

AURELIUS MINERALS INC.

FINANCIAL STATEMENTS

FOR THE THREE MONTH PERIODS ENDED JUNE 30, 2018 AND 2017

(presented in Canadian dollars unless otherwise noted)

NOTICE TO READER OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim consolidated financial statements of Aurelius Minerals Inc. (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 standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.



STATEMENTS OF FINANCIAL POSITION

As at (unaudited, in Canadian dollars)	Note		June 30 2018	_	March 31 2018
ASSETS					
Current					
Cash and cash equivalents		\$	1,805,208	\$	2,442,365
Receivables	4		196,665		146,917
Prepaid expenses		_	33,737	_	17,500
			2,035,610		2,606,782
Mineral properties	5	_	441,185	_	421,185
		\$ _	2,476,795	\$	3,027,967
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current liabilities					
Accounts payable and accrued liabilities	6	\$	164,278	\$	343,909
Flow-through premium liability	8	_	106,718	_	118,635
			270,996		462,544
Shareholders' equity					0.045.400
Share capital	8		8,845,438		8,845,438
Reserves	8		438,782		438,782
Deficit		_	(7,078,421)	=	(6,718,797)
		. –	2,205,799	-	2,565,423
		\$ _	2,476,795	\$	3,027,967
Nature and continuance of operations (Note 1)					
Approved and authorized on behalf of the Board of Directors:					
"Mark NJ Ashcroft"			"Randy Turn		
Mark NJ Ashcroft, Director		R	andy Turner, D	irect	tor



STATEMENTS OF LOSS AND COMPREHENSIVE INCOME (LOSS)

(unaudited, in Canadian dollars) EXPENSES	Note	-	Three Month Period Ended June 30 2018	 Three Month Period Ended June 30 2017
Exploration Business development Salaries and management fees	5 7	\$	115,576 64,597 100,467	\$ 38,005 - 47,751
Director fees Investor relations Regulatory and transfer agent fees			27,500 45,622 1,213	- 20,942 6,327
Legal, audit and accounting Office and miscellaneous Rent	7 7		5,021 8,227 -	3,943 4,709 7,372
Travel Loss before income (expenses)		-	9,718 (377,941)	 1,977 (131,026)
OTHER INCOME (EXPENSES) Interest income Recognition of flow-through premium liability	8		6,400 11,917	- -
Loss and comprehensive loss for the year		\$	18,317	\$ (131,026)
Basic and diluted loss per common share		\$ <u>-</u>	(0.01)	\$ (0.00)
Weighted average number of common shares outstanding			66,337,997	48,957,007



STATEMENTS OF CASH FLOWS

(unaudited, in Canadian dollars)		Three Month Period Ended June 30 2018	Three Month Period Ended June 30 2017
Cash flows from operating activities			
Income (loss) for the period	\$	(359,624)	\$ (131,026)
Items not involving cash:			
Recognition of flow-through premium liability		(11,917)	-
Changes in non-cash working capital items:			
(Increase) decrease in receivables		(44,821)	(2,956)
(Increase) decrease in accrued interest receivable		(4,927)	-
(Increase) decrease in prepaid expenses		(16,237)	-
Increase (decrease) in accounts payable			
and accrued liabilities		(179,631)	(138,592)
Net cash provided by (used in) operating activities	- -	(617,157)	(272,574)
Cash flows from financing activities			
Issuance of capital stock for cash		-	913,000
Share issuance costs			(18,330)
Net cash provided by (used in) financing activities	-		894,670
Cash flows from investing activities			
Mineral property acquisitions		(20,000)	-
Net cash provided by (used in) investing activities	-	(20,000)	-
Change in cash during the period		(637,157)	622,096
Cash, beginning of the period		2,442,365	508,959
Cash, end of the period	, \$	1,805,208	\$ 1,131,055



