FIRST POINT MINERALS CORP.

Condensed Consolidated Interim Financial Statements

September 30, 2016 & 2015

(Unaudited)

(Stated in Canadian Dollars)

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 interim financial statements of First Point Minerals Corp. (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 Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

FIRST POINT MINERALS CORP.

Condensed Consolidated Interim Statements of Financial Position

(Unaudited)

(Stated in Canadian Dollars)

	Sep. 30 2016	Dec. 31 2015
	$	$
ASSETS		
Current		
Cash and cash equivalents (note 3)	**610,026**	890,435
Amounts receivable (note 4)	**4,551**	14,261
Prepaid expenses (note 5)	**12,840**	9,919
Total Current Assets	**627,417**	914,615
Equipment (note 6)	**160**	3,553
Reclamation deposits (note 7)	**94,884**	94,738
Marketable securities (note 8)	**280,507**	179,213
Exploration and evaluation assets (note 9)	**8,183,349**	8,166,991
Total Assets	**9,186,317**	9,359,110
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 10)	**35,517**	93,809
Severance payable (note 15)	**244,166**	499,579
Interest payable (note 11)	**98,374**	12,167
Total Current Liabilities	**378,057**	605,555
Severance payable (note 15)	**31,674**	174,171
Loan payable (note 11)	**6,750,367**	6,960,744
Total Liabilities	**7,160,098**	7,740,470
EQUITY		
Share capital (note 12)	**29,209,451**	28,606,814
Other equity reserve (note 12)	**5,328,061**	5,157,495
Deficit	**(32,430,621)**	(31,963,703)
Accumulated other comprehensive loss	**(80,672)**	(181,966)
Total Shareholders' Equity	**2,026,219**	1,618,640
Total Liabilities and Shareholders' Equity	**9,186,317**	9,359,110

Nature and continuance of operations (note 1)

Commitments (note 15)

Approved and authorized by the Board of Directors:

/s/ Peter M. D. Bradshaw — Peter M.D. Bradshaw, Director

/s/ Robert A. Watts — Robert A. Watts, Director

See notes to the condensed consolidated interim financial statements

FIRST POINT MINERALS CORP.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited)

(Stated in Canadian dollars)

	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	**2016**	2015
	$	$	**$**	$
EXPENSES				
Accounting, legal and audit	**6,513**	69,069	**25,358**	88,019
Amortization	**2,848**	726	**3,393**	8,731
Communications	**1,527**	4,589	**16,553**	9,893
Foreign exchange loss (gain)	**53,740**	(704)	**(440,409)**	(1,149)
General exploration	**3,443**	29,965	**10,217**	131,512
Insurance	**2,751**	2,081	**8,581**	4,532
Interest expense	**108,033**	-	**415,950**	-
Management fees	**32,975**	33,436	**129,100**	156,011
Office and administration	**5,952**	18,427	**22,959**	32,106
Rent	**7,491**	17,545	**40,355**	42,574
Share-based compensation	**-**	-	**170,566**	-
Travel and promotion	**2,103**	7,387	**23,917**	29,705
Trust and filing fees	**25,889**	9,288	**45,184**	37,648
Wages and benefits	**-**	72,450	**-**	397,060
Loss before other items	**(253,265)**	(261,259)	**(471,724)**	(936,642)
OTHER ITEMS				
Interest income	**1,113**	2,562	**4,806**	12,996
British Columbia mineral exploration tax credits	**-**	4,846	**-**	40,182
	1,113	7,408	**4,806**	53,178
Net loss for the period	**(252,152)**	(253,851)	**(466,918)**	(883,464)
Other comprehensive loss				
Items that may be reclassified to income:				
Unrealized gain (loss) on marketable securities	**72,724**	(25,973)	**101,294**	31,167
Comprehensive loss for the period	**(179,428)**	(279,824)	**(365,624)**	(852,297)
Basic and diluted loss per share (note 11)	**(0.002)**	(0.002)	**(0.003)**	(0.008)
Weighted average number of common shares outstanding	**118,404,339**	105,804,339	**112,288,281**	105,804,339

See notes to the condensed consolidated interim financial statements

FIRST POINT MINERALS CORP.

Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited)

(Stated in Canadian dollars)

	Share Capital		Other		Accumulated Other	
	Number of Shares	Amount	Equity Reserve	Deficit	Comprehensive Loss	Total
	#	$	$	$	$	$
Balance, December 31, 2014	**105,804,339**	**28,606,814**	**5,157,495**	**(29,667,598)**	**(257,287)**	**3,839,424**
Loss for the period	-	-	-	(883,464)	-	(883,464)
Other comprehensive income	-	-	-	-	31,167	31,167
Balance, September 30, 2015	**105,804,339**	**28,606,814**	**5,157,495**	**(30,551,062)**	**(226,120)**	**2,987,127**
Loss for the period	-	-	-	(1,412,641)	-	(1,412,641)
Other comprehensive income	-	-	-	-	44,154	44,154
Balance, December 31, 2015	**105,804,339**	**28,606,814**	**5,157,495**	**(31,963,703)**	**(181,966)**	**1,618,640**
Private placement	12,600,000	630,000	-	-	-	630,000
Share issue costs	-	(27,363)	-	-	-	(25,309)
Share-based compensation	-	-	170,566	-	-	170,566
Loss for the period	-	-	-	(466,918)	-	(466,918)
Other comprehensive income	-	-	-	-	101,294	101,294
Balance, September 30, 2016	**118,404,339**	**29,209,451**	**5,328,061**	**(32,430,621)**	**(80,672)**	**2,026,219**

See notes to the condensed consolidated interim financial statements

FIRST POINT MINERALS CORP.

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited)

(Stated in Canadian dollars)

	Three Months Ended September 30		Nine Months Ended September 30	
	2016	2015	**2016**	2015
	$	$	**$**	$
Cash provided by (used for):				
Operating activities				
Net loss for the period	**(252,152)**	(253,851)	**(466,918)**	(883,464)
Add items not involving cash:				
Amortization	**2,848**	726	**3,393**	8,731
Share-based compensation	**-**	-	**170,566**	-
Accrued interest included in loan payable	**58,820**	-	**229,332**	-
Unrealized foreign exchange gain on loan payable	**54,287**	-	**(439,709)**	-
	(136,197)	(253,125)	**(503,336)**	(874,733)
Changes in non-cash working capital components:				
Amounts receivable	**6,917**	(2,083)	**9,710**	(8,019)
Prepaid expenses	**(4,662)**	656	**(2,921)**	13,346
Accounts payable and accrued liabilities	**(37,251)**	28,409	**(58,293)**	42,403
Severance payable	**(128,748)**	-	**(397,910)**	-
Interest payable	**807**	-	**86,207**	-
	(299,134)	(226,143)	**(866,543)**	(827,003)
Financing activities *				
Cash proceeds from shares issued	**-**	-	**630,000**	-
Share issue costs	**(2,054)**	-	**(27,363)**	-
	(2,054)	-	**602,637**	-
Investing activities *				
Reclamation deposit	**(28)**	(41)	**(145)**	(202)
Exploration and evaluation expenditures	**(4,815)**	(24,078)	**(16,358)**	(142,609)
Acquisition of capital assets	**-**	65,022	**-**	152,599
	(4,843)	40,903	**(16,503)**	9,788
Net cash provided (used) during period	**(306,031)**	(185,240)	**(280,409)**	(817,215)
Cash – beginning of period	**916,057**	1,298,908	**890,435**	1,930,883
Cash - end of period	**610,026**	1,113,668	**610,026**	1,113,668

* ***Supplemental disclosure of non-cash financing and investing activities***

Interest received	**2,526**	312	**3,757**	1,440
Accounts payable related to mineral properties	**-**	499	**-**	499

See notes to the condensed consolidated interim financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

First Point Minerals Corp. (the "Company") is incorporated under the *Business Corporations Act* (Alberta) and is involved in the acquisition and exploration of mineral property interests that are considered potential sites of economic mineralization. At the date of these condensed consolidated interim financial statements, the Company has not identified a known body of commercial grade ore on any of its properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of the property.

