

# NEXOPTIC TECHNOLOGY CORP.

**(formerly Elissa Resources Ltd.)**

## CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

**(Unaudited)**
**(Expressed in Canadian Dollars)**

## FOR THE THREE MONTHS ENDED MARCH 31, 2016

## NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED 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 condensed consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed consolidated interim 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.

## NEXOPTIC TECHNOLOGY CORP.

(formerly Elissa Resources Ltd.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited)
(Expressed in Canadian Dollars)
**AS AT**

| | March 31, 2016 | December 31, 2015 |
|---|---|---|
| **ASSETS** | | |
| **Current** | | |
| Cash and cash equivalents | $ 697,306 | $ 1,002,887 |
| Accounts receivable | 10,979 | 6,567 |
| Prepaid expenses and deposits (Note 13) | 5,384 | 29,289 |
| | 713,669 | 1,038,743 |
| **Deposits** (Note 9) | 33,544 | 33,544 |
| **Investment** (Note 4) | 803,000 | 610,000 |
| **Reclamation deposits** (Note 5) | 24,851 | 27,402 |
| | $ 1,575,064 | $ 1,709,689 |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| **Current** | | |
| Accounts payable and accrued liabilities (Note 7) | $ 74,225 | $ 79,115 |
| **Shareholders' equity** | | |
| Share capital (Note 6) | 7,023,659 | 6,851,659 |
| Reserve (Note 6) | 566,428 | 502,229 |
| Accumulated other comprehensive income | 599,943 | 602,464 |
| Deficit | (6,689,191) | (6,325,778) |
| | 1,500,839 | 1,630,574 |
| | $ 1,575,064 | $ 1,709,689 |

Approved and authorized by the Board on May 4, 2016

*"G.A. Armstrong"* Director *"Paul McKenzie"* Director

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

## NEXOPTIC TECHNOLOGY CORP.

(formerly Elissa Resources Ltd.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(Expressed in Canadian Dollars)
**FOR THE THREE MONTHS ENDED MARCH 31**

| | 2016 | 2015 |
|---|---|---|
| **EXPENSES** | | |
| Consulting fees | $ 9,412 | $ - |
| Insurance | 2,250 | 2,939 |
| Investor relations | 58,344 | 4,976 |
| Office and administration | 40,199 | 20,793 |
| Professional fees (Note 7) | 16,716 | 25,706 |
| Salaries (Note 7) | 38,838 | 21,916 |
| Share-based payments (Notes 6 and 7) | 64,199 | - |
| Shareholder communications and filings | 12,533 | 15,011 |
| Transaction costs (Notes 4 and 7) | 115,028 | - |
| Travel | 5,895 | 1,666 |
| Net loss for the period | (363,414) | (93,007) |
| **OTHER COMPREHENSIVE INCOME** | | |
| **Item that may be reclassified subsequently to profit or loss** | | |
| Foreign exchange gain on translating foreign operations | (2,521) | 167,349 |
| Comprehensive income (loss) for the period | $ (365,935) | $ 74,342 |
| **Basic and diluted loss per common share** | $ (0.01) | $ (0.01) |
| **Weighted average number of common shares outstanding** | 39,008,702 | 10,701,839 |

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

## NEXOPTIC TECHNOLOGY CORP.

(formerly Elissa Resources Ltd.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in Canadian Dollars)
**FOR THE THREE MONTHS ENDED MARCH 31**

| | 2016 | 2015 |
|---|---|---|
| **CASH FLOWS FROM OPERATING ACTIVITIES** | | |
| Net loss for the period | $ (363,414) | $ (93,007) |
| Non-cash items: | | |
| Share-based payments | 64,199 | - |
| Changes in non-cash working capital items: | | |
| Accounts receivable | (4,412) | 4,455 |
| Prepaid expenses and deposits | 23,750 | - |
| Accounts payable and accrued liabilities | (4,704) | (10,608) |
| | (284,581) | (99,161) |
| **CASH FLOWS FROM INVESTING ACTIVITIES** | | |
| Investment | (193,000) | (15,000) |
| | (193,000) | (15,000) |
| **CASH FLOWS FROM FINANCING ACTIVITIES** | | |
| Proceeds from exercised warrants | 172,000 | - |
| Proceeds for subsequent private placement | - | 97,000 |
| | 172,000 | 97,000 |
| **Effect of exchange rate changes on cash and cash equivalents** | - | 2,735 |
| **Change in cash and cash equivalents during the period** | (305,581) | (14,426) |
| **Cash and cash equivalents, beginning of period** | 1,002,887 | 163,825 |
| **Cash and cash equivalents, end of period** | $ 697,306 | $ 149,399 |
| **Supplementary cash flow information:** | | |
| Non-cash transactions: | | |
| Shares issued or to be issued for finder's fees | $ - | $ 10,000 |

