ADVANCE GOLD CORP.

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

February 28, 2018

(Unaudited)

(Expressed in Canadian dollars)

MANAGEMENT'S COMMENTS ON UNAUDITED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited interim consolidated financial statements of Advance Gold Corp. as at February 28, 2018 and the nine months ended February 28, 2018 and February 28, 2017 have been prepared by and are the responsibility of the Company's management. These statements have not been reviewed by the Company's external auditors.

ADVANCE GOLD CORP.
INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT FEBRUARY 28, 2018 AND MAY 31, 2017
(Unaudited)
(Expressed in Canadian Dollars)

	February 28, 2018	May 31, 2017 (Note 13)
ASSETS		
Current Assets		
Cash	$ 156,695	$ 20,610
Amounts receivable	367	489
Prepaid expenses	-	3,581
	157,062	24,680
Non-Current Assets		
Exploration and evaluation assets (Statement) (Note 5)	551,118	412,949
	$ 708,180	$ 437,629
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities (Note 6)	$ 274,068	$ 149,266
Debentures (Note 8)	36,839	34,216
	310,907	183,482
EQUITY		
Share capital (Note 7)	5,246,244	4,979,958
Reserves (Note 7)	964,450	964,450
Deficit	(5,813,421)	(5,690,261)
	397,273	254,147
	$ 708,180	$ 437,629

Nature and Continuance of Operations (Note 1)
Commitments (Note 10)
Subsequent event (Note 14)

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

ADVANCE GOLD CORP.
INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED FEBRUARY 28, 2018 AND FEBRUARY 28, 2017
(Unaudited)
(Expressed in Canadian Dollars)

	For the Three months ended February 28, 2018	For the Three months ended February 28, 2017	For the Nine months ended February 28, 2018	For the Nine months ended February 28, 2017
Operating expenses				
Advertising and promotion	$ 180	$ 4,147	$ 2,616	$ 6,007
Interest, bank charges and foreign exchange	3,170	1,750	8,101	5,220
Management fees (Note 10)	15,000	-	45,000	-
Office and sundry	26	-	231	12
Professional fees	21,475	10,736	58,224	22,163
Rent and telephone (Note 10)	224	128	310	399
Transfer agent and filing fees	5,550	4,031	8,766	9,577
Loss for the period	(41,674)	(20,792)	(123,248)	(43,379)
Other income				
Gain on settlement of debt	-	134	88	418
Comprehensive loss for the period	$ (41,674)	$ (20,658)	$ (123,160)	$ (42,961)
Basic and diluted loss per common share	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.00)
Weighted average number of common shares outstanding - basic and diluted	12,334,116	8,696,487	11,307,853	8,682,981

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

ADVANCE GOLD CORP.
INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2018 AND FEBRUARY 28, 2017
(Unaudited)
(Expressed in Canadian Dollars)

	Number Of Common Shares	Share Capital	Stock Option Reserve	Warrant Reserve	Deficit	Total Equity
Balance at May 31, 2017	10,489,671	$ 4,979,958	$ 445,317	$ 519,133	$ (5,690,261)	$ 254,147
Shares issued for purchase of Tabasquena Property (Note 5)	1,000,000	80,000	-	-	-	80,000
Comprehensive loss	-	-	-	-	(123,160)	(123,160)
Private placement (Note 7)	3,166,667	190,000	-	-	-	190,000
Share issuance costs (Note 7)	-	(3,714)	-	-	-	(3,714)
Balance at February 28, 2018	14,656,338	$ 5,246,244	$ 445,317	$ 519,133	$ (5,813,421)	$ 397,273
Balance at May 31, 2016	8,676,339	$ 4,847,655	$ 445,317	$ 519,133	$ (5,605,563)	$ 206,542
Comprehensive loss	-	-	-	-	(42,960)	(42,960)
Private placement (Note 7)	1,813,332	136,000	-	-	-	136,000
Share issuance costs (Note 7)	-	(3,463)	-	-	-	(3,463)
Balance at February 28, 2017	10,489,671	$ 4,980,192	$ 445,317	$ 519,133	$ (5,648,523)	$ 296,119

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

ADVANCE GOLD CORP.
INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE AND NINE MONTHS ENDED FEBRUARY 28, 2018 AND FEBRUARY 28, 2017
(Unaudited)

