



RUGBY MINING LIMITED

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the nine months ended November 30, 2017 and 2016
(Expressed in Canadian Dollars)

Unaudited – Prepared by Management

RUGBY MINING LIMITED

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited 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 financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Vancouver, Canada

January 25, 2018

RUGBY MINING LIMITED
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(UNAUDITED)

		November 30, 2017	February 28, 2017
Assets			
Current			
Cash and cash equivalents	\$	779,693	\$ 1,484,044
Amounts receivable and prepaids		37,686	46,723
		817,379	1,530,767
Mineral properties	(Note 3)	150,675	156,675
	\$	968,054	\$ 1,687,442
Liabilities			
Current			
Accounts payable and accrued liabilities	\$	80,088	\$ 109,041
Due to related parties (Note 7)		10,416	38,210
		90,504	147,251
Shareholders' Equity			
Share capital	(Note 4)	19,386,592	18,757,592
Contributed surplus		6,170,564	5,940,880
Deficit		(24,635,679)	(23,088,724)
Accumulated other comprehensive income		(43,927)	(69,557)
		877,550	1,540,191
	\$	968,054	\$ 1,687,442

Nature of Operations and Going Concern (Note 1)
Basis of preparation (Note 2)

Approved on behalf of the Board:

Yale Simpson
..... Director

Bryce Roxburgh
..... Director

RUGBY MINING LIMITED
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(UNAUDITED)

	Three Months ended November 30,		Nine Months ended November 30,	
	2017	2016	2017	2016
Income				
Interest income	\$ 4,101	\$ 6,052	\$ 8,809	\$ 11,342
Expenses				
Accounting, audit and professional fees	25,206	26,941	79,409	80,253
Administrative (Note 5)	221,385	206,477	514,635	506,537
Bank charges	1,916	2,581	5,228	5,620
Directors' fees (Note 5)	22,425	40,991	77,533	126,944
Foreign exchange (gain) or loss	(789)	1,204	1,396	(2,488)
Insurance	8,100	7,852	24,781	24,842
Project evaluation (Notes 3 and 5)	324,993	222,508	812,132	362,396
Shareholder communications	39	1,026	12,029	6,066
Stock exchange and filing fees	-	1,150	9,723	19,287
Transfer agent	2,125	2,496	4,014	5,487
Travel	4,663	11,576	14,884	25,963
	610,063	524,802	1,555,764	1,160,907
Net loss for the period	605,962	518,750	1,546,955	1,149,565
Other comprehensive (gain) or loss	(25,156)	(10,410)	(25,630)	7,278
Comprehensive loss for the period	\$ 580,806	\$ 508,340	\$ 1,521,325	\$ 1,156,843
Basic & diluted loss per common share from loss for the period	\$ 0.01	0.01	\$ 0.02	\$ 0.02
Weighted average number of common shares outstanding	69,470,229	63,876,944	66,238,415	58,743,303

RUGBY MINING LIMITED
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

For the nine months ended,	November 30, 2017	November 30, 2016
Operating Activities		
Net loss for the period	\$ (1,546,955)	\$ (1,149,565)
Items not requiring an outlay of cash:		
Share based payments (Note 5)	229,684	268,516
	(1,317,271)	(881,049)
Changes in non-cash working capital		
Amounts receivable and prepaids	9,037	(63,182)
Accounts payable and accrued liabilities	(28,953)	(5,114)
Due to related parties	(27,794)	(78,157)
Cash used in operating activities	(1,364,981)	(1,027,502)
Investing Activity		
Mineral property acquisition costs	\$ -	\$ (66,075)
Cash used in investing activity	-	(66,075)
Financing Activities		
Shares issued for cash	629,000	2,770,000
Share issue costs	-	(49,770)
Cash flows from financing activities	629,000	2,720,230
Effect of foreign exchange rate change on cash	31,630	(16,798)
Net increase (decrease) in cash and cash equivalents	(704,351)	1,609,855
Cash and cash equivalents - beginning of period	1,484,044	505,854
Cash and cash equivalents - end of period	\$ 779,693	\$ 2,115,709

RUGBY MINING LIMITED
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(UNAUDITED)