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

**NEXOPTIC TECHNOLOGY CORP.**
(formerly Elissa Resources Ltd.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)
(Expressed in Canadian Dollars)

| | Share Capital | | | | | | |
|---|---|---|---|---|---|---|---|
| | Number | Amount | Obligation to Issue Shares | Reserve | Accumulated Other Comprehensive Income | Deficit | Total |
| **Balance, December 31, 2014** | 10,701,839 | $ 4,716,779 | $ 10,000 | $ 301,780 | $ 234,430 | $ (3,113,195) | $ 2,149,794 |
| Shares issued for finder's fees (Note 4) | 66,666 | 10,000 | (10,000) | - | - | - | 10,000 |
| Obligation to issue shares | - | - | 97,000 | - | - | - | 97,000 |
| Expiry of stock options | - | - | - | (45,996) | - | 45,996 | - |
| Net loss and comprehensive income for the period | - | - | - | - | 167,349 | (93,007) | 74,342 |
| **Balance, March 31, 2015** | 10,768,505 | 4,726,779 | 97,000 | 255,784 | 401,779 | (3,160,206) | 2,321,136 |
| Shares issued for finder's fees (Note 4) | 57,143 | 10,000 | - | - | - | - | 10,000 |
| Private placement, net of share issue costs | 27,995,801 | 2,114,880 | (97,000) | 34,310 | - | - | 2,052,190 |
| Share-based payments | - | - | - | 305,169 | - | - | 305,169 |
| Expiry of stock options | - | - | - | (93,034) | - | 139,030 | - |
| Net loss and comprehensive loss for the period | - | - | - | - | 200,685 | (3,258,605) | (3,057,920) |
| **Balance, December 31, 2015** | 38,821,449 | 6,851,659 | - | 502,229 | 602,464 | (6,325,778) | 1,630,574 |
| Shares issued for warrants exercised | 1,250,000 | 172,000 | - | - | - | - | 172,000 |
| Share-based payments | - | - | - | 64,199 | - | - | 64,199 |
| Net loss and comprehensive loss for the period | - | - | - | - | (2,521) | (363,414) | (365,935) |
| **Balance, March 31, 2016** | 40,071,449 | $ 7,023,659 | $ - | $ 566,428 | $ 599,943 | $ (6,689,191) | $ 1,500,838 |

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

NexOptic Technology Corp. (formerly Elissa Resources Ltd.) and its subsidiaries (collectively, the "Company" or "NexOptic") is a technology company investing in the area of innovative optical and lens technologies. The Company name was changed on February 12, 2016. NexOptic was incorporated under the *Company Act* (British Columbia) on October 11, 2007. The Company maintains its registered office at 2080 – 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4. The Company's principal place of business is 1450 – 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1K8.

During the year ended December 31, 2015, shareholders approved a share consolidation on the basis of one new common share for three common shares. The consolidation has been applied retroactively to all share capital information presented. In the period ended March 31, 2016, the Company completed its transition from a Resource Issuer to a Technology Issuer within the meaning of such terms in the policies of the TSX Venture Exchange ("TSXV").

The business of technology investment involves a high degree of risk and there can be no assurance that projects under research and development will proceed through to achieve commercialization. Risks related to the value of the Company's investments and continued existence include the ability to provide continued investment in Spectrum Optix Inc. ("Spectrum"), completing proof of concept studies, protecting intellectual property rights, the ability of the Company to raise alternative financing, and risks inherent to new technologies such as risk of obsolescence, slow adoption and competing technological advances. Changes in future conditions could require material impairment of investments.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these condensed consolidated interim financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. The Company reported a net loss of $363,414 (2015 - $93,007) for the three months ended March 31, 2016 and had an accumulated deficit of $6,689,191 (December 31, 2015 - $6,325,777) as at March 31, 2016. These circumstances may cast significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to raise funds primarily through the issuance of shares or obtain profitable operations. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, management may be required to curtail certain discretionary expenses.

## 2. BASIS OF PREPARATION

### Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements for the year ended December 31, 2015.

### Basis of presentation and Presentation

The condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified. These condensed consolidated interim financial statements incorporate the financial statements of the Company and its wholly controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The condensed consolidated interim financial statements include the accounts of the Company and its direct wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated.

