



Condensed Interim Consolidated Financial Statements

For the three months ended June 30, 2018 and 2017
(Expressed in Canadian Dollars – Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED 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 the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

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

The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity's auditor.

	<u>Page</u>
NOTICE OF NO AUDITOR REVIEW	ii
Table of Contents	iii
Condensed Interim Consolidated Statements of Financial Position	1
Condensed Interim Consolidated Statements of Comprehensive Loss	2
Condensed Interim Consolidated Statements of Cash Flows	3
Condensed Interim Consolidated Statements of Changes in Equity	4
Notes to Condensed Interim Consolidated Financial Statements	5

NULEGACY GOLD CORPORATION

Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian dollars – Unaudited)

	Note	June 30, 2018	March 31, 2018
Assets			
Current assets			
Cash and cash equivalents		\$ 6,291,641	\$ 7,340,701
Receivables		31,734	69,357
Prepaid expenses	8	131,459	148,149
Available for sale financial assets	3	325,575	362,036
		6,780,409	7,920,243
Non-current assets			
Deposits	4	381,040	373,941
Fixed assets	5	237,076	265,724
Exploration and evaluation assets	6	22,240,172	20,588,020
		\$ 29,638,697	\$ 29,147,928
Liabilities and Shareholders' Equity			
Current liabilities			
Trade and other payables	7,8	\$ 823,216	\$ 118,613
Shareholders' Equity			
Share capital	9	39,590,192	39,590,192
Share subscriptions received	9	252,500	-
Warrants reserve	9	6,337,122	6,337,122
Share options reserve	9	6,096,340	5,756,923
Revaluation reserve		(2,978,772)	(2,957,287)
Accumulated deficit		(20,481,901)	(19,697,635)
		28,815,481	\$ 29,029,315
		\$ 29,638,697	\$ 29,147,928

Corporate Information and Going Concern (Note 1)
 Subsequent Events (Note 14)

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

NULEGACY GOLD CORPORATION

Condensed Interim Consolidated Statements of Comprehensive Loss
(Expressed in Canadian dollars – Unaudited)

	Note	Three months ended June 30,	
		2018	2017
Operating Expenses			
Consulting		\$ 1,200	\$ 591
Depreciation	5	28,190	17,840
Insurance		10,579	8,932
Investor relations		58,721	69,446
Management fees	8	193,800	149,405
Office	8	106,861	81,734
Professional fees	8	22,772	29,109
Regulatory and transfer agent		15,333	11,978
Rent		34,665	25,317
Share based payments	8,9	339,417	68,133
Travel and accomodation		50,738	63,775
		\$ 862,276	\$ 526,260
Other items			
Foreign exchange gain (loss)		60,991	(95,540)
Interest income		17,019	38,006
Other income			
		78,010	(57,534)
Net loss for the period		\$ (784,266)	\$ (583,794)
Other comprehensive loss			
Net change in fair value of available for sale financial assets	3	(21,485)	36,924
Comprehensive loss for the period		\$ (805,751)	\$ (546,870)
Basic and diluted loss per share			
Net loss for the period	9	\$ (0.01)	\$ (0.00)
Comprehensive loss for the period		\$ (0.01)	\$ (0.00)
Weighted average common shares outstanding		293,122,580	293,122,580

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

NULEGACY GOLD CORPORATION

Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars – Unaudited)