(Expressed in Canadian Dollars)

	For the Three months ended February 28, 2018	For the Three months ended February 28, 2017	For the Nine months ended February 28, 2018	For the Nine months ended February 28, 2017
Cash Provided By (Used For):				
Operating Activities				
Net income (loss) for the period	$ (41,674)	$ (20,658)	$ (123,160)	$ (42,961)
Items not requiring cash:				
Accrued interest on debentures	887	1,606	2,623	4,753
Change in non-cash working capital items:				
Amounts receivable	(338)	(406)	122	(487)
Prepaid expenses	981	(3,900)	3,581	(1,300)
Accounts payable and accrued liabilities	9,448	(31,261)	124,802	(12,478)
Cash provided by (used in) operating activities	(30,696)	(54,619)	7,968	(52,473)
Investing Activities				
Deferred exploration expenditures paid	(1,974)	(79)	(58,169)	(2,603)
Cash used in investing activities	(1,974)	(79)	(58,169)	(2,603)
Financing Activities				
Redemption of debenture	-	(33,374)	-	(33,374)
Issuance of common shares for cash	190,000	136,000	190,000	136,000
Payment of share issuance costs	(3,714)	(3,463)	(3,714)	(3,463)
Cash provided by financing activities	186,286	99,163	186,286	99,163
Increase in cash	153,616	44,465	136,085	44,087
Cash, beginning of period	3,079	1,172	20,610	1,550
Cash, end of period	$ 156,695	$ 45,637	$ 156,695	$ 45,637

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

ADVANCE GOLD CORP.
INTERIM CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2018 AND FEBRUARY 28, 2017
(Unaudited)

(Expressed in Canadian Dollars)

	May 31, 2017 (Note 13)	Acquisition Costs	Exploration and evaluation expenditures	February 28, 2018
Kakamega property, Kenya	$ 412,949	$ -	$ 276	$ 413,225
Tabasquena property, Mexico	-	124,711	13,182	137,893
Balance, end of period	$ 412,949	$ 124,711	$ 13,458	$ 551,118

	May 31, 2016	Acquisition Costs	Exploration and evaluation expenditures	February 28, 2017
Kakamega property, Kenya	$ 407,829	$ -	$ 2,603	$ 410,432
Tabasquena property, Mexico	-	-	-	-
Balance, end of period	$ 407,829	$ -	$ 2,603	$ 410,432

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

ADVANCE GOLD CORP.
INTERIM CONSOLIDATED STATEMENTS OF EXPLORATION AND EVALUATION ASSETS
- EXPLORATION EXPENDITURES –
FOR THE NINE MONTHS ENDED FEBRUARY 28, 2018 AND FEBRUARY 28, 2017
(Unaudited)
(Expressed in Canadian Dollars)

	February 28, 2018	February 28, 2017
Kakamega Property		
Opening balance	$ 9,015	$ 3,894
Administration	276	2,603
Ending balance	$ 9,291	$ 6,497

	February 28, 2018	February 28, 2017
Tabasquena Property		
Camp	5,045	-
Local Administration	5,058	-
Community Development	3,079	-
Ending balance	$ 13,182	$ -

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Advance Gold Corp. (the "Company") was incorporated in the Province of British Columbia on September 28, 2004. The Company's shares are listed on the TSX-Venture Exchange (the "Exchange"). The Company is an exploration stage company engaged in the exploration and evaluation of mineral property interests. The Company's registered office and the head office is located at Box 25056 RPO Brocklehurst, Kamloops, British Columbia V2B 8R6.

These interim consolidated financial statements have been prepared on the going concerns basis, which contemplates that the Company will continue operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has incurred significant losses from inception and as at February 28, 2018 the Company had a deficit of $5,813,421 (May 31, 2017 - $5,690,261), and has a working capital deficiency of $153,845 as at February 28, 2018 (May 31, 2017 – deficiency of $158,802).

The ability of the Company to continue as a going concern is in doubt and is dependent upon the continued financial support from its directors and its ability to continue to raise sufficient financing. Management is seeking equity financing and joint venture opportunities, the outcome of which cannot be predicted at this time. 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. These financial statements do not reflect the adjustments or reclassifications which would be necessary if the Company were unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

These interim consolidated financial statements for period ended February 28, 2018 were authorized for issue by the Board of Directors of the Company on April 26, 2018.

