NOBLE MINERAL EXPLORATION INC.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED AUGUST 31, 2018 AND 2017

(EXPRESSED IN CANADIAN DOLLARS)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Noble Mineral Exploration Inc. (the "Company") were prepared in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in Note 2 to the consolidated financial statements.

Management has established processes, which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the years presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the years presented by the consolidated financial statements.

The Board of Directors is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the consolidated financial statements together with other financial information. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the internal controls over the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company’s affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

"Vance White"
Chief Executive Officer

"Robert D.B. Suttie"
Chief Financial Officer

Independent Auditors' Report

To the Shareholders of Noble Mineral Exploration Inc.:

We have audited the accompanying consolidated financial statements of Noble Mineral Exploration Inc., which comprise the consolidated statement of financial position as at August 31, 2018, and the consolidated statements of comprehensive income (loss), changes in shareholders' equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility
Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Noble Mineral Exploration Inc. as at August 31, 2018 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements which highlights the existence of a material uncertainty relating to conditions that may cast significant doubt on Noble Mineral Exploration Inc.'s ability to continue as a going concern.

Other Matter
The consolidated financial statements as at August 31, 2017 and for the year then ended, prior to the adjustments described in Note 22, were audited by other auditors who expressed an unmodified audit opinion on those consolidated financial statements on December 28, 2017.

As part of our audit of the consolidated financial statements as at August 31, 2018 and for the year then ended, we also audited the adjustments described in Note 22 that were applied to amend the consolidated financial statements as at and for the year ended August 31, 2017 and to affect the adoption of IFRS 9. In our opinion, such adjustments are appropriate and have been properly applied. We were not engaged to audit, review, or apply procedures to the August 31, 2017 consolidated financial statements of the Company other than with respect to these adjustments and, accordingly, we do not express an opinion or any other form of assurance on the August 31, 2017 consolidated financial statements taken as a whole.

MNP LLP

Mississauga, Ontario — Chartered Professional Accountants

January 15, 2019 — Licensed Public Accountants

MNP

Noble Mineral Exploration Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at August 31,	**2018**	2017
		(Restated - Note 22)
Assets		
Current assets		
Cash and cash equivalents	**$ 380,013**	$ 873,326
Restricted cash (Note 6(a))	**25,000**	-
Prepaid expenses	**24,137**	1,790
Sundry receivables	**32,858**	17,358
Marketable securities receivable (Note 6(b))	**-**	181,180
Marketable securities (Note 5)	**798,364**	1,751,809
Total current assets	**1,260,372**	2,825,463
Non-current assets		
Exploration and evaluation assets (Note 6)	**3,025,276**	1,853,405
Total assets	**$ 4,285,648**	$ 4,678,868
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 16)	**$ 418,756**	$ 609,428
Provision for mining land taxes (Note 20)	**658,626**	800,000
Flow-through share liability (Note 11(b))	**-**	1,195
Total current liabilities	**1,077,382**	1,410,623
Non-current liabilities		
Provision for mining land taxes (Note 20)	**-**	637,990
Total liabilities	**1,077,382**	2,048,613
Shareholders' Equity		
Share capital		
Authorized		
Unlimited number of common shares at no par value		
Issued (Note 11)	**11,827,142**	10,375,394
Share-based and expired warrants reserve (Note 12(b))	**13,651,056**	13,111,438
Warrants (Note 13)	**3,244,682**	2,119,016
Accumulated deficit	**(25,514,614)**	(22,975,593)
Total shareholders' equity	**3,208,266**	2,630,255
Total liabilities and shareholders' equity	**$ 4,285,648**	$ 4,678,868

Nature of Operations and Going Concern (Note 1)
Restatement of Comparative Figures (Note 22)
Subsequent Events (Note 23)

Approved on Behalf of the Board:

"Vance White"
Director

"Michael Newbury"
Director

See accompanying notes to these consolidated financial statements.

(Expressed in Canadian Dollars Except Number of Shares)

For the years ended August 31,	**2018**	2017
		(Restated - Note 22)
Expenses		
General and administrative (Note 17)	**$ 1,218,979**	$ 454,178
Interest expense	**-**	15,439
Gain on settlement of debt	**(23,218)**	(20,693)
Forgiveness of debt	**-**	(687,545)
Gain on disposition of exploration assets (Note 6)	**-**	(1,559,206)
Loss on conversion of debenture	**-**	2,580
Premium on flow-through shares (Note 11(b))	**(29,365)**	(21,800)
Fair value adjustment on marketable securities	**1,372,625**	(248,174)
	2,539,021	(2,065,221)
Net earnings (loss) and comprehensive earnings (loss)	**$(2,539,021)**	$ 2,065,221
Basic earnings (loss) per share (Note 14)	**$ (0.03)**	$ 0.05
Diluted earnings (loss) per share (Note 14)	**$ (0.03)**	$ 0.05
Weighted average number of shares outstanding - basic	**92,847,890**	45,299,591
Weighted average number of shares outstanding - dilluted	**92,847,890**	45,376,972

See accompanying notes to these consolidated financial statements.

Noble Mineral Exploration Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital	Equity Portion of Convertible Debentures	Warrants Reserve	Warrants	Share-Based and Expired Accumulated Deficit	Total
Balance, August 31, 2017 *(restated - Note 22)*	**$ 10,375,394**	**$ -**	**$ 13,111,438**	**$ 2,119,016**	**$(22,975,593)**	**$ 2,630,255**
Private placements, net of costs	2,243,919	-	-	-	-	2,243,919
Issuance of warrants - valuation	(971,180)	-	-	971,180	-	-
Issuance of broker warrants - valuation	(229,870)	-	-	229,870	-	-
Exercise of warrants - cash	190,415	-	-	-	-	190,415
Exercise of warrants - valuation	75,384	-	-	(75,384)	-	-
Stock-based compensation	-	-	727,744	-	-	727,744
Vesting and settlment of restricted share units	171,250	-	(188,126)	-	-	(16,876)
Flow-through share premium	(28,170)	-	-	-	-	(28,170)
Net loss for the year	-	-	-	-	(2,539,021)	(2,539,021)
Balance, August 31, 2018	**$ 11,827,142**	**$ -**	**$ 13,651,056**	**$ 3,244,682**	**$(25,514,614)**	**$ 3,208,266**
Balance, August 31, 2016	**$ 10,398,855**	**$ -**	**$ 13,111,438**	**$ 16,920**	**$(25,040,814)**	**$ (1,513,601)**
Shares issued for debt settlement, net of costs	685,297	-	-	-	-	685,297
Private Placement, net of costs	1,049,700	-	-	-	-	1,049,700
Issuance of warrants - valuation	(1,829,878)	-	-	1,829,878	-	-
Issuance of broker warrants - valuation	(54,072)	-	-	54,072	-	-
Equity portion of convertible debenture	-	58,299	-	-	-	58,299
Issuance of warrants - valuation	-	-	-	1,633	-	1,633
Conversion of convertible debenture	365,000	(58,299)	-	-	-	306,701
Issuance of warrants - valuation	(216,513)	-	-	216,513	-	-
Flow-through share premium	(22,995)	-	-	-	-	(22,995)
Net earnings for the year	-	-	-	-	2,065,221	2,065,221
Balance, August 31, 2017 *(restated - Note 22)*	**$ 10,375,394**	**$ -**	**$ 13,111,438**	**$ 2,119,016**	**$(22,975,593)**	**$ 2,630,255**

See accompanying notes to these consolidated financial statements.

Noble Mineral Exploration Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the Year Ended August 31,	2018	2017
Operating Activities		
Payments to suppliers	**$ (578,619)**	$ (182,707)
Payments to management	**(138,000)**	(19,427)
Interest paid	**-**	(5,005)
Net cash used in operating activities	**(716,619)**	(207,139)
Financing Activities		
Shares issued for cash	**2,434,334**	1,049,700
Repayment of loan and note payable	**-**	(185,000)
Payment of provision for mining land taxes	**(1,000,000)**	-
Proceeds from issuance of convertible debentures	**-**	353,750
Proceeds from issuance of debentures	**-**	5,000
Net cash provided by financing activities	**1,434,334**	1,223,450
Investing Activities		
Costs of exploration and evaluation assets	**(1,236,028)**	(150,875)
Proceeds on property (note 6)	**50,000**	-
Net cash used in investing activities	**(1,186,028)**	(150,875)
Change in cash and cash equivalents during the year	**(468,313)**	865,436
Cash and cash equivalents, beginning of year	**873,326**	7,890
Cash and cash equivalents, end of year	**$ 405,013**	$ 873,326
Cash and cash equivalents is comprised of:		
Cash	**$ 380,013**	$ 873,326
Restricted cash	**25,000**	-
	$ 405,013	$ 873,326

Supplemental Cash Flow Information (Note 18)

See accompanying notes to these consolidated financial statements.

1. Nature of Operations and Going Concern

Noble Mineral Exploration Inc., ("the Company" or "Noble") is in the mineral exploration and evaluation business. Noble has a wholly-owned US subsidiary, Hawk Uranium USA, Inc. ("Hawk USA") which is inactive.

