



NORTHERN VERTEX
MINING CORP

Condensed Interim Consolidated Financial Statements

For the Three and Nine Months Ended March 31, 2017 and 2016

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, "Continuous Disclosure Obligations", 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 the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

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

NORTHERN VERTEX MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at March 31, 2017 and June 30, 2016

Expressed in Canadian Dollars

(Unaudited)

	Notes	March 31 2017	June 30 2016
ASSETS			
Current assets			
Cash		\$ 8,087,253	\$ 1,297,416
Trade and other receivables	4	27,435	25,527
Prepaid expenses and deposits		422,470	182,483
Total current assets		8,537,158	1,505,426
Non-current assets			
Restricted cash and reclamation deposits		1,190,666	14,842
Property, plant and equipment	5	9,518,029	1,403,914
Mining interests	6	27,718,944	25,674,510
Deferred financing costs		10,402	35,659
Total assets		\$ 46,975,199	\$ 28,634,351
LIABILITIES			
Current liabilities			
Trade and other payables	7	\$ 2,050,132	\$ 694,259
Convertible debenture subscriptions received in advance		-	150,000
Total current liabilities		2,050,132	844,259
Non-current liabilities			
Long term debt	8	9,650,849	-
Gold call options	9	604,167	-
Provision for reclamation and remediation	10	1,083,741	1,055,130
Total liabilities		13,388,889	1,899,389
EQUITY			
Share capital	11a	29,574,942	23,045,440
Contributed surplus	11	21,687,714	20,284,052
Equity component of convertible debentures		1,479,935	-
Accumulated other comprehensive loss		(925,598)	(1,708,364)
Deficit		(18,230,683)	(14,886,166)
Total equity		33,586,310	26,734,962
Total liabilities and equity		\$ 46,975,199	\$ 28,634,351

Nature of operations and going concern	1
Commitments	5,16
Subsequent events	19

Approved and authorized on behalf of the Board:

"Kenneth Berry"
Director

"David Farrell"
Director

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

NORTHERN VERTEX MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS
Three and Nine Months Ended March 31, 2017 and March 31, 2016
Expressed in Canadian Dollars
(Unaudited)

	Notes	Three Months Ended March 31		Nine Months Ended March 31	
		2017	2016	2017	2016
Administrative expenses					
Depreciation		\$ 3,420	\$ 14,070	\$ 10,256	\$ 42,933
Management fees		45,000	30,000	120,231	90,000
Marketing and community relations		247,878	90,057	411,695	108,185
Office		46,063	46,779	135,130	130,760
Professional fees		106,326	163,812	658,587	1,328,305
Property taxes		-	12,084	-	23,821
Rent		11,788	12,499	31,917	34,717
Salaries, wages and severance		139,856	200,372	880,034	580,857
Share-based payments	11c	162,915	23,017	712,691	107,135
Transfer agent and filing fees		15,902	9,462	28,519	34,787
Travel		42,198	14,536	126,458	97,124
Loss before other expenses		(821,346)	(616,688)	(3,115,518)	(2,578,624)
Other (expenses) income					
Foreign exchange (loss) gain		(1,034)	(3,144,066)	2,697	1,415,462
Finance (costs) income	12	(708,170)	(3,455)	(751,673)	13,574
Loss on disposal of fixed assets		-	(6,200)	-	(6,200)
Net loss before taxes		(1,530,550)	(3,770,409)	(3,864,494)	(1,155,788)
Deferred income tax recovery		-	-	519,977	-
Net loss for the period		(1,530,550)	(3,770,409)	(3,344,517)	(1,155,788)
Foreign currency translation		(266,662)	1,540,534	782,766	(578,301)
Comprehensive loss for the period		(1,797,212)	(2,229,875)	(2,561,751)	(1,734,089)
Basic and diluted loss per share		\$ (0.02)	\$ (0.04)	\$ (0.03)	\$ (0.01)
Weighted average number of shares outstanding		101,553,154	85,956,446	98,079,269	85,577,828

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

NORTHERN VERTEX MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
Nine Months Ended March 31, 2017 and March 31, 2016
Expressed in Canadian Dollars
(Unaudited)