Statement of compliance

These interim consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), and are in compliance with IAS 34 *Interim Financial Reporting* as required under Part 3 of National Instrument 52-107.

Basis of consolidation

These interim consolidated financial statements include the accounts of the Company and its controlled entities and have been prepared on a historical cost basis, with the exception of certain financial instruments measured at fair value. All inter-company transactions and balances have been eliminated on consolidation.

Financial instruments

The Company recognizes financial assets and financial liabilities when the Company becomes a party to a contract. Financial assets and financial liabilities, with the exception of financial assets classified as at fair value through profit or loss, are measured at fair value plus transaction costs on initial recognition. Financial assets at fair value through profit or loss are measured at fair value on initial recognition and transaction costs are expensed when incurred.

Measurement in subsequent periods depends on the classification of the financial instrument:

At fair value through profit or loss ("FVTPL") - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are measured at fair value with changes in fair value recognized in the Company's consolidated statements of comprehensive loss for the year. Cash is classified as FVTPL.

Held to maturity investments – Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. The Company has no financial assets classified as held-to-maturity investments.

Available for sale investments – Available for sale financial assets are non-derivative financial assets that are designated as available for sale or are not suitable to be classified as FVTPL, loans and receivables, or held-to-maturity investments and are subsequently measured at fair value. Unrealized gains and losses are recognized in other comprehensive loss, except for impairment losses and foreign exchange gains and losses on monetary financial assets, which are recognized in comprehensive loss. The Company has no financial assets classified as available for sale.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are measured at amortized cost less impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Amounts receivables are classified as loans and receivable.

Other financial liabilities - This category includes financial liabilities that are not classified as FVTPL. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method. Accounts payable and accrued liabilities, and the debentures are classified as other financial instruments.

Foreign Currency Translation

(i) *Presentation and functional currency*

The Company's functional and presentation currency is the Canadian dollar. Functional currency is also determined for each of the Company's subsidiaries, and items included in the financial statements of the subsidiary are measured using that functional currency. The Canadian dollar is the functional currency of the Company's Kenyan subsidiary, while Mexican Peso is the functional currency for the Mexican subsidiary.

(ii) *Foreign currency transactions*

Transactions in currencies other than the functional currencies are recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statement of financial position.

Gains and losses arising on foreign currency translations are included in the Company's consolidated statements of comprehensive loss.

Exploration and evaluation assets

Acquired properties are recognized at cost, or if acquired as part of a business combination, at fair value at the date of acquisition. All costs directly related to exploration activities are capitalized once the Company has obtained the legal right to explore. Acquisition costs include cash consideration and the fair value of common shares, issued for exploration and evaluation assets. Exploration expenditures, net of recoveries, are capitalized as incurred. After a property is determined by management to be commercially feasible, acquisition costs and their related deferred exploration expenditures on the property will be transferred to mineral properties under development. Prior to transfer the assets will be tested for impairment.

Exploration and evaluation assets acquired under an option agreement where payments are made at the sole discretion of the Company, are capitalized at the time of payment. Option payments received are treated as a reduction of the carrying value of the related acquisition cost for the exploration and evaluation assets until the payments are in excess of acquisition costs, at which time they are then recognized in profit or loss in the Company's consolidated statements of comprehensive income or loss. Option payments are at the discretion of the optionor and, accordingly, are accounted for when receipt is reasonably assured.

The Company has farm-out arrangements with a third party on its exploration property. The Company does not record any expenditure made by the farmee on its account. It also does not recognize any gain or loss on its exploration and evaluation farm-out arrangement but predesignates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained. Any cash consideration received directly from the farmee is credited against costs previously capitalized in relation to the whole interest with any excess accounted for by the farmor as a gain on disposal.

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, the sale of the respective areas of interest.

Decommissioning liability

The Company is required to recognize a liability when a legal or constructive obligation exists to dismantle, remove or restore its assets, including any obligation to rehabilitate environmental damage on its exploration and evaluation assets. As of February 28, 2018, and May 31, 2017, the Company has not incurred any such obligations.

Impairment of long-lived assets

At each reporting date, the carrying amounts of the Company's assets, including exploration and evaluation assets are reviewed to determine whether there is an indication that those assets are impaired. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted at a rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the consolidated statement of comprehensive loss. For the purposes of assessing for indications of impairment and impairment testing, assets that do not have largely independent cash inflows are grouped into cash generating units. Cash generating units are the smallest identifiable groups of assets having independent cash inflows.