The Company is incorporated under the laws of the Province of Ontario, Canada, and its head office is located at 120 Adelaide Street West, Suite 2500, Toronto, Ontario, M5H 1T1.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that planned exploration programs will result in profitable operations. The recoverability of amounts shown for exploration and evaluation assets is dependant upon completion of the acquisition of the property interests, the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying claims, the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such property at a profit. Changes in future conditions could require material write-downs of the carrying values of exploration and evaluation assets.

The Company's major mineral property is Project 81 and it holds a residual NSR interest in the Holdsworth property. Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon the Project 81 property. If no additional major mineral properties are acquired by the Company, any adverse development affecting this property would have a material adverse effect on the Company's financial condition and results of its operations.

Although the Company has taken steps to verify title to the property on which it is conducting exploration and it has acquired an interest (and has obtained title insurance on most of the properties comprising Project 81), in accordance with industry standards for the current stage of exploration of such property, these procedures do not guarantee the Company's title. Title to certain properties may be subject to unregistered prior agreements, aboriginal claims, and noncompliance with regulatory requirements.

As at August 31, 2018, the Company had working capital of $182,990 (August 31, 2017 - $1,414,840) and an accumulated deficit of $25,514,614 (August 31, 2017 - $22,975,593). The Company is actively seeking additional sources of capital. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. The Company's ability to continue operations and fund its exploration and evaluation assets expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. These adjustments could be material.

On December 8, 2016, the Shareholders of the Company approved an amendment to the Company's organizational articles to consolidate the issued and outstanding shares in the capital of the Company on the basis of one (1) new Common Share for every five (5) Common Shares presently issued and outstanding (the "Consolidation"). At December 8, 2016, the Shareholders of the Company also approved a reduction of the stated capital relating to the common shares of the Company, which could be implemented on one or more occasions, but with each reduction of stated capital to be in an amount to be determined by the board of directors at that time, provided that the aggregate maximum of all stated capital reductions shall not exceed $10.2 million. Effective January 18, 2017, the Consolidation was completed. As part of the Consolidation, the stock options and warrants were also consolidated and the exercise price adjusted to reflect the Consolidation. The Consolidation has been reflected in these consolidated financial statements and all applicable references to the number of shares, warrants and stock options and their strike prices and per share information have been adjusted on a retrospective basis.

(Expressed in Canadian Dollars)

2. Significant Accounting Policies

(a) Statement of Compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") and their interpretations adopted by the International Accounting Standards Board ("IASB") as of January 13, 2019.

The consolidated financial statements are based on IFRS issued and outstanding as of January 13, 2019, the date the Board of Directors approved the statements.

(b) Basis of Presentation

These consolidated financial statements have been prepared on a historical cost basis, with the exception of certain financial instruments, which are measured at fair value.

(c) Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. The subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continues to be consolidated until the date that such control ceases. Control is achieved when an investor has power over an investee to direct its activities, exposure to variable returns from an investee, and the ability to use the power to affect the investor's returns.

The results of subsidiaries acquired or disposed of during the periods presented are included in the consolidated statements of comprehensive loss from the effective date of acquisition of control and up to the effective date of disposal of control, as appropriate. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

The following companies have been consolidated within the consolidated financial statements:

Company	Registered	Principle activity
Noble Mineral Exploration Inc.	Ontario, Canada	Parent company
Hawk Uranium USA, Inc.[1]	USA	Inactive

[1]100% owned by Noble Mineral Exploration Inc.

(d) Financial Assets and Liabilities

IFRS 9 – Financial instruments ("IFRS 9") addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009, October 2010, November 2013 and finalized in July 2014. It replaces the parts of IAS 39 Financial Instruments: Recognition and Measurement that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured at fair value through profit or loss and those measured at amortized cost, with the determination made at initial recognition. The classification depends on an entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that in cases where the fair value option is selected for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the statements of operations, unless this creates an accounting mismatch. IFRS 9 has also been updated to amend the requirements around hedge accounting. However, there is no impact to the Company from these amendments as it does not apply hedge accounting.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and fair value through profit and loss (FVTPL).

2. Significant Accounting Policies (Continued)

(d) Financial Assets and Liabilities (Continued)

Below is a summary showing the classification and measurement bases of the financial instruments as a result of adopting IFRS 9 (along with comparison to IAS 39).

Classification	IAS 39	IFRS 9
Cash	Amortized cost	FVTPL
Restricted cash	Amortized cost	Loans and receivables
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Marketable securities	FVTPL	FVTOCI and FVTPL
Securities receivable	FVTPL	FVTOCI and FVTPL
Accounts payable	Amortized cost	Other financial liabilities
Provision for mining land taxes	Amortized cost	Other financial liabilities

<u>Impairment of Financial Assets</u>

Financial assets are assessed for indicators of impairment at the end of each reporting period.

Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- the likelihood that the borrower will enter bankruptcy or financial re-organization.

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts receivable, where the carrying amount is reduced through the use of an allowance account. When an account receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

(e) Cash and Cash Equivalents

Cash and cash equivalents consist of cash on hand, amounts held in trust with lawyers, deposits in banks and highly liquid investments with an original maturity of ninety days or less.

2. Significant Accounting Policies (Continued)

(f) Income Taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive loss. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to taxable temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(g) Per share information

Basic earnings (loss) per share is computed by dividing the earnings (loss) for the period available to common shareholders by the weighted average number of shares outstanding during the years. Diluted earnings (loss) per share is computed similarly to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the years. Convertible debentures, options and warrants are anti-dilutive and, therefore, have not been taken into account in the per share calculations.

(h) Restoration, Rehabilitation and Environmental Provisions

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration of exploration and evaluation assets. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. The related liability is adjusted for each period for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

The Company has no restoration, rehabilitation and environmental provisions as at August 31, 2018 and 2017.

2. Significant Accounting Policies (Continued)

(i) Exploration and Evaluation Assets

Exploration and evaluation assets relate to rights acquired and exploration and evaluation expenditures incurred in respect to resource projects that are in the exploration and evaluation stage.

Exploration and evaluation expenditures include costs which are directly attributable to acquisition, surveying, geological, geochemical, geophysical, exploratory drilling, land maintenance, sampling, and assessing technical feasibility and commercial viability. These expenditures are capitalized until the technical feasibility and commercial viability of extracting the mineral resource of a project are demonstrable. During the exploration period, exploration and evaluation assets are not amortized.

Exploration and evaluation assets are allocated to cash generating units ("CGUs") for the purpose of assessing such assets for impairment and each project is identified as a separate CGU. At the end of each reporting period, each project is reviewed for impairment indicators in accordance with IFRS 6. If such indicators exist, the project is tested for impairment and the recoverable amount of the project is estimated. If the recoverable amount of the project is estimated to be less than its carrying amount, the carrying amount of the project is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss.

Once the technical feasibility and commercial viability of extracting a mineral resource of a project are demonstrable, the relevant exploration and evaluation asset is assessed for impairment, and any impairment loss recognized, prior to the balance being reclassified as a mine development asset in property, plant and equipment.

The determination of the demonstration of technical feasibility and commercial viability is subject to a significant degree of judgment and assessment of all relevant factors. In general, technical feasibility may be demonstrable once a positive feasibility study is completed. When determining the commercial viability of a project, in addition to the receipt of a feasibility study, the Company also considers factors such as the availability of project financing, the existence of markets and/or long term contracts for the product, and the ability of obtaining the relevant operating permits.

All subsequent expenditures to ready the property for production are capitalized within mine development assets, other than those costs related to the construction of property, plant and equipment.

Once production has commenced, all costs included in mine development assets are reclassified to mining properties.

Exploration and evaluation expenditures incurred prior to the Company obtaining mineral rights related to the property being explored are recorded as expense in the period in which they are incurred.

(j) Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the time value effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

2. Significant Accounting Policies (Continued)

(k) Impairment of Non-financial Assets

The carrying amounts of non-financial assets are reviewed for impairment at each reporting period and whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels of CGU. The recoverable amount is the higher of an asset's fair value less disposal cost or its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the CGUs to which the asset belongs.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

(l) Share-based Payment

Share-based compensation transactions

The fair value of equity-settled share-based compensation granted to employees is recognized as an expense over the vesting period with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or, notwithstanding that a person is not an employee for tax or legal purposes, when that person provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the vesting period. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the stock options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Equity-settled transactions

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative expense is recognized for equity settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in "equity settled share-based payments reserve".

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding stock options and restricted share units (if any) is reflected as additional dilution in the computation of loss per share.

2. Significant Accounting Policies (Continued)

(l) Share-based Payment (Continued)

Cash-settled transactions

The cost of cash-settled transactions is measured initially at fair value. Where a present obligation to settle in cash exists, the award is classified as a liability and is re-measured at the end of every financial reporting period and settlement date. Where no present obligation to settle in cash exists, the award is classified within equity. If an award classified as equity is subsequently settled in cash, the Company recognizes and expense if the cash settlement is greater than the fair value of the shares that would have otherwise been issued on the date of settlement.

(m) Flow-through Shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. The sale of tax deductions is measured using the residual method. At the time the flow-through shares are issued, the sale of tax deductions is deferred and presented as other liabilities in the statement of financial position. Pursuant to the terms of the flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the subscribers at an agreed upon date. The renouncement may occur prospectively or retrospectively based on the flow-through share agreement.