	Three months ended June 30,	
	2018	2017
Operating activities		
Net loss for the period	\$ (784,266)	\$ (583,794)
Items not affecting cash and cash equivalents		
Depreciation	28,190	17,840
Share based payments	339,417	68,133
Unrealized gains (losses)	14,976	-
Changes in non-cash working capital		
Receivables	37,623	21,412
Prepaid expenses and deposits	16,690	5,661
Trade and other payables	(60,837)	467,902
Total cash inflows (outflows) from operating activities	\$ (408,207)	\$ (2,846)
Financing activities		
Share subscriptions received	252,500	-
Proceeds from exercise of warrants	-	34,200
Total cash inflows from financing activities	\$ 252,500	\$ 34,200
Investing activities		
Sale (purchase) of fixed assets	\$ 458	\$ (76,209)
Deposits	(7,099)	(3,600)
Exploration and evaluation asset expenditures	(886,712)	(2,275,665)
Total cash outflows from investing activities	(893,353)	(2,355,474)
Net change in cash and cash equivalents	\$ (1,049,060)	\$ (2,324,120)
Cash and cash equivalents, beginning of period	7,340,701	15,680,723
Cash and cash equivalents, end of period	\$ 6,291,641	\$ 13,356,603
Other non-cash items		
Change in fair market value of available for sale financial assets	\$ 21,485	\$ 36,924
Exploration and evaluation assets in trade and other payables	765,440	-
Transfer to share capital on exercise of warrants	-	6,170
Supplementary disclosures:		
Interest received	\$ 44,543	\$ 56,827
Cash	1,353,641	1,784,578
Cash equivalents	4,938,000	11,572,025
	\$ 6,291,641	\$ 13,356,603

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

NULEGACY GOLD CORPORATION

Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars – Unaudited)

	Note	Number of shares	Share capital	Share subscription received	Warrants reserve	Share options reserve	Revaluation reserve	Accumulated deficit	Total
Balance, March 31, 2017		293,039,096	\$ 39,395,972		\$ 6,343,292	\$ 4,282,510	\$ (2,972,169)	\$ (15,641,788)	\$ 31,407,817
Shares issued, exercise of warrants	9	171,000	40,370		(6,170)				34,200
Share based payments	9					68,133			68,133
Comprehensive loss for the period							36,924	(583,794)	(546,870)
Balance, June 30, 2017		293,210,096	39,436,342	-	6,337,122	4,350,643	(2,935,245)	(16,225,582)	30,963,280
Shares issued, exercise of stock options	9	575,000	153,850			(67,600)			86,250
Shares issued, exercise of warrants	9	-							-
Share based payments	9					1,473,880			1,473,880
Comprehensive loss for the period							(22,042)	(3,472,053)	(3,494,095)
Balance, March 31, 2018		293,785,096	39,590,192	-	6,337,122	5,756,923	(2,957,287)	(19,697,635)	29,029,315
Share subscription received	9			252,500					252,500
Share based payments	9					339,417			339,417
Comprehensive loss for the period							(21,485)	(784,266)	(805,751)
Balance, June 30, 2018		293,785,096	\$ 39,590,192	\$ 252,500	\$ 6,337,122	\$ 6,096,340	\$ (2,978,772)	\$ (20,481,901)	\$ 28,815,481

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

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

1. Corporate Information and Going Concern

Corporate Information

NuLegacy Gold Corporation (the “Company”) is a publicly listed entity on the TSX Venture Exchange (the “Exchange”) and incorporated under the laws of the Province of British Columbia. The Company’s principal business activity is the acquisition and exploration of mineral properties. Its principal mineral property interests are located in Nevada, USA.

The head office, principal address, and records office of the Company are located at 1055 West Hastings Street, Suite 300, Vancouver, British Columbia, Canada, V6E 2E9.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s mineral property interests are located outside of Canada and are subject to the risks associated with foreign investment, including increases in taxes and royalties, renegotiations of contracts, currency exchange fluctuations and political uncertainty. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Going Concern

These condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and/or to achieve profitable operations. These condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The continuance of the Company’s operations is dependent on obtaining sufficient additional financing in order to realize the recoverability of the Company’s investments in exploration and evaluation assets, which is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. Management closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favorable or adverse market conditions occur. The Company believes it has sufficient working capital to maintain operations for the next 12 months.

2. Significant Accounting Policies

The following is a summary of significant accounting policies used in the preparation of these consolidated financial statements.

