

**ARIANNE PHOSPHATE INC.  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
(UNAUDITED)  
THREE-MONTH PERIOD ENDED MARCH 31, 2017 AND MARCH 31, 2016  
(in Canadian dollars)**



**Condensed consolidated interim financial statements for the three-month period ended March 31, 2017 haven't been reviewed by the auditors.**

# ARIANNE PHOSPHATE INC.

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**ARIANNE PHOSPHATE INC.**  
**CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(In Canadian dollars)

	As at March 31, 2017	As at December 31, 2016
	\$	\$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (note 3)	458,417	2,229,044
Receivables and other current assets	73,314	133,377
Sales taxes receivable	135,924	71,413
Tax credit related to resources and mining tax credit receivable	1,624,756	1,498,894
	<u>2,292,411</u>	<u>3,932,728</u>
<b>Non-current assets</b>		
Tax credit related to resources and mining tax credit receivable	96,499	125,861
Investment property – Outfitters	327,036	333,355
Property, plant and equipment (note 5)	1,044,807	1,043,432
Mining properties (note 6)	1,245,640	1,245,640
Exploration and evaluation assets (note 7)	46,206,411	44,741,815
	<u>48,920,393</u>	<u>47,490,103</u>
<b>Total assets</b>	<u>51,212,804</u>	<u>51,422,831</u>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	1,911,714	1,976,203
Credit Line (note 8)	17,864,439	17,396,288
	<u>19,776,153</u>	<u>19,372,491</u>
<b>Non-current liabilities</b>		
Loan (note 9)	3,592,462	3,551,692
Deferred income taxes	2,312,506	2,242,252
<b>Total liabilities</b>	<u>25,681,121</u>	<u>25,166,435</u>
<b>Equity</b>		
Capital stock	54,783,402	54,783,402
Warrants	2,556,432	2,540,438
Contributed surplus	11,768,000	11,693,008
Deficit	(43,576,151)	(42,760,452)
<b>Total equity</b>	<u>25,531,683</u>	<u>26,256,396</u>
<b>Total liabilities and equity</b>	<u>51,212,804</u>	<u>51,422,831</u>
<b>GOING CONCERN</b> (note 1)		
<b>COMMITMENTS</b> (note 13)		
<b>SUBSEQUENT EVENT</b> (note 16)		

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

ON BEHALF OF THE BOARD  
(s) Siva J. Pillay, Director

(s) James Cowley, CFO

# ARIANNE PHOSPHATE INC.

## CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS FOR THREE-MONTH PERIOD ENDED MARCH 31, 2017

(In Canadian dollars)

	Three-month period ended March 31, 2017	Three-month period ended March 31, 2016
	\$	\$
<b>EXPENSES</b>		
Salaries and benefits	225,949	324,489
Share-based compensation	74,992	138,285
Professional and consultant fees	191,128	183,996
Management fees	16,500	6,250
Registration and listing fees	37,347	42,701
Communications	85,555	57,516
Promotion, representation and travel	26,546	21,113
Insurance	8,387	10,913
Rent and office expenses	39,493	34,499
Depreciation of property, plant and equipment	11,463	11,398
Gain on disposal property, plant and equipment	(7,898)	-
Bank charges	1,312	3,399
<b>Operating loss</b>	<u>710,774</u>	<u>834,559</u>
<b>OTHER EXPENSES (INCOME)</b>		
Interest income	(4,589)	(143)
Foreign exchange (gain) loss	5,594	(1,757)
Net loss of investment property – Outfitters (Note 4)	17,672	17,276
	<u>18,677</u>	<u>15,376</u>
<b>LOSS BEFORE INCOME TAXES</b>	<u><b>729,451</b></u>	<u><b>849,935</b></u>
Deferred income taxes	70,254	-
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	<u><b>799,705</b></u>	<u><b>849,935</b></u>
<b>BASIC AND DILUTED LOSS PER SHARE</b>	<u><b>0.01</b></u>	<u><b>0.01</b></u>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING</b>	<u><b>97,648,080</b></u>	<u><b>96,892,422</b></u>