	Notes	Number of Shares	Share Capital	Subscriptions Received in Advance	Contributed Surplus	Equity Component of Convertible Debentures	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity
Balance, June 30, 2015		72,941,446	\$ 21,484,748	\$ 1,280,400	\$ 16,097,336	\$ -	\$ (2,411,428)	\$ (11,136,974)	\$ 25,314,082
Shares issued for private placement		20,989,875	2,450,655	-	2,693,658	-	-	-	5,144,313
Subscriptions received in advance		-	-	(1,280,400)	-	-	-	-	(1,280,400)
Warrant expiration date amendment		-	(59,882)	-	59,882	-	-	-	-
Share-based payments		-	-	-	107,135	-	-	-	107,135
Foreign currency translation		-	-	-	-	-	(578,301)	-	(578,301)
Net income		-	-	-	-	-	-	(1,155,788)	(1,155,788)
Balance, March 31, 2016		93,931,321	\$ 23,875,521	\$ -	\$ 18,958,011	\$ -	\$ (2,989,729)	\$ (12,292,762)	\$ 27,551,041
Balance, June 30, 2016		95,288,461	\$ 23,045,440	\$ -	\$ 20,284,052	\$ -	\$ (1,708,364)	\$ (14,886,166)	\$ 26,734,962
Shares issued for:									
Private placement		3,386,250	925,320	-	351,651	-	-	-	1,276,971
Convertible debt interest payment	8	363,626	139,094	-	-	-	-	-	139,094
Long term debt financing fees	8	1,498,202	629,245	-	-	-	-	-	629,245
Convertible debentures issued	8	-	-	-	-	1,479,935	-	-	1,479,935
Exercise of stock options		183,334	63,370	-	(17,538)	-	-	-	45,832
Exercise of warrants		10,713,608	6,623,609	-	(1,657,493)	-	-	-	4,966,116
Warrants issued for:									
Warrant exercise incentive program	11d	-	(1,851,136)	-	1,851,136	-	-	-	-
Convertible debt financing	8,11d	-	-	-	163,215	-	-	-	163,215
Share-based payments		-	-	-	712,691	-	-	-	712,691
Foreign currency translation		-	-	-	-	-	782,766	-	782,766
Net loss		-	-	-	-	-	-	(3,344,517)	(3,344,517)
Balance, March 31, 2017		111,433,481	\$ 29,574,942	\$ -	\$ 21,687,714	\$ 1,479,935	\$ (925,598)	\$ (18,230,683)	\$ 33,586,310

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

NORTHERN VERTEX MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
Three and Nine Months Ended March 31, 2017 and March 31, 2016
Expressed in Canadian Dollars
(Unaudited)

Notes	Three Months Ended March 31,		Nine Months Ended March 31,	
	2017	2016	2017	2016
Cash flows from operating activities				
Net (loss) income before taxes for the period	\$ (1,530,550)	\$ (3,770,409)	\$ (3,864,494)	\$ (1,155,788)
Items not affecting cash:				
Share-based payments	11c 162,915	23,017	712,691	107,135
Depreciation	3,420	14,070	10,256	42,933
Loss on disposal of fixed assets	-	6,200	-	6,042
Accretion expense for convertible debentures	8,12 115,661	-	326,643	-
Fair value loss (gain) on gold call options	9 226,877	-	(243,117)	-
Unrealized foreign exchange (gain) loss	(122,146)	3,134,227	(140,699)	(1,424,310)
Changes in non-cash working capital balances:				
Trade and other receivables	62,555	(17,509)	(4,299)	(22,722)
Prepaid expenses and deposits	(17,672)	(166,049)	(201,985)	(168,056)
Interest expense	141,975	-	399,072	-
Interest paid	(162,649)	-	(260,749)	-
Amortization of long term debt finance costs	223,300	-	289,949	-
Trade and other payables	(6,312)	(100,625)	(198,829)	210,339
Cash used in operating activities	(902,626)	(877,078)	(3,175,561)	(2,404,427)
Cash flows from financing activities				
Issuance of share capital, net of issue costs	4,966,116	2,509,107	6,288,919	5,232,056
Deferred financing costs	(10,351)	-	(10,351)	-
Proceeds of long term debt, net of issue costs	-	-	12,631,527	-
Subscriptions received in advance	-	-	(150,000)	(1,280,400)
Cash provided by financing activities	4,955,765	2,509,107	18,760,095	3,951,656
Cash flows from investing activities				
Mining interests expenditures	(430,053)	(312,760)	(853,186)	(1,238,400)
Restricted cash and reclamation deposits	(1,134,672)	-	(1,164,862)	(643)
Property, plant and equipment expenditures	(4,996,512)	-	(6,789,421)	-
Cash used in investing activities	(6,561,237)	(312,760)	(8,807,469)	(1,239,043)
Effect of foreign exchange on cash	(71,334)	(11,223)	12,772	5,091
(Decrease) increase in cash during the period	(2,579,432)	1,308,046	6,789,837	313,277
Cash, beginning of the period	10,666,685	2,214,574	1,297,416	3,209,343
Cash, end of the period	\$ 8,087,253	\$ 3,522,620	\$ 8,087,253	\$ 3,522,620

Supplemental disclosure of non-cash activities 13

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

NORTHERN VERTEX MINING CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the Three and Nine Months Ended March 31, 2017 and 2016
 (All dollar amounts expressed in Canadian dollars, unless otherwise noted)
 (Unaudited)

1 Nature of operations and going concern

Nature of operations

Northern Vertex Mining Corp. (the "Company") is a resident Canadian mineral exploration and development company incorporated under the Business Corporations Act (British Columbia). The address of the Company's registered office is Suite 1820 – 1055 West Hastings St. Vancouver, British Columbia, Canada.

The Company's principal business is to acquire, explore and develop mineral properties principally located in the United States and Canada with the mandate of identifying mineralized deposits that demonstrate near-term production potential and long-term sustainable growth.

The Company's primary project is the Moss Gold-Silver deposit (the "Moss Mine") located in Mohave County, Arizona.