	Issued Share Capital		Contributed Surplus	Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Number of Shares	Amount				
Balance at February 29, 2016	54,422,500	\$ 15,907,362	\$ 5,607,930	\$ (21,190,296)	\$ (66,100)	\$ 258,896
- Equity Financing	9,000,000	2,700,000	-	-	-	2,700,000
- Warrants exercised	700,000	70,000	-	-	-	70,000
- Share issue costs	-	(49,770)	-	-	-	(49,770)
- Share-based payments recognized	-	-	268,516	-	-	268,516
- Other comprehensive loss	-	-	-	-	(7,278)	(7,278)
- Net loss for the period	-	-	-	(1,149,565)	-	(1,149,565)
Balance at November 30, 2016	64,122,500	\$ 18,627,592	\$ 5,876,446	\$ (22,339,861)	\$ (73,378)	\$ 2,090,799
- Shares for debt	433,333	130,000	-	-	-	130,000
- Share-based payments recognized	-	-	64,434	-	-	64,434
- Other comprehensive loss	-	-	-	-	3,821	3,821
- Net loss for the period	-	-	-	(748,863)	-	(748,863)
Balance at February 28, 2017	64,555,833	\$ 18,757,592	\$ 5,940,880	\$ (23,088,724)	\$ (69,557)	\$ 1,540,191
- Warrants exercised	5,600,000	616,000	-	-	-	616,000
- Options exercised	190,000	13,000	-	-	-	13,000
- Share-based payments recognized	-	-	229,684	-	-	229,684
- Other comprehensive loss	-	-	-	-	25,630	25,630
- Net loss for the period	-	-	-	(1,546,955)	-	(1,546,955)
Balance at November 30, 2017	70,345,833	\$ 19,386,592	\$ 6,170,564	\$ (24,635,679)	\$ (43,927)	\$ 877,550

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

1. Nature of Operations and Going Concern

Rugby Mining Limited (“Rugby” or the “Company”) is an exploration stage company incorporated under the laws of British Columbia, Canada and together with its subsidiaries, it is engaged in the acquisition and exploration of mineral properties located in Australia, Colombia and the Philippines.

The Company is in the exploration stage with its various mineral properties. The continued operations of the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of such properties, and the profitable production from or disposition of such properties.

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Several adverse conditions and material uncertainties may cast significant doubt upon the validity of this assumption. The Company has no source of operating revenue, is unable to self-finance operations, and has significant cash requirements to maintain its mineral interests (Note 3) and overhead requirements. The Company has incurred operating losses since inception. As at November 30, 2017, the Company had an accumulated deficit of \$24,635,679 (February 28, 2017 - \$23,088,724) and working capital of \$726,875 (February 28, 2017 - \$1,383,516). In addition, if the Company is to advance or develop its projects, it will be necessary to obtain additional financing. Although management has been successful in the past in raising capital, there are no assurances that the company will be successful raising capital in the future. The Company plans to do additional equity raising in order to obtain funding required to meet on-going expenditures during the fiscal year.

If the going concern assumption was not appropriate for these interim financial statements then adjustments would be necessary to the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used, and such adjustments would be material.

The Company has its primary listing on the Toronto Stock Exchange Venture (the “TSX-V”). The Company’s head office is located at 1660 - 999 West Hastings Street, Vancouver, BC, Canada, V6C 2W2.

2. Basis of Preparation

These condensed interim consolidated financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board applicable to the preparation of the interim financial statements, including International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. Accordingly, the accounting policies followed by the Company are set out in Note 4 of the audited consolidated financial statements for the year ended February 28, 2017, and have been consistently followed in the preparation of these condensed interim consolidated financial statements. These condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements. These condensed interim consolidated financial statements were approved and authorized by the Audit Committee of the Board of Directors for issue on January 25, 2018.

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

3. Mineral Properties – Acquisition and Exploration Costs

a) Acquisition Costs – Colombia Properties

Cost

As at February 29, 2016	\$	81,400
Additions		66,075
Effect of movements in exchange rates		9,200
Balance as at February 28, 2017	\$	156,675

As at March 1, 2017	\$	156,675
Effect of movements in exchange rates		(6,000)
Balance as at November 30, 2017	\$	150,675

b) Exploration Costs

The tables below show the Company's exploration and evaluation expenditures for the nine month periods ended November 30, 2017 and 2016.