On November 18, 2015, the Company closed a transaction with Cliffs Natural Resources Inc. ("Cliffs") to purchase Cliffs' 60% ownership of First Point's flagship Decar nickel project, located in central British Columbia, for an acquisition price of US $4.75 million (CDN $6.27 million) ("the Transaction"). Completion of the Transaction has resulted in First Point owning 100% of the Decar project. To finance the Transaction, First Point entered into an arm's-length loan agreement with an individual shareholder of First Point ("the Lender"), through which the Lender lent US $5.0 million (CDN $6.68 million) to the Company for a five-year period at a 6.5% headline interest rate. Of this, 1.5% will be paid currently, on a semi-annual basis, and the remaining 5% interest will be accrued and paid at the end of the loan term. In addition, the Lender received a drawdown fee equal to 4% of the loan amount and received a 1% net smelter return ("NSR") royalty over the Decar project.

The Company has not generated revenue from operations. The Company incurred a net loss of $466,918 during the nine months ended September 30, 2016 and as of that date the Company's deficit was $32,430,621. As the Company is in the development stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties.

While the Company's working capital position at September 30, 2016 was $249,360, the Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

These condensed consolidated interim financial statements include the financial statements of the Company and its subsidiaries. They are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

The head office and principal address of the Company is Suite 725 – 1155 West Pender Street, Vancouver, British Columbia V6E 2P4. The Company's registered and records office is 4500 Bankers Hall East, 855 Second Street SW, Calgary, Alberta T2P 4K7.

(Stated in Canadian Dollars)

2. BASIS OF PREPARATION

(a) Statement of compliance

The condensed consolidated interim financial statements for the nine months ended September 30, 2016, including comparatives for the prior period, were prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB") on a basis consistent with those followed in the most recent annual consolidated financial statements.

These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and were approved and authorized for issue by the Board of Directors on November 14, 2016.

(b) Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical costs basis except for financial instruments classified as financial instruments at fair value through profit or loss or available-for-sale, which are stated at their fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting.

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 condensed consolidated interim financial statements and the reported expenses during the period. Although management uses historical experience and its best knowledge of the amounts, events or actions to form the basis for judgments and estimates, actual results could differ from these estimates.

3. CASH AND CASH EQUIVALENTS

		September 30, 2016		December 31, 2015
Cash on deposit	$	175,924	$	159,941
Liquid short term investments		434,102		730,494
Cash and cash equivalents	$	610,026	$	890,435

4. AMOUNTS RECEIVABLE

The Company's receivables arise mainly from GST receivable due from Canadian government taxation authorities.

5. PREPAID EXPENSES

The Company's prepaid expenses consist of the following:

		September 30, 2016		December 31, 2015
Insurance	$	5,150	$	1,670
Vendor prepayments		7,690		8,249
Total	$	12,840	$	9,919

(Stated in Canadian Dollars)

6. EQUIPMENT

	Computer hardware and software	Office furniture and equipment	Field equipment	Total
Cost at December 31, 2014	$ 81,285	$ 80,058	$ 92,050	$ 253,393
Additions	-	-	-	-
Cost at December 31, 2015	81,285	80,058	92,050	253,393
Accumulated amortization at December 31, 2014	79,242	76,075	85,424	240,741
Amortization/depletion	1,841	797	6,461	9,099
Accumulated amortization at December 31, 2015	81,083	76,872	91,885	249,840
Net book value December 31, 2015	$ 202	$ 3,186	$ 165	$ 3,553

	Computer hardware and software	Office furniture and equipment	Field equipment	Total
Cost at December 31, 2015	$ 81,285	$ 80,058	$ 92,050	$ 253,393
Additions	-	-	-	-
Cost at September 30, 2016	81,285	80,058	92,050	253,393
Accumulated amortization at December 31, 2015	81,083	76,872	91,885	249,840
Amortization/depletion	129	3,186	77	3,393
Accumulated amortization at Sep 30, 2016	81,212	80,058	91,962	253,233
Net book value September 30, 2016	$ 72	$ -	$ 88	$ 160

7. RECLAMATION DEPOSITS

The Company has provided deposits as security against potential future reclamation work relating to two of its mineral properties. As at September 30, 2016, a total of $94,884 (December 31, 2015 - $94,738) has been provided in the form of cash and Guaranteed Investment Certificates posted with the Minister of Finance for the Province of British Columbia for the benefit of the provincial Ministry of Energy and Mines.