An impairment loss, excluding those recognized on goodwill, 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 previously been recognized.

Income or Loss per share

The Company presents basic and diluted income or loss per share data for its common shares, calculated by dividing the income or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted income or loss per share is determined by adjusting the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. All the share options and share purchase warrants were anti-dilutive as of February 28, 2018 and May 31, 2017.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is recognized, using the asset and liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Critical accounting estimates and judgments

The preparation of the consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenues and expenses. The preparation of the consolidated financial statements also requires management to make judgments aside from those that involve estimates, in the process of applying the accounting policies. These judgments can have an effect on the amounts recognized in the financial statements.

Critical accounting estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively from the period in which the estimates are revised. The following are the key uncertainties related to estimates that have a significant risk of resulting in a material adjustment within the next financial year and to judgments that have the most significant effect on the amounts recognized and disclosed in the interim consolidated financial statements.

Impairment of non-financial assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

Critical judgments used in applying accounting policies

Exploration and evaluation assets

Management is required to apply judgment in determining whether technical feasibility and commercial viability can be demonstrated for its mineral properties under exploration. Once technical feasibility and commercial viability of a property can be demonstrated, it is reclassified from exploration and evaluation assets and subject to different accounting treatment.

As at February 28, 2018 and May 31, 2017 management had determined that no reclassification of exploration and evaluation assets was required.

Income taxes

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.

Accounting standards issued but not yet effective

The following new or amended accounting standards have been issued by the IASB for periods beginning on or after June 1, 2017. These new or amended standards are not yet effective, and the Company has not completed its assessment of their impact on its consolidated financial statements.

(Expressed in Canadian Dollars)

(i) IFRS 9 Financial Instruments;
(ii) IFRS 15 Revenue from Contracts with Customers; and
(iii) IFRS 16 Leases.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of equity as well as its cash. In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets. The Company's investment policy is to invest its cash in highly liquid investments which are readily convertible into cash with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. The Company expects that its current capital resources will not be sufficient to carry out its exploration and evaluation plans and operations through its next fiscal year. The Company is planning to use equity financing to support ongoing operations; however, there is no assurance that additional funding and/or suitable joint venture agreements will be obtained. There were no changes in the Company's approach to capital management during the period. The Company has no externally imposed capital requirements.

4. FINANCIAL INSTRUMENTS

Fair Value

Fair value estimates are made at the reporting period end date, based on relevant market information. Estimated fair value amounts are designed to approximate amounts at which financial instruments could be exchanged in a current transaction between willing parties who are under no compulsion to act.

The Company uses a fair value hierarchy to categorize the inputs used in valuation techniques to measure fair value of financial instruments. The classifications are as follows: the use of quoted market prices for identical assets or liabilities (Level 1), internal models using observable market information as inputs (Level 2) and internal models without observable market information as inputs (Level 3). The Company had no Level 2 or Level 3 financial instruments at February 28, 2018 and May 31, 2017, and there have been no transfers between levels.

The following is an analysis of the Company's financial assets measured at fair value as at February 28, 2018 and May 31, 2017:

		February 28, 2018	
	Level 1	Level 2	Level 3
Cash	$ 156,595	$ -	$ -

		May 31, 2017 (Note 13)	
	Level 1	Level 2	Level 3
Cash	$ 20,610	$ -	$ -

Financial Risk Management

The Company's financial instruments potentially expose it to a variety of risks, including credit risk, foreign exchange risk (currency), liquidity and interest rate risk.

(Expressed in Canadian Dollars)

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and amounts receivable. The Company deposits the majority of its cash with high credit quality financial institutions in Canada reducing the credit risk. Amounts receivable consist of refundable tax credits and therefore credit risk is minimal.

Currency risk

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. Certain assets and liabilities of the Company are denominated in Kenyan Shilling and Mexican Peso, and are therefore subject to fluctuation against the Canadian dollar. Currency risk is considered to be minimal.