The excess of cash consideration received over the market price of the Company's shares at the date of the announcement of the flow-through share financing is recorded as a liability which is extinguished when the tax effect of the temporary differences, resulting from the renunciation, is recorded. The difference between the liability and the value of the tax assets renounced is recorded as a deferred tax expense.

A deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures that are capitalized to exploration and evaluation assets and their tax basis. If the Company has sufficient tax assets to offset the deferred tax liability, the liability will be offset by the recognition of a corresponding deferred tax asset.

(n) Foreign Currency

The presentation currency of the Company is the Canadian dollar, which is the functional and presentation currency of the parent company. The functional currency for each subsidiary is the currency of the primary economic environment in which the subsidiary operates. The functional currency for the Company's subsidiary is the US dollar. Transactions in the foreign currency are initially recorded to the functional currency of the entity at the exchange rate in effect at the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated to the spot rate of exchange ruling at the reporting date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized in the consolidated statements of comprehensive loss. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of the initial transaction.

(o) Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2. Significant Accounting Policies (Continued)

(p) Critical Accounting Estimates

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

Stock-based Compensation

Management is required to make certain estimates and assumptions when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the consolidated statement of comprehensive loss based on estimates of forfeiture and expected lives of the underlying stock options.

(q) Critical Accounting Judgments

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Restoration, Rehabilitation and Environmental Provisions

Management's assumption of no material restoration, rehabilitation and environmental exposure, is based on the facts and circumstances that existed in the current and prior periods.

Going Concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements as discussed in Note 1.

Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether there are indicators of impairment. When such indicators exist, an impairment loss is recognized for the amount by which the exploration and evaluation assets carrying amount exceeds their recoverable amount. The recoverable amount is the higher of the exploration and evaluation assets' fair value less costs to dispose and their value in use.

Classification of Restricted Share Units

The Company's restricted share units may be settled in cash at the sole discretion of the Board of Directors. Accordingly, there is no present obligation to settle in cash and awards are accounted for as equity.

Accounting Changes

The following standards were adopted during the period:

(i) IAS 7 – Statement of Cash Flows ("IAS 7") was amended in January 2016 to clarify that disclosures shall be provided that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017. The standard was adopted September 1, 2017, resulting in no changes to the Company's consolidated financial statements.

(ii) IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The Company has early adopted IFRS 9 within these consolidated financial statements including retrospective application as at September 1, 2016, and for the year ended August 31, 2017. (see Note 22)

2. Significant Accounting Policies (Continued)

The following standards have not yet been adopted and are being evaluated to determine their impact on the Company:

(iii) In January 2016, the IASB issued IFRS 16, Leases ("IFRS 16"). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting.

(iv) IFRS 15, "Revenue from Contracts with Customers" ("IFRS 15"), was issued in May 2014, and replaces IAS 11, "Construction Contracts", IAS 18, "Revenue Recognition", IFRIC 13, "Customer Loyalty Programmes", IFRIC 15, "Agreements for the Construction of Real Estate", IFRIC 18, "Transfers of Assets from Customers", and SIC-31, "Revenue – Barter Transactions Involving Advertising Services". IFRS 15 provides a single, principles-based five-step model that will apply to all contracts with customers with limited exceptions, including, but not limited to, leases within the scope of IAS 17 "Leases"; financial instruments and other contractual rights or obligations within the scope of IFRS 9, IFRS 10, "Consolidated Financial Statements", and IFRS 11, "Joint Arrangements". In addition to the five-step model, the standard specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. The incremental costs of obtaining a contract must be recognized as an asset if the entity expects to recover these costs. The standard's requirements will also apply to the recognition and measurement of gains and losses on the sale of some non-financial assets that are not an output of the entity's ordinary activities. IFRS 15 is required for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company is in the process of assessing the impact of IFRS 15 on its financial statements.

There are no other relevant IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

3. Capital Management

The Company manages its capital with the following objectives:

(a) To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future opportunities, and pursuit of acquisitions of exploration and evaluation assets; and

(b) To maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, share-based payment reserve, warrants, deficit, and other comprehensive loss, which at August 31, 2018 totaled $3,208,266 (2017 - $2,630,255).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is regularly updated based on activities related to its exploration and evaluation assets. Selected information is frequently provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the years ended August 31, 2018 and 2017. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of August 31, 2018, based on the Company's projections, management is confident that the Company was compliant with Policy 2.5.

(Expressed in Canadian Dollars)

4. Financial Risk Factors

The Company’s activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate risk, foreign currency risk, and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty’s inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, and Other receivables. Cash and cash equivalents are held with financial institutions which are closely monitored by management. Management believes that the credit risk concentration with respect to financial instruments included in other receivables is minimal because of extensive risk management review before extending credit and ongoing monitoring of receivables..

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at August 31, 2018, the Company had an aggregate cash and cash equivalents, and restricted cash balance of $405,013 (2017 - $873,326) to settle current liabilities of $1,077,382 (2017 - $1,410,623). The Company will need to raise additional capital to fund operations forn the next twelve months.

The table below summarizes the maturity profile of all of the Company's financial liabilities based on contractual undiscounted payments:

Year ended August 31, 2018	On Demand	Less than 3 Months	3 to 12 Months	1 to 2 Years	Total
Accounts payable and accrued liabilities	$ 243,115	$ 2,437	$ 173,204	$ -	$ 418,756
Provision for mining land taxes	-	-	658,626	-	658,626
	$ 243,115	$ 2,437	$ 831,830	$ -	$ 1,077,382

Year ended August 31, 2017	On Demand	Less than 3 Months	3 to 12 Months	1 to 2 Years	Total
Accounts payable and accrued liabilities	$ 274,490	$ 151,433	$ 183,505	$ -	$ 609,428
Provision for mining land taxes	-	200,000	600,000	637,990	1,437,990
Loan payable	-	-	-	-	-
Notes payable	-	-	-	-	-
	$ 274,490	$ 351,433	$ 783,505	$ 637,990	$ 2,047,418

4. Financial Risk Factors (Continued)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest Rate Risk

The Company has cash balances and fixed interest rate debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks. There is no interest rate risk as the Company's debt is at fixed interest rates.

ii) Foreign Currency Risk

Management believes that there is no foreign exchange risk as there are minimum foreign currency transactions and balances, and the US subsidiary is non-operational.

iii) Price Risk

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

The Company's investment in marketable securities are subject to fair value fluctuations arising from changes in the equity and commodity markets.

Sensitivity Analysis

The sensitivity analysis shown in the notes below may differ materially from actual results.

Based on Management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible":

i) The Company is exposed to price risk as it relates to its investments held in marketable securities. Sensitivity to a plus or minus 50% change in the bid price as at August 31, 2018 would effect comprehensive loss by approximately $399,180.

ii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability from mineral exploration depends upon the world market price of uranium, gold and other precious metals. Commodity prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of uranium, gold and other precious metals can be produced in the future, a profitable market will exist for them.

As of August 31, 2018, the Company is not a producer of uranium, gold and other precious metals. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

(Expressed in Canadian Dollars)

5. Marketable Securities

As at August 31, 2018, the Company owned several positions in Canadian junior resource companies. These investments are classified as available-for-sale and are carried at fair value, any unrealized gains or losses are recognized as other comprehensive income until the investment is disposed of, at which time any cumulative unrealized gain or loss previously recognized in other comprehensive loss is transferred and recognized as net income for the period.

The following is a breakdown of the fair market value of marketable securities held as at August 31:

	2018	2017
MacDonald Mines Exploration Ltd. - shares	$ 424,875	$ 875,000
MacDonald Mines Exploration Ltd. - warrants	91,430	873,550
Spruce Ridge Resources Ltd. - shares	105,000	-
Spruce Ridge Resources Ltd. - warrants	174,500	-
Other	2,559	3,259
	$ 798,364	$ 1,751,809

The following Black-Scholes inputs were used in determining the value of the Spruce Ridge warrants: volatility - 222.16%, expected life - 4.75 years, risk free interest rate - 2.16%, share price - $0.03. The following Black-Scholes inputs were used in determining the value of the MacDonald Mines warrants: volatility - 101.96%-152.89%, expected life - 1.37-1.77 years, risk free interest rate - 2.04%, share price - $0.05.

6. Exploration and Evaluation Assets

For the years ended August 31,	**2018**	2017
		(restated)
Project 81		
Balance, beginning of year	**$ 1,853,405**	$ 1,111,029
Acquisition costs	**312,764**	545,136
Surveys	**177,328**	-
Geologists and consultants (Note 16)	**431,039**	197,240
Transportation and accommodation	**65,641**	-
Drilling	**363,345**	-
Assays	**98,124**	-
Other	**11,630**	-
Proceeds received on joint venture agreement	**(288,000)**	-
	1,171,871	742,376
Balance, end of year	**$ 3,025,276**	$ 1,853,405
Holdsworth Property		
Balance, beginning of year	**$ -**	$ 121,661
Proceeds received on the option agreement	**-**	(300,000)
Proceeds on purchase and sale agreement	**-**	(1,453,517)
Commission on purchase and sale agreement	**-**	72,650
Gain on disposition	**-**	1,559,206
Balance, end of year	**$ -**	$ -
Total Exploration and Evaluation Assets, End of Year	**$ 3,025,276**	$ 1,853,405

6. Exploration and Evaluation Assets (Continued)

(a) Project 81, Timmins, Ontario

The largest portion of the Company's Project 81 is comprised of patented claims located in 16 townships in the Timmins, Iroquois Falls and Smooth Rock Falls area of Northern Ontario. The patents include surface, mineral and timber rights. The Company has also staked additional mineral claims in the same general area and has added these to Project 81.