8. MARKETABLE SECURITIES

Marketable securities consist of equity securities over which the Company does not have control or significant influence. Marketable securities are designated as available-for-sale. Unrealized gains and losses due to period end revaluations to fair value are included in other comprehensive loss for the period. At September 30, 2016, the Company owned 1,038,916 (December 31, 2015 - 1,038,916) shares of Aquila Resources Inc., the shares of which are traded on the Toronto Stock Exchange.

	September 30, 2016	December 31, 2015
Marketable securities – fair value	$ 280,507	$ 179,213
Marketable securities – cost	361,165	361,165

9. EXPLORATION AND EVALUATION ASSETS

As at September 30, 2016, the Company holds a 100% interest in five nickel properties, four of which are located in British Columbia, and one of which is located in the Yukon Territory. With the exception of the Decar property located in central British Columbia, the Company's nickel properties are all in the early stage of exploration. The Company also holds one concession in Honduras that is presently on "care and maintenance" but which has been explored for gold in the past.

Canada

Nickel Properties, British Columbia and Yukon Territory

Under the terms of an option agreement entered into in November 2009, Cliffs held the right to earn an initial 51% interest in the Decar property by spending US$4,500,000 on the property over four years. In mid-September, 2011, Cliffs committed to completing a National Instrument 43-101 compliant preliminary economic assessment ("PEA") on the Decar property. Pursuant to an amended agreement dated September 21, 2011, by agreeing to complete the scoping study within 18 months, Cliffs was deemed to have earned an initial 51% interest in the Decar property and the Company was deemed to have earned a 1% NSR royalty in the Decar property. On delivery of the PEA in April 2013, Cliffs earned an additional 9% interest in the Decar property, bringing its aggregate interest to 60%. In August 2015, the structure of ownership of the Decar project converted to a contractual joint venture, with initial ownership interests fixed at 60% for Cliffs and 40% for First Point.

On November 18, 2015, the Company closed the Transaction with Cliffs to purchase Cliffs' 60% ownership of the Decar project for an acquisition price of US $4.75 million (CDN $6.27 million). Completion of the Transaction has resulted in First Point owning 100% of the Decar project. To finance the Transaction, First Point entered into an arm's-length loan agreement with an individual shareholder of First Point, through which the Lender lent US $5.0 million (CDN $6.68 million) to the Company for a five-year period at a 6.5% headline interest rate. Of this, 1.5% will be paid currently, on a semi-annual basis, and the remaining 5% interest will be accrued and paid at the end of the loan term. In addition, the Lender received a drawdown fee equal to 4% of the loan amount and received a 1% NSR royalty over the Decar project.

During the year ended December 31, 2014, deferred acquisition and exploration costs incurred on three of the Company's British Columbia nickel properties (Wale, Orca and Klow) totaling $2,441,636 were written off as the Company has no plans at this time to perform significant work on those properties. The Company retains the underlying mineral claims for the Wale, Orca, and Klow nickel properties in good standing. As of December 31, 2015, the Wale, Orca and Klow properties are carried at a nominal value of $1 per property.

