

**BLIND CREEK RESOURCES LTD.**

**CONDENSED INTERIM FINANCIAL STATEMENTS**

**(Expressed in Canadian Dollars)**

**(Unaudited – prepared by management)**

**May 31, 2017**

These unaudited condensed interim financial statements of Blind Creek Resources Ltd. for the six months ended May 31, 2017 have been prepared by management and approved by the Board of Directors. These unaudited condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

**BLIND CREEK RESOURCES LTD.**  
**(an exploration stage company)**  
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION  
AS AT  
(Expressed in Canadian Dollars)  
(Unaudited – prepared by management)

	May 31, 2017	November 30, 2016 (audited)
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 22,335	\$ 445
Receivables	<u>6,763</u>	<u>4,611</u>
	29,098	5,056
<b>Investment</b> (Note 4)	10,200	10,200
<b>Equipment</b> (Note 5)	36,430	41,428
<b>Exploration and evaluation assets</b> (Note 6 and 15)	<u>1,783,038</u>	<u>1,299,723</u>
	<u>\$ 1,858,766</u>	<u>\$ 1,356,407</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

<b>Current</b>		
Accounts payable and accrued liabilities	\$ 145,792	\$ 47,456
Due to related parties (Note 11)	<u>107,923</u>	<u>102,423</u>
	<u>253,715</u>	<u>149,879</u>
<b>Shareholders' equity</b>		
Share capital (Note 7)	15,843,621	15,352,021
Reserves	3,066,794	2,889,494
Deficit	<u>(17,305,364)</u>	<u>(17,034,987)</u>
	<u>1,605,051</u>	<u>1,206,528</u>
	<u>\$ 1,858,766</u>	<u>\$ 1,356,407</u>

Nature and continuance of operations (Note 1)  
Subsequent events (Note 15)

**On behalf of the Board:**

"Christopher P. Cherry" Director "Andrew H. Rees" Director

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

**BLIND CREEK RESOURCES LTD.**

## CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

(Unaudited – prepared by management)

	Three Months Ended May 31, 2017	Three Months Ended May 31, 2016	Six Months Ended May 31, 2017	Six Months Ended May 31, 2016
<b>EXPENSES</b>				
Bank charges, interest and accretion	\$ 170	\$ 95	\$ 397	\$ 147
Consulting fees	18,400	-	36,950	-
Depreciation (Note 5)	2,499	3,353	4,998	6,706
Filing and transfer agent fees	5,850	3,158	6,941	4,297
Management fees	-	-	14,500	-
Office and miscellaneous	1,927	49	1,975	97
Professional fees	4,112	6,338	9,700	9,891
Share-based payments	177,300	-	177,300	-
Travel, trade shows and promotion	17,616	-	17,616	-
	<u>(227,874)</u>	<u>(12,993)</u>	<u>(270,377)</u>	<u>(21,138)</u>
<b>Loss and comprehensive loss for the period</b>	<b>\$ (227,874)</b>	<b>\$ (12,999)</b>	<b>\$ (270,377)</b>	<b>\$ (21,138)</b>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.01)</b>	<b>\$ (0.00)</b>	<b>\$ (0.02)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b>20,184,717</b>	<b>5,296,774</b>	<b>17,241,689</b>	<b>5,296,774</b>

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

**BLIND CREEK RESOURCES LTD.**  
CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
(Expressed in Canadian Dollars)  
(Unaudited – prepared by management)

	Share Capital		Deficit	Reserves	Total Shareholders' Equity
	Common Shares	Amount			
<b>Balance, November 30, 2015</b>	5,296,774	\$ 14,709,305	\$ (16,785,078)	\$ 2,889,494	\$ 813,721
Comprehensive loss for the period	-	-	(21,138)	-	(21,138)
<b>Balance, May 31, 2016</b>	5,296,774	\$ 14,709,305	\$ (16,806,216)	\$ 2,889,494	\$ 792,583
<b>Balance, November 30, 2016</b>	15,184,717	\$ 15,352,021	\$ (17,034,987)	\$ 2,889,494	\$ 1,206,528
Shares issued for cash	5,000,000	491,600	-	-	491,600
Share-based payments	-	-	-	177,300	177,300
Comprehensive loss for the period	-	-	(270,377)	-	(270,377)
<b>Balance, May 31, 2017</b>	20,184,717	\$ 15,843,621	\$ (17,305,364)	\$ 3,066,794	\$ 1,605,051