The purchase price consisted of $6,500,000 in cash, 600,000 common shares of the Company and the grant to AbiBow of a 5% net smelter returns royalty ("NSR") from the sale of minerals produced from the property.

In 2012, the Company acquired three mining claim blocks, totalling 12 claim units, located in the Kingsmill and Aubin townships of Norther Ontario. These claim blocks are now included within the Project 81 area.

In 2013, The Company sold, for consideration of $500,000, its purchase rights with respect to a royalty granted to AbiBow in connection with the purchase of Project 81. The proceeds were applied to pay the purchase price for Project 81.

The Company acquired mineral claims from Metals Creek Resources Corp. in Lucas Duff and Tully Townships that are contiguous to properties in Lucas Township that were acquired in 2011 and have been identified by the Company as containing a gold target. The purchase price consisted of two cash payments for a total of $50,000, and the issuance of 75,000 common shares on closing and a further issuance of 75,000 common shares on or before June 1, 2012.

In 2012, the Company acquired three mining claim blocks, totalling 12 claim units, located in the Kingsmill and Aubin Townships in Northern Ontario. These claim blocks are within the Project 81 area.

The Company has paid $35,000 and issued 60,000 common shares of the Company (ascribed a fair value of $31,500) for these claims and is also required to pay the vendor an annual advance royalty payment. The annual advance royalty payment currently stands at $10,000 ("Advance Royalty Payment") until the commencement of commercial production on the property acquired. The vendor will also retain a 2% NSR, with the Company having the right to buy back up to 1% of the NSR at a price of $1,000,000. The Advance Royalty Payments made to the vendor will be deducted from the NSR payable by the Company. The Company also retain the rights of first refusal on the residual 1% NSR, should the vendor elect to sell this interest at anytime. During fiscal 2017, the vendor agreed to accept common shares of the Company in lieu of cash in settlement of the 2015 and 2016 advance royalty payments and agreed to reduce future advance royalty payments to $10,000 per annum.

During the year ended August 31, 2015, the Company recognized an impairment charge of $3,645,942 against this property, primarily reflective of the general declines seen in commodity based resource markets. The recoverable amount was determined based on fair value less cost of disposal which was calculated on the basis of the market capitalization of the Company. During the year ended August 31, 2017 and 2018, no impairment charges were recognized.

As announced on August 25, 2017, the Company entered into an Option and Joint Venture Agreement providing a group of private investors an option with respect to lands located within Carnegie Township. Subject to the terms and conditions of that agreement, the optionees can earn a 51% interest in a portion of the Company’s Project 81 properties located in Carnegie township, Ontario by carrying out exploration expenditures of $1 million within the first year of the arrangement. The optionees would then have the right to earn an additional 24% interest in those properties by carrying out additional exploration expenditures of $1 million within one year after earning the initial 51% interest.

On May 4, 2018, the Company signed an Option and Joint Venture Agreement ("Agreement") with Spruce Ridge Resources Ltd (“Spruce Ridge”) to earn up to a 75 percent interest in specific target areas in the part of Project 81 lying within Crawford Township, Ontario.

6. Exploration and Evaluation Assets (Continued)

(a) Project 81, Timmins, Ontario (Continued)

Pursuant to the Agreement, Spruce Ridge can earn an initial 51% interest in the subject Crawford property by making (i) a cash payment of $50,000 (received) by an agreed deadline, and (ii) a second cash payment of $50,000 (received - see note 23) approximately six months later. In accordance with the Agreement, $25,000 of the first payment remains restricted to be applied against property taxes after the second option payment is made.

As required by that Agreement, Spruce Ridge also issued 3,000,000 Class A common shares (received and ascribed a fair value of $90,000) and must issue an additional 3,000,000 common shares not later than one (1) year after the date of the first issue of common shares.

Also, as required by that Agreement,Spruce Ridge issued 5,000,000 warrants (received and ascribed a fair value of $148,000) having a term expiring five (5) years after issuance, and must issue an additional 5,000,000 exercisable warrants not later than one (1) year after the date for the first issue of warrants with each such warrant being exercisable at the lowest exercise price as may be permitted by the TSXV and having a term expiring five (5) years after issuance.

After having earned a 51% interest, Spruce Ridge must incur minimum of $300,000 of expenditures in the first year following the Effective Date and an additional $700,000 within eighteen (18) months following the Effective Date.

Spruce Ridge can earn an additional 24% undivided interest in the Crawford property by issuing 2,000,000 common shares to Noble and incurring a further $1,000,000 of qualifying expenditures on or before the third anniversary of the execution of the Agreement.

Once 75% is earned (or 51% should Spruce Ridge elect not to acquire a 75% interest), the Crawford property will be operated as a participating Joint Venture.

On October 2, 2017, the Company signed a binding Letter of Intent (LOI) with Peat Resources Ltd (“Peat”) with the right to earn up to a 75 percent interest in specific target areas located in the part of Project 81 lying within Dargavel Township, Ontario. This LOI was terminated in September 2018.

6. Exploration and Evaluation Assets (Continued)

(b) Holdsworth Property

On June 12, 2017, the Company closed a definitive Purchase and Sale Agreement ("PSA") with MacDonald to acquire all of Noble's interest in the Property.

MacDonald previously entered into an Option agreement with Noble on December 7, 2016 to advance exploration on the Property under which Noble received 2,500,000 shares of MacDonald Mines valued at $150,000 and 2,500,000 share purchase warrants of MacDonald Mines valued at $150,000. The PSA supersedes the Option agreement.

To acquire a 100% interest in the Property, MacDonald has agreed under the PSA to:

- Issue to Noble 5,500,000 MacDonald common share units, each unit consisting of one Class A common share of MacDonald and one non-transferable Class A common share purchase warrant of MacDonald exercisable at $0.30 per share for a period of three years from the date of issuance;
- Make a quarterly gold payment to Noble equal to ten percent (10%) of the amount which is obtained by: (i) multiplying the production of gold from the Oxide Sands by the average gold price received during the quarter; and (ii) subtracting the sum of all deductions and any capital and operating costs being amortized over the life of the project, up to a maximum aggregate payment of 5,000 ounces of gold;
- Grant Noble a 1.5% net smelter return royalty (the "NSR") on the Property (and any other properties acquired within a 2 mile radius of the Property. MacDonald will have the right to re-purchase one half of the NSR for $500,000 at any time.

Noble paid a commission of 5% of the Units, valued at $72,500 which MacDonald Mines issued directly to the Agent. As at August 31, 2017, the Company had not received 725,000 of the units and these units were classified as marketable securities receivable. In February 2018, the Company received the remaining 725,000 units.

7. Loan Payable

Pursuant to loans made from October 2012 to July 2013, the Company borrowed $1,500,000 from private lenders. The loans had four year terms and were secured by a mortgage on the property comprising the Company's Project 81, as well as by a charge on all other assets of the Company. Interest accrued on the Loan at 12% per annum, with interest to be paid quarterly. No commission was paid on this transaction.

On September 24, 2014, the Company repaid $1,350,000 of these loans through the transfer of certain assets of the Company. The balance of the loans and interest were repaid during the year ended August 31, 2017.

8. Debentures Payable

On July 15, 2015, the Company closed a $15,000 unsecured debenture from Kreative Ventures Limited. The debenture bore interest at 12%, payable quarterly and was repaid in April 2017. No commission was paid on this transaction. For the year ended August 31, 2017, $2,985 of interest was incurred on this debenture. In April 2017, the balance was fully paid by means of a shares for debt arrangement, including $2,985 in accrued interest.

On July 15, 2015, the Company closed a $5,000 unsecured debenture from Vance White, the Company's CEO. The debenture bore interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 83,333 common shares of the Company under a share for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $149 of interest was incurred on this debenture, with interest waived on repayment.

On November 9, 2015, the Company closed a $5,000 unsecured debenture from Vance White, the Company's CEO. The debenture bore interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 83,333 common shares of the Company under a share for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $149 of interest was incurred on this debenture, with interest waived on repayment.

On December 3, 2015, the Company closed a $3,000 unsecured debenture from Vance White, the Company's CEO. The debenture bore interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 50,000 common shares of the Company under a share for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $89 of interest was incurred on this debenture, with interest waived on repayment.

On December 18, 2015, the Company closed a $3,000 unsecured debenture from Vance White, the Company's CEO. The debenture bore interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 50,000 common shares of the Company under a share for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $89 of interest was incurred on this debenture, with interest waived on repayment.