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 (“IAS 34”) “Interim Financial Reporting”, using accounting policies that are consistent and in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These condensed interim consolidated financial statements, including the comparative amounts, were approved and authorized for issue by the board of directors on August 22, 2018.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

Basis of presentation

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for cash and cash equivalents and other financial instruments classified as fair value through profit or loss and available for sale that have been measured at fair value at the reporting date. The condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise indicated.

The accounting policies applied in preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's consolidated financial statements for the year ended March 31, 2016, with the exception of certain amendments to accounting standards issued by the IASB, which were applicable from April 1, 2016. These amendments did not have a significant impact on the Company's condensed interim consolidated financial statements.

The Company's interim results are not necessarily indicative of its results for a full year.

The Company's management makes judgments in its process of applying the Company's accounting policies in the preparation of its unaudited condensed interim consolidated financial statements. In addition, the preparation of financial data requires that the Company's management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company's unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in Note 2 to the Company's audited consolidated financial statements for the year ended March 31, 2018.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, NuLegacy Gold N.V., which was incorporated in Nevada, USA. The subsidiary is fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date when such control ceases. The financial statements of the subsidiary are prepared for the same reporting period as the parent company, using consistent accounting policies. Inter-company balances and transactions, including any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the condensed interim consolidated financial statements.

Significant accounting judgments, estimates and assumptions

The preparation of the consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the year.

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the valuation of share based compensation and income taxes.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

Critical judgments exercised in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements are as follows:

- (a) Economic recoverability and probability of future economic benefits of exploration and evaluation assets:

The application of the Company's accounting policy for exploration and evaluation expenditure 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. The determination of a resource is itself an estimation process that requires varying degrees of uncertainty depending on sub-classification and these estimates directly impact the point of deferral of exploration and evaluation expenditure. The deferral policy requires management to make 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 expenditures are 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.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

- (a) Valuation of share based payments and warrants:

The Company uses the Black-Scholes Option Pricing Model for valuation of share based compensation and for the valuation of warrants. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and share option reserves.

- (b) Recovery of deferred tax assets:

Judgment is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

Comparative figures

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

Standards issued or amended but not yet effective:

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the three months ended June 30, 2018 and have not been applied in preparing these condensed interim consolidated financial statements:

- IFRS 9 – Financial Instruments: 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. The Company does not expect any effect on the Company's consolidated financial statements.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

Standards issued or amended but not yet effective (continued):

- IFRS 16 – Leases: specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

3. Available for Sale Financial Assets

In March 2014, the Company completed a share exchange financing transaction with Global Resources Investment Ltd. ("GRIT"), a U.K. based public company which trades on the London Stock Exchange ("LSE"), whereby the Company issued 20,000,000 common shares at a price of \$0.16 per share (\$3,200,000) in return for 1,731,200 GRIT common shares at a deemed issue price of £1.00 per share, equivalent to \$3,210,510 on the transaction date. In July 2017, the Company exchanged its 1,731,200 GRIT common shares with another Company for 1,904,320 GRIT common shares which were subject to a transfer restriction. The transfer restriction expired in July 2017.

The fair value of GRIT common shares as at June 30, 2018 was \$325,575 (March 31, 2018 – \$362,036). During the three months ended June 30, 2018, the Company recorded a revaluation reserve loss on the investment of \$21,485 (June 30, 2017 – \$32,840) and an unrealized foreign exchange loss of \$14,976 (June 30, 2017 – unrealized foreign exchange gain of \$4,083).

There is a 3% finder's fee payable on the net proceeds from the future sale of the GRIT shares.