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

**BLIND CREEK RESOURCES LTD.**  
**(an exploration stage company)**  
**STATEMENTS OF CASH FLOWS**  
**SIX MONTHS ENDED**  
(Expressed in Canadian Dollars)  
(Unaudited – prepared by management)

	May 31, 2017	May 31, 2016
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income for the year	\$ (270,377)	\$ (21,138)
Items not affecting cash:		
Depreciation	4,998	6,706
Share-based payment	177,300	-
Changes in non-cash working capital items:		
Receivables	(2,152)	(380)
Accounts payable and accrued liabilities	(98,336)	(16,446)
<b>Net cash provided by (used in) operating activities</b>	<u>8,105</u>	<u>(31,258)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Mineral property expenditures	(483,315)	-
<b>Net cash provided by investing activities</b>	<u>(483,315)</u>	<u>-</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of shares, net	491,600	-
Related party loans	5,500	33,400
<b>Net cash provided by financing activities</b>	<u>497,100</u>	<u>33,400</u>
<b>Change in cash during the period</b>	21,890	2,142
<b>Cash, beginning of period</b>	<u>445</u>	<u>2,155</u>
<b>Cash, end of period</b>	<u>\$ 22,335</u>	<u>\$ 4,297</u>

Supplemental disclosure with respect to cash flows:

There were no cash payments of taxes or interest for the years presented. There were no significant non-cash transactions during the six months ended May 31, 2017 and 2016.

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

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

The Company was incorporated in under the Canada Business Corporations Act on August 31, 2004 and has continued as a company under the Business Corporations Act of British Columbia. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties. The Company's head office, principal address and registered records office is located at PO Box 48778 Stn. Bentall Centre, Vancouver, British Columbia, Canada. During the year ended November 30, 2015, the Company completed a 10 for 1 share consolidation. All references to number of shares and per share amounts have been restated to reflect the consolidation.

The Company's unaudited condensed interim financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Several conditions cast doubt on the validity of this assumption. The Company has incurred ongoing losses and has an accumulated deficit. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments would be material.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including the acquisition and exploration of exploration and evaluation assets, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and acquire mineral properties. The outcome of these matters cannot be predicted at this time. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of its mineral properties and upon future profitable production.

## **2. BASIS OF PRESENTATION**

### **Statement of Compliance**

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual financial statements of the Company for the year ended November 30, 2016.

### **Approval of the financial statements**

These unaudited condensed consolidated interim financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on July 31, 2017.

**2. BASIS OF PRESENTATION** (continued)

**Critical Accounting Estimates and Judgments**

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 period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- ii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.
- iii) The recorded value of provisions. This amount represents a best estimate of the probable amount payable taking into account available evidence including past history of payments and uncertainty of outflow of future resources.

**3. SIGNIFICANT ACCOUNTING POLICIES**

**New or revised accounting standards not yet adopted**

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the year ended November 30, 2016 and have not been applied in preparing these financial statements. The Company is currently evaluating these standards:

- a. IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

**4. INVESTMENT**

Available-for-sale investment consists of an investment in common shares of BC Gold Corp (“BCGold”).

During the year ended November 30, 2016, BCGold completed a reverse split and the Company’s investment was reduced from 350,000 common shares to 70,000 common shares of BCGold. During the year ended November 30, 2016, the Company received an additional 100,000 common shares of BCGold fair valued at \$7,000. At November 30, 2016, the fair value of the BCGold shares was \$10,200 which represented an unrealized mark-to-market loss of \$300 recorded as other than temporary impairment in profit or loss.

On March 13, 2017, BCGold announced that it had changed its name to Pan Andean Minerals Ltd., and during the six months ended May 31, 2017, there was no change in value of the BCGold shares.



**BLIND CREEK RESOURCES LTD.**  
NOTES TO THE FINANCIAL STATEMENTS  
SIX MONTHS ENDED MAY 31, 2017  
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**5. EQUIPMENT**

Cost	Mobile Equipment	Field Equipment	Total
Balance November 30, 2016, and May 31, 2017	\$ 133,293	\$ 92,935	\$ 226,228

Accumulated amortization	Mobile Equipment	Field Equipment	Total
Balance at November 30, 2015	\$ 108,862	\$ 62,257	\$ 171,389
Amortization	7,329	6,082	13,411
Balance at November 30, 2016	116,191	68,609	184,800
Amortization	2,566	2,432	4,998
Balance at May 31, 2017	\$ 118,757	\$ 71,041	\$ 189,798