On February 17, 2017, the Company closed a $5,000 unsecured debenture from Vance White, the Company's CEO. The debenture bore interest at 12%, payable quarterly. No commission was paid on this transaction. For the year ended August 31, 2017, $nil of interest was incurred on this debenture, with interest waived on repayment. On April 20, 2017, the loan was fully repaid through the issuance of 83,333 common shares of the company under a shares for debt arrangement.

9. Note Payable

Pursuant to loans closed on December 21, 2012 from private lenders (that included the Company's President and a company owned by its secretary), during the period, the Company remained indebted for a total principal amount of $521,000. The debt had a maturity of four years and was secured by a mortgage on the property comprising the Company's Project 81, as well as by a charge on all other assets of the Company. In April 2014, the Company repaid $450,000 of the Note.

For the year ended August 31, 2017, $7,127 in interest was incurred on this loan. The Company repaid the principal balance of $71,000 in cash and through issuance of common shares during the year ended August 31, 2017 and interest forgiven.

10. Convertible Debentures

On November 15 and 25, 2016, the Company closed two tranches of a convertible debenture, raising a total of $365,000 (the “2016 Debentures”). In connection with this transaction, the Company paid an agent for the transaction a cash commission of $11,250 and issued compensation warrants exercisable for 33,333 units exercisable at $0.25 per unit (with each unit being comprised of one share and one five year warrant exercisable at $0.075 per share).

10. Convertible Debentures (Continued)

The 2016 Debentures had two year term, bore interest at 10% per annum and were convertible into post-consolidated units at $0.075 of principal amount per post-consolidated unit, for conversions within one year from issuance, and at $0.10 of principal amount per unit for conversions completed thereafter until maturity. Each post-consolidated unit would consist of one post-consolidated common share and one common share purchase warrant.

Each warrant would be exercisable for one post-consolidated common share at $0.075 for a five year period.

As the debentures were considered to be a compound financial instrument, the liability component and the equity components (the conversion right) were presented separately using the residual method. The liability component of $293,818 was determined by discounting the future stream of interest and principal repayments at the prevailing market rate of 20% for a comparable liability that does not have an associated equity component. The balance of $58,299 was allocated to the conversion option and is included in shareholders' equity in the Company's consolidated statement of financial position.

The debenture was being accreted to its face value at maturity over the term of the debt, plus accrued and unpaid interest by way of a charge to interest expense. The actual interest recorded for the year ended August 31, 2017 was $8,900. The accretion attributed to the convertible debenture for the year ended August 31, 2017 was $1,403, for a total interest and accretion expense attributable to the convertible debenture, recognized during the year ended August 31, 2017 of $10,303.

On January 19, 2017, the Company converted all the 2016 Debentures issued into 4,866,666 post consolidation common shares and 4,866,666 warrants of the Company. A loss of $2,580 resulted from the conversion which was recorded in the consolidated statements of comprehensive loss. (note 11).

(Expressed in Canadian Dollars)

11. Share Capital

	Number of Shares	Stated Value
Balance, August 31, 2016	35,949,723	$ 10,398,855
Conversion of Debentures (i)	4,866,666	365,000
Valuation of warrants (i)	-	(216,513)
Private placements, net of costs (ii)(iii)(iv)	18,549,663	1,049,700
Issuance of warrants (ii)(iii)(iv)	-	(1,829,878)
Issuance of broker warrants (ii)(iv)	-	(54,072)
Shares issued on settlement of debt (iii)	11,487,389	685,297
Flow-through share premium (Note 12(b))	-	(22,995)
Balance, August 31, 2017	**70,853,441**	**$ 10,375,394**
Private placements, net of costs (v)(vi)(vii)(viii)	32,972,422	2,243,919
Issuance of warrants (v)(vi)(vii)(viii)	-	(971,180)
Issuance of broker warrants (v)(vi)(vii)(viii)	-	(229,870)
Exercise of warrants	1,908,316	265,799
Flow-through share premium (Note11(b))	-	(28,170)
Issued on vesting of restricted share units (Note 12(c))	1,141,666	171,250
Balance, August 31, 2018	**106,875,845**	**$ 11,827,142**

(i) On January 19, 2017, the Company converted all the 2016 Debentures amounting to a total of $365,000, into 4,866,666 post consolidation common shares and 4,866,666 warrants of the Company. Each warrant entitles the holder to purchase one common share of the Company at a price of $0.075 for a period of five years. The interest accrued on the 2016 Debentures was paid in cash to the Debenture holders. The 4,866,666 warrants issued were assigned an aggregate fair value of $216,513 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 233.81%, risk-free rate of return 1.02% and expected life of 5 years.

(ii) On April 20, 2017, the Company closed a private placement (the "Private Placement") by issuing 3,233,333 common share units at $0.06 per unit and 1,533,000 flow-through units at $0.075 per flow-through unit. The aggregate gross proceeds raised amounted to $308,975. Each Unit consists of one common share of Noble and one common share purchase warrant. Each such common share purchase warrant entitles the holder to acquire one common share of Noble at an exercise price of $0.10 per share for a period of 5 years following the closing. Each flow-through unit consists of one common share of Noble issued as a “flow through share” and one non-flow-through warrant.

In connection with this financing, the Company issued 4,766,666 purchase warrants. Each purchase warrant is exercisable for one common share of the Company at a price of $0.10 until April 20, 2022. The purchase warrants issued were assigned an aggregate fair value of $188,283 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 235.30%, risk-free rate of return 1.00% and expected life of 5 years.

In connection with the Private Placement, the Company paid $66,730 cash for commission and expenses and issued 208,333 broker warrants exercisable at $0.06 per unit and 153,300 broker warrants exercisable at $0.075 per unit, each such broker warrant entitling the holder to acquire one common share of Noble and one warrant exercisable at $0.10 per share for a period of 5 years. The broker warrants issued were assigned an aggregate fair value of $8,250 and $6,055, respectively using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 235.30%, risk-free rate of return 1.00% and expected life of 5 years.

11. Share Capital (Continued)

(iii) On April 7, 2017, the Company completed a shares for debt transaction whereby the Company issued 11,487,389 common shares at a deemed price of $0.06 per Share to settle total indebtedness of $689,243 resulting in a gain on settlement of $20,693 which has been included in the consolidated statement of comprehensive income. In accordance with applicable securities law, a total of 4,941,228 shares issued in this transaction to certain creditors were subject to a four month hold period expiring on August 7, 2017. Cash costs associated with this issuance amounted to $3,946.

(iv) On August 31, 2017, the Company closed the first tranche of a private placement by issuing 13,783,330 common share units at $0.06 per common share unit. The aggregate gross proceeds raised in this private placement amounted to $827,000. Each common share unit consisted of one common share of the Company and one common share purchase warrant. Each such common share purchase warrant entitles the holder to acquire one common share of the Company at an exercise price of $0.10 per share for a period of 5 years.

In connection with this private placement, the Company paid a cash commission and expenses of $19,545 and issued 333,333 broker warrants exercisable at $0.06 per unit, each such broker warrant entitling the holder to acquire one common share of the Company and a warrant exercisable at $0.10 per share for a period of 5 years. The broker warrants issued were assigned an aggregate fair value of $39,767 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 236.08%, risk-free rate of return 1.53% and expected life of 5 years.

In connection with this financing, the Company issued 13,783,330 purchase warrants. Each purchase warrant is exercisable for one common share of the Company at a price of $0.10 until August 31, 2022. The purchase warrants issued were assigned an aggregate fair value of $1,641,595 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 236.08%, risk-free rate of return 1.53% and expected life of 5 years.

(v) On September 7, 2017, the Company closed a private placement, raising $373,000 through the issuance of 6,216,665 common share units, and approximately $750,000 through the issuance of 10,000,000 flow-through units. $89,800 was paid by the Company as a cash commission, as well as 413,333 broker warrants exercisable for common share units at $0.06 per unit, and 1,000,000 broker warrants exercisable for common share units at $0.075 per unit. All broker warrants are exercisable for 5 years.

Each common share unit in this private placement (or upon exercise of broker warrants) is comprised of one common share and one warrant exercisable at $0.10 per common share for 5 years. Each flow-through unit is comprised of one flow-through common share and one warrant exercisable at $0.10 per common share for 5 years. In connection with the private placement, the Company incurred cash transaction costs of $65,146.

In connection with this financing, the Company issued 16,216,665 purchase warrants. Each purchase warrant is exercisable for one common share of the Company at a price of $0.10 until September 15, 2022. The purchase warrants issued were assigned an aggregate fair value of $383,590 using the Black-Scholes valuation model, relative value method, with the following assumptions: dividend yield 0%, expected volatility 236.35%, risk-free rate of return 1.67% and expected life of 5 years.

The 1,000,000 broker warrants issued in conjunction with the flow-through portion of the financing were assigned an aggregate fair value of $159,200 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 236.35%, risk-free rate of return 1.67% and expected life of 5 years.

The 413,333 broker warrants issued in conjunction with the non flow-through portion of the financing were assigned an aggregate fair value of $65,800 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 236.35%, risk-free rate of return 1.67% and expected life of 5 years.