STATEMENTS OF CHANGES IN EQUITY

(unaudited, in Canadian dollars)	Number	-	Amount	Reserves	Deficit	Total
Balance, March 31, 2017	41,700,084	\$	5,428,181	100,476	(4,855,462)	673,195
Issued for private placements (Note 8b)	9,130,000		913,000	-	-	913,000
Share issuance costs (Note 8b)	-		(18,330)	-	-	(18,330)
Loss for the period	-		-	-	(131,026)	(131,026)
Balance, June 30, 2017	50,830,084	\$	6,322,851	100,476	(4,986,488)	1,436,839
Issued for mineral properties (Note 8b)	500,000		37,500	_	_	37,500
Issued for private placements (Note 8b)	37,280,478		3,153,243	_	-	3,153,243
Share issuance costs (Note 8b)	-		(316,250)	-	-	(316,250)
Warrant extension (Note 8b, 8e)	_		(6,337)	-	-	(6,337)
Agent warrants (Note 8b, 8e)	-		(179,516)	179,516	-	-
Flow-through premium liability (Note 8b)	-		(170,805)	-	-	(170,805)
Issued for stock option exercises (Note 8c)	42,000		4,752	(2,022)	-	2,730
Share-based compensation (Note 8c) Reserves transferred on expired options	-		-	196,990	-	196,990
(Note 8c)	-		-	(36,178)	36,178	-
Loss for the period	-		-	-	(1,768,487)	(1,768,487)
Balance, March 31, 2018	88,652,562	\$	8,845,438	438,782	(6,718,797)	2,565,423
Loss for the period	-		-	-	(359,624)	(359,624)
Balance, June 30, 2018	88,652,562	\$	8,845,438	438,782	(7,078,421)	2,205,799



1. NATURE AND CONTINUANCE OF OPERATIONS

Aurelius Minerals Inc. ("Aurelius" or the "Company") was incorporated on April 5, 2007 under the Business Corporations Act, British Columbia and is in the exploration stage with respect to mineral properties. Aurelius holds its Mikwam and Lipton gold exploration properties within the northern Abitibi Gold belt in Ontario, Canada.

The Company's head office and principal address is 1020-625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2500-700 West Georgia Street, Vancouver, British Columbia, Canada, V7Y 1B3. The shares of the Company are traded on the TSX Venture Exchange ("TSX-V") under the symbol AUL.

For the three month period ended June 30, 2018, the Company reported a loss of \$359,624 (2017 – \$131,026), a deficit of \$7,078,421 (March 31, 2018 – \$6,718,797) and working capital of \$1,871,332 (March 31, 2018 – \$2,262,873) at that date. The Company's ability to meet its obligations and maintain its exploration activities is contingent upon successful completion of additional financing arrangements.

The Company is subject to risks and challenges similar to other companies in a comparable stage of exploration. These risks include, but are not limited to, continuing losses, dependence on key individuals and the ability to secure adequate financing to meet minimum capital required to successfully complete its commitments and continue as a going concern.

The Company's future is currently dependent upon its ability to obtain sufficient cash from external financing in order to fund its ongoing exploration work at its Lipton and Mikwam properties. In December 2017, the Company completed a brokered private placement co-lead by Sprott Capital Partners L.P. and Clarus Securities Inc. for total gross proceeds of \$3,153,243 from the sale of 20,200,000 common share units at a price of \$0.08 per and 17,080,478 flow-through share units at a price of \$0.09 per flow-through share unit.

These financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. These uncertainties may cast significant doubt on the entity's ability to continue as a going concern.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments could be material.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB"), on a basis consistent with accounting policies disclosed in the audited financial statements for the fiscal year ended March 31, 2018, and should be read in conjunction with the most recently issued audited financial statements, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting



2. BASIS OF PREPARATION (continued)

policies which were presented in Note 3 to the Financial Statements for the fiscal year ended March 31, 2018 have been consistently applied in the preparation of the Company's interim financial statements.

The Company's Board of Directors approved these financial statements on August 24, 2018.

3. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents are as follows:

	June 30, 2018	March 31, 201		
Cash	\$ 205,208	\$	442,365	
GIC (fully redeemable)	1,600,000		2,000,000	
	\$ 1,805,208	\$	2,442,365	

4. RECEIVABLES

The Company's receivables are as follows:

	J	June 30, 2018		
Input sales tax recoverable	\$	188,353	\$	143,532
Interest receivable		8,312		3,385
	\$	196,665	\$	146,917

Subsequent to the end of the period, the Company received an input sales tax refund of \$143,732.

