LUCKY MINERALS INC.

Consolidated Financial Statements

For the Years Ended September 30, 2016 and 2015

(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Lucky Minerals Inc.

We have audited the accompanying consolidated financial statements of Lucky Minerals Inc., which comprise the consolidated statements of financial position as at September 30, 2016 and 2015, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Lucky Minerals Inc. as at September 30, 2016 and 2015 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the consolidated financial statements which describes certain conditions that indicate the existence of a material uncertainty that may cast significant doubt about Lucky Minerals Inc.'s ability to continue as a going concern.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada
January 30, 2017

LUCKY MINERALS INC.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at September 30, 2016 and 2015

(Expressed in Canadian dollars)

	Note	September 30, 2016	September 30, 2015
ASSETS			
Current Assets			
Cash		$ 15,885	$ 292,348
Prepaid expenses		8,888	6,776
GST receivable		8,620	15,404
		33,393	314,528
Equipment	4	1,235	1,764
Exploration and evaluation assets	5	555,337	473,503
TOTAL ASSETS		$ 589,965	$ 789,795
LIABILITIES AND EQUITY			
Current Liabilities			
Trade payables and accrued liabilities	6	$ 12,300	$ 20,157
TOTAL LIABLITIES		12,300	20,157
Equity			
Share capital	7	1,896,508	1,896,508
Reserves	7	466,000	700,067
Deficit		(1,784,843)	(1,826,937)
TOTAL EQUITY		577,665	769,638
TOTAL LIABILITIES AND EQUITY		$ 589,965	$ 789,795

Nature and continuance of operations	1	-
Commitments	5	

These financial statements were authorized for issue by the Board of Directors on January 30, 2017.

They are signed on the Company's behalf by:

_____ *"Sonny Janda"* _____ _____ *"Shaun Dykes"* _____

Sonny Janda, Director Shaun Dykes, Director

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

LUCKY MINERALS INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 and 2015
(Expressed in Canadian dollars)

	Note		September 30, 2016		September 30, 2015
Expenses					
Advertising and promotion		$	22,680	$	28,242
Amortization	4		529		756
Bank charges and interest			450		502
Consulting			12,000		6,640
Foreign exchange			3,837		14,179
Management	8		63,000		60,000
Office and miscellaneous			597		913
Professional fees	8		34,595		10,446
Rent			33,000		36,000
Transfer agent and regulatory fees			21,310		35,370
Travel and promotion			-		5,327
Net loss		$	(191,998)	$	(198,375)
Other items					
Interest Income			25		-
Net loss and comprehensive loss		**$**	**(191,973)**	**$**	**(198,375)**
Basic and diluted loss per share		$	(0.00)	$	(0.00)
Weighted Average number of common shares outstanding					
- basic and diluted			**55,300,053**		**55,300,053**

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

LUCKY MINERALS INC.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars, except share number)

	Issued Common Shares		Reserves			
	Number	Amount	Option	Warrant	Deficit	Total
Balance at September 30, 2014	55,300,053	$ 1,896,508	$ 234,067	$ 466,000	$ (1,628,562)	$ 968,013
Net and comprehensive loss	-	-	-	-	(198,375)	(198,375)
Balance at September 30, 2015	55,300,053	1,896,508	234,067	466,000	(1,826,937)	769,638
Reallocation of cancelled and expired options			(234,067)		234,067	
Net and comprehensive loss	-	-	-	-	(191,973)	(191,973)
Balance at September 30, 2016	55,300,053	$ 1,896,508	$ -	$ 466,000	$ (1,784,843)	$ 577,665

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

LUCKY MINERALS INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED SEPTEMBER 30, 2016 and 2015

(Expressed in Canadian dollars)

		September 30, 2016		September 30, 2015
Operating activities				
Net loss for the year	$	(191,973)	$	(198,375)
Adjustments for non-cash items				
Amortization		529		756
		(191,444)		(197,619)
Changes in non-cash working capital items				
GST receivable		6,784		(7,925)
Prepaid expenses		(2,112)		1,724
Trade payables and accrued liabilities		(7,857)		(14,625)
Net cash flows used in operating activities		**(194,629)**		**(218,445)**
Investing activities				
Exploration and evaluation asset expenditures		(81,834)		(231,699)
Net cash flows used in investing activities		**(81,834)**		**(231,699)**
Change in cash during the year		(276,463)		(450,144)
Cash, beginning of year		292,348		742,492
Cash, end of year	**$**	**15,885**	**$**	**292,348**

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Lucky Minerals Inc. (the "Company") was incorporated under the Business Corporations Act of British Columbia on May 7, 2007 for the purpose of acquiring and exploring mineral property interests. The Company is trading on the TSX Venture Exchange (the "Exchange") under the symbol "LJ", and on the Frankfurt Stock Exchange. The head office, principal address and records office of the Company are located at 8338 – 120th Street, Surrey, British Columbia, Canada, V3W 2N4.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future.

