PITCHBLACK RESOURCES LTD.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three and nine months ended

September 30, 2017 and 2016

(expressed in Canadian dollars)

Unaudited

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Financial Position
Unaudited
(Expressed in Canadian Dollars)
As at

	Notes	September 30, 2017	December 31, 2016
ASSETS			
Current assets:			
Cash		**$ 323,279**	$ 46,595
Amounts receivable		**43,383**	40,385
Prepaid expenses		**10,055**	675
Investments	3	**1,439**	691
TOTAL ASSETS		**$ 378,156**	$ 88,346
LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)			
Current liabilities:			
Accounts payable and accrued liabilities	7	**$ 1,236,373**	$ 971,844
Shareholders' (Deficiency):			
Share capital	5	**69,943,805**	69,464,770
Share-based payments reserve	6	**113,871**	50,305
Deficit		**(70,915,893)**	(70,398,573)
Total shareholders' (deficiency)		**(858,217)**	(883,498)
TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)		**$ 378,156**	$ 88,346

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APPROVED ON BEHALF OF THE BOARD:

Signed “William Clarke” ,
Director

Signed “G. Scott Moore” ,
Director

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

Unaudited

(Expressed in Canadian Dollars)

	Note	Three months ended September 30,		Nine months ended September 30,	
		2017	**2016**	**2017**	**2016**
Expenses					
Consulting, professional and management fees	7	**$ 236,100**	$ 132,826	**$ 482,803**	$ 354,982
Office and general		**10,530**	2,518	**30,169**	7,573
Shareholder communications and filing fees		**11,367**	22,253	**13,306**	29,495
Travel and promotion		**1,554**	-	**6,648**	-
Property maintenance expense		**-**	28,397	**9,000**	28,397
Reversal of property impairment	4,11	**-**	-	**(100,000)**	-
Share-based compensation	6	**-**	-	**76,142**	-
Recovery of accrued liabilities		**-**	-	**-**	(60,000)
Unrealized gain on investment	3	**(493)**	(462)	**(748)**	(575)
Net loss for the period		**$ 259,058**	$ 185,532	**$ 517,320**	$ 359,872
Basic and diluted loss per share		**$ 0.03**	$ 0.03	**$ 0.06**	$ 0.07
Weighted average number of common shares outstanding - Basic and diluted		**9,922,479**	5,365,507	**8,517,795**	4,892,722

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Cash Flows

Unaudited

(Expressed in Canadian Dollars)

	Notes	Nine months ended September 30, 2017	2016
Cash (used in) provided by operating activities:			
Net (loss) for the period		**$(517,320)**	$(359,872)
Adjustment for non-cash items			
Unrealized (gain) loss on investment	3	**(748)**	(575)
Reversal of property impairment	4	**(100,000)**	-
Share-based compensation	6	**76,142**	-
Net change in working capital		**503,610**	244,624
Net cash (used in) operating activities		**(38,316)**	(115,823)
Financing activities:			
Private placement	5	**200,000**	213,790
Exercise of options		**15,000**	-
Net cash provided by financing activities		**215,000**	213,790
Investing activities:			
Disposal of assets		**100,000**	-
Net cash provided by investing activities		**100,000**	-
Change in cash		**276,684**	97,967
Cash, beginning of the period		**46,595**	10,553
Cash, end of the period		**$ 323,279**	$ 108,520
Supplemental information:			
Shares issued for debt settlement	5	$ 251,459	$ -

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

PITCHBLACK RESOURCES LTD.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency

Unaudited

(Expressed in Canadian Dollars)