11. Share Capital (Continued)

(vi) On November 30, 2017, the Company completed a non-brokered private placement of 5,484,091 common share units at $0.11 per unit. The aggregate gross proceeds raised in this private placement amounted to $603,250. No finder's fee was paid in connection with the Private Placement and cash costs of $3,766 were incurred. Each common share unit issued in this private placement consisted of one common share of the Company and one common share purchase warrant. Each such common share purchase warrant is exercisable for one common share of the Company at $0.15 per share for a period of three years. These warrants are also subject to an acceleration clause allowing the Company to accelerate their expiry if the closing price of the Company`s common shares is equal to or greater than $0.30 per common share for a period of ten consecutive trading days.

The 5,484,091 purchase warrants issued in conjunction with this financing are each exercisable for one common share of the Company at a price of $0.15 until November 30, 2020. The purchase warrants issued were assigned an aggregate fair value of $293,750 using the Black-Scholes valuation model, relative value method, with the following assumptions: dividend yield 0%, expected volatility 238.36%, risk-free rate of return 1.48% and expected life of 3 years.

(vii) On December 22, 2017, the Company closed a private placement of 620,000 flow-through shares at $0.17 per unit. The aggregate gross proceeds raised in this private placement amounted to $105,400. Finders fees and cash costs of issue amounted to $31,281.

(viii) On August 13, 2018, the Company completed a non-brokered private placement of 10,651,666 common share units at $0.06 per unit. The aggregate gross proceeds raised in this private placement amounted to $639,100. Cash commissions of $5,100 and cash costs of $31,733 were paid in connection with the Private Placement. Each common share unit issued in this private placement consisted of one common share of the Company and one common share purchase warrant. Each such common share purchase warrant is exercisable for one common share of the Company at $0.10 per share for a period of three years.

The 10,651,666 purchase warrants issued in conjunction with this financing are each exercisable for one common share of the Company at a price of $0.10 until August 17, 2021. The purchase warrants issued were assigned an aggregate fair value of $293,840 using the Black-Scholes valuation model, relative value method, with the following assumptions: dividend yield 0%, expected volatility 190.24%, risk-free rate of return 2.13% and expected life of 3 years.

The 85,000 broker warrants, expiring August 17, 2021, issued in conjunction with the financing were assigned an aggregate fair value of $4,870 using the Black-Scholes valuation model with the following assumptions: dividend yield 0%, expected volatility 190.24%, risk-free rate of return 2.13% and expected life of 3 years.

b) Flow-through Share Liability

The flow-through common shares issued in the private placement completed on April 21, 2017 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $22,995.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. As at August 31, 2018, the Company had satisfied the commitment by incurring sufficient eligible expenditures and as a result the flow-through premium has been reduced to $nil.

The flow-through common shares issued in the private placement completed on December 22, 2017, were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be $28,170. As at August 31, 2018, the Company had satisfied the flow-through commitment by incurring $105,400 in eligible flow-through expenditures.

(Expressed in Canadian Dollars)

12. Share-Based Payments

a) Stock Options

	Number of Stock Options	Weighted Average Exercise Price
Balance, August 31, 2016	2,600,000	$ 0.25
Options expired	(20,000)	0.50
Balance, August 31, 2017	**2,580,000**	**$ 0.25**
Balance, August 31, 2017	2,580,000	$ 0.25
Options granted	1,700,000	0.125
Options cancelled	(40,000)	0.25
Balance, August 31, 2018	**4,240,000**	**$ 0.20**

As of August 31, 2018, the following options were outstanding:

Expiry Date	Exercise Price ($)	Weighted Average Remaining Contractual Life (Years)	Fair Value of Options Outstanding ($)	Fair Value per Option ($)	Number of Options Outstanding
January 22, 2019	0.25	0.39	63,635	0.04	1,430,000
October 20, 2020	0.125	2.14	244,970	0.14	1,700,000
May 2, 2021	0.25	2.67	107,115	0.10	1,110,000
	0.20	**1.69**	**415,720**		**4,240,000**

Of the 4,240,000 options outstanding, 4,190,000 have have vested and are exercisable.

i) On October 20, 2017, the Company granted 1,700,000 options to purchase common shares of the Company to officers and consultants. Each option is exercisable at a price of $0.125 for a three year term. A fair value of $244,970 was assigned to these options, estimated using the Black-Scholes valuation model with the following weighted average assumptions: dividend yield 0%, share price of $0.15; expected volatility 232.06% a risk-free rate of return 1.53% and expected life of 3 years. All stock options granted vested upon grant, except the 200,000 options granted to the Company`s investor relations provider which vest 25% per quarter.

b) Share-Based and Expired Warrants Reserve

Share-based and expired warrants reserves include the accumulated fair value of options and the transferred value of expired warrants. Share-based and expired warrants reserves record items recognized as share-based payments in the form of stock option grants and vesting of such options until such time that these stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount recorded will stay in the share-based and expired warrants reserve.

The reserve also records the fair value of expired warrants.

12. Share-Based Payments (Continued)

c) Supplement Equity Incentive Plan

In October 2017, the Company adopted a Supplemental Equity Incentive Plan (the "Supplemental EIP").

The Board of Directors and approved the plan and reserved 8,707,010 common shares as the maximum number of common shares that may be issued under the Supplemental EIP. However, The number of shares reserved for options under the Option Plan and the number of shares reserved for other forms of equity based incentive compensation under the Supplemental EIP cannot exceed 10% of the Company`s issued and outstanding common shares. The Supplemental EIP was approved at the annual shareholder meeting on February 22, 2018 (the "Meeting").

When the Supplemental EIP was approved by the Board of Directors on October 20, 2017, the Board also provisionally granted a total of 3,800,000 restricted share units ("RSU") under the Supplemental EIP, all to directors or certain officers of the Company or to the entities through which certain officers provide their services to the Company. The grant of these RSUs was subject to the Supplemental EIP being approved by the shareholders of the Company. Therefore, when the Supplemental EIP was approved by shareholders, the grant of RSUs was finalized.

The RSUs vest as to 1/3 one month after the Meeting, a second 1/3 six months thereafter and the final 1/3 on the thirteenth month after the Meeting. As restricted share units vest, the Company will have the option of issuing to the unit-holders an amount of common shares equal to the number of vested units, a cash payment equal to the market value of those shares, or some combination of cash and shares.

The Company has accounted for these RSUs as a compound instrument as they include an equity portion and a cash settled liability portion, although the amount attributed to equity is $nil as the full value RSUs may be redeemed for cash or for shares upon vesting. The Company recorded $250,465, (2017 - $nil) of stock based compensation expense during the year ended August 31, 2018.

The Company has accounted for these RSUs as share based payments in equity because the option to settle the award in cash remains at the sole discretion of the Board of Directors and there is no present obligation to settle the award in cash.

The RSUs were valued at $570,000, of which $482,774 has been recognized and expensed during the year ended August 31, 2018.

During the year, the Company settled the first 1/3 (1,266,666 RSUs) with the issuance of 1,076,666 common shares and a cash payment of $16,875 which was withheld for remittance to the Canada Revenue Agency.

In December 2018, the Company settled the second 1/3 of the award (1,266,666 RSUs) with the issuance of 1,084,606 common shares and a cash payment of $14,565 which was withheld for remittance to the Canada Revenue Agency (see note 23).

(Expressed in Canadian Dollars)

13. Warrants

Type of Warrant	Number of Warrants Outstanding	Warrant Value
Regular Warrants		
Balance, August 31, 2016	-	$ -
Issued	23,416,662	2,046,391
Balance, August 31, 2017	**23,416,662**	**$ 2,046,391**
Issued (Notes 6(i)(ii))	32,369,072	971,180
Exercised	(1,891,666)	(74,726)
Balance, August 31, 2018	**53,894,068**	**$ 2,942,845**
Compensation Warrants		
Balance, August 31, 2016	360,000	$ 16,920
Issued	728,299	55,705
Balance, August 31, 2017	**1,088,299**	**72,625**
Issued	1,498,333	229,870
Exercised	(16,650)	(658)
Balance, August 31, 2018	**2,569,982**	**$ 301,837**
Total, August 31, 2018	**56,464,050**	**$ 3,244,682**

The following table summarizes the warrants outstanding at August 31, 2018:

Expiry Date	Exercise Price ($)	Number of Warrants
Compensation Warrants		
January 13, 2021	0.25	350,000
February 19, 2021	0.25	10,000
November 17, 2021[1]	0.25	33,333
April 20, 2022[1]	0.06	208,333
April 20, 2022[1]	0.075	136,650
August 31, 2022[1]	0.06	333,333
September 7, 2022[1]	0.06	1,000,000
September 7, 2022	0.075	413,333
August 14, 2021	0.10	85,000
Regular Warrants		
November 17, 2021	0.075	4,866,666
April 20, 2022	0.10	2,891,650
August 31, 2022	0.10	13,783,330
September 15, 2022	0.06	16,216,665
November 29, 2020	0.15	5,484,091
August 14, 2021	0.10	10,651,666
Total Warrants Outstanding		**56,464,050**

[1] each warrant is exercisable for one common share and one warrant exercisable at $0.10 per common share for 5 years from the date of the original private placement.