As at September 30, 2016, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day-to-day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors and/or private placement of common shares.

These financial statements were approved and authorized for use by the Board of Directors on January 30, 2017.

2. STATEMENT OF COMPLIANCE

The financial statements of the Company comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars, which is also the Company's functional currency, unless otherwise noted.

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Preparation (continued)

The consolidated financial statements include the accounts of the Company and its controlled entity, Lucky Minerals of Montana Inc., which is a 100% owned subsidiary incorporated in the United States. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Significant Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if it affects both current and future periods.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets, and provisions for restoration and environmental obligations.

Significant Judgments

The preparation of these financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

3. **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Foreign Currency Translation

The functional currency of the Company is measured using the currency of the primary economic environment in which the Company operates. The financial statements are presented in Canadian dollars which is the functional and presentation currency of the Company.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of loss and comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

Equipment

Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. Equipment is amortized at 30% per annum, using the declining balance method.

Exploration and Evaluation Assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Option payments are considered acquisition costs provided the Company has the intention of exercising the underlying option. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

4. **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Exploration and Evaluation Assets (continued)

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

The Company capitalizes costs to specific blocks of claims or areas of geological interests. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

After technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the Company stops capitalizing expenditures for the applicable block of claims or geological area of interest and tests the asset for impairment. The capitalized balance, net of any impairment recognized, is then reclassified to either tangible or intangible mine development assets according to the nature of the asset.

Impairment of Assets

The carrying amount of the Company's assets (which include equipment and exploration and evaluation assets) is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of loss and comprehensive loss.

3. **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Impairment of Assets (Continued)

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount; however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Restoration and Environmental Obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of restoration costs, are charged to the statement of comprehensive loss for the period.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

The Company currently has no measureable restoration and environmental obligations.

3. **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Share-Based Payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black-Scholes pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

Loss Per Share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to the owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all options and warrants outstanding that may add to the total number of common shares. As at September 30, 2016 and 2015, the Company's diluted loss per share was the same as the basic loss per share as the effect of the stock options and warrants were anti-dilutive.

Financial Instruments

The Company classifies its financial instruments in the following categories:

a. fair value through profit or loss;
b. loans and receivables;
c. held-to-maturity;
d. available-for-sale financial assets, and
e. financial liabilities.

3. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments (Continued)

The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

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. Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period.

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 financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets to the extent they are expected to be realized within 12 months after the end of the reporting period. Unrealized gains and losses are recognized in other comprehensive income, except for the impairment losses and foreign exchange gains and losses on monetary financial assets.

3. **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Financial Instruments (Continued)

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortized cost. Regular purchases and sales of financial assets are recognized on the trade date, the date on which the Company commits to purchase the asset.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company does not have any derivative financial assets and liabilities.

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 and 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 loss or equity is recognized in other comprehensive loss 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 Tax

Deferred tax is recorded by providing for temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred 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 tax asset to be utilized.

Deferred 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.

3. **BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Income Taxes (Continued)

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes related to the same taxable entity and the same taxation authority.

Accounting Standards Issued but not yet in Effect

IFRS 9 – Financial Instruments
This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for the classification and measurement of financial assets, additional changes relating to financial liabilities, a new general hedge accounting standard which will align hedge accounting more closely with risk management. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted.

IAS 7 – Statement of Cash Flows
IAS 7 was issued by the IASB in January 2016. The amendments require entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The amendments are effective for annual periods beginning on or after January 1, 2017 with early adoption permitted.

IAS 12 – Income Taxes
IAS 12 has been revised to incorporate amendments issued by the IASB in January 2016. The amendments clarify how to account for deferred tax assets related to debt instruments measured at fair value. The amendments are effective for annual periods beginning on or after January 1, 2017 with early adoption permitted.

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.