	Number of shares	Share capital	Share-based payments reserve	Deficit	Total shareholders' deficiency
Balance, December 31, 2016	**6,407,061**	**$ 69,464,770**	**$ 50,305**	**$ (70,398,573)**	**$ (883,498)**
Private placement	571,428	200,000	-	-	200,000
Shares issued for debt	2,793,990	251,459	-	-	251,459
Shares issued on exercise of of options	150,000	15,000	-	-	15,000
Exercise of options - valuation reallocation	-	12,576	(12,576)	-	-
Share-based compensation	-	-	76,142	-	76,142
(Loss) for the period	-	-	-	(517,320)	(517,320)
Balance, September 30, 2017	**9,922,479**	**$ 69,943,805**	**$ 113,871**	**$ (70,915,893)**	**$ (858,217)**
Balance, December 31, 2015	**4,624,061**	**$ 69,250,980**	**$ 175,500**	**$ (69,972,779)**	**$ (546,299)**
Private placement	1,783,000	213,790	-	-	213,790
Options expired	-	-	(160,500)	160,500	-
(Loss) for the period	-	-	-	(359,872)	(359,872)
Balance, September 30, 2016	**6,407,061**	**$ 69,464,770**	**$ 15,000**	**$ (70,172,151)**	**$ (692,381)**

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

1. Nature of operations and going concern

Pitchblack Resources Ltd. ("Pitchblack" or the "Company") is incorporated under the laws of Ontario, Canada. The Company is primarily engaged in the acquisition, exploration and evaluation of properties located in Canada. There has been no determination whether the Company's interests in exploration and evaluation properties contain mineral reserves. The registered head office of the Company is located at 65 Queen Street West, Suite 815, Toronto, Ontario, Canada, M5H 2M5.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs to the carrying values of the Company's assets. The Company's assets may also be subject to political uncertainty, increases in taxes and royalties, renegotiation of contracts and currency exchange fluctuations and restrictions.

The condensed interim consolidated financial statements of the Company for the periods ended September 30, 2017 were reviewed, approved and authorized for issue by the Board of Directors on November 29, 2017.

Although the Company has taken steps to verify title to the properties on which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, First Nations claims, social licensing requirements, unregistered prior agreements, unregistered claims, and non-compliance with regulatory and environmental requirements.

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties. Because of continuing operating losses and a working capital deficiency at September 30, 2017, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations in the longer term. These conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

In June 2017, the Company entered into an agreement with Sulliden Mining Capital. ("Sulliden") to purchase from Sulliden all of the shares of a wholly owned subsidiary of Sulliden ("Sulliden Sub") which holds an option to acquire 100% of the past producing Troilus Gold Project the ("Troilus Project"). Subsequent to the end of the quarter, this agreement was amended such that the Company, Sulliden Sub, 2513924 Ontario Inc ("251 Ontario) , and a wholly-owned subsidiary of Pitchblack ("Subco") have entered into an amalgamation agreement (the "Amalgamation Agreement") pursuant to which Subco, Sulliden Sub and 251 Ontario will amalgamate and the shareholders of both Sulliden Sub and 251 Ontario will receive an aggregate of 100,000,000 Common Shares of Pitchblack on a pre-Consolidation basis, 60% of which will go to the Sulliden Sub shareholder and 40% of which will go to the shareholders of 251 Ontario. The resulting amalgamated corporation will be a wholly-owned subsidiary of Pitchblack. Completion of this transaction will be subject to, among other things, TSX-V approval and Pitchblack shareholder approval. See Subsequent events Note 11 for more information.

2. Significant accounting policies

a) Basis of preparation

These condensed interim consolidated financial statements of the Company and its subsidiary were prepared in accordance with IAS 34 Interim Financial Reporting ("IAS 34") in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements have been prepared in accordance with accounting policies based on the IFRS standards and International Financial Reporting Interpretations Committee ("IFRIC") interpretations. The policies set out in the Company's annual consolidated financial statements for the year ended December 31, 2016 were consistently applied to all the periods presented unless otherwise noted below. These condensed interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2016.

The preparation of condensed interim financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for held for trading and available-for-sale investments that are reflected at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

b) New and future accounting policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2017 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded in these consolidated financial statements. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB as a complete standard in July 2014 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. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

c) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its wholly-owned subsidiary Signet Minerals Inc.

Subsidiaries
Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

2. Significant accounting policies (continued)

d) Critical judgments and estimation uncertainties

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas that require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Assets' carrying values and impairment charges

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

- Impairment of exploration and evaluation assets

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

- Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will affect the tax related accruals and deferred income tax provisions in the period in which such determination is made.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 8.