Nine Months ended November 30, 2017

	Generative & Otways	Cobrasco	Comita	Mabuhay	Colombia Gold and El Poma	Total
Assays	\$ 2,628	\$ -	\$ -	\$ -	\$ -	\$ 2,628
Field camp	25,005	44,969	3,519	5,525	-	79,018
Geological*	12,428	54,344	5,413	-	143,018	215,203
Legal	-	6,145	993	5,091	18,926	31,155
Office operations	5,506	9,756	3,800	-	47,901	66,963
Tenement fees and option payments	1,257	-	-	-	118,693	119,950
Travel	24,591	41,582	-	4,775	30,147	101,095
Wages and benefits	21,633	78,751	-	16,985	78,751	196,120
Exploration and evaluation costs	\$ 93,048	\$ 235,547	\$ 13,725	\$ 32,376	\$ 437,436	\$ 812,132

* Includes share based compensation as reflected below:

Nine Months ended November 30, 2017

	Generative & Otways	Cobrasco	Comita	Mabuhay	Colombia Gold and El Poma	Total
Geological	\$ -	\$ -	\$ -	\$ -	\$ 32,813	\$ 29,691
Total	\$ -	\$ -	\$ -	\$ -	\$ 32,813	\$ 29,691

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

3. Mineral Properties – Acquisition and Exploration Costs (Continued)

Nine Months ended November 30, 2016						
	Generative & Other	Cobrasco	Comita	Mabuhay	Colombia Gold and El Poma	Total
Assays	\$ 1,226	\$ -	\$ -	\$ -	\$ -	\$ 1,226
Field camp	60,164	19,011	-	4,334	26,613	110,122
Geological*	36,911	25,410	29,542	3,199	139,826	234,888
Legal	1,855	4,270	1,614	5,422	2,162	15,323
Office operations	9,173	981	216	229	9,070	19,669
Travel	50,236	15,713	193	12,128	28,688	106,958
Wages and benefits	803	-	1,146	16,462	-	18,411
Government refunds	(144,201)	-	-	-	-	(144,201)
Exploration and evaluation costs	\$ 16,167	\$ 65,385	\$ 32,711	\$ 41,774	\$ 206,359	\$ 362,396

* Includes share based compensation as reflected below:

Nine Months ended November 30, 2016						
	Generative & Other	Cobrasco	Comita	Mabuhay	Colombia Gold and El Poma	Total
Geological	\$ -	\$ -	\$ -	\$ -	\$ 19,387	\$ 19,387
Total	\$ -	\$ -	\$ -	\$ -	\$ 19,387	\$ 19,387

Cobrasco Porphyry Copper Gold Project, Colombia

The Cobrasco concession, which is subject to a 1% net smelter royalty (“NSR”), was acquired in April 2013.

Comita Porphyry Copper Project, Colombia

On October 12, 2010, the Company announced it had entered into an option agreement over Comita (the “Comita Agreement”), granting the Company the right to earn up to a 60% indirect interest in the project. The Comita Agreement provides that the mineral title at Comita will be transferred to a new Colombian entity (“Newco”) and grants the Company the right to earn an initial 40% interest in Newco upon completion of certain exploration activities and incurring expenditure commitments, with a further option to earn an additional 20% interest, for a total interest of 60% in Newco.

On May 6, 2014, the Company along with the Comita concession holder, amended the Comita Agreement such that the dates to meet the expenditure and drilling requirements have been extended. In order to earn its interest in Newco, the Company will have to renegotiate the terms of the amended Comita Agreement listed below. In the event that it is unable to renegotiate the terms of the agreement, it will lose its rights to Comita. Under the amended Comita Agreement, the Company can earn the 60% interest in Newco (an effective 60% indirect interest in the Comita project) if it completes the obligations set out in the two options as follows:

Option 1: The Company has until October 20, 2018 to acquire an indirect 40% interest in the Comita project by incurring US\$10.0 million in exploration expenditures which include at least 10,000 m of drilling as follows:

- (i) US\$250,000 on or before October 21, 2011, the first anniversary date of the agreement (incurred).

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

3. Mineral Properties – Acquisition and Exploration Costs (Continued)

(ii) Thereafter the Company has the option, but not the obligation to incur US\$9.75 million with minimum annual expenditures of US\$250,000 (minimum yearly expenditure requirements have been met to date) until such time as the Comita project is removed from the forestry reserve, following which the minimum annual expenditure increases to US\$1.0 million.