Honduras

Camporo Property

The Company acquired a 60% interest in the Camporo property in southern Honduras, subject to a 0.6% NSR royalty interest, from Minera Battle Mountain Gold Company ("BMG") by incurring exploration expenditures of US$1,000,000 (incurred) and issuing 700,000 common shares (issued). The Company has an option to earn the remaining 40% interest in this property from a Honduran subsidiary of Breakwater Resources Ltd. The consideration to be paid to acquire Breakwater's interest in the property will consist of: (i) 500,000 First Point common shares ("Common Shares") if the value of a Common Share is $0.20 or higher to a maximum of $1.00 per Common Share provided that the number of Common Shares to be issued will have a maximum fair market value of not more than $500,000, or (ii) if the fair market value of a Common Share is less than $0.20, a combination of 500,000 Common Shares and a cash payment in an amount equal to $100,000 less the value of the 500,000 Common Shares, which value shall be determined using the weighted average price per Common Share calculated over the five trading days preceding the relevant date.

(Stated in Canadian Dollars)

9. EXPLORATION AND EVALUATION ASSETS *(continued)*

Honduras (continued)

Camporo Property (continued)

Breakwater will retain a sliding scale royalty of 0.4% of the gross gold sale proceeds starting at US$325 per ounce and rising to a maximum of 1.2% of the gross gold sale proceeds at US$400 per ounce and of 0.4% of the gross silver sale proceeds starting at US$5.25 per ounce and rising to a maximum of 1.2% of the gross silver sale proceeds at US$7.00 per ounce. The property is carried at a nominal value of $1.

Consolidated Schedule of Costs – Exploration and Evaluation Assets

	Balance Dec. 31, 2014 $	Acquisition Costs $	Exploration Costs $	Recoveries $	Costs Written Off $	Balance Dec. 31, 2015 $
CANADA						
Decar	928,721	6,356,370	150,213	(102,599)	-	7,332,705
Wale	1	-	-	-	-	1
Orca	1	-	-	-	-	1
Klow	1	-	-	-	-	1
Mich	853,336	-	30,946	(50,000)	-	834,282
Subtotal, Canada	1,782,060	6,356,370	181,159	(152,599)	-	8,166,990
HONDURAS						
Camporo	1	-	-	-	-	1
Subtotal, Honduras	1	-	-	-	-	1
Total Costs – Exploration & Evaluation Assets	**1,782,061**	**6,356,370**	**181,159**	**(152,599)**	**-**	**8,166,991**

(Stated in Canadian Dollars)

9. EXPLORATION AND EVALUATION ASSETS *(continued)*

Consolidated Schedule of Costs – Exploration and Evaluation Assets

	Balance Dec. 31, 2015 $	Acquisition Costs $	Exploration Costs $	Recoveries $	Costs Written Off $	Balance Sep. 30, 2016 $
CANADA						
Decar	7,332,705	-	16,358	-	-	7,349,063
Wale	1	-	-	-	-	1
Orca	1	-	-	-	-	1
Klow	1	-	-	-	-	1
Mich	834,282	-	-	-	-	834,282
Subtotal, Canada	8,166,990	-	16,358	-	-	8,183,348
HONDURAS						
Camporo	1	-	-	-	-	1
Subtotal, Honduras	1	-	-	-	-	1
Total Costs – Exploration & Evaluation Assets	**8,166,991**	**-**	**16,358**	**-**	**-**	**8,183,349**

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are broken down as follows:

	September 30, 2016	December 31, 2015
Trade payables	$ 35,517	$ 73,597
Accrued liabilities	-	20,212
Total	$ 35,517	$ 93,809

11. LOAN PAYABLE

On September 4, 2015, First Point entered into an arm's-length loan agreement with an individual shareholder of the Company, through which the Lender lent US $5.0 million (CDN $6.68 million) to the Company for a five-year period at a 6.5% headline interest rate. Of this, 1.5% will be paid currently, on a semi-annual basis, and the remaining 5% interest will be accrued and paid at the end of the loan term. At September 30, 2016, the fair value of the loan payable was approximately $5,098,000 (December 31, 2015 – $5,379,000). Fair value was determined using an income approach. An income approach is a present value technique that takes into account the future cash flows that would be expected to be received from holding the loan payable as an asset. Present value was calculated using the following attributes – future lump sum of $6,920,000, 48 months to maturity, an exchange rate of CDN $1 = US $0.76, and a discount rate of 6.5% discounted annually. In addition, the Lender received a drawdown fee equal to 4% of the loan amount and received a 1% NSR royalty over the Decar project.