4. Deposits

		June 30, 2018		March 31, 2018
Credit card collateral	\$	61,862	\$	61,231
Reclamation bonds		310,833		304,365
Security deposits		8,345		8,345
	\$	381,040	\$	373,941

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

5. Fixed Assets

	Computers		Vehicles		Equipment		Leasehold Improvements		Total
Cost									
As at March 31, 2017	\$	135,442	\$	130,324	\$	-	\$	-	\$ 265,766
Additions		59,398		27,808		64,093		29,509	180,808
As at March 31, 2018		194,840		158,132		64,093		29,509	446,574
Additions		-		-		-		-	-
Disposals for the period		(578)		-		-		-	(578)
As at June 30, 2018	\$	194,262	\$	158,132	\$	64,093	\$	29,509	\$ 445,996
Accumulated depreciation									
As at March 31, 2017	\$	73,960	\$	11,033	\$	-	\$	-	\$ 84,993
Charge for the year		51,487		31,163		8,781		4,426	95,857
As at March 31, 2018		125,447		42,196		8,781		4,426	180,850
Charge for the period		15,661		7,907		3,147		1,475	28,190
Disposals for the period		(120)		-		-		-	(120)
As at June 30, 2018	\$	140,988	\$	50,103	\$	11,928	\$	5,901	\$ 208,920
Net book value									
As at March 31, 2018	\$	69,393	\$	115,936	\$	55,312	\$	25,083	\$ 265,724
As at June 30, 2018	\$	53,274	\$	108,029	\$	52,165	\$	23,608	\$ 237,076

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

6. Exploration and Evaluation Assets

	Red Hill Properties			Total
	Iceberg Property	Wilson Property		
Balance March 31, 2017	\$ 13,381,071	\$ 1,429,211	\$	14,810,282
Assays	402,242	-		402,242
Drilling	2,891,769	-		2,891,769
Geological consulting and salaries	1,598,376	46,126		1,644,502
Geophysics	258,433	-		258,433
Miscellaneous	83,891	-		83,891
Property maintenance	198,217	119,305		317,522
Travel and vehicle	178,052	1,327		179,379
Total Additions	\$ 5,610,980	\$ 166,758	\$	5,777,738
Balance March 31, 2018	\$ 18,992,051	\$ 1,595,969	\$	20,588,020
Assays	41,883	-		41,883
Drilling	993,745	-		993,745
Geological consulting	361,703	-		361,703
Geophysics	137,177	-		137,177
Miscellaneous	24,617	-		24,617
Travel and vehicle	93,027	-		93,027
Total Additions	\$ 1,652,152	\$ -	\$	1,652,152
Balance June 30, 2018	\$ 20,644,203	\$ 1,595,969	\$	22,240,172

Eureka County, Nevada*Iceberg Property:*

On September 16, 2010 (later amended on August 23, 2012), the Company entered into an exploration agreement with a joint venture election and option to purchase from Barrick Gold Exploration Inc. ("Barrick") for a 70% undivided interest in 818 unpatented mining claims in the Iceberg Property located in Eureka County, Nevada, U.S.A. Under the amended agreement, the Company had to incur a minimum of US\$5,000,000 in exploration or development expenditures on the Iceberg Property (inclusive of maintenance fees) by December 31, 2015. In September 2015, the Company completed this US\$5,000,000 expenditure requirement and earned its 70% undivided interest in the property.

In February 2016, the Company entered into an exchange agreement with Barrick to acquire their 30% interest in the property. Pursuant to the terms of the exchange agreement, the Company issued 32,000,000 common shares (Note 9) to Barrick and granted a 2% net profits interest royalty from commercial production on the property. As a result of this transaction, the Company increased its working interest in the Iceberg Property to 100%.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

Wilson Property:

On October 18, 2010, the Company entered into a mining lease (“Lease”) with Idaho Resources Corp. (“Idaho”), in which Idaho granted to the Company exclusive possession and control to explore, develop, mine and operate on the Idaho Property, which consists of 482 unpatented mining claims.

On November 7, 2012 (later amended in January 2016), the Company entered into a restated mining lease whereby future requirements for exploration expenditures were eliminated. In order to maintain the Lease, the Company must make the following annual advance royalty payments:

- \$75,000 of annual payments and issue 200,000 shares prior to execution of the restated mining lease (paid and issued);
- \$25,000 payment and issue 100,000 shares on January 1, 2014 and January 1, 2015 (paid and issued); and
- \$12,500 payment on January 1st, April 1st, July 1st and October 1st of all succeeding years (paid for the 2017 calendar year).