14. Basic and Diluted Loss per Share

The calculation of basic and diluted income (loss) per share for the year ended August 31, 2018 was based on net loss attributable to common shareholders of $2,539,021 (2017 (restated) - net earnings of $2,065,221) and the weighted average number of common shares outstanding of 92,847,890 (2017 - 45,299,591), for basic loss per share. For the year ended August 31, 2018, dilluted income (loss) per share is anti dillutive and is therefore the same as basic income(loss) per share. Basic and diluted income (loss) per share for the year ended August 31, 2017 is the same. The diluted weighted average shares outstanding for the year ended August 31, 2018 using the treasury method is 92,847,890 (2017 - 45,376,972)

15. Segmented Information

The Company's operations are comprised of a single reporting operating segment engaged in the exploration and evaluation of mineral resources. As the operations comprise a single reporting segment, amounts disclosed in the consolidated financial statements also represent a single reporting segment. As at August 31, 2018, all of the Company's exploration and evaluation assets are situated in Canada.

16. Related Party Disclosures

During the year ended August 31, 2018, the Company incurred an aggregate of $138,000, (year ended August 31, 2017 - $215,144) in management fees to three officers for administering the Company's affairs. Of these amounts, $60,000, (year ended August 31, 2017 - $137,144) were capitalized to exploration and evaluation assets, and $78,000 (year ended August 31, 2017 - $152,792) were included in management fees. As at August 31, 2018, $80,800 (August 31, 2017 - $152,792) pertaining to fees and ancillary expense reimbursements were included in accounts payable and accrued liabilities. Officers of the Company were reimbursed for out of pocket expenses that occurred in the normal course of operations.

During the year ended August 31, 2018, the Company accrued or paid professional fees of $228,273 (year ended August 31, 2017 - $201,556) for legal advice and related services to a legal firm, Ormston List Frawley LLP, from which an officer of the Company is a partner. Approximately $41,500 (year ended August 31, 2017 - $123,266) of that amount is attributable to the services of the Company’s Secretary and for related corporate secretarial services, and the remaining $186,773 (year ended August 31, 2017 - $78,290) is attributable to services of other lawyers and legal professionals at Ormston List Frawley LLP. As at August 31, 2018, $192,307 (August 31, 2017 - $207,220) pertaining to legal fees were included in accounts payable and accrued liabilities. During the year ended August 31, 2017, Ormston List Frawley LLP completed a shares for debt settlement with the Company to settle payables of $207,302 (which included fees for services in 2017 as well as prior years) through the issuance of common shares of the Company. This amount excludes amounts that have not been billed to the Company at August 31, 2018 for services rendered up to that date. The amounts payable or paid to Ormston List Frawley LLP are not included in the amounts referred to in the preceding paragraph.

Of the $1,500,000 financing completed on October 22, 2012, $100,000 was raised from a syndicate of lenders, including $33,333 from the Company's CEO. For the year ended August 31, 2017, interest of $nil, (2016 - $5,000) was accrued on the related party amount advanced and is included in accounts payable and accrued liabilities. The $33,333 was repaid in November 2016.

On December 21, 2012, the Company closed a $521,000 loan from a syndicate of private lenders, including $11,667 from the Company's CEO and $12,000 from a corporation of which the Company's secretary is an officer, director and owner. During the year ended August 31, 2017, interest of $nil, was accrued on the amounts advanced and is included in accounts payable and accrued liabilities. In November 2016, the principal of $11,667 owed to the CEO was repaid.

On November 9, 2015, the Company closed a $5,000 unsecured debenture from Vance White, the Company's CEO. The debenture bears interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 83,333 common shares of the Company under a shares for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $149 (2016 - $450) of interest was incurred on this debenture. During the year ended August 31, 2017, this amount was repaid.

During the year ended August 31, 2017, total debt and fees amounting to $153,194 due to Vance White was forgiven and are included in the consolidated statement of comprehensive income.

(Expressed in Canadian Dollars)

16. Related Party Disclosures (Continued)

On December 3, 2015, the Company closed a $3,000 unsecured debenture from Vance White, the Company's CEO. The debenture bears interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 50,000 common shares of the Company under a share for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $89 of interest was incurred on this debenture.

On December 18, 2015, the Company closed a $3,000 unsecured debenture from Vance White, the Company's CEO. The debenture bears interest at 12%, payable quarterly and was fully repaid during the year ended August 31, 2017 through the issuance of 50,000 common shares of the Company under a share for debt arrangement. No commission was paid on this transaction. For the year ended August 31, 2017, $89 of interest was incurred on this debenture.

On February 17, 2017, the Company closed a $5,000 unsecured debenture from Vance White, the Company's CEO. The debenture bears interest at 12%, payable quarterly. No commission was paid on this transaction. On April 20, 2017, the loan was fully repaid through the issuance of 83,333 common shares of the Company under a shares for debt arrangement. (note 11(iii))

During the year ended August 31, 2017, the Company accrued directors fees of $29,000. During the year ended August 31, 2017, fees totalling $114,416 were forgiven by the directors and are included in the consolidated statement of comprehensive income. Accordingly, as at August 31, 2017, included in accounts payable and accrued liabilities is $14,500 with respect to these fees.

The Company’s outstanding common shares trade on the TSX Venture Exchange under the symbol NOB and to the knowledge of directors and officers of the Company, the Company’s outstanding common shares are widely held.

The above noted transactions are in the normal course of business and are measured at fair value, except as noted, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Remuneration of the key management personnel of the Company is as follows:

	2018	2017
Management fees and professional fees	**$ 278,460**	$ 367,410
Stock-based compensation	**$ 216,150**	$ -
Restricted share unit compensation	**$ 482,774**	$ -

(Expressed in Canadian Dollars)

17. General and Administrative

	2018	2017
Accounting and corporate services	**$ 52,274**	$ 73,058
Office and general	**112,288**	45,277
Management fees (Note 16)	**78,000**	78,657
Professional fees (Note 16)	**168,490**	172,233
Finance charges	**-**	1,403
Rent	**4,260**	9,911
Shareholder relations	**90,423**	44,639
Directors fees (Note 16)	**(14,500)**	29,000
Stock-based compensation[1] (Note 16)	**244,970**	-
Restricted share unit compensation[1] (Note 16)	**482,774**	-
	$ 1,218,979	$ 454,178

[1]*Stock-based and restricted share unit compensation is a non-cash expense, representing a portion of the Black-Scholes valuaton recognized under the graded vesting method.*

18. Supplemental Cash Flow Information

	2018	2017
Supplementary Schedule of Non-Cash Transactions		
Shares issued on vesting of restricted share units	**$ 171,250**	$ -
Shares received as proceeds of joint venture agreement	**$ 90,000**	$ -
Warrants received as proceeds of joint venture agreement	**$ 148,000**	$ -
Accrued interest on note and loan payable included in exploration and evaluation assets	**$ -**	$ 3,521
Restricted share unit compensation	**$ -**	$ -
Shares issued for debt settlement	**$ -**	$ 689,243
Accrual for mining land taxes	**$ 223,843**	$ 319,200
Shares and warrants receivable	**$ -**	$ 249,900
Commission on sale of Holdsworth property (note(6)(b))	**$ -**	$ 72,650

(Expressed in Canadian Dollars)

19. Income Taxes

(a) Provisions for income taxes

The following table reconciles the expected income tax provision at the statutory rate of 26.50% (2017 - 26.50%) to the amounts recognized in the consolidated statement of comprehensive loss.

	2018	2017 *(restated)*
Net income (loss) before tax reflected in the consolidated statement of comprehensive loss	**$ (2,539,021)**	$ 2,065,221
Tax rate	**26.50%**	26.50%
Expected income tax benefit at statutory rate	**(672,841)**	547,284
Share-based compensation and non-deductible expenses	**374,931**	(34,437)
Effect of flow-through renunciation	**257,149**	-
Flow-through share premium	**(7,782)**	-
Change in tax benefits not recognized	**169,566**	(489,984)
Share issue costs booked through equity	**(121,023)**	(22,863)
Total income tax expense (recovery)	**$ -**	$ -

(b)

The Company has net deferred income tax assets (liabilities) as follows:

	2018	2017 *(restated)*
Deferred Income Tax Assets		
Non capital losses carried forward	**$ -**	$ 31,000
Deferred Income Tax Liabilities		
Marketable securities	**-**	(31,000)
Net deferred income tax asset	**$ -**	$ -

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right of offset.

(Expressed in Canadian Dollars)

19. Income Taxes (Continued)

Unrecognized Deferred Tax Assets

Deferred taxes are proivided as a result of temparary differences that arise due to differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom:

	2018	2017 *(restated)*
Property, plant and equipment	**$ 53,130**	$ 55,926
Marketable securities	**1,138,293**	-
Share issuance costs - 20(1)(e)	**423,841**	107,099
Non-capital losses carried forward	**9,980,812**	9,136,492
Resource pools - Mineral properties	**8,407,155**	9,377,530

The Canadian non-capital loss carry forwards expire as noted in the table below. Share issue and financing costs will be fully amortized in 2022. The remaining deductible temporary differences may be carried forward indefinately.