(Expressed in Canadian Dollars)

3. Investments

The Company's investments include shares in the following securities:

	Classification	September 30, 2017 No. held		Value	December 31, 2016 No. held		Value
Klondike Gold Corp.	Held-for-trading	667	$	277	667	$	110
Inform Resources Corp.	Available for sale	7,500		1,163	7,500		581
			$	**1,439**		**$**	**691**

Investments are designated between held-for-trading or available-for-sale based on management intentions with the investment.

The Company has an investment in Klondike Gold Corp. ("Klondike"). These shares are designated as "held for trading". At September 30, 2017, the quoted market value of these shares was $0.415 per share, or $277. The Company also owns common shares of Inform Resources Corp. ("Inform"), which are classified as available for sale. In April 2017, Inform announced a forward share split which resulted in Company holding 7,500 post-split shares. The quoted market value for these shares was $0.155 per share, or $1,163. Consequently, an unrealized gain of $748 was recorded for the nine months ended September 30, 2017.

4. Exploration and evaluation properties

Igor Property, Yukon, Canada

As at September 30, 2017 and December 31, 2016 the Company held a 50% interest in the Igor Property.

The Company has terminated the option with Mega Uranium Ltd. to earn an additional 25% in the Igor Property. The Company will maintain its 50% interest and will continue to be the operator on the property. The Company has previously written down the full amount of the carrying value of the property as it has not done any exploration work on the property in the last five years and does not intend on doing additional work on the property for the foreseeable future.

The Company has allowed certain claims to lapse and will continue to allow certain Igor property claims to lapse as they come up for renewal.

Division Mountain Coal Property, Yukon, Canada

The Division Mountain coal project is located 90 kilometres northwest of Whitehorse, Yukon Territory. The property is 100% owned by the Company and is comprised of 15 territorial coal exploration licences covering approximately 3,000 square kilometres.

On August 21, 2017, the Company closed a sale of the Division Mountain coal project in consideration for a cash payment of $100,000. The sale of the Division Mountain coal project is the result of the Company's strategic review of its assets, strengths and go-forward plan. As the Company had not conducted any exploration work at the Division Mountain project in the past few years, it had previously written off the entire value of the property. Through the sale, the Company received a $100,000 cash payment and will be able to re-focus its management efforts on the completion of Transaction. On closing, the purchaser assumed all property maintenance payments and obligations and indemnified the Company against any environmental or reclamation obligations and liabilities relating to the Division Mountain coal project. The purchaser is not a related party of the Company, its officers, directors or other insiders; consequently, the sale transaction is an arm's length transaction for the purposes of the policies of the NEX Board of the TSX Venture Exchange ("TSXV"). This transaction is approved by the NEX Board of the TSXV.

Mike Lake Property, Yukon, Canada

The Mike Lake Property was acquired by the Company on May 5, 2009. The Mike Lake Property consists of mining claims in the Tintina Gold Belt, Yukon.

The Company has previously impaired the full amount of the carrying value of the property as it has not done any exploration work on the property in the last four years and does not intend on doing additional work on the property for the foreseeable future.

(Expressed in Canadian Dollars)

5. Share capital

Common shares	Number of Shares	Amount
Balance, December 31, 2016	**6,407,061**	**$ 69,464,770**
Exercise of options	150,000	15,000
Exercise of options - valuation reallocation	-	12,576
Shares issued for debt	2,793,990	251,459
Private placement	571,428	200,000
Balance, September 30, 2017	**9,922,479**	**$ 69,943,805**

During the nine months ended September 30, 2017, the Company entered into shares for debt agreements with certain directors and officers of the Company and an unrelated company that administers the costs of the office space that the Company shares with other potentially related companies wherein $251,459 worth of debt was settled through the issuance of 2,793,990 shares.

On June 1, 2017, the Company closed a non-brokered private placement financing of 571,428 common shares of the Company at a price of $0.35 per share for gross proceeds of $200,000.