The loan matures on September 4, 2020 and is carried at amortized cost. There are no covenant provisions associated with the loan, which is secured against the Decar project. The loan may be repaid, in whole or in part, prior to maturity and without penalty, at the option of First Point. As of September 30, 2016, interest payable on the loan in the next twelve months in the amount of $98,374 (December 31, 2015 – $12,167) has been accrued and classified as a current liability. As at September 30, 2016, the loan payable balance includes accrued interest of $229,332 (December 31, 2015 – $40,744).

12. SHARE CAPITAL

(a) Authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of first and second preferred shares. None of the preferred shares have been issued.

(b) Issued and outstanding

During the year ended December 31, 2015, the Company issued no common shares.

On May 2, 2016, the Company closed a private placement of 12,600,000 shares at a price of $0.05 per share, for gross proceeds of $630,000. Finders' fees of $14,100 were paid on a portion of the proceeds.

(c) Stock options

The Company has an incentive stock option plan that conforms to the requirements of the Toronto Stock Exchange. Options to purchase common shares have been granted to directors, employees and consultants of the Company at exercise prices determined by their market value on the date of the grant. The options vest immediately on the date of the grant or as otherwise determined at the discretion of the Board.

On May 12, 2016, the Company granted directors, officers, and consultants an aggregate of 2,950,000 options to purchase shares at an exercise price of $0.10 per share, all of which vested immediately. The options will expire on May 12, 2021.

Stock option transactions during the periods ended December 31, 2015 and September 30, 2016 and the number of stock options outstanding and exercisable at September 30, 2016 are summarized as follows:

(Stated in Canadian Dollars)

12. SHARE CAPITAL *(continued)*

	Number of Options	Weighted-Average Exercise Price ($)	Weighted-Average Contractual Remaining Life (Years)
Balance, December 31, 2014	**8,592,000**	**0.61**	**2.17**
Expired	(1,625,000)	0.68	
Balance, December 31, 2015	**6,967,000**	**0.59**	**1.58**
Granted	2,950,000	0.10	
Expired	(2,025,000)	0.85	
Balance, September 30, 2016	**7,892,000**	**0.35**	**2.57**
Exercisable at September 30, 2016	**7,892,000**		

Summary of stock options outstanding at September 30, 2016:

Number Outstanding	Exercise Price ($)	Expiry Date
2,267,000	0.75	February 14, 2017
200,000	0.50	September 1, 2017
850,000	0.50	February 8, 2018
250,000	0.20	August 19, 2018
1,375,000	0.15	September 5, 2019
2,950,000	0.10	May 12, 2021
7,892,000		

(d) Share-based compensation:

There were no stock options granted during the year ended December 31, 2015.

On May 12, 2016, the Company granted directors, officers, and consultants an aggregate of 2,950,000 options to purchase shares at an exercise price of $0.10 per share, all of which vested immediately. The options will expire on May 12, 2021. The fair value of the options granted was $170,566, or $0.0578 per option.

The weighted average fair value of stock options granted during the nine months ended September 30, 2016 and the year ended December 31, 2015 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	Nine months ended September 30, 2016	Year ended December 31, 2015
Expected dividend yield	0%	Nil
Risk-free interest rate	0.7%	Nil
Expected stock price volatility	129%	Nil
Expected life of options	5 years	Nil
Weighted average fair value per stock option	$0.0578	Nil

(Stated in Canadian Dollars)

12. SHARE CAPITAL *(continued)*

Share-based compensation expense of $170,566 was recorded during the nine months ended September 30, 2016 (2015 - nil). The offsetting credit was to other equity reserve.

Option pricing models require the input of highly subjective assumptions, particularly as to the expected price volatility of the stock. Changes in these assumptions can materially affect the fair value estimate and therefore it is management's view that the existing models do not necessarily provide a single reliable measure of the fair value of the Company's stock option grants.