5. MINERAL PROPERTIES

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and to the best of its knowledge, title to all of its properties, except as described below are properly registered and in good standing.

The Company capitalizes mineral acquisition costs only, which include the cash consideration, earn-in or option agreement payments and the fair value of common shares issued for mineral properties. The Company holds interests in various mineral claims located in Canada, the capitalized acquisition costs of which are as follows:

	Ju	ne 30, 2018	March 31, 2018		
Lipton Property, Ontario	\$	228,685	\$	208,685	

A 100% interest, subject to a 2.0% NSR. To acquire its interest, the Company must pay \$1,000,000 over a tenyear period and issue 500,000 common shares (500,000 issued with an aggregate value of \$72,500). To date, the Company has paid \$50,000 (initial payment of \$10,000 was made August 22, 2016 and \$20,000 on each one-year anniversary) and must pay the remaining balance of \$50,000 in annual cash payments by June 2020 and file a minimum of two years of assessment work, with the remaining \$900,000 in annual cash payments payable between June 2021 and June 2026. The Company has the option to buy-back one-half of the NSR for \$2,500,000. The Company incurred other costs related to staking additional claims in the amount of \$106,185.



5. MINERAL PROPERTIES (continued)

Mikwam Property, Ontario	\$ 212,500	\$ 212,500

On November 29, 2016, the Company entered into a Property Option Agreement ("Mikwam Option") with ALX Uranium Corp. ("ALX") to acquire a 100% interest in the Mikwam property ("Mikwam"). Pursuant to the Mikwam Option, the Company has the right to acquire a 100% interest in Mikwam (subject to certain royalty interests and encumbrances) by making aggregate cash and share payments to ALX over a period of three years as follows: \$25,000 (paid) and the issuance of 2,000,000 (issued with an aggregate value of \$150,000) on closing, \$50,000 or, at the Company's election, issue 500,000 common shares (issued November 22, 2017 with an aggregate value of \$37,500) on the first anniversary of the Mikwam Option, \$75,000 or, at the Company's election, issue 750,000 common shares on or before the second anniversary of the Mikwam Option, \$100,000 or, at the Company's election, issue 750,000 common shares on or before the third anniversary of the Mikwam Option. In addition, on closing of the acquisition of Mikwam, the Company will grant ALX a 0.5% net smelter returns royalty ("NSR Royalty"). The Company will have the right, at any time, to acquire the NSR Royalty from ALX in consideration of a cash payment of \$1,000,000.

Total mineral properties	\$ 441	1,185 \$	421,185
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During the three month periods ended June 30, 2018 and 2017, the Company incurred exploration expenditures, which are expensed to the statement of loss and comprehensive loss, as follows:

	Lipton	Mikwam	Total
Geological	38,005	-	38,005
Period ended June 30, 2017	\$ 38,005	\$ -	\$ 38,005
Land and claim management	3,000	3,000	6,000
Geological & Geophysics	3,600	49,719	53,319
Field Sampling	-	33,223	33,223
Drilling	-	23,034	23,034
Period ended June 30, 2018	\$ 6,600	\$ 108,976	\$ 115,576

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are as follows:

	June 30, 2018	March 31, 2018
Trade payables	\$ 82,675	\$ 122,257
Accrued liabilities	81,603	221,652
	\$ 164,278	\$ 343,909

7. RELATED PARTY TRANSACTIONS

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers.



7. **RELATED PARTY TRANSACTIONS** (continued)

Compensation paid or payable to key management personnel for services rendered are as follows:

	Three month	Three month		
	period ended	per	iod ended	
	June 30, 2018	June	e 30, 2017	
Salaries and fees	\$ 151,000	\$	43,500	
Short-term employment benefits	1,500		-	
	\$ 152,500	\$	43,500	

Amounts paid or payable to companies with officers and/or directors in common are as follows:

	Three month period ended June 30, 2018		Three month period ended June 30, 2017	
Rent	\$	-	\$	2,400
Accounting, investor relations & office		1,347		5,004
	\$	1,347	\$	7,404

Included in accounts payable and accrued liabilities at June 30, 2018 is \$86,364 (March 31, 2018 – \$117,152) due to companies controlled by officers and/or directors of the Company.