6. Share-based payments reserve

The Company has a stock-option plan whereby the Company may grant to directors, officers, employees and consultants options to purchase shares of the Company. The plan provides for the issuance of stock options to acquire up to 10% of the Company's issued and outstanding capital. The plan is a rolling plan as the number of shares reserved for issuance pursuant to the grant of stock options will increase as the Company's issued and outstanding share capital increases. Options granted under the plan will be for a term not to exceed five years.

	No. of options	Weighted average exercise price	Value of options	No. of warrants	Weighted average exercise price	Value of warrants	Total value
December 31, 2016	**600,000**	**$ 0.10**	**$ 50,305**	**-**	**$ -**	**$ -**	**$ 50,305**
Granted	375,000	0.30	76,142	-	-	-	76,142
Exercised	(150,000)	0.10	(12,576)	-	-	-	(12,576)
September 30, 2017	**825,000**	**$ 0.19**	**$ 113,871**	**-**	**$ -**	**$ -**	**$ 113,871**

As at September 30, 2017, outstanding options to acquire common shares of the Company were as follows:

Number of options outstanding	Number of options exercisable	Grant date	Expiration date	Exercise price	Grant date: Estimated fair value vested	Grant date: Expected volatility	Grant date: Expected life (years)	Grant date: Expected dividend yield	Grant date: Risk-free interest rate
450,000	450,000	7-Nov-16	7-Nov-21	$ 0.10	$ 37,729	124%	5.00	0.00%	0.71%
375,000	375,000	20-Apr-17	20-Apr-22	$ 0.30	$ 76,142	87%	5.00	0.00%	1.03%
825,000	**825,000**			**$ 0.19**	**$ 113,871**				

The weighted average remaining contractual life of outstanding options as at September 30, 2017 is 4.31 years (September 30, 2016 – 0.95 years). All options were excluded from the computation of diluted income (loss) per share for the periods presented because their effect would be anti-dilutive.

(Expressed in Canadian Dollars)

7. Related party disclosures

During the three and nine months ended September 30, 2017 and 2016, the Company did not enter into transactions in the ordinary course of business with related parties that are not subsidiaries of the Company. Unless otherwise specified, the period end balances of payables referred to are non-interest bearing, unsecured, payable on demand, and have arisen from the provision of services and expense reimbursements. Below is a summary of key management personnel owed amounts not disclosed elsewhere in these condensed interim consolidated financial statements:

	Amounts owed to related parties	
	September 30, 2017	September 30, 2016
Directors and officers	$ 441,481	$ 222,470

The Company shares its office space with other companies who may have similar officers or directors. The costs associated with this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc., to whom the Company pays a monthly fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Compensation of key management personnel

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and other members of key management personnel during the three and nine months ended September 30, 2017 and 2016 were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2017	2016	2017	2016
Short-term benefits	$ 77,250	$ 75,000	$ 231,750	$ 225,000
Share-based payments	-	-	60,914	-
	$ 77,250	**$ 75,000**	**$ 292,664**	**$ 225,000**

The remuneration of directors and key executives is determined by the Board of Directors having regard to the performance of individuals and market trends.

8. Commitments and contingencies

The Company is party to certain management contracts. These contracts require that payments of up to approximately $901,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. Additional minimum management contractual commitments remaining under these contracts approximate $331,000 due within one year.

The Company's exploration and evaluation activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

9. Financial instruments

Financial assets and financial liabilities as at September 30, 2017 and December 31, 2016 were as follows:

September 30, 2017	**Cash**	**Loans and other financial liabilities**	**Held-for-trading**	**Available-for-sale**	**TOTAL**
Cash	$ 323,279	$ -	$ -	$ -	$ 323,279
Investments	-	-	277	1,163	1,439
Accounts payable and accrued liabilities	-	(1,236,373)	-	-	(1,236,373)
December 31, 2016	**Cash**	**Loans and other financial liabilities**	**Held-for-trading**	**Available-for-sale**	**TOTAL**
Cash	$ 46,595	$ -	$ -	$ -	$ 46,595
Investments	-	-	110	581	691
Accounts payable and accrued liabilities	-	(971,844)	-	-	(971,844)

9. Financial instruments (Continued)

The Company's risk exposure and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the years 2017 and 2016.