Going concern

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. There are conditions and events, which constitute material uncertainties that may cast significant doubt on the validity of this assumption.

The Company has experienced operating losses and negative operating cash flows since inception and has no assurances that sufficient financing will be available to continue in operation for the foreseeable future. Ongoing operations and continual development of the Moss Mine are dependent on the Company's ability to obtain equity financing by issuing share capital and to secure debt financing.

During the nine months ended March 31, 2017 and the year ended June 30, 2016, the Company raised gross proceeds of \$13,706,554 and \$5,575,260, respectively, from private placements and warrant exercises. In addition, the Company closed a senior credit facility for US\$20,000,000, of which US\$5,000,000 has been received. To continue development at the Moss Mine, the Company will require additional financing. While the Company has been successful at raising funds in the past, there can be no assurance that it will be able to do so in the future.

These condensed interim consolidated financial statements do not reflect any adjustments, which may be material, to the carrying values of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

As of March 31, 2017 and June 30, 2016 the Company had the following working capital and deficit balances:

	March 31, 2017	June 30, 2016
Working capital	\$ 6,487,026	\$ 661,167
Deficit	(18,230,683)	(14,886,166)

NORTHERN VERTEX MINING CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the Three and Nine Months Ended March 31, 2017 and 2016
(All dollar amounts expressed in Canadian dollars, unless otherwise noted)
(Unaudited)

2 Statement of compliance

These condensed interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards and Interpretations ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB").

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors of the Company on May 24, 2017.

3 Significant accounting policies

The significant accounting policies applied in the preparation of these condensed interim consolidated financial statements are consistent with the accounting policies disclosed in Note 3 of the audited consolidated financial statements for the year ended June 30, 2016. These condensed interim consolidated statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2016.

Future accounting policy changes issued but not yet in effect

Pronouncements that are not applicable or that do not have a significant impact to the Company have not been included in these condensed interim consolidated financial statements. The following standards are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company is currently evaluating the impact of these standards on its consolidated financial statements.

In January 2016, the IASB issued IFRS 16, Leases, which replaces IAS 17, Leases, and other lease related interpretations. The new standard established the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a lease contract. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted only in conjunction with IFRS 15.

In July 2014, the IASB issued the final version of IFRS 9, Financial Instruments, that replaces IAS 39 Financial Instruments - Recognition and Measurement, in its entirety and reduce the complexity in the classification and measurement of financial instruments. The completed version of IFRS 9 includes classification and measurement, impairment and hedge accounting requirements and is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted.

In May 2014, the IASB issued IFRS 15, Revenue from Contracts and Customers, that will replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations. IFRS 15 establishes a single five-step model to be applied for all contracts with customers. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. In April 2016, amendments to IFRS 15 were issued to clarify three aspects of the standard – identifying performance obligations, principal versus agent considerations, and licensing.

NORTHERN VERTEX MINING CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the Three and Nine Months Ended March 31, 2017 and 2016
(All dollar amounts expressed in Canadian dollars, unless otherwise noted)
(Unaudited)

4 Trade and other receivables

	March 31, 2017	June 30, 2016
Trade accounts receivable	\$ 7,864	\$ 13,585
Value-added taxes receivable	19,571	11,942
	\$ 27,435	\$ 25,527

5 Property, plant and equipment

Property, plant and equipment for the nine months ended March 31, 2017 and the year ended June 30, 2016 were as follows:

	Buildings	Vehicles	Machinery and plant equipment	Office, furniture and leasehold	Construction in progress	Total
Net book value at June 30, 2016	\$ 41,921	\$ 61,725	\$ 565,871	\$ 40,200	\$ 694,197	\$ 1,403,914
Additions	-	-	-	16,131	8,355,971	8,372,102
Depreciation	(15,068)	(27,138)	(228,261)	(15,364)	-	(285,831)
Foreign exchange movement	1,219	1,789	16,570	358	7,908	27,844
Net book value at March 31, 2017	\$ 28,072	\$ 36,376	\$ 354,180	\$ 41,325	\$ 9,058,076	\$ 9,518,029
Consisting of:						
Cost	100,310	181,032	1,541,520	144,336	9,058,076	11,025,274
Accumulated depreciation	(72,238)	(144,656)	(1,187,340)	(103,011)	-	(1,507,245)
	\$ 28,072	\$ 36,376	\$ 354,180	\$ 41,325	\$ 9,058,076	\$ 9,518,029
Net book value at June 30, 2015	\$ 59,429	\$ 93,714	\$ 821,754	\$ 72,935	\$ -	\$ 1,047,832
Additions	-	-	26,884	-	694,197	721,081
Disposal & write-down	-	-	-	(12,482)	-	(12,482)
Depreciation	(19,540)	(35,192)	(310,861)	(21,280)	-	(386,873)
Foreign exchange movement	2,032	3,203	28,094	1,027	-	34,356
Net book value at June 30, 2016	\$ 41,921	\$ 61,725	\$ 565,871	\$ 40,200	\$ 694,197	\$ 1,403,914
Consisting of:						
Cost	97,429	175,832	1,497,242	126,715	694,197	2,591,415
Accumulated depreciation	(55,508)	(114,107)	(931,371)	(86,515)	-	(1,187,501)
	\$ 41,921	\$ 61,725	\$ 565,871	\$ 40,200	\$ 694,197	\$ 1,403,914

As at March 31, 2017, the Company had contractual commitments to acquire property, plant, and equipment for \$8,000,047 (June 30, 2016 – \$nil).