Carrying amounts	Mobile Equipment	Field Equipment	Total
Balance at November 30, 2016	\$ 17,102	\$ 24,326	\$ 41,428
Balance at May 31, 2017	\$ 14,536	\$ 21,894	\$ 36,430

**6. EXPLORATION AND EVALUATION ASSETS**

**Realization of assets**

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

**BLIND CREEK RESOURCES LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**SIX MONTHS ENDED MAY 31, 2017**  
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**6. EXPLORATION AND EVALUATION ASSETS (continued)**

**Environmental**

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

Exploration and evaluation asset costs and activity is as follows:

	Atlin	Blende	Yukon Carlin	Total
Balance, November 30, 2016	\$ 1	\$ 1,299,721	\$ 1	\$ 1,299,723
Acquisition costs	483,315	-	-	483,315
Balance, May 31, 2017	\$ 483,316	\$ 1,299,721	\$ 1	\$ 1,783,038

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NOTES TO THE FINANCIAL STATEMENTS  
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**6. EXPLORATION AND EVALUATION ASSETS (continued)**

**Atlin, B.C.**

Since August 2004, the Company has owned claims located in the Atlin Mining Division of British Columbia. Until February, 2017, these claims comprised two project areas referred to as the Tagish Lake / Wann River Project and the Atlin Project.

In August 2013 (and subsequently amended in August 2014, August 2015 and August 2016) the Company signed a letter agreement with BCGold Corp. (“BCGold”) where BCGold had the option to earn a 100% interest in certain claims of the Company’s Atlin property.

To earn its 100% interest, BCGold was required to make cash payments totaling \$225,000, issue 1,250,000 common shares and incur a minimum of \$400,000 in exploration expenditures as follows:

- (i) issue 250,000 common shares within five business days of signing the letter agreement (received);
- (ii) pay \$10,000, issue 250,000 common shares and incur \$100,000 of expenditures on or before August 19, 2014 (deferred to August 19, 2015, 2016 and 2017 by 3 separate amendments, each with payments of 100,000 shares of BCGold – (received);
- (iii) pay \$15,000, issue 250,000 common shares and incur \$100,000 of expenditures on or before August 19, 2018
- (iv) pay \$50,000, issue 250,000 common shares and incur \$100,000 of expenditures on or before August 19, 2019 and;
- (v) pay \$150,000, issue 250,000 common shares and incur \$100,000 of expenditures on or before August 19, 2020.

The Company retains a 2.0% net smelter return (“NSR”) on the Property, which can be reduced to 0.5% by BCGold for a price of \$1,500,000.

During the six months ended May 31, 2017, the Company entered into an agreement to acquire a 100% interest in the adjoining Engineer Mine property, the Gold Hill property and cancel the Blind Creek property option agreement with BCGold (thereby retaining 100% ownership). The purchase price was an aggregate of \$350,000 (paid) paid to various parties. Under the agreement, the Company will assume certain liabilities due from BCGold to a third party which amount in aggregate does not exceed \$102,467. BCGold will be entitled to a 1% Net Smelter Royalty (“NSR”) payable from the proceeds of commercial production from the Engineer Mine, Gold Hill, and Blind Creek properties. The Company will have the right to buy back 100% of the NSR for \$2,000,000.

**Blende, Yukon**

The Company has a 100% undivided interest in the Blende property located in the Mayo Mining District of the Yukon Territory.

Upon completion of a feasibility study, the Company will be required to pay \$50,000 annually to the vendor until commencement of commercial production. The property is subject to a 2% NSR and a 1% Underlying Royalty Interest.

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**7. SHARE CAPITAL**

Authorized: Unlimited common shares without par value

During the year ended November 30, 2016 the Company issued 9,887,943 common shares of the Company at a fair value of \$642,716 to settle accounts payable and accrued liabilities of \$66,235 and amounts due to related parties of \$428,162. The Company recorded a loss of \$148,319 on the transaction.

During the six months ended May 31, 2017, the Company completed a non-brokered private placement and issued 5,000,000 common shares at a price of \$0.10 per share for gross proceeds of \$500,000. The Company paid cash commissions of \$8,400.

Included in issued share capital are 116,744 (2015 – 116,744) escrowed common shares.

**8. STOCK OPTIONS**

The Company has a rolling stock option plan (the “plan”) that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Under the Plan, the exercise price of each option may not be less than the market price of the Company’s shares at the date of grant, subject to a minimum exercise price of \$0.10 per share. Options granted under the Plan will have a term not to exceed five years and be subject to vesting provisions as determined by the board of directors of the Company.