The Canadian dollar equivalent of financial instruments denominated in foreign currency as at February 28, 2018 and May 31, 2017 is as follows:

		February 28, 2018		**May 31, 2017 (Note 13)**
Cash	$	17,495	$	538
Accounts payable		(96,005)		-
	$	(78,510)	$	538

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature, maturity, and fixed interest rate on debentures.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances. The Company's expected source of cash flow in the upcoming year is anticipated to be through equity financing and future loan facilities, and potential joint venture agreements. Cash on hand at February 28, 2018 is insufficient to fund the Company's operational needs for the next 12 months. Liquidity risk is assessed as high.

5. EXPLORATION AND EVALUATION ASSETS

Kakamega Properties, Kenya:

The Company has applied for and was granted an Exclusive Prospecting License ("EPL") to cover the former Rosterman Mine and surrounding areas in Kenya. In addition, the Company has two other licenses in the immediate area. The licenses are currently awaiting renewal by Kenyan authorities.

In order to maintain the licenses, the Company is required to incur a minimum of Kenya Shillings ("KES") 5,000,000 (Canadian $60,000) in exploration expenditures per year for each license. The Company is also obligated to pay KES 10,000 (Canadian $120) for all areas operated under pilot mining.

On April 20, 2011, the Company entered into an option and joint venture agreement with Aviva Corporation Ltd. ("Aviva").

On July 23, 2012, it was announced that African Barrick Gold plc ("ABG"), a subsidiary of Barrick Gold Corporation, purchased all of Aviva's Kenyan gold and base metals assets, which includes the option and joint venture agreement with the Company. The purchase required the approval of Aviva's shareholders and the Kenyan Competition authority, which was obtained.

On November 27, 2014, ABG announced that it had changed its name to Acacia Mining plc. ("Acacia").

Under the terms of the agreement, Acacia has the right to earn at least a 75% interest in the Kakamega Property. The agreement is subject to due diligence and the Company obtaining approval of the agreement from the Commissioner of Mines and Geology of Kenya. The agreement became effective on July 21, 2011, when these two conditions had been fulfilled (the "Effective Date").

To earn a 51% interest in the property, Acacia must:

- Incur a minimum of US$100,000 in exploration expenditures on the property within 12 months of the effective date (completed);
- Make a US$100,000 cash payment to the Company within 15 days of date that the initial US$100,000 exploration expenditures are ratified (received June 30, 2012); and
- Incur a further US$500,000 in exploration expenditures on the properties within 24 months of date that the initial US$100,000 exploration expenditures are ratified (completed).

Once Acacia had exercised their option to earn a 51% interest in the Kakamega Property, a joint venture may be formed at the discretion of the parties who will hold the licenses. Should this election be adopted, all revenues, costs, assets and liabilities arising from the joint venture will be shared by the Company and Acacia in accordance with their percentage interests in the property.

Should the 51% election be earned, to earn an additional 24% interest in the Kakamega Property, Acacia must:

- Incur an additional US$1,000,000 in exploration expenditures on the property within 24 months of earning a 51% interest (completed).

Once Acacia has obtained a 75% interest, the Company may elect to participate as to its 25% share of all revenues, costs, assets and liabilities arising from the election to joint venture or, alternatively, elect to dilute their interest to 10% after which Acacia may convert the Company's interest in the property to a 3% net smelter royalty ("NSR").

On January 26, 2017, the Company elected to dilute their participation interest to 14% under the Option and Joint Venture agreement, giving Acacia Mining an 86% interest in the Kakamega Properties.

Tabasquena Property, Mexico:

On July 20, 2017, Advance Gold S.A. de C.V. ("Advance Mexico"), a wholly owned subsidiary of the Company, entered into an agreement with Hot Spring Mining S.A. de C.V. ("Hot Spring Mining") to acquire the Tabasquena Silver Mine in Zacatecas, Mexico ("Mining Concessions"). The Company issued 1,000,000 common shares to Hot Spring Mining in exchange for 100% interest in the Mining Concessions.

Hot Spring Mining will retain a 2.5% NSR of which the Company has the right to purchase a maximum of 1.5% NSR at $500,000 per each 0.5% NSR. In addition, two partners of Hot Spring Mining will become consultants of the Company for a minimum period of 16 months at $2,000 per month each starting in October 2017.

(Expressed in Canadian Dollars)

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are comprised of the following:

		February 28, 2018		May 31, 2017 (Note 13)
Trade payables	$	1,856	$	-
Accrued liabilities		18,471		43,993
Due to related parties (Note 9)		253,741		105,273
	$	274,068	$	149,266

7. SHARE CAPITAL

(a) Authorized Share Capital

Unlimited number of common shares without par value.
Unlimited number of preferred shares without par value.