(Expressed in Canadian dollars)

4. EQUIPMENT

	Computer $	Automotive $	Total $
Cost:			
As at September 30, 2015 and 2016	1,896	14,050	15,946
Accumulated amortization:			
As at September 30, 2014	(1,580)	(11,846)	(13,426)
Charge for the year	(95)	(661)	(756)
As at September 30, 2015	(1,675)	(12,507)	(14,182)
Charge for the period	(66)	(463)	(529)
As at September 30, 2016	(1,741)	(12,970)	(14,711)
Net book value:			
As at September 30, 2015	221	1,543	1,764
As at September 30, 2016	155	1,080	1,235

5. EXPLORATION AND EVALUATION ASSETS

	Emigrant $	St. Julien $	Total $
As at September 30, 2014	153,024	-	153,024
Acquisition	-	-	-
Exploration	320,479	-	320,479
As at September 30, 2015	473,503	-	473,503
Acquisition	16,565	27,399	43,964
Exploration	18,667	19,203	37,870
As at September 30, 2016	508,735	46,602	555,337

Emigrant Project, USA

On June 15, 2014, the Company entered into an agreement with an arm's length party to have an option agreement assigned to the Company (the "Assignment Agreement"). Pursuant to the Assignment Agreement, the Company has an option to acquire a 100% interest in certain claims in Montana USA for the following consideration:

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (Continued)

Emigrant Project, USA (continued)

Due Date	Cash (USD)
June 1, 2013	5,000 (Paid)
October 1, 2013	5,000 (Paid)
June 1, 2014	15,000 (Paid)
June 1, 2015	20,000 (Paid)
June 1, 2016	25,000*
June 1, 2017	30,000
June 1, 2018	35,000
June 1, 2019	40,000
June 1, 2020	45,000
June 1, 2021	50,000
Each subsequent year until $1,000,000 has been paid	50,000
Total	1,000,000

* In May 2016, the Company negotiated with the optionor to amend the above payment schedule to USD $10,000 per year commencing from June 1, 2016 until such time that the Company has received permission to drill and explore the property from the appropriate government authorities, after which the original payment schedule is resumed until the option price is paid in full. In accordance with the amended payment schedule, the Company paid USD $10,000 to the optionor during the year ended September 30, 2016.

The optionor will retain a 2% net smelter royalty (“NSR”). The Company may acquire 1.8% of the NSR by paying $1,500,000 within 9 months of commercial production.

St. Julien Project, USA

Effective November 1, 2015, the Company entered into a property option agreement with an arm’s length party to acquire a 100% interest in certain claims comprising the St. Julien property located in Montana, USA, for the following consideration:

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION ASSETS (Continued)

St. Julien Project, USA (continued)

Due Date	Cash (USD)
November 1, 2015	10,000 (Paid)
February 1, 2016	10,000 (Paid)
November 1, 2016	30,000*
November 1, 2017	40,000
November 1, 2018	50,000
November 1, 2019	60,000
November 1, 2020	70,000
November 1, 2021	80,000
November 1, 2022	90,000
November 1, 2023	100,000
November 1, 2024	110,000
November 1, 2025	120,000
Total	770,000

* The payment of $30,000 due on November 1, 2016 was renegotiated between the parties as follows:

- $ 5,000 due November 17, 2016 (paid);
- $ 25,000 due April 15, 2017.

The Company will pay a late charge of 5% for any payment, which is not paid within 15 days of its due date.

The optionor will retain a 3% NSR. The Company may acquire 2% of the NSR by paying a one-time sum of USD $5,000,000 within 12 months of commercial production. The Company may acquire the remaining 1% of the NSR by paying a one-time sum of USD $2,500,000 within 24 months of commercial production.

(Expressed in Canadian dollars)

7. TRADE PAYABLES AND ACCRUED LIABLITIES

	September 30, 2016 $	September 30, 2015 $
Accounts payable	-	11,657
Accruals	12,300	8,500
	12,300	20,157

8. SHARE CAPITAL

Authorized Share Capital

Unlimited number of common shares without par value.

Stock Options

The Company has adopted a stock option plan whereby the Company may from time to time, in accordance with the Exchange requirements, grant to directors, officers, employees and consultants options to purchase common shares of the Company provided that the number of options granted, including all options granted by the Company to date, does not exceed 10% of the Company's common shares issued and outstanding at the time of granting stock options. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position.

A continuity of the Company's stock options is as follows:

	Number of Options
Balance, September 30, 2014	450,000
Expired / Cancelled	(450,000)
Balance, September 30, 2015 and 2016	-

(Expressed in Canadian dollars)

7. SHARE CAPITAL (continued)

Warrants

A continuity of the Company's warrants is as follows:

	Number of Warrants	Weighted average exercise price $	Weighted average number of years to expiry
Balance, September 30, 2014	11,000,000	0.15	4.70
Granted / (Expired)	-	-	-
Balance, September 30, 2015	11,000,000	0.15	3.70
Granted / (Expired)	-	-	-
Balance, September 30, 2016	11,000,000	0.15	2.70

Share-Based Payment Reserve

The share-based payment reserve records stock options and share purchase warrants recognized as stock-based compensation expense until such time that the stock options or warrants are exercised, at which time the corresponding balance is transferred to share capital or such time that the instruments expire at which time the corresponding balance is transferred to deficit.