The Company's non-capital losses will expire as follows:

2026	538,970
2027	1,002,562
2028	1,235,651
2029	1,038,114
2030	932,596
2031	1,108,008
2032	1,861,949
2033	1,652,974
2038	609,988
	$ 9,980,812

(Expressed in Canadian Dollars)

20. Provision for Mining Land Taxes

During the 2017 financial year, Ontario's Ministry of Northern Development and Mines (the "MNDM") declined the Company's request for a waiver of mining land taxes on the patented land rights currently comprising the bulk of the Company's Project 81. The Company replied to the MNDM's earlier rejection of Noble's waiver request with further submissions seeking mitigation of the mining land taxes assessed. The MNDM has now confirmed that these further submissions were rejected, and that the outstanding balance of mining land taxes owing on these properties for 2012, through 2018 approximates $824,323. Interest on these outstanding amounts began accruing in the quarter ended August 31, 2016, having begun to accrue 60 days after the MNDM's invoice for 2016 mining land taxes was issued. Interest of $56,000 will be waived by MNDM should all payments be made as per the agreed upon schedule.

On October 17, 2017, the Company entered into an agreement (the "Agreement") with the MNDM regarding the payment of tax arrears and accrued interest on Noble's Project 81. The Company was advised by the MNDM that mining land taxes were assessed against its Project 81 patented lands (the "Lands") beginning on January 1, 2012. Under the Agreement, Noble has confirmed that the amount it owed to the MNDM stood at approximately $1.4 million, including taxes and interest for the period of January 2012 to September 2017 (the "Tax Arrears").

Under the terms of the Agreement, the Company is required to pay the Tax Arrears and accruing mining land taxes in 10 installments, with the first five instalments of $200,000 having been made in October 2017 through August 2018. The final payment will be due in September 2019, and upon the Company having made that payment it will have paid Tax Arrears plus all current mining land taxes through to that date. Pursuant to the Agreement, Noble is required to execute surrender documents (the "Surrender Documents") for the Lands that will be held in escrow by the MNDM until all required payments have been made. If the Company defaults under the Agreement, the MNDM has the option of demanding full payment of all then outstanding taxes and interest, or terminating Noble's ownership of the Lands after the expiration of a specified notice period.

Under the Agreement, Noble is entitled to enter into option, joint venture or similar agreements (the "Option Agreements") with respect to portions of the Lands (the "Optioned Lands") provided that the rights of third-parties under those Option Agreements are subordinated to the rights of the MNDM under the Agreement. In addition, the Company has a discretionary right to accelerate payment of Tax Arrears attributable to all or any Optioned Lands and, upon such payment, the MNDM will return the Surrender Documents associated with those Optioned Lands and confirm that all taxes due have been paid, after which the Optioned Lands will no longer be included as Lands.

The following is a continuity of the provision for mining land taxes:

	2018	2017
Opening balance	**$ 1,434,783**	$ 1,118,790
Annual levy	**223,843**	319,200
Payments made	**(1,000,000)**	-
	$ 658,626	$ 1,437,990

Under the terms of a negotiated payment plan with the Ministry of Northern Development and Mines, the Company is committed to make the following payments::

December 15, 2018 (note 23)	$ 200,000
February 15, 2019	200,000
May 15, 2019	200,000
July 15, 2019	200,000
September 15, 2019	82,469
	$ 882,469

(Expressed in Canadian Dollars)

21. Fair Value Measurements

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, 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.

(a) Assets and liabilities measured at fair value on a recurring basis:

As at August 31, 2018	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Aggregate fair value
Marketable securities	$ 532,434	$ -	$ 265,930	$ 798,364
	$ 532,434	**$ -**	**$ 265,930**	**$ 798,364**

(b) Fair values of financial assets and liabilities:

	August 31, 2018		August 31, 2017	
	Carrying amount	**Estimated fair value**	**Carrying amount**	**Estimated fair value**
<u>Financial assets</u>				
FVTPL				
Marketable securities receivable	**-**	**-**	181,180	181,180
Available-for-sale				
Marketable securities	**$ 798,364**	**$ 798,364**	$ 1,751,809	$ 1,751,809
	$ 1,203,377	**$ 1,203,377**	$ 2,806,315	$ 2,806,315
<u>Financial liabilities</u>				
Other financial liabilities				
Accounts payable and accrued liabilities	**$ 418,756**	**$ 418,756**	$ 609,428	$ 609,428
Mining land taxes payable	**658,626**	**658,626**	1,437,990	1,437,990
	$ 1,077,382	**$ 1,077,382**	$ 2,047,418	$ 2,047,418

The Company does not offset financial assets with financial liabilities.

(Expressed in Canadian Dollars)

22. Restatement of Comparative Figures

The Company has restated certain comparative figures for the year ended August 31, 2017, to recognize a commission payable on the sale of the Company's Holdsworth property, and to reclassify certain unrealized gains on marketable securities associated with sale of the Holdsworth property from accumulated other comprehensive income to fair value through profit or loss and to record a deferred tax recovery on unrealized gains recorded through comprehensive income. The Company is also early adopting IFRS 9 and is applying the irrevocable initial recognition election available under IFRS 9 to classify all marketable securities received on disposition of exploration and evaluation assets as fair value through other comprehensive income.

	Balance as Previously Reported August 31 2017	Effect of Restatement Error (i)	(ii)	(iii)	Restated Balance At August 31, 2017 Prior to Adoption of IFRS 9	(iv)	Adoption of IFRS 9 (v)	(vi)	August 31, 2017 Comparative Figures Presented Herein
Exerpt From Statement of Financial Position									
Marketable securities	$ 1,751,809	$ -	$ -	$ -	$ 1,751,809	$ -	$ -	$ -	$ 1,751,809
Units receivable	249,900	(68,720)	-	-	181,180	-	-	-	181,180
Total current assets	2,894,183	(68,720)	-	-	2,825,463	-	-	-	2,825,463
Total assets	4,747,588	(68,720)	-	-	4,678,868	-	-	-	4,678,868
Deficit	(23,137,440)	(68,720)	121,930	14,324	(23,069,906)	122,314	(14,324)	(13,677)	(22,975,593)
Accumulated comprehensive loss	230,567	-	(121,930)	(14,324)	94,313	(122,314)	14,324	13,677	-
Total equity	2,698,975	(68,720)	-	-	2,630,255	-	-	-	2,630,255
Total liabilities and shareholders' equity	4,747,588	(68,720)	-	-	4,678,868	-	-	-	4,678,868
Exerpt From Statement of Comprehensive Income (Loss)									
Gain on disposition of exploration assets	$ (1,631,856)	$ 72,650	$ -	$ -	$ (1,559,206)	$ -	$ -	$ -	$ (1,559,206)
Unrealized (gain) on FVTPL financial instruments	-	(3,930)	(121,930)	-	(125,860)	(122,314)	-	-	(248,174)
Total expenses	(1,889,697)	68,720	(121,930)	-	(1,942,907)	(122,314)	-	-	(2,065,221)
Deferred tax recovery	-	-	-	14,324	14,324	-	(14,324)	-	-
Income (loss) for the year	1,889,697	(68,720)	121,930	14,324	1,957,231	122,314	(14,324)	-	2,065,221
Comprehensive income for the year	244,244	-	(121,930)	(14,324)	107,990	(122,314)	14,324	-	-
Net income and comprehensive income for the year	2,133,941	(68,720)	-	-	2,065,221	-	-	-	2,065,221

22. Restatement of Comparative Figures (Continued)

(i) Recognition of commission on sale of property (note 6)
(ii) Unrealized gains on FVTPL financial instruments are presented in profit or loss and not in other comprehensive income.
(iii) Unrealized gains in AOCI are presented net of tax
(iv) The Company classifies all marketable securities and marketable securities receivable as FVTPL on initial recognition .
(v) To reverse tax effect of unrealized gains now recorded in FVTPL.
(vi) The adoption of IFRS 9 required a reclassification of $13,677 from accumulated other comprehensive income to deficit on September 1, 2016. There were no other chnages to the statement of financial position as at September 1, 2016 as a result of the adoption of IFRS 9.
(vii) There were no modifications to the statement of cashflows as a result of these adjustments.
(viii) As a result of the above changes, basic and fully dilluted earnings per share for the year ended August 31, 2017 has increased to $0.05 from $0.04.

23. Subsequent Events

On September 7, 2018, the Company closed a second and final tranche of a non-brokered private placement (the “Private Placement”) by raising gross proceeds of $24,000 through the sale of 400,000 common share units (“Common Share Units”) priced at $0.06 per Common Share Unit.

Each Common Share Unit issued in the Private Placement consists of one common share of Noble and one common share purchase warrant. Each common share purchase warrant will entitle the holder to acquire one common share of the Company at an exercise price of $0.10 per share for a period of three years following the closing. No finder fee was paid in connection with the second tranche of the Private Placement.

Subsequent to August 31, 2018, the remaining $50,000 payment due under the terms of the Spruce Ridge Agreement was received by the Company.

In December 2018, the Company settled the second 1/3 of the award (1,266,666 RSUs) with the issuance of 1,084,606 common shares and a cash payment of $14,565 which was withheld for remittance to the Canada Revenue Agency (see note 12(c)).

On December 13, 2018, the Company received an extention to February 15, 2019 for $133,099 balance of its December 15, 2018 $200,000 payment due to the MNDM, having made payments of $66,901 prior to December 15, 2018.