During the six months ended May 31, 2017 the Company granted 1,850,000 stock options of which 1,500,000 were granted with an exercise price of \$0.12 and 350,000 were granted with an exercise price of \$0.20 to directors, officers and consultants for a period of two years from the date of the grant. The stock options were valued using the Black-Scholes option pricing model, with the following weighted average assumptions: term of 5 years, volatility of 216%; dividend rate of 0% and a risk free rate of 1.65%.

**9. WARRANTS**

There were no warrants issued or outstanding during the six months ended May 31, 2017 and the year ended November 30, 2016.

## **10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company's financial instruments consist of cash, receivables, investment, accounts payable and accrued liabilities, and due to related parties. Cash has been designated as fair value through profit and loss, receivables as loans and receivables, investments as AFS, and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments. Cash and investments are measured using level one of the fair value hierarchy.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and other price risk. There has been no change in the way management managed these risks for the year.

### a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Cash is held in a large Canadian financial institution, which has a strong credit rating from a primary credit rating institution. There is nominal risk associated with receivables as this is due primarily from a government agency.

### b) 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.
- (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.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of May 31, 2017. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on the preservation of capital and liquidity.

### c) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity issuances. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms. The Company is exposed to liquidity risk.

### d) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

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NOTES TO THE FINANCIAL STATEMENTS  
SIX MONTHS ENDED MAY 31, 2017  
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**11. RELATED PARTY TRANSACTIONS**

- a) The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief Financial Officer and Corporate Secretary:

	May 31, 2017	May 31, 2016
Management fees charged by directors and corporations under their control	\$ 14,500	\$ -
Professional fees	4,500	4,500
Total	\$ 19,000	\$ 4,500

Key management personnel were not paid any post-employment benefits, termination benefits, or other long-term benefits during the respective years.

- b) The amount due to the related parties consists of balances owed to directors and has no specific terms of repayment, is unsecured and non-interest-bearing.

**12. CAPITAL MANAGEMENT**

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

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 able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year. The Company is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the period.

**13. SEGMENTED INFORMATION**

An operating segment is defined as a component of the Company that engages in business activities from which it may earn revenues and incur expense, whose operating results are reviewed regularly by the Company's chief operating decision maker, and for which discrete financial information is available. The Company has determined that it has one reportable operating segment, the acquisition and exploration of mineral properties, all of which occurs within Canada.

**14. CONTINGENCY**

The Company has been named in a writ to a group of companies and individuals from a self-represented plaintiff claiming unspecified damages. The Company has not yet been served with the writ.

**15. SUBSEQUENT EVENTS**

Subsequent to May 31, 2017, the Company announced the following:

- a) On July 12, 2017 the Company announced that it has closed the first tranche of its private placement previously announced on July 5, 2017. The Company has raised \$268,467 through the issuance of 1,342,335 units (“Units”) at a price of \$0.20 per Unit. Each Unit is comprised of one common share and one-half of one share purchase warrant (a “Warrant”). Each whole Warrant is exercisable to purchase one common share of the Company at a price of \$0.35 per share for a period of one year expiring July 11, 2018. All securities are subject to a four month hold period expiring November 12, 2017. The Company paid \$900 in cash commissions.
- b) On July 27, 2017, the Company announced it had executed a formal agreement with Eagle Plains Resources Ltd. whereby Blind Creek has the exclusive right to purchase a 100% undivided interest in the 3000 ha AB Zinc Property (the “Property”) located 263 kilometres west of Norman Wells, N.W.T. Highly prospective for Mississippi Valley-Type (“MVT”) Lead-Zinc deposition, previous exploration at the AB Property has located coincident geological, geochemical and geophysical features that may represent large buried mineralized systems.

Under the terms of the agreement Blind Creek can acquire a 100% interest in the Property, subject only to the Eagle Plains NSR, by issuing to Eagle Plains 1,000,000 shares on TSX Venture Exchange acceptance of this Purchase and Sale Agreement, and a further 1,000,000 shares (for a total of 2,000,000 shares) on or before 30 months after Exchange acceptance. In the event that the Property is placed into Commercial Production, Eagle Plains shall be entitled to a royalty of 2% of net smelter returns, with a 1% buyback to 1% upon payment of \$CDN1,000,000 to Eagle Plains, and a second option to purchase the remaining 1% NSR upon payment of \$CDN 7,000,000.