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

**ARIANNE PHOSPHATE INC.**  
**CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
**FOR THREE-MONTH PERIOD ENDED MARCH 31, 2017**  
(in Canadian dollars)

	Capital stock	Capital stock	Warrants	Contributed surplus	Deficit	Total equity
	Common shares	\$	\$	\$	\$	\$
<b>Balance as at January 1, 2017</b>	97,648,080	54,783,402	2,540,438	11,693,008	(42,760,452)	26,256,396
Net loss and comprehensive loss for the period	-	-	-	-	(799,705)	(799,705)
Modification of warrants (note 10)	-	-	15,994	-	(15,994)	-
Share-based compensation	-	-	-	74,992	-	74,992
<b>Balance as at March 31, 2017</b>	97,648,080	54,783,402	2,556,432	11,768,000	(43,576,151)	25,531,683
<b>Balance as at January 1, 2016</b>	96,825,755	53,977,978	1,957,387	11,344,855	(39,338,867)	27,941,353
Net and comprehensive loss for the period	-	-	-	-	(849,935)	(849,935)
Share-based compensation	-	-	-	138,285	-	138,285
Warrants exercises (note 10)	400,000	310,765	(14,765)	-	-	296,000
<b>Balance as at March 31, 2016</b>	97,225,755	54,288,743	1,942,622	11,483,140	(40,188,802)	27,525,703

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

**ARIANNE PHOSPHATE INC.**  
**CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
**FOR NINE MONTH PERIOD ENDED MARCH 31, 2017**  
(In Canadian dollars)

	<b>2017</b>	<b>2016</b>
	\$	\$
<b>CASH FLOW FROM (USED IN)</b>		
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	(799,705)	(849,935)
Adjustments for:		
Share-based payments	74,992	138,285
Depreciation – Investment property - Outfitters	6,319	7,734
Depreciation – Property, plant and equipment	11,463	11,398
Deferred income taxes	70,254	-
Net change in non-cash working capital items (note 11)	(547,915)	(624,049)
	<u>(1,184,592)</u>	<u>(1,316,567)</u>
<b>INVESTING ACTIVITIES</b>		
Acquisition of property, plant and equipment	(15,603)	-
Acquisition of mining properties	-	(28,463)
Acquisition of exploration and evaluation assets	(570,432)	(161,646)
	<u>(586,035)</u>	<u>(190,109)</u>
<b>FINANCING ACTIVITIES</b>		
Proceeds from credit line	-	1,480,000
	<u>-</u>	<u>1,480,000</u>
<b>CHANGE IN CASH AND CASH EQUIVALENTS DURING THE PERIOD</b>	(1,770,627)	(26,676)
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	2,229,044	91,920
<b>CASH AND CASH EQUIVALENTS, END OF PERIOD</b>	<u>458,417</u>	<u>65,244</u>
Supplementary cash flow information		
Interest received	4,589	142
Interest paid	80,789	-

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



# ARIANNE PHOSPHATE INC.

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(in Canadian dollars)

### 1. STATUTE OF INCORPORATION, NATURE OF ACTIVITIES AND GOING CONCERN

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Arianne Phosphate Inc. ("the Company"), was incorporated under Part IA of the Companies Act (Quebec) and was continued under the Quebec Business Corporations Act (Quebec) (QBCA). The Company is engaged in the acquisition and exploration of mining properties in Quebec, Canada. During 2013, the Company completed a feasibility study on its Lac à Paul property. The Company's objective is to focus on developing a phosphate mine by concentrating its resources on this property. The Company's shares are listed on the TSX Venture Exchange (symbol DAN), on the Frankfurt exchange (symbol JE9N) and on the US Stock Exchange Over-the-Counter (OTC) (symbol DRRSF). The registered office of the Company is located at 393 Racine Street, Suite 200, Chicoutimi, Quebec, Canada G7H 1T2.

Although management has taken steps to verify titles of mining properties in which the Company 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 and non-compliant with regulatory requirements.