(e) Warrants

Warrant transactions during the periods ended December 31, 2015 and September 30, 2016 and the number of warrants outstanding at September 30, 2016 are summarized as follows:

	Number of Warrants	Weighted-Average Exercise Price ($)	Weighted-Average Contractual Remaining Life (Years)
Balance, December 31, 2015	**5,078,585**	**0.25**	**0.89**
Balance, September 30, 2016	**5,078,585**	**0.25**	**0.14**

Warrants outstanding at September 30, 2016:

Number Outstanding	Exercise Price ($)	Expiry Date
210,190[1]	0.25	Nov. 18, 2016
2,633,940	0.25	Nov. 18, 2016
210,194[1]	0.25	Nov. 26, 2016
2,024,261	0.25	Nov. 26, 2016
5,078,585		

Notes (1) Finders' warrants with a fair value of $0.0712 per warrant

(f) Other equity reserve

The following is a summary of the components of other equity reserve at September 30, 2016 and December 31, 2015:

	September 30, 2016	December 31, 2015
Share options	$ 4,970,414	$ 4,799,848
Finders' warrants	357,647	357,647
Total other equity reserve	$ 5,328,061	$ 5,157,495

(Stated in Canadian Dollars)

13. LOSS PER SHARE

Loss per share has been calculated using the weighted-average number of common shares outstanding during the period. Diluted loss per share has not been calculated as it is anti-dilutive.

14. RELATED PARTY TRANSACTIONS

At September 30, 2016, liabilities included $289,357 (December 31, 2015 – $686,324) due to related parties. Amounts due to related parties are unsecured and non-interest bearing.

During the nine months ended September 30, 2016, the Company entered into the following related party transactions:

- paid or accrued $45,000 (2015 - $80,511) in fees to Martin Turenne Consulting Ltd., a private company controlled by Martin Turenne, the Company's President and Chief Executive Officer, for management and administrative services.

- paid or accrued $50,100 (2015 - $75,500) in fees to Adera Company Management Inc., a private company controlled by J. Christopher Mitchell, the Company's Chief Financial Officer and Corporate Secretary, for management and administrative services.

- paid or accrued $16,000 (2015 - $59,008) in salary and fees to Rad Minerals Corp., a private company controlled by Trevor Rabb, the Company's former Vice President - Exploration, for management and administrative services.

- paid or accrued nil (2015 - $15,000) in salary to Peter M.D. Bradshaw, the Company's Non-executive Chairman, for management and administrative services.

The amounts charged to the Company for the services provided have been determined by negotiations between the parties and are covered by a signed agreement. These services were in the normal course of operations and management believes that they were incurred on a basis consistent with comparable transactions between other non-related parties.

The Company considers its Officers to be key management personnel. Amounts paid to the key management personnel during the nine months ended September 30, 2016 and 2015 are shown in the following table:

		2016		2015
Salaries or fees	$	111,100	$	536,911
Share-based payments		86,700		-
Total key management personnel	$	197,805	$	536,911

(Stated in Canadian Dollars)

15. COMMITMENTS

As of September 30, 2016 the Company's aggregate commitments are as follows:

	< 1 year	1 – 3 years	4 -5 years	Total
Accounts payable and accrued liabilities	$ 35,517	$ -	$ -	$ 35,517
Office lease	14,112	-	-	14,112
Severance payable	244,166	31,674	-	275,840
Interest payable and loan payable	98,374	196,747	8,296,170	8,591,291
Totals	$ 392,169	$ 228,421	$8,296,170	$8,916,760

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments measured at fair value on the consolidated statements of financial position are summarized in levels of fair value hierarchy as follows:

	September 30, 2016	December 31, 2015
	Level 1	Level 1
Cash and cash equivalents	$ 610,026	$ 890,435
Marketable securities	280,507	179,213

The carrying value of receivables, reclamation bonds and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Risk Management

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk and liquidity risk. The overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on financial performance. Risk management is carried out by management under the direction and guidance of the Board of Directors. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meets its contractual obligations. The Company's credit risk is limited to the carrying amount on the statements of financial position and arises from the Company's cash and cash equivalents, marketable securities, receivables, excluding GST receivable, and reclamation deposits.