During the nine months ended March 31, 2017, the Company capitalized borrowing costs of \$128,989 (June 30, 2016 – nil) related to the Moss Mine project into construction in progress at a capitalization rate of 6.73% (June 30, 2016 – nil%).

NORTHERN VERTEX MINING CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three and Nine Months Ended March 31, 2017 and 2016

(All dollar amounts expressed in Canadian dollars, unless otherwise noted)
(Unaudited)

6 Mining interests

Mining interests for the nine months ended March 31, 2017 and the year ended June 30, 2016 were as follows:

	Development		Exploration		Total
	Moss Mine Property		Moss Property	Silver Creek Property	
Net book value at June 30, 2016	\$ 25,470,094	\$ -	\$ 204,416	\$ 25,674,510	
Additions	572,282	634,575	74,133	1,280,990	
Foreign exchange movement	757,411	(566)	6,599	763,444	
Net book value at March 31, 2017	\$ 26,799,787	\$ 634,009	\$ 285,148	\$ 27,718,944	
Net book value at June 30, 2015	\$ -	\$ 22,254,636	\$ 113,543	\$ 22,368,179	
Additions	-	2,454,631	86,991	2,541,622	
Foreign exchange movement	-	760,827	3,882	764,709	
Reclassification	25,470,094	(25,470,094)	-	-	
Net book value at June 30, 2016	\$ 25,470,094	\$ -	\$ 204,416	\$ 25,674,510	

Moss Mine Property – Mohave County, Arizona

The Company owns 100% of the Moss Mine project.

On March 7, 2011, the Company entered into an agreement with Patriot Gold Corp. ("Patriot Gold") whereby the Company was granted the right to earn a 70% interest in the Moss Mine project under certain terms. Early in the year ended June 30, 2016 the Company satisfied the terms of the agreement and earned a 70% interest in the Moss Mine project.

On May 26, 2016, the Company completed an agreement with Patriot Gold, whereby the Company purchased Patriot Gold's remaining 30% interest in the Moss Gold/Silver Mine for \$1,200,000 cash and 857,140 common shares plus the retention by Patriot Gold of a 3% net smelter returns ("NSR") royalty. The common shares were issued with a fair value of \$342,856.

In addition, the Company has royalty agreements with various parties whereby the Company pays NSR royalties ranging from 1% to 3.5% on certain patented and unpatented claims.

On commercial production, a fee of up to US\$15 per troy ounce of gold produced and up to US\$0.35 per troy ounce of silver produced is payable to a non-related party. The fee can be purchased by the Company for US\$2,400,000.

Silver Creek Property – Mohave County, Arizona

On May 7, 2014, the Company secured an option on the Silver Creek property, located adjacent to the Moss Mine with La Cuesta International, Inc. ("LCI"). To fulfill the terms of the 35 year mineral lease and option agreement, the Company paid LCI US\$5,000 and issued 100,000 common shares of the Company upon execution of the agreement, and must also meet the following commitments:

- i. Pay LCI US\$10,000 cash (paid) and fund a minimum of US\$15,000 (paid) on work commitments by May 7, 2015;
- ii. Pay LCI US\$20,000 cash (paid) and fund a minimum of US\$20,000 (paid) on work commitments by May 7, 2016;

NORTHERN VERTEX MINING CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(Unaudited)

6 Mining interests (continued)

- iii. Pay LCI US\$30,000 cash and fund a minimum of US\$200,000 on work commitments by May 7, 2017;
- iv. Pay LCI US\$45,000 cash by May 7, 2018; and
- v. Pay LCI US\$25,000 cash every six months, thereafter.

The agreement provides for a production royalty of 1.5% NSR on claims owned 100% by LCI and 0.5% NSR on third party claims within the claim block. To acquire the claims, the Company is required to make payments to LCI totalling US\$4,000,000 in any combination of aggregate royalty payments and lump-sum payments at its sole discretion. All payments other than the work commitments are credited against the royalty. Once US\$4,000,000 has been paid, the NSR rates, on claims not otherwise acquired, reduce by 50%.

7 Trade and other payables

	March 31, 2017	June 30, 2016
Trade accounts payable	\$ 685,525	\$ 367,800
Accrued liabilities	1,364,607	326,459
	\$ 2,050,132	\$ 694,259

8 Long term debt

	Note	March 31, 2017	June 30, 2016
Senior secured credit facility, net of issue costs	(i)	\$ 4,732,261	\$ -
Convertible debentures	(ii)	4,918,588	-
		\$ 9,650,849	\$ -

(i) Senior secured credit facility:

The Company closed a senior secured credit facility ("the Facility") pursuant to which up to US\$20,000,000 may be advanced to fund construction costs of the Moss Mine Project. The Facility is available to be drawn in up to four tranches, of which, the first tranche of US\$5,000,000 has been advanced to the Company. The remaining US\$15,000,000 may be drawn in three additional tranches of US\$5,000,000 subject to the satisfaction of certain conditions.