**2. BASIS OF PREPARATION** (cont'd…)

**Use of judgments and estimates**

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The key areas of judgment applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- The recoverability of the carrying value of the Company's investment

  The fair value of the Company's investment (Note 4) requires management to determine whether there are any indications of impairment. Management evaluates the legal standing of the underlying assets of the investment and reviews the progress and development of the underlying assets in the period when making the assessment of whether there are indications of impairment for the investment.

- The determination of the Company's functional currency

  The functional currency of the Company and its subsidiaries is the currency of their respective primary economic environment, and the Company reconsiders the functional currency if there is a change in events and conditions, which determined the primary economic environment.

The key estimates applied in the preparation of the condensed consolidated interim financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities is the provision for income taxes and recognition of deferred income tax assets and liabilities and fair value of the Company's investment (Note 4), which requires management to make certain estimates regarding the value of those shares in relation to unquoted share prices (Note 11).

**3. SIGNIFICANT ACCOUNTING POLICIES**

**New standards not yet adopted**

IFRS 9 *Financial Instruments* (Revised)

IFRS 9 was issued by the IASB in October 2010. It incorporates revised requirements for the classification and measurement of financial liabilities and carrying over the existing derecognition requirements from IAS 39 *Financial Instruments: Recognition and Measurement*. The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss; in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The impact of IFRS 9 on the Company's consolidated financial statements has not yet been determined.

## 4. INVESTMENT

During the year ended December 31, 2014, the Company entered into an agreement (the "Agreement"), as subsequently amended, with Spectrum, a private technology development company. Pursuant to the Agreement, the Company has been granted an option to acquire up to a 100% interest in Spectrum, as follows:

*First Option*: the Company has acquired a 6.6% interest in Spectrum having advanced $200,000;

*Second Option*: Upon exercise of the First Option, the Company has the right to acquire a further 28.4% interest in Spectrum, for an aggregate interest of 35%, in exchange of the advancement of $2,800,000 towards the development of Spectrum's lens technologies over a three-year period commencing on the date of the Agreement; and

*Third Option*: Upon exercise of the Second Option, the Company has the right to acquire the remaining 65% interest in Spectrum, for an aggregate interest of 100% in exchange for the issuance by the Company of such number of common shares as equals 35% of the issued and outstanding shares of the Company and such number of conditional warrants to acquire common shares of the Company as equals 35% of the warrants then outstanding in the Company up to a maximum of 72,096,977 common shares and 72,096,977 warrants respectively.

Following the exercise of the First Option, the Company has continued to pursue the acquisition of Spectrum. The pursuit of the exercise of the Second Option is considered a Change of Business ("COB") in accordance with the policies of the TSXV which was completed in the period. During the period ended March 31, 2016, the Company incurred $115,028 in transaction costs related to the COB.

In connection with the Agreement, the Company signed a finder's fee agreement payable as to:

a) $10,000 at the time the Company purchases a 3.3% interest payable in shares (issued during the year ended December 31, 2015);

b) $10,000 upon the acquisition of a cumulative 6.6% interest payable in shares (issued); and

c) 5% of the number of common shares of the Company issued pursuant to the Third Option; 50% of this portion will be payable in shares and 50% payable in cash, such payment not to exceed $200,000 in cash and $300,000 value in common shares.

As at March 31, 2016, the Company had advanced $783,000 (December 31, 2015 - $590,000) to Spectrum under the terms of the Agreement and earned share ownership of 12.5% (December 31, 2015 – 10.6%) in Spectrum.

## 5. RESOURCE PROPERTIES

| **March 31, 2016** | **Thor REE** |
|---|---|
| **Balance, December 31, 2014** | $ 1,861,319 |
| **Exploration expenditures** | |
| Staking and maintenance fees | 23,533 |
| Foreign exchange on translation | 362,775 |
| Write-off of property | (2,247,627) |
| **Property total, December 31, 2015 and March 31, 2016** | $ - |

**Title to resource properties**

Although the Company has taken steps to verify the title to resource properties in 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 unregistered prior agreements or transfers and title may be affected by undetected defects.

## 5. RESOURCE PROPERTIES (cont'd…)

### Thor REE Property

On March 15, 2009, Red Hill agreed to acquire the Thor REE Property located in southwestern Nevada. In consideration for a 100% interest in the property, the Company has provided a deposit as security against potential future reclamation work relating to its Thor REE Property. As at March 31, 2016, a total of US $19,758 (December 31, 2015 - US $19,758) has been lodged with the Nevada Bureau of Land Management. As at December 31, 2015, the Company has written off deferred acquisition and exploration expenditures of $2,247,627 to reflect the Company's change in focus.