These condensed consolidated interim financial statements have been prepared based on accounting principles applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. For the period ended March 31, 2017, the Company recorded a net loss of \$799,705 (2016 – \$849,935) and has an accumulated deficit of \$43,576,151 as at March 31, 2017 (\$42,760,452 as at December 31, 2016). In addition to ongoing working capital requirements, the Company must secure sufficient funding to meet its obligations and pay general and administration costs.

As at March 31, 2017, the Company had a negative working capital of \$17,483,742 (negative working capital of \$15,439,763 as at December 31, 2016), and has an undrawn non-revolving credit line of \$291,887. Management estimates that the working capital will not be sufficient to meet the Company's obligations and budgeted expenditures through March 31, 2018. These circumstances lend 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 will need to secure financing in 2017.

Any funding shortfall may be met in the future in a number of ways including, but not limited to, the issuance of new equity, debt financing or securing capital from potential partners. While management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available to the Company or that they will be available on terms which are acceptable to the Company. If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets might be less than amounts reflected in the condensed consolidated interim financial statements.

These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB").

The accounting policies followed in these condensed consolidated interim financial statements are consistent with those applied in the Company's annual financial statements for the year ended December 31, 2016. These condensed consolidated interim financial statements should be read in conjunction with the Company annual financial statements for the year ended December 31, 2016 which have been prepared in accordance with IFRS as issued by the IASB.

The Board of Directors approved these condensed consolidated interim financial statements on May 26<sup>th</sup>, 2017.

### 3. CASH AND CASH EQUIVALENTS

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	As at March 31, 2017	As at December 31, 2016
	\$	\$
Cash and cash equivalents	458,417	2,229,044

As at March 31, 2017, cash and cash equivalents comprises cash on hand amounting to \$375,925 bearing interest at a fixed rate 0.70% and an amount of \$82,492 not bearing interest. An amount of \$30,000 is restricted in connection with the Company's credit card agreement.

As at December 31<sup>st</sup>, 2016, cash and cash equivalents comprises cash on hand amounting to \$1,317,836, bearing interest at a fixed rate 0.80% and an amount of \$911,208 not bearing interest. An amount of \$30,000 is restricted in connection with the Company's credit card agreement.

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## 4. INVESTMENT PROPERTY – OUTFITTERS

The following table summarizes the information related to the net loss of investment property – Outfitters:

	Three-month period ended March 31, 2017 \$	Three-month period ended March 31, 2016 \$
Outfitters income	25	-
Operating expenses:		
Management fees	1,153	422
Repair and maintenance	1,011	421
Supplies	1,153	1,118
Advertising, promotion and travel	1,631	1,086
Taxes and licenses	2,728	2,065
Insurance	3,432	2,810
Interest and bank charges	270	60
Depreciation of property, plant and equipment	6,319	7,734
Bad debts	-	1,560
	<u>17,697</u>	<u>17,276</u>
Net loss of investment property – Outfitters	<u>17,672</u>	<u>17,276</u>

## 5. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements \$	Tools and equipment \$	Rolling equipment \$	Computer equipment \$	Land \$	Total \$
<b>Cost</b>						
Balance as at January 1, 2016	305,443	128,740	10,376	11,919	-	456,478
Acquisition	-	-	-	950	812,031	812,981
Disposition	(11,411)	(22,500)	(10,376)	3,315	-	(40,972)
Balance as at December 31, 2016	<u>294,032</u>	<u>106,240</u>	<u>-</u>	<u>16,184</u>	<u>812,031</u>	<u>1,228,487</u>
Acquisition	-	6,982	-	-	8,621	15,603
Balance as at March 31, 2017	<u>294,032</u>	<u>113,222</u>	<u>-</u>	<u>16,184</u>	<u>820,652</u>	<u>1,244,090</u>
<b>Accumulated depreciation</b>						
Balance as at January 1, 2016	88,964	77,234	4,202	4,261	-	174,661
Depreciation	23,283	8,026	1,897	1,804	-	35,010
Disposition	(4,035)	(15,621)	(6,099)	1,139	-	(24,616)
Balance as at December 31, 2016	<u>108,212</u>	<u>69,639</u>	<u>-</u>	<u>7,204</u>	<u>-</u>	<u>185,055</u>
Depreciation	10,806	2,764	-	658	-	14,228
Balance as at March 31, 2017	<u>119,018</u>	<u>72,403</u>	<u>-</u>	<u>7,862</u>	<u>-</u>	<u>199,283</u>
<b>Net book value</b>						
Balance as at January 1, 2016	216,479	51,506	6,174	7,658	-	281,817
Balance as at December 31, 2016	<u>185,820</u>	<u>36,601</u>	<u>-</u>	<u>8,980</u>	<u>812,031</u>	<u>1,043,432</u>
Balance as at March 31, 2017	<u>175,014</u>	<u>40,819</u>	<u>-</u>	<u>8,322</u>	<u>820,652</u>	<u>1,044,807</u>