(b) Issued Share Capital

Share Issuances:

On May 13, 2016, the Company closed a non-brokered private placement of 980,000 shares at $0.05 per unit for gross proceeds of $49,000 to a director of the Company. The Company incurred share issue costs of $3,012 in connection with this financing.

On February 28, 2017, the Company closed a non-brokered private placement of 1,813,332 shares at $0.075 per unit for gross proceeds of $136,000. A director and an officer of the Company both participated in the private placement, having purchased an aggregate of 960,000 common shares. The Company incurred share issue costs of $3,463 in connection with this financing.

On October 2, 2017, 1,000,000 common shares, which are subject to a statutory four-month hold period, were issued in favour of Hot Spring Mining, at $0.08 per share, for a total consideration of $80,000.

On February 5, 2018, the Company closed a non-brokered private placement of 3,166,667 shares at $0.06 per unit for gross proceeds of $190,000. Each Unit is comprised of one common share of the Company and one non-transferable share purchase warrant. Each share warrant entitles the holder to purchase an additional common share at a price of $0.08 per share until February 7, 2020, subject to accelerated expiry in certain circumstances. An officer of the Company participated in the private placement, having purchased 850,000 common shares. The Company incurred share issue costs of $3,714 in connection with this financing.

(c) Stock Options

The Company has a stock option plan ("the Plan") whereby the aggregate number of common shares reserved for issuance pursuant to the Plan and any other share compensation arrangement granted or made available by the Company from time to time shall not exceed in aggregate 667,516 common shares (the "Option Plan Shares"), which represents 20% of the Company's common shares issued and outstanding on the date of adoption of the 2008 Plan by the Board of Directors, after the five old for one new share consolidation which was effective on December 1, 2014.

(Expressed in Canadian Dollars)

Any options granted pursuant to the Plan will terminate within 30 days of the option holder ceasing to act as an Eligible Person pursuant to and as defined in the Plan, unless such cessation is on account of death, disability or termination of employment with cause. If such cessation is on account of disability or death, the options terminate on the first anniversary of such cessation, and if it is on account of termination of employment with cause, the options terminate immediately. The Plan also provides for adjustments to outstanding options in the event of any consolidation, subdivision, conversion or exchange of the Company's shares.

At the Annual General Meeting, held on December 11, 2017, shareholders approved to adopt a 10% Rolling Stock Option Plan ("the Plan") whereby the aggregate number of common shares reserved for issuance pursuant to the Plan and any other share compensation arrangement granted or made available by the Company from time to time shall not exceed in aggregate 10% of the total number of issued and outstanding Common Shares (the "Option Plan Shares"). The number of Option Plan Shares shall be increased or decreased from time to time as required if more or less Option Plan Shares are required to be issued due to any reorganization of the share capital of the Company. The term of any options granted under the Plan will be fixed by the Board of Directors and may not exceed ten years. The exercise price of options granted under the Plan will be determined by the Board of Directors, provided that it is not less than the lowest price permitted by the Exchange.

A summary of stock option activity for the nine months ended February 28, 2018 and year ended May 31, 2017 is as follows:

	February 28, 2018		**May 31, 2017 (Note 13)**	
	Number Outstanding	**Weighted Average Exercise Price**	**Number Outstanding**	**Weighted Average Exercise Price**
Outstanding, beginning	575,000	$ 0.43	625,000	$ 0.43
Cancelled/Expired	(435,000)	-	(50,000)	-
Outstanding, ending	140,000	$ 0.25	575,000	$ 0.43

As at February 28, 2018, the Company had stock options outstanding to acquire common shares of the Company as follows:

Expiry Date	**Options Outstanding**	**Options Exercisable**	**Exercise Price**	**Remaining Contractual Life(In Years)**
September 18, 2018	140,000	140,000	$ 0.25	0.55

(d) Warrants

As at February 28, 2018 the Company had outstanding share purchase warrants exercisable to acquire common shares of the Company as follows:

Expiry Date	**Warrants Outstanding**	**Weighted Average Exercise Price**	**Weighted Average Remaining Contractual Life (In Years)**
February 07, 2020	3,166,667	$ 0.08	1.94

(e) Reserves

Stock option reserve

The stock option reserve records items recognized as stock-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

Warrant reserve

The warrant reserve records the proceeds allocated to warrants on the issuance of units in private placements until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital.

