

# **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES**

FOR THE THREE MONTHS ENDED MARCH 31, 2017

(UNAUDITED)

# MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

#### CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORTING

The accompanying condensed consolidated interim financial statements of SilverCrest Metals Inc. ("the Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed consolidated interim financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

# NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The Company's independent auditor has not performed a review of these condensed consolidated interim 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.

# SILVERCREST METALS INC. TABLE OF CONTENTS

	Page
Condensed Consolidated Interim Statements of Financial Position	4
Condensed Consolidated Interim Statements of Comprehensive Loss	5
Condensed Consolidated Interim Statements of Cash Flows	6
Condensed Consolidated Interim Statement of Changes in Shareholders' Equity	7
Notes to the Condensed Consolidated Interim Financial Statements	8 – 15

		March 31, 2017		ember 31, 2016
ASSETS				
Current assets				
Cash and cash equivalents	\$	7,126,073	\$	8,928,717
Short term investment	•	4,000,000	•	4,000,000
Amounts receivable (note 6)		67,786		66,567
Taxes receivable		22,607		54,043
Prepaids		141,966		96,208
Total current assets		11,358,432		13,145,535
Non-current assets				
Taxes receivable		609,543		408,970
Deposits		58,076		58,076
Equipment (note 5)		113,472		101,263
Exploration and evaluation assets (note 4)		5,373,154		4,160,633
Total non-current assets		6,154,245		4,728,942
TOTAL ASSETS	\$	17,512,677	\$	17,874,477
LIABILITIES AND CHARELIOLDERS FOLLITY	·	, ,	·	, ,
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (note 6)	\$	260,566	\$	283,288
Shareholders' equity				
Capital stock (note 7)		19,439,054		19,362,804
Share-based payment reserve (note 7)		1,645,605		544,757
Deficit		(3,832,548)		(2,316,372
Total shareholders' equity		17,252,111		17,591,189
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	17,512,677	\$	17,874,477
Nature of operations and going concern (note 1)				
Approved by the Deard and sutherized for issue on May 17, 2017.				
Approved by the Board and authorized for issue on May 17, 2017:				

		2017		2016
Depreciation (note 5)	\$	6,998	\$	4,707
Exploration expenditures	•	7,781	·	7,867
Foreign exchange loss		8,328		125,349
Insurance		12,514		4,375
Interestincome		(27,660)		(10,878)
Management and director fees (note 6)		78,546		26,250
Office and miscellaneous		25,509		11,190
Professional fees (note 6)		53,520		30,312
Regulatory and transfer agent fees		23,542		3,998
Rent and communications		40,803		29,963
Remuneration (note 6)		95,936		74,667
Share-based compensation (notes 6 and 7)		1,019,443		7,099
Shareholder and investor relations		53,051		26,966
Technical consultants (note 6)		30,917		11,070
Tradeshow and travel		86,948		37,212
Net and comprehensive loss for the period	\$	(1,516,176)	\$	(390,147)
Basic and diluted comprehensive loss per common share	\$	(0.03)	\$	(0.01)
Weighted average number of common shares outstanding		48,031,545		39,909,983

		2017		2016
CASH FLOWS FROM ORFRATING ACTIVITIES				
CASH FLOWS FROM OPERATING ACTIVITIES	ć	(1 [16 176)	¢	(200 147)
Net loss for the period	\$	(1,516,176)	\$	(390,147)
Items not affecting cash:		C 000		4 707
Depreciation		6,998		4,707
Share-based compensation		1,019,443		7,099
Interest income		(27,660)		(10,878)
Changes in non-cash working capital items:				
Amounts receivable		22,702		62,099
Taxes receivable		(169,137)		(52,307)
Prepaids and deposits		(45,758)		(49,024)
Accounts payable and accrued liabilities		(58,808)		(35,362)
Net cash used in operating activities		(768,396)		(463,813)
CASH FLOWS FROM FINANCING ACTIVITIES				
Capital stock issued		76,250		6,750
Net cash provided by financing activities		76,250		6,750
CASH FLOWS FROM INVESTING ACTIVITIES				
Interest received		3,739		3,190
Exploration and evaluation assets		(1,096,208)		(432,881)
Purchase of equipment		(18,029)		(7,423)
Net cash used in investing activities		(1,110,498)		(437,114
Change in cash and cash equivalents, during the period		(1,802,644)		(894,177)
Cash and cash equivalents, beginning of the period		8,928,717		5,241,781
Cash and cash equivalents, end of the period	\$	7,126,073	\$	4,347,604
and all equipments of the period	Ψ	7,120,070	Ψ	.,6 .7,66 .
Cash and cash equivalents is represented by:				
Cash	\$	765,483	\$	206,697
Cash equivalents		6,360,590		4,140,907
Total cash and cash equivalents	\$	7,126,073	\$	4,347,604
Non-cash investing activities				
Capitalized to exploration and evaluation assets				
Accounts payable and accrued liabilities	\$	114,820	\$	47,866
Share-based compensation	\$	81,405	\$	