The carrying values of cash and accounts payable and accrued liabilities reflected on the consolidated statements of financial position approximate fair value due to the limited terms of these instruments.

Credit risk
The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2017, the Company had a cash balance of $323,279 (December 31, 2016 - $46,595) to settle current liabilities of $1,236,373 (December 31, 2016 - $971,844). The Company's financial liabilities generally have contractual maturities of less than 30 days.

(a) Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company's future operations will be significantly affected by changes in the market prices for commodities. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for commodities, the level of interest rates, the rate of inflation, and stability of exchange rates can all cause significant fluctuations in commodity prices. Such external economic factors may in turn be influenced by changes in international investment patterns, monetary systems and political developments. The Company is also exposed to price risk with respect to its investments.

Sensitivity analysis
Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over the year.

- The Company does not hold interest bearing debt at interest rates subject to market fluctuations to give rise to interest rate risk.
- The Company does not hold significant cash balances in foreign currencies to give rise to foreign exchange risk.

(d) Fair value

A fair value hierarchy prioritizes the methods and assumptions used to develop fair value measurements for those financial assets where fair value is recognized on the balance sheet. These have been prioritized into three levels:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3: Inputs for the asset or liability that are not based on observable market data.

Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment.

At September 30, 2017 and December 31, 2016, the Company's financial instruments that are carried at fair value consist of investments that have been classified as Level 1 within the fair value hierarchy.

10. Capital management

The Company manages and adjusts its capital structure based on available funds in order to support its operations and the acquisition, exploration and evaluation of mineral properties. The capital of the Company consists of share capital, warrants and options. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration and evaluation stage; as such the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geological or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

11. Subsequent events

Private Placement

On November 21, 2017, the Company announced the closing of the previously announced "bought deal" private placement offering (the "Offering") of subscription receipts (the "Subscription Receipts") of Sulliden Sub, a wholly-owned subsidiary of Sulliden, at a price of $1.64 per Subscription Receipt. An aggregate of 14,030,000 Subscription Receipts were sold pursuant to the Offering, including the full exercise of the over-allotment option granted to the Underwriters (as defined below), for aggregate gross proceeds of $23,009,200. National Bank Financial Inc. ("NBF") acted as sole bookrunner together with Haywood Securities Inc. and PI Financial Corp., as co-lead underwriters, on behalf of a syndicate of underwriters that included Desjardins Securities Inc., GMP Securities L.P., Jett Capital Advisors, LLC, Mackie Research Capital Corporation and Paradigm Capital Inc. (collectively, the "Underwriters").

Each Subscription Receipt entitles the holder thereof to receive one common share in the capital of Sulliden Sub (each, an "SR Share") and one common share purchase warrant of Sulliden Sub (each, an "SR Warrant") upon satisfaction of the Escrow Release Conditions (as defined below). Each SR Warrant shall entitle the holder thereof to acquire one common share in the capital of Sulliden Sub (each, an "SR Warrant Share"), subject to standard adjustment provisions, at a price of $2.50 per SR Warrant Share for a period of 36 months from the closing date of the Offering.

As consideration for the services rendered by the Underwriters in connection with the Offering, Sulliden Sub has agreed to pay the Underwriters a cash commission equal to 6.0% of the gross proceeds raised from the Offering (the "Commission") to those purchasers under the Offering who are not on the President's List (as defined below) and 3.0% of the gross proceeds raised from the sale of Subscription Receipts to certain purchasers under the Offering who were identified to the Underwriters by Sulliden Sub (the "President's List"). Pursuant to the underwriting agreement entered into among Sulliden Sub, Pitchblack and the Underwriters, 50% of the Commission was payable on closing of the Offering and the remaining 50% of the Commission (plus accrued interest thereon) shall become payable out of the funds being held in escrow by TSX Trust Company (the "Escrow Agent") upon satisfaction of the Escrow Release Conditions.

The aggregate gross proceeds raised pursuant to the Offering, less an amount equal to (i) the aggregate of the out-of-pocket expenses of the Underwriters incurred in connection with the Offering, and (ii) 50% of the Commission, has been deposited into escrow (the "Escrowed Proceeds") with the Escrow Agent and will be released by the Escrow Agent to Sulliden Sub and the Underwriters, as applicable, following receipt of a written notice from Sulliden Sub and NBF confirming that the Escrow Release Conditions have been satisfied.