8. RELATED PARTY TRANSACTIONS

During the year ended September 30, 2016, the Company incurred $20,957 (2015 - $186,760) in exploration expense with Geologic Systems Ltd., a company controlled by Director Shaun Dykes.

Key Management Compensation

During the year ended September 30, 2016, the Company incurred $60,000 (2015 - $60,000) to the Company's CEO for consulting services.

During the year ended September 30, 2016, the Company incurred $nil (2015 - $1,140) in professional fees to a company owned by the former CFO.

9. FINANCIAL RISK AND CAPITAL MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits and controlling and reporting structures.

9. FINANCIAL RISK AND CAPITAL MANAGEMENT) (continued)

The type of risk exposure and the way in which such exposure is managed is provided as follows:

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. The Company's primary exposure to credit risk is on its cash held in bank accounts. Cash is deposited in bank accounts held with a major bank in Canada. As all of the Company's cash is held by one bank, there is a concentration of credit risk. This risk is managed by using major banks that are high credit financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its GST receivable. The risk is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

Foreign Exchange Risk

Foreign 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. The Company's is exposed to foreign exchange risk as it incurs expenditures that are denominated in US dollars. As at September 30, 2016, the Company holds $11,189 (US$ 8,530) in US dollars. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is minimal.

9. FINANCIAL RISK AND CAPITAL MANAGEMENT (Continued)

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence to sustain future development of the business. The capital structure of the Company consists of share and working capital.

There was no change in the Company's approach to capital management during the year. The Company is no subject to any externally imposed capital requirements.

Classification of Financial Instruments

Financial assets and liabilities included in the statement of financial position are as follows:

	September 30, 2016 $	September 30, 2015 $
Loans and Receivables		
Cash	15,885	292,348
Financial Liabilities		
Trade payables	-	11,657

Fair Value

The fair value of the Company's financial assets and liabilities approximate the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quote prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 Inputs that are not based on observable market data.

Cash is recorded at fair value using level 1 inputs.

(Expressed in Canadian dollars)

10. SEGMENTED INFORMATION

Geographic Segments

The Company's non-current assets are located in the following countries:

	As at September 30, 2016		
	Canada	USA	Total
	$	$	$
Equipment	1,235	-	1,235
Exploration and evaluation assets	-	555,337	555,337
	1,235	555,337	556,572

	As at September 30, 2015		
	Canada	USA	Total
	$	$	$
Equipment	1,764	-	1,764
Exploration and evaluation assets	-	473,503	473,503
	1,764	473,503	475,267

11. INCOME TAX

The income tax provisions differ from the expected amounts calculated by applying Canadian combined federal and provincial corporate income tax rates to the Company's loss before income taxes. The components of these differences are as follows:

	September 30, 2016	September 30, 2015
	$	$
Net loss	(191,998)	(198,375)
Statutory tax rate	26%	26%
Expected income tax recovery	(50,000)	(52,000)
Valuation allowance	50,000	52,000
	-	-

(Expressed in Canadian dollars)

11. INCOME TAX (continued)

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The significant components of the Company's deferred income tax assets and liabilities are as follows:

	September 30, 2015 $
Non-capital losses carried forward	200,000
Share issuance coss	16,000
Exploration and evaluation assets	165,000
Equipment	4,000
Unrecognized deferred tax assets	(385,000)
Net deferred tax assets	-

As at September 30, 2016, the Company has non-capital losses of approximately $983,000. The Company has not recognized any future benefit of these tax losses, as it is not considered likely that they will be utilized. If unused, these losses will expire as follows:

Expiry date	Amount $
2028	22,000
2029	19,000
2030	59,000
2031	83,000
2032	70,000
2033	100,000
2034	196,000
2035	220,000
2036	214,000
	983,000

Form 52-109FV1
Certification of Annual Filings
Venture Issuer Basic Certificate

I, ***Sonny Janda, Chief Executive Officer of Lucky Minerals Inc.***, certify the following:

1. ***Review:*** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the "annual filings") of Lucky Minerals Inc. (the "issuer") for the financial year ended **September 30 2016.**

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.

Date: **January 30, 2017**

"Sonny Janda"

____
Sonny Janda
Chief Executive Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Form 52-109FV1
Certification of Annual Filings
Venture Issuer Basic Certificate

I, ***Jared Scharf, Chief Financial Officer of Lucky Minerals Inc.,*** certify the following:

1. ***Review:*** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the "annual filings") of Lucky Minerals Inc. (the "issuer") for the financial year ended **September 30, 2016.**

2. ***No misrepresentations:*** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.

3. ***Fair presentation:*** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.

Date: **January 30, 2017**

"Jared Scharf"

____
Jared Scharf
Chief Financial Officer

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.