	Capital stock		Share-based		
	Number	Amount	payment reserve	Deficit	Total
		7	1000.10	20	7000
Balance at December 31, 2015	39,887,607	\$ 8,337,099	\$ 253,052	\$ (574,947)	\$ 8,015,204
Share-based compensation	-	-	7,099	-	7,099
Stock options exercised	70,840	13,957	(7,207)	-	6,750
Net and comprehensive loss for the period	-	-	-	(390,147)	(390,147)
Balance at March 31, 2016	39,958,447	8,351,056	252,944	(965,094)	7,638,906
Share-based compensation	-	-	344,653	-	344,653
Stock options exercised	481,574	87,835	(52,440)	-	35,395
Warrants exercised	2,099,996	419,999	-	-	419,999
Capital stock issued	5,232,500	11,511,500	-	-	11,511,500
Capital stock issuance costs	-	(1,007,586)	-	-	(1,007,586)
Stock options expired	-	-	(400)	400	-
Net and comprehensive loss for the period	-	-	-	(1,351,678)	(1,351,678)
Balance at December 31, 2016	47,772,517	19,362,804	544,757	(2,316,372)	17,591,189
Share-based compensation (note 7)	-	-	1,100,848	-	1,100,848
Warrants exercised (note 7)	381,250	76,250	-	-	76,250
Net and comprehensive loss for the period	-	-	-	(1,516,176)	(1,516,176)
Balance at March 31, 2017	48,153,767	\$ 19,439,054	\$ 1,645,605	\$ (3,832,548)	\$ 17,252,111

#### 1. NATURE OF OPERATIONS AND GOING CONCERN

SilverCrest Metals Inc. (the "Company" or "SilverCrest") is as Canadian precious metals exploration company headquartered in Vancouver, BC. The Company was incorporated under the Business Corporations Act (British Columbia). The common shares of the Company trade on the TSX Venture Exchange under the symbol "SIL". The head office and principal address of the Company is 501-570 Granville Street, Vancouver, BC, Canada, V6C 3P1. The address of the Company's registered and records office is 19th Floor, 885 West Georgia Street, Vancouver, BC, Canada, V6C 3H4.

While the Company currently has no source of revenue, its cash and cash equivalents of \$7.1 million and short term deposits of \$4.0 million contribute to working capital of \$11.1 million, which management believes will be sufficient to fund its exploration activities, general working capital requirements, as well as property option payments for the next 12 months. The Company's financial success is dependent on its ability to discover economically viable mineral deposits. In order to complete a phase II exploration program, the Company may require substantial additional financing, which is subject to a number of factors many of which are beyond the Company's control. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. These consolidated financial statements have been prepared by management on a going concern basis 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.

# 2. SIGNIFICANT ACCOUNTING POLICIES

#### **Statement of Compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements should be read in conjunction with the Company's consolidated financial statements for the period ended December 31, 2016, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies, use of judgments and estimates were presented in notes 2 and 3, respectively, of these consolidated financial statements, and have been consistently applied in the preparation of these condensed consolidated interim financial statements.

# Basis of preparation and measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed consolidated interim financial statements were authorized for issue by the board of directors of the Company on May 17, 2017.

These condensed consolidated interim financial include the accounts of the Company and its wholly-owned subsidiaries, Minera La Llamarada, S.A. de C.V., a Mexico corporation, and NorCrest Metals Inc., a Canadian corporation. The Company consolidates subsidiaries where the Company has the ability to exercise control. Control is achieved when the Company has the power to govern the financial and operating policies of the entity. Control is normally achieved through ownership, directly or indirectly, of more than 50 percent of the voting power. Control can also be achieved through power over more than half of the voting rights by virtue of an agreement with other investors or through the exercise of de facto control. All intercompany balances, transactions, income and expenses, and profits or losses have been eliminated on consolidation.