(Expressed in Canadian Dollars)

8. DEBENTURES

The debentures bear interest at 10% per annum, are unsecured and are due on demand.

		Feb 28, 2017	May 31, 2017 (Note 13)
Opening balance	$	34,216	61,995
Accrued interest		2,623	5,595
Redemption of debenture		-	(33,374)
	$	36,839	34,216

9. RELATED PARTY TRANSACTIONS

(a) Related party balances

Trade payables and accrued liabilities includes $105,274 (May 31, 2017 - $136,607) payable to a director of the Company and a company controlled by the director of the Company. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment. Also included is $64,289 (May 31, 2017 - $nil) payable to an officer of the Company.

Further, $84,178 (May 31, 2017 - $nil) is owed to directors of Hot Spring Mining.

(b) Related party transactions

During the quarter ended February 28, 2018, $15,000 of management fees was paid to the CEO of the company. A further $1,390 (2017 - $nil) was paid to the CFO of the Company as consulting fees.

10. COMMITMENTS

The Company has a management services agreement with a director and an officer of the Company requiring payments of $5,000 per month.

The Company has an agreement with directors of Hot Spring Mining requiring payments of $4,000 per month in consulting fees.

The Company shares its premise with other companies and is allocated its proportion of the annual rent.

11. SEGMENTED INFORMATION

The Company's operations are all conducted in one industry segment, the exploration and development of exploration and evaluation assets. The Company's exploration and evaluation assets are located in Kenya and Mexico.

(Expressed in Canadian Dollars)

12. INCOME TAXES

A reconciliation of the statutory tax rate to the effective rate for the Company is as follows:

		February 28, 2018		May 31, 2017
Statutory tax rate		25.50%		26%
Comprehensive loss for the period	$	(123,160)	$	(84,698)
Expected income tax recovery		(31,406)		(22,021)
Non-deductible expenses and other		-		934
Share issuance cost		(494)		(961)
Effect of foreign tax rates and tax rate changes		-		(730)
Effect of deductible temporary differences not recognized		31,900		22,778
Income tax recovery	$	-	$	-

Significant components of the Company's deferred tax assets as of February 28, 2018 and May 31, 2017 are as follows:

		February 28, 2017		May 31, 2017
Deferred income tax assets :				
Equipment	$	14	$	18
Exploration and evaluation assets		243,522		294,430
Non-capital losses carry forwards		1,244,123		1,192,475
Share-issue costs		1,037		1,642
		1,488,696		1,488,565
Unrecognized deferred income tax assets		(1,488,696)		(1,488,565)
Deferred income tax assets	$	-	$	-

As at February 28, 2018, the Company has Canadian non-capital losses of $2,661,448 which expire in various years to 2038, as follows:

Expiry Date		Amount
2026	$	61,087
2027		170,664
2028		148,223
2029		301,527
2030		284,640
2031		189,826
2032		246,562
2033		185,008
2034		276,045
2035		249,156
2036		149,171
2037		196,998
2038		202,541
	$	2,661,448

The Company has Canadian cumulative foreign resource expenditures of $1,032,418 available to reduce future taxable income. These expenses have no expiration date.

13. COMPARATIVE FIGURES

The comparative figures disclosed as at May 31, 2017 in these interim unaudited financial statements were subject to an audit engagement.

14. SUBSEQUENT EVENT

On April 9, 2018, Advance Gold S.A. de C.V. ("Advance Mexico"), a wholly owned subsidiary of the Company entered into an agreement with Hot Spring Mining, S.A. de C.V. ("Hot Spring Mining") to acquire its 100% interest in the mining concession Venaditas in Zacatecas, Mexico. Terms of the agreement, subject to TSX approval, include the issuance of 1,000,000 (one million) common shares of Advance Gold Corp. in exchange for 100% interest in the Mining Concession.

Hot Spring Mining will retain a 2.5% NSR of which the Company has the right to purchase a maximum of 1.5% NSR at $500,000 per each 0.5% NSR. In addition, two partners of Hot Spring Mining will become consultants of the Company for a minimum period of 16 months at $2,000 per month each starting in January 2018.