Interest is due monthly at an annual interest rate of 8% plus the greater of twelve month USD LIBOR or 1.25%. Commencement of principal payments is dependent on the number of tranches drawn with monthly principal payments commencing in June 2018 if the balance does not exceed \$15,000,000. If all tranches are drawn principal payments commence in December 2017. Final interest and principal payments are due when the Facility matures in November 2019.

The Facility is secured with a first charge over assets and shares of all subsidiaries. Fees of 3% of the principal amount outstanding are due on November 4 of each year and are payable in cash or shares at the option of the lender.

In connection with the closing of the Facility the Company paid fees of \$402,090, issued 1,498,202 common shares with a fair value of \$629,245 and issued call options (the "Gold Call Options") to purchase 6,000 ounces of gold at an exercise price of US\$1,350 per ounce (Note 9).

As of March 31, 2017 the Company is in compliance with all covenants associated with the Facility.

NORTHERN VERTEX MINING CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the Three and Nine Months Ended March 31, 2017 and 2016
(All dollar amounts expressed in Canadian dollars, unless otherwise noted)
(Unaudited)

8 Long term debt (continued)

(ii) Convertible debentures:

On July 14, 2016 and November 2, 2016 the Company completed tranches of a private placement of \$7,225,000 and \$127,000, respectively, of unsecured convertible debentures for total proceeds of \$7,352,000.

The convertible debentures mature on May 31, 2021 and bear interest at 5% per year with interest payable semi-annually on November 30 and May 31 with the first payment due on November 30, 2016. The convertible debentures are convertible into common shares at the option of the holder at any time prior to maturity at a conversion price of \$0.50 per common share. The debentures may be redeemed in cash on or after July 14, 2018 upon redemption notice at a redemption price equal to their face value plus accrued interest provided the trading price of the common shares for 20 consecutive trading days, ending five trading days prior to the date of the redemption notice, must be less than the conversion price. The Company also has the option, to repay the face value of the debentures in common shares, provided certain circumstances are met including: no default has occurred and the trading price of the common shares for 20 consecutive trading days ending five trading days prior to the date of the redemption notice or maturity date is at least 150% of the conversion price. Interest may be payable in cash or common shares at the option of the Company.

The convertible debentures are compound financial instruments, consisting of the debt instrument and the equity conversion feature. The debt instrument was fair valued using a rate applicable to a non-compound debt instrument and carried at amortized cost. The excess of the proceeds over the value assigned to the debt instrument was allocated as the fair value of the equity component of the convertible debentures. Transaction costs were netted against the debt instrument and equity component based on the pro-rata allocation of the fair value of each instrument at initial recognition.

During the period, the Company issued 363,626 common shares with a fair value of \$145,450 in payment of interest expense.

9 Gold call options

	March 31, 2017	June 30, 2016
Balance, beginning of period	\$ -	\$ -
Gold Call Options issued	841,105	-
Gold Call Options revaluation	(243,117)	-
Foreign exchange movement	6,179	-
Balance, end of period	\$ 604,167	\$ -

In connection with the senior secured credit facility the Company issued Gold Call Options to the lender to purchase 6,000 ounces of gold at an exercise price of US\$1,350 per ounce. The Gold Call Options expire on November 4, 2021 and may be settled by a cash payment, or an increase in the principal amount of the Facility, based on the difference between the exercise price and the prevailing market price of gold at the time of settlement.

The fair value of the Gold Call Options was calculated when issued and are revalued each subsequent reporting period using the Black-Scholes option pricing model with the fair value gain or loss recorded in the statement of loss. The following assumptions were used when valuing the options:

NORTHERN VERTEX MINING CORP.
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9 Gold call options (continued)

	March 31, 2017	At Issue
Gold price (US\$)	\$1,245	\$1,303
Volatility	15.2%	14.5%
Interest rate	0.75%	0.5%
Term (years)	2.1	2.5

10 Provision for reclamation and remediation

	March 31, 2017	June 30, 2016
Balance, beginning of period	\$ 1,055,130	\$ 934,120
Change in estimate	(15,676)	72,353
Accretion	13,082	16,722
Foreign exchange movement	31,205	31,935
Balance, end of period	\$ 1,083,741	\$ 1,055,130

The Company's provision for reclamation and remediation relates to the environmental restoration and closure costs associated with the Moss Mine. The provision has been recorded at its net present value using a discount rate of 2.22% and a long-term inflation rate of 2%, with expenditures anticipated over a ten-year period beginning in 2024. The provision is re-measured at each reporting date, with accretion being charged to the associated property asset. The total undiscounted amount of the Company's estimated obligation at the Moss Mine is US\$1,033,401. All assumptions used in the calculation of the reclamation and remediation provision are subject to change.

11 Share capital and contributed surplus

a) Share Capital

Authorized share capital consists of an unlimited number of common shares without par value.