8. SHARE CAPITAL AND RESERVES

a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares are fully paid.

b) Issued share capital

There were no share capital issuances during the three month period ended June 30, 2018.

Pursuant to qualifying flow-through expenditures incurred during the period, the flow-through premium liability (discussed below) was reduced by \$11,917 and recorded in income in the statement of loss and comprehensive loss.

During the year ended March 31, 2018 the Company issued:

- On March 22, 2018, the TSX-V approved the Company's request to extend the expiry date of 13,000,000 common share purchase warrants of the Company, issued pursuant to a private placement transaction on July 19, 2016 (the "2016 Warrants"), from July 19, 2018 to July 19, 2020. All other terms of the 2016 Warrants remain the same. Each 2016 Warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.10. The Company incurred costs of \$6,337 in relation to the extension.
- 20,200,000 common share units ("December Units") at a price of \$0.08 per December Unit and 17,080,478 flow-through share units ("December FT Units") at a price of \$0.09 per FT Unit for total gross proceeds of \$3,153,243, collectively the "Offering", as part of a brokered private placement co-



8. SHARE CAPITAL AND RESERVES (continued)

lead by Sprott Capital Partners L.P. and Claris Securities Inc. (the "Agents"). Each December Unit consists of one common share of the Company and one common share warrant ("Warrant"). Each December FT Unit consists of one flow-through share of the Company and one Warrant. Each Warrant entitles the holder thereof to acquire one common share at an exercise price of \$0.16 for a period of five years following the closing of the Offering.

The subscription agreement for the December FT Units requires Aurelius to incur \$1,537,243 of qualifying CEE and renounce the CEE to the December FT Unit shareholders with an effective date of December 31, 2018. At the time of issuance, the excess price per unit of the December FT Units over the fair value price per unit of the non flow-through December Units resulted in a \$0.01 per unit premium. The premium resulted in the recording of a flow-through premium liability of \$170,805 and reduction of share capital by the same amount on the statement of financial position. As at March 31, 2018, the flow-through premium liability was \$118,635. Pursuant to qualifying flow-through expenditures incurred during the period, the flow-through premium liability was reduced by \$52,170 and recorded in income in the statement of loss and comprehensive loss.

Transaction costs relating to the Offering amounted to \$495,766, consisting of cash costs of \$316,250, which includes an arm's length finder aggregate cash commission totaling \$157,662, and non-cash costs of \$179,516 relating to the fair value attributed to 2,982,438 non-transferable warrants issued as additional compensation to the Agents. Each Agent warrant can be exercised to acquire one December Unit at a price of \$0.08 for a period of five years. The fair value attributed to the Agent warrants was determined using the Black-Scholes valuation model using the following assumptions: Risk free interest rate of 1.86%, expected life of five years, and volatility rate of 133.87%.

- 500,000 common shares with an aggregate value of \$37,500 pursuant to the Mikwam Option (Note 5).
- 42,000 common shares with an aggregate value of \$2,730 pursuant to the exercise of incentive stock options.
- 1,550,000 common share units ("May Units") at a price of \$0.10 per April Unit and 3,250,000 flow through units ("May FT Units") at price of \$0.10 per May FT Unit, for gross proceeds of \$480,000 as part of a non-brokered private placement (the "Private Placement"). Each May Unit and May FT Unit consisted of one common share of the Company and one-half common share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of \$0.15 until May 1, 2019. The Company paid finders' fees totalling \$7,500.
- 2,730,000 units ("April Units") at a price of \$0.10 per April Unit and 1,600,000 flow through shares ("April FT Shares") at price of \$0.10 per April FT Share, for gross proceeds of \$433,000 as part of a non-brokered private placement (the "Private Placement"). Each April Unit consisted of one common share of the Company and one-half common share purchase warrant. Each full warrant entitles the holder to acquire one common share at an exercise price of \$0.15 until April 5, 2019. The Company paid finders' fees totalling \$10,830.