Excess expenditure in any given year may be carried forward to the next year, however such carry forward is limited to US\$1.0 million at the end of Option 1. Upon incurring the expenditures set out above, the Company is required to provide the title holder with notice that it has met the requirements to acquire the initial 40% interest in Newco following which the title holder has 90 days to elect to resume management of the Comita project. In the event that the title holder elects to resume management of the Comita project, a joint venture will be formed and dilution provisions will apply. Should the title holder elect not to resume management of the Comita project, the Company will be granted a second option to acquire a further 20% interest in Newco as set out below:

Option 2: Upon the Company being granted the second option it will have 3 years to acquire an additional 20% interest in Newco for a total 60% indirect interest in the project by incurring an additional US\$15.0 million in expenditures, including 20,000 m of drilling with minimum annual expenditures of US\$1.0 million on or before October 20, 2021.

The Otways Project, Australia

On June 1, 2016, Rugby announced that it had acquired, for a nominal cash consideration plus a 2% NSR, two mineral property concession applications which cover prospective areas for copper and gold mineralization in the NW of Western Australia. The Otways concession applications were granted in July 2017 and now comprises two contiguous exploration licences covering 134 square kilometres. Rugby owns 100% interest in Otways, subject to a 2% NSR to the vendors.

Colombia Gold Projects

a) The El Poma Project and Regional Applications, Colombia

On June 1, 2016, Rugby announced that it had acquired an extensive portfolio of both granted exploration concessions and applications in Colombia together with an extensive geological database.

Under the terms of the agreement, Rugby acquired 100% of the rights to the portfolio of mineral properties and geological database for nominal cash consideration.

b) The San Antonio Gold Project, Colombia

On October 19, 2016 the Company announced that it had entered into an option agreement with a private Colombian company to earn a 100% interest, subject to a 1% NSR in the San Antonio Gold Project in Colombia (“San Antonio”).

Pursuant to the option agreement over San Antonio, at its election, the Company is required to make the following payments:

- (i) US\$20,000 by June 9, 2017 (paid);
- (ii) US\$40,000 by December 9, 2017 (paid subsequent to November 30, 2017);
- (iii) US\$80,000 by December 9, 2018;
- (iv) US\$140,000 by December 9, 2019;
- (v) US\$200,000 by December 9, 2020;
- (vi) A final payment of \$250,000 by December 9, 2021 for an aggregate of US\$750,000 to exercise the option and earn 90% of San Antonio.

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

3. Mineral Properties – Acquisition and Exploration Costs (Continued)

Rugby will then have an additional option to acquire the remaining 10% interest in San Antonio by paying US\$1,000,000 in staged payments over two years for a total 100% interest. Rugby also has a right of first refusal to purchase the vendor's 1% NSR interest.

Mabuhay Gold Project, Philippines

On October 5, 2010, the Company announced it had entered into agreements with Pelican Resources Limited ("Pelican"), an ASX listed company, and All-Acacia Resources Inc. ("All-Acacia"), a Philippine company over the Mabuhay project in the Philippines. The agreement with Pelican and its Philippine subsidiary, SunPacific Resources Philippines, Inc. ("SunPacific"), together with the agreement with All-Acacia (collectively, the "Mabuhay Agreement") grant the Company the right and option ("Mabuhay Option") to earn an 80% interest in the Mabuhay project. Pursuant to the terms of the Mabuhay Agreement, the Company paid signature fees totaling US\$70,000.

In April 2016, the Company purchased all of Pelican and Sun Pacific's residual interest in Mabuhay for A\$10,000 and consequently, they have no remaining interest in Mabuhay.

As a result of a Philippine government moratorium on the granting of new Mineral Production Sharing Agreements ("MPSA") pending legislation enacting a revised revenue sharing scheme, the Company along with All-Acacia signed an amended Mabuhay Agreement (the "Amended Mabuhay Agreement") to allow for the conversion of the MPSA Application to an Exploration Permit Application ("EPA") as it is anticipated that an Exploration Permit ("EP") will be granted by the Philippine government earlier than an MPSA. An EP would allow the Company to conduct drilling at Mabuhay. An EPA was submitted to the government in March 2013 and all future payments as defined in the Amended Mabuhay Agreement have been deferred until the EP is approved by the federal authorities.