Private placements completed during the nine months ended March 31, 2017 and the year ended June 30, 2016 were as follows:

In December 2016, the Company completed a non-brokered private placement for total gross proceeds of \$1,354,500 by issuing an aggregate of 3,386,250 units at a purchase price of \$0.40 per unit. Each unit consists of one common share of the Company and one half transferable share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.65 expiring on December 3, 2018. The Company paid total cash finders' fees of \$61,600 and share issuance costs of \$15,929.

During the year ended June 30, 2016, the Company completed two non-brokered private placements for total gross proceeds of \$5,575,260 by issuing an aggregate total of 21,489,875 units. The first private placement raised gross proceeds of \$2,863,300 by issuing a total of 13,015,000 units at a purchase price of \$0.22 per unit. The second private placement raised gross proceeds of \$2,711,960 by issuing a total of 8,474,875 units at a purchase price of \$0.32 per unit. Each unit consisted of one common share of the Company and one transferable share purchase warrant, with each whole warrant entitling the holder to acquire one common share at an exercise price of \$0.45 and \$0.50, respectively, for a period of 24 months from the closing date of each respective private placement. The Company paid total cash finders' fees of \$236,994 and share issuance costs of \$44,353.

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11 Share capital and contributed surplus (continued)

b) Stock Options

The Company has adopted an incentive stock option plan under the rules of the TSX Venture Exchange ("TSXV") pursuant to which it is authorized to grant options to employees, consultants, directors and officers, enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option is equal to the market price of the Company's shares on the date of grant. The options can be granted for a maximum term of 10 years and generally vest 25% in specified increments. No individual may be granted options exceeding 5% of the Company's common shares outstanding in any 12-month period.

Continuity of the Company's stock options issued and outstanding was as follows:

	March 31, 2017		June 30, 2016	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	6,093,334	\$ 0.83	7,145,000	\$ 0.80
Granted	2,895,000	0.46	-	-
Exercised	(183,334)	0.25	-	-
Forfeited /cancelled	(100,000)	0.46	(141,666)	1.06
Expired	(200,000)	1.30	(910,000)	0.58
Outstanding, end of period	8,505,000	\$ 0.71	6,093,334	\$ 0.83

As at March 31, 2017, the following stock options were outstanding and exercisable:

Exercise price	Number of options outstanding	Expiry date	Number of options exercisable	Remaining contractual life (years)
0.25	200,000	August 31, 2017	200,000	0.42
0.46	200,000	August 31, 2017	200,000	0.42
1.40	300,000	August 31, 2017	300,000	0.42
0.30	100,000	September 30, 2017	100,000	0.50
0.46	250,000	September 30, 2017	250,000	0.50
0.65	300,000	September 30, 2017	300,000	0.50
1.40	1,200,000	September 30, 2017	1,200,000	0.50
1.40	900,000	November 11, 2017	900,000	0.62
0.85	200,000	June 6, 2018	200,000	1.18
0.65	735,000	September 25, 2018	735,000	1.49
0.25	1,700,000	February 24, 2020	1,700,000	2.90
0.25	75,000	March 31, 2020	75,000	3.00
0.46	1,845,000	July 15, 2021	615,001	4.29
0.46	250,000	September 14, 2021	166,666	4.46
0.46	250,000	October 26, 2021	-	4.58
	8,505,000		6,941,667	2.17

The weighted-average remaining contractual life of options outstanding at June 30, 2016 was 2.35 years.

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11 Share capital and contributed surplus (continued)

c) Share-based payments

Share-based payment expense is measured at fair value and recognized over the vesting period from the date of grant. Share-based payment expense recognized in the condensed interim consolidated statements of (loss) income for the nine months ended March 31, 2017 totalled \$712,691 (2016: \$107,135).

The fair value of stock options granted was estimated using the Black-Scholes option pricing model with the following assumptions:

	March 31, 2017	June 30, 2016
Risk-free interest rate	0.58% - 0.73%	nil
Expected life of options	1.1 – 5.0 years	nil
Dividend rate	nil	nil
Expected forfeiture rate	0% - 5%	nil
Expected volatility	110% - 117%	nil

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. The Company has used historical volatility in its share price to estimate expected volatility. Changes in the subjective input assumptions can materially affect the fair value estimated.

d) Warrants

Share purchase warrants enable the holders to acquire common shares of the Company upon exercise. Continuity of warrants issued and outstanding for the period ended March 31, 2017 and the year ended June 30, 2016 were as follows:

	March 31, 2017		June 30, 2016	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Outstanding, beginning of period	38,487,598	\$ 0.76	20,937,223	\$ 1.10
Issued	7,566,529	0.89	21,489,875	0.47
Exercised	(10,713,608)	0.47	-	-
Expired	(9,476,674)	1.63	(3,939,500)	0.98
Outstanding, end of period	25,863,845	\$ 0.60	38,487,598	\$ 0.76

As at March 31, 2017, the Company had outstanding share purchase warrants as follows:

Number of warrants	Exercise price	Expiry date
2,412,441	\$ 0.50	July 3, 2017
5,880,000	0.45	July 8, 2017
2,000,000	0.50	July 11, 2017
1,693,125	0.65	December 3, 2018
7,504,875	0.50	March 31, 2019
500,000	0.50	April 4, 2019
516,600	0.50	July 14, 2019
5,356,804	1.00	March 24, 2021
25,863,845	\$ 0.60	

The fair value of warrants issued is estimated using the Black-Scholes option-pricing model and is included in contributed surplus until exercised, at which time the fair value is reclassified to share capital.