#### 3. NEW STANDARDS NOT YET ADOPTED

In July 2014, the IASB issued the final version of IFRS 9 – Financial instruments to replace IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments. The amended standard is effective for annual periods beginning on or after January 1, 2018, with earlier adoption still permitted.

#### 3. NEW STANDARDS NOT YET ADOPTED

IFRS 15 was issued by the IASB on May 28, 2014, and will replace IAS 18 - Revenue, IAS 11 - Construction Contracts, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognize revenue which is a change from the risk and reward approach under the current standard. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual periods beginning on or after January 1, 2018.

On January 13, 2016, the IASB issued IFRS 16 – *Leases*, the new leases standard. The standard is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 – *Revenue from contracts with customers* ("IFRS 15") has also been applied.

The Company has not yet completed the process of assessing the impact that IFRS 9, IFRS 15, and IFRS 16 will have on its consolidated financial statements, or whether to early adopt these new requirements.

#### 4. EXPLORATION AND EVALUATION ASSETS

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 are in good standing except as otherwise disclosed. However, this should not be considered as a guarantee of title. The mineral properties may be subject to prior claims or agreements, or transfers, and rights of ownership may be affected by undetected defects.

## Cruz de Mayo Project, Sonora, Mexico

The Company has a 100% interest in two mineral concessions, Cruz de Mayo 2 and El Gueriguito, which are located in Sonora State, Mexico. The Company has the right to acquire a 100% interest in the El Guereguito concession by making annual staged option payments totalling US\$1,000,000 until November 19, 2032. The Company has the right to make early payment with no additional consideration. There is a 2.5% NSR royalty which ceases on cumulative payments of US\$1,000,000. The remaining payments of US\$755,000 are as follows:

- US\$50,000 on each 19<sup>th</sup> day of November 2017 to 2031; and
- US\$5,000 on November 19, 2032.

# Las Chispas, Sonora, Mexico

The property is located in Sonora, Mexico, and consists of 20 concessions.

For four of the mining concessions, the Company has the right and option to purchase an undivided 100% title for total consideration of US\$600,000. As at March 31, 2017, the remaining payments totalling US\$545,000 are scheduled as follows:

- US\$35,000 on May 20, 2017;
- US\$60,000 on May 20, 2018;
- US\$100,000 on May 20, 2019; and
- US\$350,000 on May 20, 2020.

For 13 of the mining concessions, the Company received the right and option to purchase an undivided 100% title for total consideration of US\$3,000,000. As at March 31, 2017, the remaining payments are as follows:

- US\$100,000 on June 2, 2017; and
- US\$2,725,000 (of which \$500,000, at the Company's option, can be paid in common shares of SilverCrest) on June 2, 2018.

For the two of the of the mining concessions, the Company entered into two separate option agreements in December 2015 and June 2016 to purchase these additional concessions for total consideration of US\$150,000 each.

# 4. EXPLORATION AND EVALUATION ASSETS (continued)

During the three months ended March 31, 2017, the Company paid \$13,238 (US\$10,000) for the concession entered into in December 2015. As at March 31, 2017, the remaining payments are as follows:

- US\$30,000 on December 11, 2017; and
- US\$100,000 on December 11, 2018.

For the concession entered into in June 2016, the remaining payments as at March 31, 2017 are as follows:

- US\$20,000 on June 15, 2017; and
- US\$100,000 on June 15, 2019.

For the remaining concession, 66.7% of the concession is owned and optioned to SilverCrest by a local Mexican company and the remaining 33.3% is owned and not optioned to SilverCrest by a local Mexican family. During the three months ended March 31, 2017, the Company paid US\$5,000 (\$6,624) for this concession.

# Other properties in Mexico

The Company's other Mexican exploration properties include Huasabas, Guadalupe, Angel de Plata and Estacion Llano.

The following table summarizes the Company's exploration and evaluation asset expenditures:

	Cru	z de Mayo		Guadalupe		Huasabas	Las Chispas		Other	Total
Balance at December 31, 2015	\$	48,509	\$	393,399	\$	53,087	\$ 115,149	\$	12,577	\$ 622,721
·		ŕ	-	•	-	•		•	ŕ	,
Acquisition costs:										
Option and concession payments		45,090		97,061		1,540	233,595		61,100	438,386
Exploration and evaluation expenditures:										
Assays		-		-		12,473	371,871		-	384,344
Camp costs		2,283		-		58,446	176,758		-	237,487
Drilling		-		-		168,393	1,642,359		-	1,810,752
Salaries and remuneration (note 6)		-		-		52,153	441,152		-	493,305
Share-based compensation (note 7)		-		-		-	22,564		-	22,564
Technical consulting services		-		15,841		-	43,980		-	59,821
Travel and lodging		-		2,504		6,930	81,819		-	91,253
Subtotal, additions		2,283		18,345		298,395	2,780,503		-	3,099,526
Balance at December 31, 2016	\$	95,882	\$	508,805	\$	353,022	\$ 3,129,247	\$	73,677	\$ 4,160,633
Acquisition costs:										
Option and concession payments		4,371		46,106		529	22,669		29,023	102,698
Exploration and evaluation expenditures:										
Assays		-		-		-	140,238		-	140,238
Camp costs		-		-		-	97,150		-	97,150
Drilling		-		-		-	637,565		-	637,565
Salaries and remuneration (note 6)		-		-		-	121,798		-	121,798
Share-based compensation (note 7)		-		-		-	81,405		-	81,405
Technical consulting services		-		-		-	16,257		-	16,257
Travel and lodging		-		-		-	15,410		-	15,410
Subtotal, additions		4,371		46,106		529	1,132,492		29,023	1,212,521
Balance at March 31, 2017	\$	100,253	\$	554,911	\$	353,551	\$ 4,261,739	\$	102,700	\$ 5,373,154

#### 5. EQUIPMENT

	Computer		Equipment		Vehicle		Total
Cost							
Balance at December 31, 2015	\$	12,756	\$	7,429	\$ 34,597	\$	54,782
Additions		6,155		39,618	29,464		75,237
As at December 31, 2016		18,911		47,047	64,061		130,019
Additions		10,017		9,190	-		19,207
As at March 31, 2017	\$	28,928	\$	56,237	\$ 64,061	\$	149,226
Accumulated depreciation							
Balance at December 31, 2015	\$	1,974	\$	625	\$ 1,423	\$	4,022
Depreciation for the year		7,218		4,888	12,628		24,734
Balance at December 31, 2016		9,192		5,513	14,051		28,756
Depreciation for the period		1,758		1,773	3,467		6,998
As at March 31, 2017	\$	10,950	\$	7,286	\$ 17,518	\$	35,754
Carrying amounts							
As at December 31, 2016	\$	9,719	\$	41,534	\$ 50,010	\$	101,263
As at March 31, 2017	\$	17,978	\$	48,951	\$ 46,543	\$	113,472

#### 6. RELATED PARTY TRANSACTIONS

#### **Professional fees**

During the three months ended March 31, 2017, the Company paid or accrued professional fees of \$16,093 (March 31, 2016 – \$5,383), to Koffman Kalef LLP, a law firm of which the Company's Corporate Secretary is a partner. At March 31, 2017, \$13,362 (December 31, 2016 – \$66,216) was payable to Koffman Kalef LLP.

# Key management compensation

The Company's key management personnel have authority and responsibility for planning, directing, and controlling the activities of the Company and include the Company's Chief Executive Officer, Chief Financial Officer, and Executive Vice President. Key management personnel compensation is summarized as follows:

	Three months ended	Three months ended		
	March 31, 2017	March 31, 2016		
Management fees (1)	\$ 61,250	\$ 26,250		
Management remuneration (2)	33,766	-		
Director fees	17,296	-		
Share-based compensation (3)	951,606	5,406		
	\$ 1,063,918	\$ 31,656		

<sup>(1)</sup> Management fees were paid to companies controlled by the Chief Executive Officer and Executive Vice President of the Company.

<sup>(2)</sup> Remuneration and short-term benefits were paid to the Chief Financial Officer of the Company.

<sup>(3)</sup> Share-based compensation is the fair value of the vested portion of stock options that have been granted to directors and officers of the Company.

#### 6. RELATED PARTY TRANSACTIONS (continued)

#### Other transactions

During the three months ended March 31, 2017, the Company:

- paid remuneration of \$33,480 (March 31, 2016 \$31,434) to an employee providing technical services who is an immediate family member of the Chief Executive Officer of the Company, of which \$30,133 (March 31, 2016 \$21,948) was recorded as exploration and evaluation expenditures (note 4) and \$3,347 (March 31, 2016 \$9,486) was expensed. The Company also recorded share-based compensation of \$54,270 (March 31, 2016 \$Nil) for the vested portion of stock options granted to this employee which was recorded as exploration and evaluation expenditures (note 4);
- paid consulting fees of \$6,875 (March 31, 2016 \$Nil) and recorded share-based compensation expense of \$13,568 (March 31, 2016 \$Nil), for the vested portion of stock options granted, to a consultant providing technical services who is an immediate family member of the Chief Executive Officer of the Company; and
- paid remuneration of \$Nil (March 31, 2016 \$5,234) to an employee providing administrative services who is an immediate family member of the Executive Vice President of the Company.