Under the Amended Mabuhay Agreement, in order to maintain its option, the Company is required to make staged payments totaling US\$250,000 to All-Acacia over three years from the grant date of the EP (EP not yet granted), incur staged expenditures totaling US\$4.5 million over six years from the grant date of the EP, and complete a pre-feasibility study to earn its interest and exercise its Mabuhay Option.

In the event that the Company exercises the Mabuhay Option, it will be required to make an additional US\$175,000 payment to All-Acacia within 30 days from the grant and registration with the appropriate Mines and Geosciences Bureau Regional Office of the appropriate mineral agreement (MPSA or Financial and Technical Assistance Agreement) on the property.

Upon the exercise of the Mabuhay Option, All-Acacia and the Company have agreed to form a joint venture with respect to the development of and conduct of mining operations on the property and on each anniversary date thereafter, the Company must pay an additional US\$200,000 to All-Acacia towards All-Acacia's pro-rata share of expenditures until commencement of production from the Mabuhay project.

4. Share Capital

During the nine month period ended November 30, 2017, the Company issued 5,600,000 common shares through the exercise of warrants at a price of \$0.11 per warrant for total proceeds of \$616,000. Additionally, during the same period, the Company issued 40,000 common shares at a price of \$0.10 per share and 150,000 common shares at a price of \$0.06 per share through an exercise of options for total proceeds of \$13,000.

During the nine month period ended November 30, 2016 the Company issued common shares as follows:

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

4. Share Capital (Continued)

On July 26, 2016 the Company closed a non brokered Private Placement offering and issued 9,000,000 units (the “Units”) at a price of \$0.30 per Unit for gross proceeds of \$2,700,000. Each Unit consisted of one (1) common share and one half (0.5) common share purchase warrant (a “Half Warrant”). Each full warrant (two (2) Half Warrants together) entitle the holder thereof to purchase one (1) additional common share of the Company at an exercise price of \$0.60 until expiry on July 26, 2018. The Company paid \$49,770 as finder’s fees in connection with a portion of the financing which was charged to share capital.

5. Stock Option Plan

The Company has adopted an incentive stock option plan (the “Plan”), the essential elements of which are as follows: The aggregate number of shares of the Company’s capital stock issuable pursuant to options granted under the Plan, which was approved by shareholders on November 28, 2017, may not exceed 20% of the total number of issued and outstanding shares of the Company on a non-diluted basis. At November 30, 2017 the maximum number of options issuable under the Plan was 14,011,166. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the discounted market price of the common shares (defined as the last closing market price of the Company’s common shares immediately preceding the grant date, less the maximum discount permitted by TSX-V), or such other price as may be agreed to by the Company and accepted by the TSX-V. Options granted under the Plan are generally exercisable immediately following the grant however certain options may be subject to vesting at times as determined by the directors of the Company and the TSX-V.

A summary of the changes in share options during the nine month period ended November 30, 2017 and the year ended February 28, 2017 are as follows:

	November 30 2017		February 28, 2017	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Options outstanding, beginning of period	9,475,000	\$ 0.13	7,925,000	\$ 0.12
Forfeited/expired	-	-	(400,000)	0.50
Granted	1,290,000	0.31	1,950,000	0.27
Exercised	(190,000)	0.07	-	-
Options outstanding, end of period	10,575,000	\$ 0.16	9,475,000	\$ 0.13

The following table summarizes information about the stock options outstanding and exercisable at November 30, 2017:

Outstanding Options				Exercisable Options		
Range of Prices (\$)	Number	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price
0.01 - 0.09	1,720,000	2.98	\$ 0.08	1,120,000	2.97	\$ 0.08
0.10 - 0.24	6,065,000	4.48	0.10	5,215,000	4.82	0.10
0.25 – 0.50	2,790,000	3.93	0.32	1,037,500	3.67	0.34
	10,575,000	4.09	\$ 0.16	7,372,500	4.38	\$ 0.13

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

5. Stock Option Plan (Continued)

Share-based compensation recognized during the three and nine month periods ended November 30, 2017 and 2016 has been allocated to contributed surplus as follows:

	Three months ended November 30,		Nine months ended November 30,	
	2017	2016	2017	2016
Administrative	\$ 37,658	\$ 40,275	\$ 119,338	\$ 122,185
Directors' fees	22,425	40,992	77,533	126,944
Mineral property exploration expenditures	10,303	19,387	32,813	19,387
Total	\$ 70,386	\$ 100,654	\$ 229,684	\$ 268,516

6. Warrants

During the nine month period ended November 30, 2017, the Company issued 5,600,000 common shares through the exercise of warrants at a price of \$0.11 per warrant for total proceeds of \$616,000.