The "Escrow Release Conditions" include the satisfaction of all conditions precedent to the completion of the Transaction (as defined below), other than the filing of the Articles of Amalgamation giving effect to the amalgamation (the "Amalgamation") of Sulliden Sub, 2513924 Ontario Inc. ("251 Ontario") and a newly-incorporated subsidiary of Pitchblack ("Pitchblack Sub") created for the special purpose of effecting the Amalgamation. Provided the Escrow Release Conditions have been satisfied on or prior to 5:00 p.m. (Toronto Time) on January 31, 2018, the Escrowed Proceeds and accrued interest thereon (less an amount on account of the remaining balance of the Commission and accrued interest thereon payable to the Underwriters as described above) will be released to Sulliden Sub, and the Subscription Receipts will be automatically converted into SR Shares and SR Warrants, which will thereafter be exchanged for common shares and warrants of Pitchblack, respectively, on a one-for-one basis with the warrants of Pitchblack to be on the same terms as the SR Warrants.

11. Subsequent events (Continued)

Private Placement (Continued)

The closing of the Offering is a significant step towards the completion of the previously announced acquisition by Pitchblack of an option to acquire the Troilus Project in Québec. It is intended that, upon completion of the Amalgamation, the net proceeds of the Offering will be used for current and future expanded exploration programs at the Troilus Project, exercise of the Troilus Project option agreement, and for general corporate purposes.

Option for Troilus Project

Sulliden Sub is party to an option agreement with First Quantum pursuant to which Sulliden Sub has the right to acquire the Troilus Project upon satisfaction of certain conditions. The two year option was signed in May 2016 and the Company intends to exercise the option following completion of the Transaction. Sulliden, Sulliden Sub and 251 Ontario have entered into a further option agreement dated June 2, 2016 pursuant to which Sulliden Sub granted 251 Ontario an option to acquire 40% of the Troilus Project by making a cash payment to Sulliden Sub equal to 40% of the expenditures incurred by Sulliden Sub in exercising its option from First Quantum (the "Option Payment") and an additional cash payment equal to 5% of the Option Payment. Upon the exercise of the option by 251 Ontario, Sulliden Sub has also agreed to grant to 251 Ontario a 1% net smelter return royalty which 251 Ontario has agreed to assign to 2489243 Ontario Inc.

The Transaction

The Transaction will be effected pursuant to an amalgamation agreement (the "Amalgamation Agreement"). On closing of the transaction, the Company expects to change its name from Pitchblack Resources Ltd. to Troilus Gold Inc. ("Troilus").

Pursuant to the Amalgamation Agreement, Sulliden Sub, 251 Ontario and a Pitchblack Sub will amalgamate pursuant to the provisions of the *Business Corporations Act* (Ontario) to form one wholly-owned subsidiary of the Company. Every four (4) existing Company common shares will be consolidated into one (1) new common share of Troilus. In addition, all the outstanding securities of 251 Ontario and Sulliden Sub, including the SR Shares and SR Warrants issued upon the conversion of the Subscription Receipts, shall be exchanged for post-consolidation Troilus common shares and warrants to purchase common shares of the Company (in the case of the SR Warrants, such Company warrants issued in exchange therefor to have the same terms as the SR Warrants), in each case on a one for one basis. The Transaction is expected to close in December 2017 as soon as practicable after all closing conditions are satisfied. The Transaction is subject to certain conditions, including but not limited to, no material adverse change occurring in Sulliden Sub or 251 Ontario prior to Closing, receiving all necessary regulatory and third-party approvals, including the approval of Pitchblack Shareholders and the TSXV being satisfied that after completion of the Transaction that Troilus will satisfy the TSXV minimum listing requirements for a Tier 2 Mining issuer.

A brief description of the key management and board of directors of Troilus Gold Inc and full details regarding the Transaction can be found in the Company's Information Circular dated November 22, 2017 which has been filed electronically through SEDAR and is available under our profile at www.sedar.com.