On October 1, 2015, the Company entered into an allocation of costs agreement with Goldsource Mines Inc. ("Goldsource"), a company related by common directors and officers, whereby the Company shares salaries, administrative services, and other reimbursable expenses. During the three months ended March 31, 2017, the Company allocated to Goldsource \$49,375 (March 31, 2016 – \$46,332) for its share of these expenses, of which \$18,343 (December 31, 2016 – \$40,360) was receivable from Goldsource at March 31, 2017.

## 7. CAPITAL STOCK

#### **Authorized shares**

The Company's authorized capital stock consists of an unlimited number of common shares and an unlimited number of preferred shares without nominal or par value.

#### Issued and outstanding

At March 31, 2017, the Company had 48,103,767 common shares and no preferred shares outstanding.

Three months ended March 31, 2017

The Company issued 381,250 common shares at \$0.20 per share for gross proceeds of \$76,250 on the exercise of warrants.

Year ended December 31, 2016

On December 6, 2016, the Company completed a prospectus offering of 5,232,500 units at a price of \$2.20 per unit for gross proceeds of \$11,511,500. Each unit consisted of one common share and one half warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$3.00 per share until December 6, 2018. In connection with the prospectus offering, the Company incurred \$1,007,586 in capital stock issuance costs.

During 2016, the Company issued 552,414 common shares with a weighted average price of \$0.08 per share for gross proceeds of \$42,145 on the exercise of stock options. The Company also issued 2,099,996 common shares at a price of \$0.20 per share for gross proceeds of \$419,999 on the exercise of warrants.

## **Stock options**

The Company has a "rolling 10%" Stock Option Plan which authorizes the grant of stock options to directors, officers, employees, and consultants, enabling them to acquire common shares of the Company to a maximum of 10% of the then issued and outstanding common shares. The exercise price of any option will be the market price of the Company's stock as at the date of the grant. The options can be granted for a maximum term of 10 years with vesting determined by the Board of Directors.

#### 7. CAPITAL STOCK (continued)

# Stock options (continued)

A summary of the Company's stock option transactions during the period (year) is as follows:

	Three months	ende	d March 31, 2017	Year ended December 31, 2016				
	Number of	Number of Weighted average		Number of	W	eighted average		
	options		exercised price	options		exercised price		
Outstanding, beginning of period (year)	3,900,005	\$	1.06	2,830,917	\$	0.14		
Issued	100,000		2.55	1,625,000		2.32		
Exe r c i s e d	-		-	(552,414)		0.08		
_ Expired	-		-	(3,498)		0.06		
Outstanding, end of period (year)	4,000,005	\$	1.09	3,900,005	\$	1.06		

During the three months ended March 31, 2017, the Company granted:

• 100,000 stock options, on January 3, 2017, to a newly appointed director that can be exercised at a price of \$2.55 per share until January 3, 2022. These stock options vest over a 1 year period, with 25% vesting after each of 3 months, 6 months, 9 months, and 12 months after the grant date, respectively.

During the year ended December 31, 2016, the Company granted:

- 100,000 stock options, on October 17, 2016, to an officer that can be exercised at a price of \$2.56 per share until October 17, 2021; and
- 1,525,000 stock options, on December 9, 2016, to directors, officers, employees, and consultants that can be exercised at a price of \$2.30 per share until December 21, 2021.

Options granted during 2016 vest over a 1 year period, with 25% vesting after each of 3 months, 6 months, 9 months, and 12 months after the grant date, respectively.

Stock options outstanding and exercisable at March 31, 2017 are as follows:

			Options outs	Options exerciseable	
			Number of shares	Remaining life	Number of shares
Expiry date	Exer	cise price	issuable on exercise	(years)	issuable on exercise
December 5, 2017 - December 10, 2019	\$	0.06	25,005	1.69 (1)	25,005
December 9, 2020	\$	0.16	2,250,000	3.70	2,250,000
October 17, 2021	\$	2.56	100,000	4.55	25,000
December 9, 2021	\$	2.30	1,525,000	4.70	381,250
January 3, 2022	\$	2.55	100,000	4.76	-
			4,000,005		2,681,255

<sup>(1)</sup> Weighted average remaining life

The weighted average remaining life of options outstanding is 4.11 years.