## 6. SHARE CAPITAL AND RESERVE

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

*Period ended March 31, 2016*

The Company did not complete any private placements in the period ended March 31, 2016.

*Year ended December 31, 2015*

Shareholders approved a share consolidation on the basis of one new common share for three common shares. The consolidation has been applied retroactively to all share capital information presented.

1) Following approval for the consolidation, the Company completed a private placement of 15,000,000 units at a price of $0.05 per unit for gross proceeds of $750,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.10 until April 16, 2017. The Company issued 488,000 common shares fair valued at $24,400 and paid $18,902 as finders' fees.

2) In September 2015, the Company completed a private placement of 12,507,801 units at a price of $0.12 per unit for gross proceeds of $1,500,936. Each unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.20 until September 21, 2017.

   The Company paid finders' fees of $54,177 and issued 450,640 broker warrants exercisable at a price of $0.20 for a period of two years subject to accelerated expiry provisions. The broker warrants were valued at $34,310 based on a Black-Scholes valuation with a risk-free interest rate of 0.52%, term of 2 years, volatility of 115% and a dividend rate of 0%. The Company incurred other share issue costs of $28,667.

c) Stock options

The Company has a stock option plan (the "Plan") in place that allows for the reservation of common shares issuable under the Plan to a maximum of 10% of the number of issued and outstanding common shares of the Company at any given time. The exercise price of each option is required to be set at the closing price of the Company's common shares on the trading day prior to the date of grant.

**6. SHARE CAPITAL AND RESERVE** (cont'd…)

c) Stock options (cont'd…)

Stock option transactions are summarized as follows:

| | Number of Shares | Weighted Average Exercise Price |
|---|---|---|
| Balance, December 31, 2014 | 841,667 | $ 0.46 |
| Granted | 2,620,000 | 0.15 |
| Expired | (566,667) | 0.33 |
| Balance, December 31, 2015 | 2,895,000 | 0.20 |
| Granted | 565,000 | 0.15 |
| Balance outstanding, March 31, 2016 | 3,460,000 | $ 0.20 |
| Balance exercisable, March 31, 2016 | 3,085,000 | $ 0.20 |

Stock options outstanding as at March 31, 2016:

| | Number | Exercise price | Expiry date |
|---|---|---|---|
| **Stock Options** | 150,000 | $ 0.81 | April 19, 2016 |
| | 91,667 | 0.63 | January 6, 2017 |
| | 33,333 | 0.63 | February 1, 2017 |
| | 2,620,000 | 0.15 | September 21, 2020 |
| | 565,000 | 0.15 | February 22, 2021 |
| | 3,460,000 | $ 0.20 | |

As at March 31, 2016, the outstanding stock options had a weighted average remaining life of 4.22 (December 31, 2015 – 4.34) years.

d) Share-based payments

During the period ended March 31, 2016, the Company granted 565,000 (2015 – Nil) stock options with a weighted average fair value of $0.11 (2015 - $Nil). The Company recognized share-based payments expense of $64,199 (2015 - $Nil) for options granted and vesting during the period.

The following weighted average assumptions were used for the Black-Scholes option-pricing model valuation of stock options granted during the period:

| | 2016 | 2015 |
|---|---|---|
| Risk-free interest rate | 0.65% | 0.83% |
| Expected life of options | 5 years | 5 years |
| Expected annualized volatility | 125.00% | 134.41% |
| Dividend | - | - |

## 6. SHARE CAPITAL AND RESERVE (cont'd…)

e) Warrants

Warrant transactions are summarized as follows:

| | Number of Shares | Weighted Average Exercise Price |
|---|---|---|
| Balance, December 31, 2014 | 4,088,250 | $ 0.90 |
| Issued | 27,958,441 | 0.15 |
| Balance, December 31, 2015 | 32,046,691 | $ 0.24 |
| Exercised | (1,250,000) | 0.14 |
| Expired | (4,088,250) | 0.90 |
| Balance, March 31, 2016 | 26,708,441 | $ 0.15 |

Warrants outstanding as at March 31, 2016:

| | Number | Exercise price | Expiry date |
|---|---|---|---|
| **Warrants** | 14,220,000 | $ 0.10 | April 16, 2017 |
| | 450,640 | 0.20 | September 16, 2017 |
| | 12,307,801 | 0.20 | September 21, 2017 |
| | 26,708,441 | | |