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11 Share capital and contributed surplus (continued)

The weighted average remaining life of the outstanding warrants as at March 31, 2017 was 1.71 years (June 30, 2016: 1.25 years).

In March 2017, the Company completed a warrant exercise incentive program (the "Program"), pursuant to which, the Company issued an aggregate of 5,356,804 common share purchase warrants to warrant holders who exercised their warrants under the Program. Each incentive warrant entitles the holder to purchase one additional common share at an exercise price of \$1.00 until March 24, 2021. The incentive warrants were issued with a fair value of \$1,851,136.

In July 2016, the Company issued 516,600 finders' warrants to parties at arm's length for a non-brokered private placement of unsecured convertible debentures. Each finders' warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.50 until July 14, 2019. The finders' warrants were issued with a fair value of \$163,215.

The following assumptions were used for the Black-Scholes valuation of warrants issued and amended:

	March 31, 2017	June 30, 2016
Risk-free interest rate	0.55%-1.12%	0.46%-0.73%
Expected life of warrants	2-4 years	0.5-3.0 years
Dividend rate	nil	nil
Expected volatility	114%-122%	114%-125%
Fair value per warrant issued and/or amended	\$0.21-\$0.35	\$0.01-\$0.19

12 Finance costs (income)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2017	2016	2017	2016
Interest on long term debt	\$ 172,640	\$ -	\$ 429,737	\$ -
Accretion of convertible debentures	115,661	-	326,643	-
Fair value loss (gain) on Gold Call Options	226,877	-	(243,117)	-
Amortization of long term debt finance costs	222,623	-	289,949	-
	737,801	-	803,212	-
Interest (income) expense	(29,631)	3,455	(51,539)	(13,574)
	\$ 708,170	\$ 3,455	\$ 751,673	\$ (13,574)

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13 Supplemental disclosure of non-cash activities

The following non-cash investing and financing activities occurred:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2017	2016	2017	2016
Convertible debentures financing finder's warrants	\$ -	\$ -	\$ 163,215	\$ -
Shares issued as convertible debenture interest payment	\$ -	\$ -	\$ 139,094	\$ -
Shares issued as financing fees for debt	\$ -	\$ -	\$ 629,245	\$ -
Fair value of Gold Call Options at issue	\$ -	\$ -	\$ 841,105	\$ -
Changes in trade and other payables included in mining interests	\$ 4,238	\$ (62,481)	\$ 65,131	\$ (134,017)
Changes in trade and other payables included in property, plant and equipment	\$ 334,308	\$ -	\$ 1,364,351	\$ -
Depreciation and accretion included in mining interests	\$ 160,831	\$ 109,879	\$ 288,657	\$ 322,923

14 Related party transactions

Related party transactions were incurred in the normal course of business and measured at their fair value as determined by management. Amounts due to or from related parties are non-interest bearing, unsecured and due on demand.

Balances due to related parties are as follows:

	March 31, 2017	June 30, 2016
Consulting fees payable	\$ -	\$ 5,000
Shared office expenses payable	\$ 4,388	\$ 15,307

Related party transactions are as follows:

	Note	Three Months Ended March 31,		Nine Months Ended March 31,	
		2017	2016	2017	2016
Consulting fees	(i)	\$ 67,500	\$ 137,026	\$ 247,500	\$ 291,058
Shared office expenses	(ii)	\$ 2,998	\$ 39,272	\$ 5,077	\$ 36,090

(i) Consulting fees charged by companies controlled by certain directors of the Company are included in professional fees, salaries and wages, mining interests expenditures, and deferred financing costs.

(ii) Shared office expenses recovered from and charged to a company with directors in common are included in marketing, rent, travel, and office expenses.

Commitments with related parties

The Company has a corporate services agreement with a related company for clerical, accounting, regulatory filing and geological services. The minimum monthly fee under the agreement is \$5,000 and renews annually.

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15 Key management personnel compensation

The remuneration of the Company's directors and other key management personnel for the three and nine months ended March 31, 2017 and 2016 is as follows:

	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2017	2016	2017	2016
Salaries, fees and short-term benefits	\$ 225,530	\$ 112,669	\$ 718,672	\$ 358,751
Termination benefits	\$ -	\$ -	\$ 400,000	\$ -
Share-based payments	\$ 101,822	\$ 5,349	\$ 417,771	\$ 25,980

16 Commitments

The Company has entered into contracts for leased premises, which expire at various dates through to March 2022. Total future minimum lease payments (net of sub-lease arrangement) under these contracts are as follows:

Within 1 year	\$ 33,058
2 to 3 years	89,721
4 to 5 years	5,419
After 5 years	2,032

17 Financial instruments and financial risk management

The carrying values of cash, trade and other receivables, and trade and other payables approximate their fair values due to the short-term nature of these instruments.