## 7. CAPITAL STOCK (continued)

#### **Share-based compensation**

The fair value of options granted during the three months ended March 31, 2017 was estimated using the Black-Scholes Option Pricing Model using the following assumptions:

	Three months ended March 31, 2017
Expected option life (years)	5
Expected volatility	79%
Expected dividend yield	-
Risk-free interest rate	1.05%
Expected forfeiture rate	1.00%
Fair value per share	\$ 1.60
Total fair value	\$ 160,166

During the three months ended March 31, 2017, the Company recognized share-based compensation expense of \$80,258 for the vested portion of these stock options. The Company also recognized share-based compensation of \$1,020,590 for the vested portion of stock options previously granted during 2016, of which \$939,185 was expensed and \$81,405 was capitalized as exploration expenditures (note 4).

During the three months ended March 31, 2016, there were no stock options granted; however the Company recognized share-based compensation expense of \$7,099 for the vested portion of stock options previously granted during 2015.

# Share-based payment reserve

The share-based payment reserve records items recognized as share-based compensation and the fair value of warrants issued based on the residual method. At the time that stock options or warrants are exercised, the corresponding amount is reallocated to share capital or, if cancelled or expired, the corresponding amount is reallocated to deficit.

A summary of share-based payment reserve transactions is as follows:

	Three months end	led March 31, 2017	Year ended December 31, 2016		
Balance, beginning of period (year)	\$	544,757	\$	253,052	
Share-based compensation		1,100,848		351,752	
Stock options exercised, reallocated to capital stoc	k	-		(59,647)	
Stock options expired, reallocated to deficit		-		(400)	
Balance, end of period (year)	\$	1,645,605	\$	544,757	

#### Warrants

Warrant transactions during the period (year) are as follows:

	Three months ended March 31, 2017			Year ended December 31, 2016			
	Number of	ber of Weighted average		Number of	We	ighted average	
	warrants		exercise price	warrants		exercise price	
Outstanding, beginning of period (year)	8,848,821	\$	1.03	8,332,567	\$	0.20	
Issued	-		-	2,616,250		3.00	
Exercised	(381,250)		0.20	(2,099,996)		0.20	
Outstanding, end of period (year)	8,467,571	\$	1.07	8,848,821	\$	1.03	

## 7. CAPITAL STOCK (continued)

## Warrants (continued)

The warrants outstanding at March 31, 2017 are as follows:

Expiry date	Exercise price	(years)	Number of warrants
November 19, 2017	\$ 0.20	0.64	5,851,321
December 6, 2018	\$ 3.00	1.68	2,616,250
			8,467,571

The weighted average remaining life of warrants outstanding is 0.96 years.

# 8. <u>SEGMENTED INFORMATION</u>

The Company operates in one reportable segment, being the acquisition and exploration of mineral property interests in Mexico.

Geographical segmented information is presented as follows:

March 31, 2017	Canada	Mexico	Total
Net loss (income) for the period	\$ 1,530,045	\$ (13,869)	\$ 1,516,176
Asset Information			
Taxes receivable	\$ -	\$ 609,543	\$ 609,543
Deposits	\$ 58,076	\$ -	\$ 58,076
Equipment	\$ 6,275	\$ 107,197	\$ 113,472
Exploration and evaluation assets	\$ -	\$ 5,373,154	\$ 5,373,154
March 31, 2016			
Net loss for the period	\$ 373,973	\$ 16,174	\$ 390,147
Asset Information			
Deposits	\$ 58,076	\$ -	\$ 58,076
Equipment	\$ 11,567	\$ 41,909	\$ 53,476
Exploration and evaluation assets	\$ -	\$ 1,103,468	\$ 1,103,468

# 9. <u>FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS</u>

The Company's financial instruments consist of cash and cash equivalents, short term investments, amounts receivable, deposits, and accounts payable. The carrying value of amounts receivable and accounts payable approximate their fair values due to the short periods until settlement. 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 cash and cash equivalents and short term investments are measured using level 1 inputs.

# 10. SUBSEQUENT EVENT

In early May, the Company's Mexico subsidiary purchased a 2,500 hectare ranch which covers approximately 40% of the surface rights over the Las Chispas mining concessions. The remaining surface rights over the Las Chispas mining concessions are held by the Company's Mexico subsidiary under previously negotiated 20 year lease agreements.