At November 30, 2017, the Company had an aggregate of 6,587,500 outstanding warrants (2017 – 12,187,500) to acquire common shares as follows:

- i. 2,087,500 warrants at an exercise price of \$0.12 if exercised on or before October 15, 2018 and thereafter, until exercised, the exercise price will increase each year on October 15 by \$0.01 to a maximum price of \$0.14 until expiry on October 15, 2020; and
- ii. 4,500,000 warrants at an exercise price of \$0.60 expiring on July 26, 2018.

7. Related Party Transactions

- a) During the nine month period ended November 30, 2017, a total of \$182,928 (2016 – \$205,401) was paid or accrued for related party transactions with companies controlled by directors or officers of the Company for mineral property exploration costs, administrative support fees, rent, and consulting fees. Amounts due to directors or officers of the Company of \$10,416 at November 30, 2017 (February 28, 2017 – \$20,832) are non-interest bearing and are due on demand.

The total of \$182,928 for the nine month period ended November 30, 2017 was paid or accrued as follows \$93,744 (2016 – \$93,744) to Berenvy Pty Ltd. ("Berenvy"), a company controlled by the President & CEO of the Company for consulting fees, \$57,000 (2016 - \$80,000) to Rowen Company Limited ("Rowen"), a company controlled by the Chairman of the Company for consulting fees and \$32,184 (2016 – \$31,657) to Rogo Investments Pty Ltd., a company controlled by a director of the Company for office rental fees which are priced at commercial market prices.

- b) Until June 30, 2017, the Company shared costs of certain common expenditures including administrative support, office overhead and travel with Exeter Resource Corporation ("Exeter"). The net amount paid or accrued by the Company to Exeter during the nine month period ended November 30, 2017 was \$13,778 (2016 – \$61,564).

RUGBY MINING LIMITED
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED NOVEMBER 30, 2017 AND 2016
(UNAUDITED)

8. Executive Compensation

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel of the Company include executive officers and the board of directors.

The following compensation has been provided to key management personnel for the three and nine month periods ended November 30, 2017 and 2016:

	Nine months ended November 30,	
	2017	2016
Compensation	\$ 223,244	\$ 228,515
Share-based payments	134,251	141,422
Total	\$ 357,495	\$ 369,937

9. Segmented Information

The Company's activities are all in the one industry segment of mineral property acquisition, exploration and development. The Company's net assets and net losses by geographic regions are as follows:

November 30, 2017	Canada	Australia	Colombia	Philippines	Total
Cash and cash equivalents	\$ 675,171	\$ 29,622	\$ 56,419	\$ 18,481	\$ 779,693
Amounts receivable and prepaids	17,662	4,026	15,998	-	37,686
Mineral properties	-	-	150,675	-	150,675
	692,833	33,648	223,092	18,481	968,054
Current Liabilities	15,556	33,078	39,393	2,477	90,504
	\$ 677,277	\$ 570	\$ 183,699	\$ 16,004	\$ 877,550

Nine months ended November 30, 2017					
Mineral property exploration expenditures	\$ -	\$ 76,339	\$ 703,417	\$ 32,376	\$ 812,132
Net loss	\$ 552,516	\$ 153,771	\$ 808,116	\$ 32,552	\$ 1,546,955

February 28, 2017	Canada	Australia	Colombia	Philippines	Total
Cash and cash equivalents	\$ 1,231,472	\$ 55,969	\$ 206,355	\$ 50,913	\$ 2,115,709
Amounts receivable and prepaids	27,707	1,787	110,776	-	140,270
Mineral properties	-	-	153,475	-	153,475
	1,830,179	57,756	470,606	50,913	2,409,454
Current Liabilities	202,024	669	115,345	617	318,655
	\$ 1,628,155	\$ 57,087	\$ 355,261	\$ 50,296	\$ 2,090,799

Year Ended February 28, 2017					
Mineral property exploration expenditures	\$ -	\$ (22,039)	\$ 342,661	\$ 41,774	\$ 362,396
Net loss	\$ 620,662	\$ 24,605	\$ 462,211	\$ 42,087	\$ 1,149,565