# ARIANNE PHOSPHATE INC.

## 6. MINING PROPERTIES

	Royalties (NSR) %	Balance as at December 31, 2016 \$	Additions \$	Impairments \$	Disposal \$	Balance as at March 31, 2017 \$
<b>Properties in Quebec</b>						
Lac à Paul (100%)	2.25	1,245,640	-	-	-	1,245,640

## 7. EXPLORATION AND EVALUATION ASSETS

	Balance as at December 31, 2016 \$	Additions \$	Tax credits \$	Impairments \$	Disposals \$	Balance as at March 31, 2017 \$
<b>Quebec</b>						
Lac à Paul	44,741,815	1,561,095	(96,499)	-	-	46,206,411

For the three-month period ended March 31, 2017 and 2016, the following expenses, related to discovery of mineral resources, have been included in the cost of exploration and evaluation assets:

	Three-month period ended March 31, 2017 \$	Three-month period ended March 31, 2016 \$
Camp, travel and lodging and general expenses	33,863	44,183
Line cutting and geophysics	-	6,539
Planning and supervision	221,559	48,125
Professional fees and independent technical reports	715,521	530,408
Borrowing costs	587,388	443,303
Depreciation of property, plant and equipment	2,764	4,327
Depreciation of intangible asset	-	8,358
	1,561,095	1,085,243
Tax credits related to resources and mining tax credit	(96,499)	(11,352)
	1,464,596	1,073,891
Balance – Beginning of period	44,741,815	40,502,866
Balance – End of period	46,206,411	41,576,757

## 8. CREDIT LINE

In August 2012 and July 2013, the Company entered into agreements to obtain a non-revolving credit line, with Mercury Financing Corp. (the "Lender"), for authorized amounts of respectively \$10 million and \$2.5 million to finance a feasibility study for the Lac à Paul property and to cover the general and administrative expenditures related to this property. Terms and conditions are essentially the same for both agreements.

Interest was capitalized quarterly until the earlier of the following dates: (a) December 31, 2013 for the August 2012 agreement and June 30, 2014 for the June 2013 agreement or (b) the date at which time the Company raises cumulative net cash proceeds of at least \$21 million by way of equity, debt or other instruments. Subsequently, interest was payable quarterly until maturity.

On October 20, 2015, the Company obtained a third non-revolving credit line amounting to \$4,566,887, bearing interest at a fixed rate of 6.25% per annum, to finance exclusively the general and administrative operations and other activities related to the project development for the Lac à Paul project. This credit line will be gradually disbursed until the termination date, December 31, 2017. As at March 31, 2017, the Company has an undrawn non-revolving credit line of \$291,887.

The third non-revolving credit line and all unpaid interest will be repayable in full on the earlier of the following dates: (a) December 31, 2017; (b) the date at which time the Company raises cumulative net cash proceeds of at least \$51 million by way of equity, debt or other instruments; and (c) the date of change of control of the Company.

## ARIANNE PHOSPHATE INC.

The credit line has a current portion of \$17,864,439 at the end of March 31, 2017 (\$17,396,288 as at December 31, 2016).