## 7. RELATED PARTY TRANSACTIONS

**Management Compensation**

Key management personnel comprise the Chief Executive Officer and directors of the Company. The remuneration of the key management personnel is as follows:

| | 2016 | 2015 |
|---|---|---|
| Payments to key management personnel: | | |
| Salaries and short-term benefits | $ 36,000 | $ 21,916 |
| Share-based payments | 12,603 | - |

During the period ended March 31, 2016, the Company was charged legal fees, included in professional fees and transaction costs, of $41,180 (2015 - $16,000) by S. Paul Simpson Law Corp., a law firm of which an officer of the Company is an employee.

During the period ended March 31, 2016, the Company was charged accounting fees of $9,413 (2015 - $9,365) by a company of which the CFO is a significant shareholder.

As at March 31, 2016, the amount of $45,774 (December 31, 2015 - $51,697) included in accounts payable is due to related parties. All balances are unsecured, non-interest-bearing, have no fixed repayment terms and are due on demand.

## 8. COMMITMENTS

The Company has a lease agreement for office space expiring in 2018. A total of $33,544 has been classified as deposits in the consolidated statements of financial position.

The approximate annual minimum lease commitments are as follows:

| | Total |
|---|---|
| 2016 | $ 34,145 |
| 2017 | 46,865 |
| 2018 | 50,770 |
| | $ 131,780 |

## 9. SEGMENTED INFORMATION

The Company has recently transitioned to a technology company from the mineral exploration industry. The Company retains an interest in the Thor REE Property (Note 5). Geographic segmentation of the Company's long-term assets, exclusive of financial instruments, are as follows:

| March 31, 2016 | USA | Canada | Total |
|---|---|---|---|
| Deposits | $ - | $ 33,544 | $ 33,544 |
| Reclamation deposit | 24,851 | - | 24,851 |
| | $ 24,851 | $ 33,544 | $ 58,395 |

| December 31, 2015 | USA | Canada | Total |
|---|---|---|---|
| Deposits | $ - | $ 33,544 | $ 33,544 |
| Reclamation deposit | 27,402 | - | 27,402 |
| | $ 27,402 | $ 33,544 | $ 60,946 |

## 10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

**Financial instruments**

Cash and cash equivalents are carried in the consolidated statements of financial position at fair value using a Level 1 fair value measurement. Accounts payable and accrued liabilities are carried at amortized cost. The Company considers that the carrying amount of these financial assets and liabilities measured at amortized cost to approximate their fair value due to the short-term nature of the financial instruments.

The Company's investment in Spectrum (Note 4) is valued using a Level 3 fair value measurement. The Company evaluates the fair value of the investment in the equity of Spectrum by evaluating the fair value changes relative to changes in Spectrum's net assets and by continuing to evaluate the security of Spectrum's intellectual property.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

## 10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

**Financial risk factors**

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with a high-credit quality financial institution. As at March 31, 2016, the Company had cash equivalents of $550,000 in term deposits (December 31, 2015 - $800,000).

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2016, the Company had a working capital of $639,444 (December 31, 2015 - $959,629). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial asset exposed to interest rate risk consists of cash. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes the interest rate risk is low given the current low global interest rate environment.

b) Foreign currency risk

The Company's property development and exploration work occurs in the USA in US dollars. As such, the Company is exposed to foreign currency risk in fluctuations. Fluctuations in the exchange rate between the Canadian dollar and US dollar may have a material adverse effect on the Company's business and financial condition. The Company has transitioned away from US dollar exposure following its change to a technology company. The Company is now able to reduce its foreign currency risk by working with Canadian vendors.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The Company closely monitors commodity prices to determine the appropriate strategic action to be taken by the Company.

## 11. CAPITAL MANAGEMENT

The Company's capital management policy is to maintain a strong but flexible capital structure that optimizes the cost of capital, creditor and market confidence while sustaining the future development of the business.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. The Company's capital structure includes shareholders' equity of $1,500,839 (December 31, 2015 - $1,630,574). In order to maintain or adjust the capital structure, the Company may from time to time issue shares, seek additional debt financing and adjust its capital spending to manage current and working capital requirements. The Company is not subject to externally imposed capital requirements.

There were no changes to the Company's approach to capital management during the period ended March 31, 2016.

## 12. SUBSEQUENT EVENT

Subsequent to March 31, 2016, the Company issued 469,000 common shares for warrants exercised and received proceeds of $73,800.