On July 9, 2017, the Company amended the agreement with Idaho. The quarterly payments of \$12,500 due each year have been replaced with one annual payment of \$15,000 due on January 1 of each year commencing on January 1, 2018. The amendment also includes a minimum exploration or development expenditure requirement of \$150,000 each calendar year commencing in 2018 and in all succeeding calendar years until commercial production commences.

After an initial term of 10 years, the Lease will continue in full force and effect provided that the Company continues to maintain the property in good standing and make the requisite annual cash payments to Idaho. Upon commencement of commercial production, the annual cash payments will convert to an overriding royalty of 3% of the applicable royalty base on all gold, silver and other ores/metals from the property.

7. Trade and Other Payables

	June 30, 2018	March 31, 2018
Trade payables and accruals	\$ 805,437	\$ 112,206
Related party payables	17,779	6,407
	\$ 823,216	\$ 118,613

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

8. Related Party Transactions

During the three months ended June 30, 2018, the Company entered into the following transactions with related parties, not disclosed elsewhere in these condensed interim consolidated financial statements:

- Paid or incurred professional fees of \$8,892 (June 30, 2017 - \$13,385) and share issuance costs of \$4,622 (June 30, 2017 - \$nil) to a company controlled by an officer of the Company. As at June 30, 2018, \$3,240 (March 31, 2018 - \$6,407) was included in trade and other payables owing to this company for unpaid professional fees.

As at June 30, 2018, \$17,779 (March 31, 2018 - \$Nil) was included in trade and other payables owing to officers and a director of the Company for reimbursement of expenses and professional fees.

All related party amounts were incurred in the normal course of operations, bear no interest and have no fixed terms of repayment.

Summary of key management personnel compensation:

	Three months ended June 30,	
	2018	2017
Exploration and evaluation assets	\$ -	\$ 44,321
Management fees	163,800	126,900
Office	11,470	8,627
Professional fees	8,892	13,385
Share issuance costs	4,622	-
Share based payments	164,891	57,931
	<u>\$ 353,675</u>	<u>\$ 251,164</u>

9. Share Capital and Reserves

Authorized Share Capital

Unlimited common shares without par value

Issued Share Capital

	Shares	Share capital - gross	Share issue costs	Share capital - net
Balance, March 31, 2017	293,039,096	\$ 40,914,041	\$ 1,518,069	\$ 39,395,972
Exercise of warrants	171,000	40,370	-	40,370
Exercise of options	575,000	153,850	-	153,850
Balance, March 31, 2018 and June 30, 2018	293,785,096	\$ 41,108,261	\$ 1,518,069	\$ 39,590,192

- During the three months ended June 30, 2018, there were no changes to share capital.
- During the three months ended June 30, 2017, a total of 171,000 warrants were exercised at \$0.20 for gross proceeds of \$34,200. As a result, the Company transferred \$6,170 from warrants reserves to share capital. A total of 575,000 stock options were also exercised at \$0.15 for gross proceeds of \$93,750.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

Warrants

A summary of the warrant activities is as follows:

	Number of shares	Weighted average exercise price
Balance, March 31, 2017	31,434,720	\$ 0.51
Exercised	(171,000)	0.20
Expired	(21,091,903)	0.44
Balance, March 31, 2018	10,171,817	\$ 0.65
Expired	(10,171,817)	0.65
Balance, June 30, 2018	-	\$ -

There are no share purchase warrants outstanding as at June 30, 2018:

Stock Options

The Company has a fixed stock-based compensation plan (the "Plan") providing for the grant of stock options to purchase a maximum of 25,000,000 common shares to eligible recipients.