In evaluating fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and different valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange.

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value in the fair value hierarchy.

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Cash and trade and other receivables are valued using quoted market prices and have been included in Level 1 of the fair value hierarchy.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly. The Company has no financial instruments classified in Level 2.

Level 3 – Inputs that are not based on observable market data. The Company has no financial instruments classified in Level 3.

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17 Financial instruments and financial risk management (continued)

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at March 31, 2017:

	Level 1	Level 2	Level 3	Total
Financial Assets				
Cash	\$ 8,087,253	\$ -	\$ -	\$ 8,087,253
Trade and other receivables	27,435	-	-	27,435
	8,114,688	-	-	8,114,688
Financial Liabilities				
Gold Call Options	-	(604,167)	-	(604,167)
	\$ 8,114,688	\$ (604,167)	\$ -	\$ 7,510,521

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 market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments.

This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout the condensed interim consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a client or counterparty to a financial instrument fails to meet its contractual obligations. The Company has credit risk in respect of its cash, trade and other receivables, and reclamation deposits. The Company considers the risk of loss relating to cash and reclamation deposits to be low because these instruments are held only with a Canadian Schedule I financial institution, a US-chartered commercial bank and a US government agency. Trade and other receivables at March 31, 2017 related primarily to amounts for a refund and value-added taxes are expected to be collectible in full due to the nature of the counterparties and previous history of collectability.

(b) Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

The Company manages its liquidity risk through the preparation of budgets and forecasts, which are regularly monitored and updated as management considers necessary, and through the Company's capital management activities.

As at March 31, 2017, the Company's financial liabilities were comprised of trade and other payables of \$2,050,132 (June 30, 2016: \$694,259), which have a maturity of less than one year.

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17 Financial instruments and financial risk management (continued)

(c) Market risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

(i) Currency risk

Foreign currency exchange rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate as a result of changes in foreign exchange rates. The Company is considered to be in development stage and has not yet developed commercial mineral interests; the underlying market prices realized by the Company for mineral sales are impacted by changes in the exchange rate between the Canadian and the US dollar. The Company has not entered into any formal arrangements to hedge currency risk but does maintain cash balances within each currency. Canadian dollars are exchanged when needed to meet foreign denominated liabilities.

At March 31, 2017, \$800,907 of the Company's cash were denominated in US dollars. A 10% variation in the US dollar exchange rate would result in an impact of approximately \$106,513 on the statement of loss.

(ii) Commodity price risk

Commodity price risk is the risk that the current and future cash flows from the Company's financial instruments will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and US dollar, as outlined above. Management closely monitors trends in commodity prices of gold and other precious and base metals as part of its routine activities, as these trends could significantly impact future cash flows. Fluctuations in gold prices affect the fair market value of the Gold Call Options as the fair value is based on the market price of gold at the end of each period. A 10% fluctuation in the price of gold would result in an impact of approximately \$383,280 on the statement of loss.

(iii) Interest rate risk

Interest rate risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate as a result of changes in market interest rates. Interest rate risk arises from the interest rate impact on cash, which are held at variable market rates, and is exposed to interest rate risk on its outstanding borrowings. The Company pays interest monthly for its senior secured credit facility, at an annual interest rate of 12-month USD LIBOR plus 8%. With other variables unchanged, a 1% increase on the Company's floating rate debt would increase annual interest expense by US\$50,000. The Company closely monitors its exposure to interest rate risk and has not entered into any derivative contracts to manage this risk.

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18 Segmented information

The Company has one reportable operating segment, being the acquisition, exploration and future development of mineral properties. Reporting by geographical area follows the same accounting policies as those used to prepare the consolidated financial statements. Non-current assets (other than financial instruments) by geographic location are as follows:

	March 31, 2017		
	Canada	USA	Total
Property, plant and equipment	\$ 18,601	\$ 9,499,428	\$ 9,518,029
Restricted cash and reclamation deposits	-	1,190,666	1,190,666
Mining interests	-	27,718,944	27,718,944
	\$ 18,601	\$ 38,409,038	\$ 38,427,639

	June 30, 2016		
	Canada	USA	Total
Property, plant and equipment	\$ 27,841	\$ 1,376,073	\$ 1,403,914
Restricted cash and reclamation deposits	-	14,842	14,842
Mining interests	-	25,674,510	25,674,510
	\$ 27,841	\$ 27,065,425	\$ 27,093,266

19 Subsequent events

Subsequent to March 31, 2017:

- The Company announced the execution of a commitment letter and term sheet with Caterpillar Financial Services Corporation ("Cat Financial"), pursuant to which Cat Financial has agreed in principle to fund the Company's purchase of certain key equipment use at the Moss Mine.

Closing of the Equipment Finance Facility is subject to customary conditions for such financings including the execution of a Master Lease Agreement and applicable security documentation, equipment delivery and satisfactory completion of conditions precedent.

- 305,000 warrants were exercised for proceeds of \$137,250.