SHARE CAPITAL (continued)****b. Share issuances**

On January 31, 2018, concurrent with completion of the Arrangement, Solstice issued 34,418,850 common shares to DVI shareholders as part of the consideration for the Transferred Claims,

On January 31, 2018, concurrent with completion of the Arrangement, Solstice completed a non-brokered private placement financing consisting of both Non-Flow Through Units (the "Units") and Flow-Through Shares (the "Flow-Through Shares") for a gross amount of \$8,376,400. The fair-value of finders' warrants related to this private place amounted to \$83,305.

Solstice issued a total of 26,534,400 Units at a price of \$0.25 per Unit. Each "Unit" consists of one common share and one-half-of-one warrant. Each whole warrant entitles the holder to purchase a further common share of Solstice at a price of \$0.35 for a period of thirty months.

Solstice has also issued 5,809,333 Flow-Through Shares at a price of \$0.30 per Flow-Through Share.

**c. Warrants**

	Number of Warrants	Weighted Average Exercise Price
Balance as at Incorporation and June 30, 2017	-	-
Received on Plan of Arrangement	6,536,359 **	\$0.25
Issued on private placement	13,267,200	\$0.35
Issued to finders on private placement	636,722	\$0.30
Exercised	-	-
Expired	-	-
Balance as at March 31, 2018	20,440,281	\$ 0.32

Expiry Date	Number of Warrants	Exercise Price	Weighted Average Remaining Life in Years
September 2, 2018	2,948,325 **	\$0.15	0.42
September 2, 2018	182,999 **	\$0.15	0.42
December 30, 2019	46,666 **	\$0.22	1.75
July 17, 2019	2,764,815 **	\$0.35	1.30
July 17, 2019	220,831 **	\$0.40	1.30
July 27, 2019	372,723 **	\$0.25	1.32
July 31, 2020	13,267,200	\$0.35	2.34
July 31, 2020	636,722	\$0.30	2.34
	20,440,281	\$0.32	1.87

\*\* Share purchase warrants received as per Plan of Arrangement.

**SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

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(Unaudited - Expressed in Canadian Dollars)

**6. SHARE CAPITAL (continued)****d. Options**

On January 31, 2018, concurrent with completion of the Arrangement, an aggregate of 4,890,000 stock options were granted to management, directors and consultants of the Company, exercisable at \$0.25 per share for a period of seven years.

The fair value of the options was estimated at the grant date based on the Black-Scholes option pricing model, using the following assumptions:

	January 31, 2018
Expected dividend yield	0%
Weighted average risk-free interest rate	2.09%
Weighted average expected life	7 year
Weighted average expected volatility	100%
Weighted average fair value of options granted	\$0.2068

	Number of Options	Weighted Average Exercise Price
Balance as at Incorporation and June 30, 2017	-	-
Received on Plan of Arrangement	2,361,659 **	\$0.17
Granted	4,890,000	\$ 0.25
Exercised	-	-
Expired	-	-
Balance as at March 31, 2018	7,251,659	\$ 0.225

Expiry Date	Number of Options	Exercise Price	Weighted Average Remaining Life in Years
November 12, 2019	433,331 **	\$0.110	1.62
May 7, 2020	174,999 **	\$0.110	2.10
August 4, 2021	66,666 **	\$0.150	3.35
September 6, 2021	1,166,663 **	\$0.190	3.44
October 4, 2021	50,000 **	\$0.190	3.52
December 7, 2018	50,000 **	\$0.195	0.69
January 18, 2022	420,000 **	\$0.210	3.81
January 15, 2025	4,890,000	\$0.250	6.80
	7,251,659	\$0.225	5.57

\*\* Options transferred from DVI as per Plan of Arrangement.

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**7. RELATED PARTY TRANSACTIONS****Key Management and Consulting Agreements**

On October 1, 2017, the Company entered into employment and consulting agreements with key management and consultants. Pursuant to which, in the event of a change of control, each of the key managers and consultants would be entitled to up to twenty-four months' worth of compensation plus applicable bonuses and benefits, if such employee/consultant is terminated without just cause (as defined therein) or resigns for Good Reason (as defined therein).

**a. Directors and Executive Management Compensation was as follows:**

	<b>Nine months ended March 31, 2018</b>	
Cash compensation	\$	221,250
Share-based compensation	\$	593,501
	<b>\$</b>	<b>814,751</b>

**b. Directors and Executive Management Transactions**

The aggregate value of transactions and outstanding balances relating to entities over which directors and executive management have control or significant influence were as follows:

<b>Payee</b>	<b>Nature of Transactions</b>	<b>Compensation Fees</b>		<b>Owing as at March 31, 2018</b>
Nicmar Capital Corp	Management	\$	52,500	\$ 7,875
Chris Taylor Geological Ltd.	Consulting	\$	45,000	\$ -
North Face Software Ltd.	Consulting and exploration	\$	75,250	\$ 12,863
		<b>\$</b>	<b>172,750</b>	<b>\$ 20,738</b>

**8. CAPITAL MANAGEMENT**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The capital structure of the Company consists of equity, comprising issued capital, and deficit. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not exposed to externally imposed capital requirements.

**SOLSTICE GOLD CORP.**

Notes to the Condensed Interim Financial Statements

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**9. FINANCIAL INSTRUMENTS**

The fair value of the Company's accounts payable approximate carrying value, which is the amount recorded on the consolidated statements of financial position. The Company's other financial instrument, cash, under the fair value hierarchy, is based on level one quoted prices in active markets for identical assets or liabilities.

As at the reporting date the Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, and liquidity risk.

*Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations to the Company. The Company's cash is held in petty cash. The Company believes it has no significant credit risk.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company plans to have sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holdings of cash.

*Market risk*

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, and commodity and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing return. As at March 31, 2018, the Company is exposed to minimum market risk.

**10. SEGMENTED INFORMATION**

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. All of the Company's operations are within the mineral exploration sector in Canada. The Company operates in a single reportable operating segment.