During the three months ended June 30, 2018:

- In April 2018, 400,000 stock options expired.
- In May 2018, the Company granted 750,000 stock options exercisable at \$0.20 per share to a director of the Company. The fair value attributable to these stock options was \$93,592 using the Black Scholes option pricing model of which \$25,897 was expensed during the period.
- In June 2018, the Company granted 600,000 stock options exercisable at \$0.325 per share to an employee and consultants of the Company. The fair value attributable to these stock options was \$87,908 using the Black Scholes option pricing model of which \$20,440 was expensed during the period. Also in June 2018, 200,000 stock options were cancelled.

During the year ended March 31, 2018:

- In April 2017, the Company granted 200,000 stock options exercisable at \$0.325 per share to an employee of the Company. The fair value attributable to these stock options was \$47,170 using the Black Scholes option pricing model of which \$15,990 was expensed during the year.
- In May 2017, 450,000 stock options expired.
- In June 2017, the Company granted 350,000 stock options exercisable at \$0.325 per share to an employee and a consultant of the Company. The fair value attributable to these stock options was \$72,627 using the Black Scholes option pricing model of which \$43,666 was expensed during the year. Also, 850,000 stock options were cancelled during the month.
- In August 2017, the Company granted 100,000 stock options exercisable at \$0.25 per share to an employee of the Company. The fair value attributable to these stock options was \$19,679 using the Black Scholes option pricing model of which \$13,886 was expensed during the year.
- In September 2017, the Company granted 9,255,000 stock options exercisable at \$0.235 per share to employees, directors and consultants of the Company. The fair value attributable to these stock options was \$1,542,500 using the Black Scholes option pricing model of which \$971,695 was expensed during the year.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

- f. In November 2017, the Company granted 500,000 stock options exercisable at \$0.235 per share to employees of the Company. The fair value attributable to these stock options was \$108,374 using the Black Scholes option pricing model of which \$36,785 was expensed during the year. Also, 50,000 stock options expired during the month.
- g. In February 2018, the Company granted 250,000 stock options exercisable at \$0.20 per share to a consultant of the Company. The fair value attributable to these stock options was \$54,635 using the Black Scholes option pricing model of which \$14,482 was expensed during the year
- h. In March 2018, 2,400,000 stock options expired.

The fair value of each option granted is estimated at the time of the grant using the Black-Scholes option pricing model with a range of assumptions for grants as follows:

	Three months ended June 30,	
	2018	2017
Risk-free interest rate	2.04%	0.95% to 1.08%
Expected life	5.0	5.0
Annualized volatility	101.09% to 101.17%	110.61 to 111.77%
Dividend rate	-	-
Grant date fair value	\$0.125 to \$0.147	\$0.208 to \$0.236

A summary of the stock options activities is as follows:

	Number of shares	Weighted average exercise price
Balance, March 31, 2017	25,695,000	\$ 0.22
Granted	10,655,000	0.24
Forfeited	(1,600,000)	0.37
Exercised	(575,000)	0.15
Expired	(2,400,000)	0.20
Balance, March 31, 2018	31,775,000	\$ 0.22
Granted	1,350,000	0.33
Forfeited	(200,000)	0.36
Expired	(400,000)	0.16
Balance, June 30, 2018	32,525,000	\$ 0.22