8. SHARE CAPITAL AND RESERVES (continued)

c) Stock options

The Company, in accordance with its shareholder approved stock option plan, is authorized to grant options to directors, officers, employees and/or consultants, to acquire up to 10% of the issued and outstanding common shares. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. Options can be granted for a maximum term of ten years and vest immediately upon grant.

As at June 30, 2018, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number	Exercise		
of Shares	Price	Expiry Date	
1,293,600	\$ 0.065	June 24, 2021	_
2,900,000	\$ 0.120	July 5, 2022	
715,200	\$ 0.080	March 5, 2023	
4,908,800			

Stock option transactions are summarized as follows:

	June 30,	2018	March 31, 2018		
	Weighted			Weighted	
		Average		Average	
	Options	Exercise	Options	Exercise	
	Outstanding	Price	Outstanding	Price	
	#	\$	#	\$	
Balance, beginning of period	4,908,800	0.10	1,935,600	0.09	
Granted	-	-	3,615,200	0.08	
Exercised	-	-	(42,000)	0.065	
Expired/cancelled	-	-	(600,000)	0.15	
Balance, end of period	4,908,800	0.10	4,908,800	0.10	
Options exercisable, end of period	4,908,800	0.10	4,908,800	0.10	

d) Options - Share-based compensation

The were no share-based compensation transactions during the three month period ended June 30, 2018. During the year ended March 31, 2018, the Company granted 3,615,200 stock options with a fair value of \$196,990 or \$0.05 per option, 42,000 options were exercised and 600,000 expired which resulted the reversal of share-based payment reserve in contributed surplus against the deficit of \$36,178. The weighted-average assumptions used for the Black-Scholes valuation of stock options granted during the year ended March 31, 2018 were risk-free interest rate of 1.53%; expected life of options of 5.003 and annualized volatility of 127.72%



8. SHARE CAPITAL AND RESERVES (continued)

e) Warrants

As at June 30, 2018, the Company had outstanding share purchase warrants, enabling the holders to acquire further shares as follows:

Num	ber of Warrants	Exercise Price	Expiry Date	
	1,475,000	\$0.15	March 23, 2019	
	1,365,000	\$0.15	April 5, 2019	
	2,400,000	\$0.15	May 1, 2019	
	13,000,000	\$0.10	July 19, 2020 ⁽¹⁾	
	37,280,478	\$0.16	December 21, 2022	
	2,982,438 ⁽²⁾	\$0.08	December 21, 2022	
_	58,502,916			

⁽¹⁾ Expiry date was extended from July 19, 2018 to July 19, 2020.

Share purchase warrant transactions were as follows:

	June 30, 2018		March 31, 2018	
	Weighted			Weighted
		Average		Average
	Options	Exercise	Options	Exercise
	Outstanding	Price	Outstanding	Price
	#	\$	#	\$
Balance, beginning of period	58,205,916	0.14	14,475,000	0.10
Granted	-	-	44,027,916	0.15
Balance, end of period	58,205,916	0.14	58,502,916	0.14
Warrants exercisable, end of				_
period	58,502,916	0.14	58,502,916	0.14

9. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of mineral properties in Canada.

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There were no significant non-cash transactions during the three month periods ended June 30, 2018 and 2017.

Interest of \$1,473 was received during the three month period ended June 30, 2018 relating to the Company's GIC. There were no cash inflows or outflows relating to income taxes during the three month periods ended June 30, 2018 and 2017.

⁽²⁾ Each agent warrant is exercisable to acquire one December Unit at a price of \$0.08 per unit for a period of five years.



11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. Fair value is the price that would

be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Company's financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued liabilities. Cash and cash equivalents are measured at fair value based on Level 1 of the fair value hierarchy. The fair values of receivables and accounts payable and accrued liabilities approximate their book carrying values because of the short-term nature of these instruments.