The Company's cash and cash equivalents and marketable securities are held in accounts with Canadian chartered banks and a brokerage firm. Cash in excess of the amounts needed to fund the Company's day-to-day operating expenses is invested in securities guaranteed by the federal or British Columbia government. The reclamation deposits are in the form of Guaranteed Investment Certificates pledged to the Minister of Finance for the Province of British Columbia to cover the estimated cost of reclaiming the Company's exploration projects.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall 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 September 30, 2016, the Company had cash balances of $610,026 to settle current liabilities of $378,057. All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Since inception, the Company has financed its cash requirements primarily by issuing securities. On September 4, 2015, First Point entered into an arm's-length loan agreement with an individual shareholder of the Company, through which the Lender lent US $5.0 million to the Company for a five-year period at a 6.5% headline interest rate. Of this, 1.5% will be paid currently, on a semi-annual basis, and the remaining 5% interest will be accrued and paid at the end of the loan term. The timing of cash outflows relating to financial liabilities are outlined in Note 15 – Commitments. At September 30, 2016, the Company had met all the obligations associated with its financial liabilities.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

The Company has cash and cash equivalents balances and periodically monitors the investments it makes and is satisfied with the credit ratings of the financial institutions it deals with and the securities in which its funds are invested. The interest rate on the Company's loan payable, which matures on September 4, 2020, is 6.5%, and the loan is repayable before maturity at any time at the Company's option without penalty.

(b) Foreign currency rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. In addition, the Company's loan payable, which matures on September 4, 2020 is denominated in United States dollars. The Company funds certain operations, exploration and administrative expenses in the United States and other foreign countries by converting funds from its Canadian dollar bank accounts and wiring US funds to the foreign counterparty. Management does not currently hedge its foreign exchange risk.

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT *(continued)*

Sensitivity Analysis

The Company works toward its capital management objectives to the extent possible while facing the challenges of market conditions and the public's assessment of the Company's risk profile. Its capital management objectives have not changed over the period presented.

The carrying value of cash and cash equivalents, marketable securities, receivables, reclamation bond, accounts payable and current liabilities approximate their fair values due to the relatively short periods to maturities of these financial instruments.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

The Company is not subject to any financial covenants. The Company monitors its financing requirements through cash forecasting, consideration of current economic conditions and reviews of economic and political commentaries in respect of future developments. Financing decisions are based on the timing and extent of expected operating and capital cash outlays. Factors considered when determining whether to issue equity include the amount of cash sought, the availability of these sources and their terms.

17. CAPITAL MANAGEMENT

At September 30, 2016, the Company had working capital of $249,360. The Company manages its cash, cash equivalents and common shares as capital. The Company's objectives in managing its capital are to:

- Maintain sufficient cash and cash equivalents to last a minimum of one year;
- Have the flexibility to achieve its on-going business objectives, including but not limited to funding work programs on its exploration and evaluation assets and pursuing new business opportunities as they arise, and
- Minimize dilution to existing shareholders.

The Directors have not specified a quantitative return on capital criteria for management, but rather rely on the expertise of management to sustain future development of the business.

The Company's exploration and evaluation assets are in the development stage and the Company does not generate a positive cash flow. As a consequence, the Company relies on accessing the capital markets to obtain the funds needed to carry on its business. It is the Company's intention to utilize its existing working capital and to raise additional funds as needed. The additional funds will be raised primarily through the issuance of its securities in private placements.

(Stated in Canadian Dollars)

18. SEGMENTED INFORMATION

The Company operates in one reportable operating segment being the exploration of mineral properties. A geographic summary of mineral properties and net loss by country, as at and for the periods ended September 30, 2016 and December 31, 2015, is as follows:

September 30, 2016

	Canada	Honduras	Consolidated
Net loss for the period	$ 466,918	$ -	$ 466,918
Mineral properties	8,183,348	1	8,183,349

December 31, 2015

	Canada	Honduras	Consolidated
Net loss for the year	$2,296,105	$ -	$2,296,105
Mineral properties	8,166,990	1	8,166,991