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

The following table summarizes information about the options outstanding and exercisable at June 30, 2018:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining contractual life (years)
July 3, 2018	500,000	500,000	0.15	0.01
September 15, 2018	400,000	400,000	0.15	0.21
February 3, 2019	2,700,000	2,700,000	0.15	0.60
March 24, 2019	900,000	900,000	0.15	0.73
September 15, 2019	1,150,000	1,150,000	0.15	1.21
September 29, 2019	250,000	250,000	0.15	1.25
October 14, 2019	50,000	50,000	0.15	1.29
April 2, 2020	4,350,000	4,350,000	0.15	1.76
April 2, 2020	75,000	75,000	0.15	1.76
November 16, 2020	3,275,000	3,275,000	0.15	2.36
February 24, 2021	325,000	325,000	0.15	2.66
June 6, 2021	700,000	700,000	0.30	2.94
July 18, 2021	400,000	350,000	0.31	3.05
September 1, 2021	300,000	300,000	0.27	3.18
September 21, 2021	535,000	535,000	0.40	3.23
November 20, 2021	750,000	312,500	0.325	3.38
November 23, 2021	2,860,000	2,288,000	0.325	3.40
January 24, 2022	750,000	312,500	0.325	3.57
February 15, 2022	150,000	62,500	0.325	3.63
March 15, 2022	150,000	62,500	0.325	6.71
April 4, 2022	200,000	-	0.325	3.76
June 1, 2022	350,000	116,667	0.325	3.92
August 16, 2022	100,000	50,000	0.250	4.13
September 23, 2022	9,205,000	3,068,336	0.235	4.21
November 18, 2022	500,000	83,334	0.235	4.39
February 12, 2023	250,000	41,666	0.20	4.62
May 8, 2023	750,000	125,000	0.20	4.86
June 1, 2023	600,000	99,999	0.20	4.92
	32,525,000	22,483,002		

The weighted average life of stock options outstanding at June 30, 2018 is 2.88 years.

Loss per share

The effect of dilutive securities including options and warrants has not been shown as the effect of all such securities is anti-dilutive.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

10. Segmented Information

Operating segment:

The Company operates in one operating segment, which is mineral exploration in the United States.

Geographic segments:

The Company operates in two geographic segments: Canada and the United States.

	June 30, 2018	March 31, 2018
Non-current assets		
Canada	\$ 100,776	\$ 102,252
United States	22,757,512	21,125,433
	\$ 22,858,288	\$ 21,227,685

11. Financial Instruments and Risk Management

Fair values

The Company has the following financial instruments carried at fair value:

Financial Assets	Financial instrument classification	Fair Value	
		June 30, 2018	March 31, 2018
Cash and cash equivalents	Fair value through profit or loss	\$ 6,291,641	\$ 7,340,701
GRIT common shares	Available for sale	325,575	362,036
		\$ 6,617,216	\$ 7,702,737

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments which are measured at fair value by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: Other techniques for which all inputs have a significant effect on the recorded fair value that are not observable, either directly or indirectly.

Level 3: Techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

All financial instruments measured at fair value use level 1 valuation techniques in each period, being the closing bid price of the shares as quoted on a public exchange, or, where not quoted, as determined by the share of fair values of the underlying net assets of the investee.

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

The following table summarizes the classification of the Company's financial instruments within the fair value hierarchy at June 30, 2018:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Cash and cash equivalents	\$ 6,291,641	\$ -	\$ -	\$ 6,291,641
GRIT common shares	325,575	-	-	325,575
	\$ 6,617,216	\$ -	\$ -	\$ 6,617,216

The following table summarizes the classification of the Company's financial instruments within the fair value hierarchy at June 30, 2017:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Cash and cash equivalents	\$ 13,356,603	\$ -	\$ -	\$ 13,356,603
GRIT common shares	357,596	-	-	357,596
	\$ 13,714,199	\$ -	\$ -	\$ 13,714,199

There were no transfers between levels of the fair value hierarchy during the three months ended June 30, 2018.

The aggregate fair value of investments with unrealized losses is:

	Fair Value	Unrealized Loss
As at June 30, 2018		
GRIT common share	\$ 325,575	\$ 2,978,772
As at June 30, 2017		
GRIT common shares	\$ 357,596	\$ 2,939,328

Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Interest rate risk
- Foreign currency risk
- Other price risk

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

(i) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company manages credit risk by placing cash with major Canadian financial institutions. Management believes that credit risk related to these amounts is nominal.

(ii) 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's approach to liquidity risk is to ensure that it always has sufficient cash and credit facilities to meet its obligations when due, under both normal and stressed conditions, without incurring unacceptable losses or damage to the Company's reputation. Management typically forecasts cash flows for a period of six to twelve months to identify financing requirements. These requirements are then addressed primarily through access to capital markets. All of the Company's financial liabilities mature within one year.

(iii) Interest rate risk:

Interest rate risk is the risk of financial loss to the Company if market rates of interest were to change adversely. The Company's exposure to interest rate risk is not material.

(iv) Foreign currency risk:

Foreign currency risk is the risk that the future cash flows or fair value of the Company's financial instruments that are denominated in a currency that is not the Company's functional currency will fluctuate due to the change in foreign exchange rate.

The functional currency of the Company and its wholly owned subsidiary is the Canadian dollar. While the Company's parent is Canadian and its capital is raised in Canadian dollars, the Company conducts business outside of Canada. As such, it is subject to risk due to fluctuations in the exchange rates for the United States dollar and Euros. As at June 30, 2018, the Company has cash and cash equivalents denominated in US dollars of \$4,366,239 (March 31, 2018 - \$5,393,214), deposits in US dollars of \$259,052 (March 31, 2018 - \$259,052) and trade and other payables in US dollars of \$586,061 (March 31, 2018 - \$28,992). Each 1% change in the Canadian dollar versus the US dollar would result in a gain/loss of approximately USD \$40,392 (March 31, 2018 – USD \$55,900).

In addition, the Company holds an investment that is denominated in British Pounds (£). As such, it is subject to fluctuations in the exchange rates for the Canadian dollar and British Pounds. As at June 30, 2018, the Company has an available for sale investment denominated in British Pounds of £187,576 (March 31, 2018 - £199,954). Each 1% change in the Canadian dollar versus the British Pound will result in a gain/loss of approximately £1,876 (March 31, 2018 - £2,000).

NULEGACY GOLD CORPORATION

Notes to Condensed Interim Consolidated Financial Statements

(Expressed in Canadian dollars – Unaudited)

For the three months ended June 30, 2018 and 2017

(iv) Other price risk:

Other price risk is the risk that changes in market prices including commodity or equity prices will have an effect on future cash flows associated with financial instruments.

The equity price risk associated with the Company's current available for sale investment primarily relates to the change in the market prices of the investments in the portfolio. As at June 30, 2018, the Company owned 1,904,320 (March 31, 2018 – 1,904,320) GRIT common shares with each common share valued at £0.099 or \$0.17 (March 31, 2018 - £0.11 or \$0.19). Each £0.01 change in the value per common share will result in a gain/loss of approximately £17,312 or \$30,048 (March 31, 2018 - £19,043 or \$34,480).

12. Capital Disclosure and Management

The Company's capital management policy is to maintain a strong, but flexible capital structure that optimizes the cost of capital, creditor and market confidence while sustaining the future development of the business.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. The Company's capital structure includes shareholders' equity of \$29,469,507 (March 31, 2018 - \$29,029,315). In order to maintain or adjust the capital structure, the Company may from time to time issue shares, seek additional debt financing and adjust its capital spending to manage current and projected debt levels. The Company is not subject to externally imposed capital requirements other than as noted above.

There were no changes to the Company's approach to capital management during the three months ended June 30, 2018.

13. Commitments

On June 1, 2018, the Company entered into an office rental agreement that expires May 31, 2019. The agreement requires monthly rental payments of \$7,110. The agreement may be terminated by the Company or the landlord by giving at least 2 calendar months plus 5 business days written notice to the other party or paying equivalent rent in lieu of proper notice.

14. Subsequent Events

- a. In July 2018, 350,000 stock options were exercised for gross proceeds of \$52,500. 150,000 stock options expired during the month.
- b. On July 19, 2018, the Company closed the first tranche of a non-broker private placement of 8,509,800 units ("Units") of a 15 million unit offering at a price of \$0.20 per Unit for gross proceeds of \$1,701,960. On August 13, 2018, the final tranche of 4,178,908 units ("Units") at a price of \$0.20 per Unit for gross proceeds of \$835,781 was closed. Each Unit consists of one common share and one share purchase warrant, each warrant entitling the holder to purchase one additional common share of the Company for a period of 24 months, subject to acceleration, at a price of \$0.30.