	Three-month period ended March 31, 2017	As at December 31, 2016
	\$	\$
Balance – Beginning of period	17,396,288	12,561,084
Debt repayment from proceeds from the issuance of shares related to the warrants exercised	-	(296,000)
Proceeds from credit lines	-	3,275,000
Capitalized interests	282,440	1,045,700
Amortization of transaction costs	185,711	810,504
Balance – End of period	<u>17,864,439</u>	<u>17,396,288</u>

### 9. LOAN

In September 2016, the Company closed on a \$3 Million loan agreement with various third party lenders (the “Loan”). The loan will bear interest at 8%, paid semi-annually, and has a maturity of 3 years with the Company having the ability to repay the loan after one year at its option. As part of the loan, the Company has issued 2,400,000 non-transferable warrants, with each warrant entitling the holder to purchase one common share of the Company at a price of \$1.25 per share for a term of 3 years expiring on September 28, 2019. The fair value of those warrants represents \$266,708 and is calculated with the Black & Scholes model. Additionally, following the expiry of the regulatory hold period, should the closing price of the Company’s common shares on the TSX Venture Exchange be equal to or higher than \$2 for 10 consecutive days, the Company shall have the right to force the exercise of the warrants by providing the warrant holders with a 30-day notice period, following which the warrants will automatically expire. The Company also issued 96,000 broker warrants related to this loan at a price of \$0.92 per share for a term of 3 years expiring on September 28, 2019. The fair value of the broker warrants is \$23,026 and is calculated using the Black & Scholes model.

In October 2016, the Company closed on a \$1.1 million loan agreement with various third party lenders. The loan will bear interest at 8%, paid semi-annually and has a maturity of 3 years with the Company having the ability to repay the loan after one year at its option. As part of the loan, the Company has issued 880,000 non-transferable warrants (refer to note 14),, with each warrant entitling the holder to purchase one common share of the Company at a price of \$1.25 per share for a term of 3 years expiring on October 27, 2019. The fair value of those warrants represents \$84,961 and is calculated with the Black- Scholes model. Additionally, following the expiry of the regulatory hold period, should the closing price of Arianne’s common shares on the TSX Venture Exchange be equal to or higher than \$2 for 10 consecutive days, the Company shall have the right to force the exercise of the warrants by providing the warrant holders with a 30-day notice period, following which the warrants will automatically expire. The Company also issued 35,200 non-transferable warrants. Each warrant is exercisable at \$0.89 for a period of 3 years expiring on October 27, 2019. The fair value of the broker warrants is \$7,456 and is calculated using the Black- Scholes model.

	Three-month period ended March 31, 2017	As at December 31, 2016
	\$	\$
Balance – Beginning of period	3,551,692	-
Proceeds from loan	-	4,100,000
Amortization of transaction costs	40,770	-
Transaction cost	-	(548,308)
Balance – End of period	<u>3,592,462</u>	<u>3,551,692</u>

### 10. STOCK OPTIONS, WARRANTS AND OPTIONS GRANTED TO BROKERS

#### Stock options

The stock options granted to directors vest on a basis of 33% every year on a three-year period from the date of grant and options to consultants vest on a basis of 25% every three months, starting three months after the grant date.

In March 2017, 125,000 stock options were granted to consultants. The fair value of stock options granted amounted to \$26,684 and was estimated using the Black-Scholes pricing model with the following weighted average assumptions:

## ARIANNE PHOSPHATE INC.

	Three-month period ended March 31, 2017	Three-month period ended March 31, 2016
Weighted average price of share at time of grant	\$0.89	\$0.81
Weighted average risk-free interest rate	0.77%	1.13%
Weighted average expected volatility	38.6%	73.6%
Weighted average expected life	2.0 years	6.0 years
Weighted average expected dividend yield	0%	0%
Weighted average fair value of options granted	0.21	0.52

Company stock options were as follows:

	Three-month period ended March 31, 2017		Three-month period ended March 31, 2016	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
<b>Balance – Beginning of period</b>	5,449,500	1.08	5,121,167	1.10
Expired	-	-	(96,667)	1.18
Granted	125,000	0.90	375,000	0.81
<b>Balance – End of period</b>	5,574,500	1.04	5,127,833	1.09
Exercisable at the end of the period	4,046,000	1.10	3,386,000	1.12

### Warrants

Changes in Company warrants were as follows:

	Three-month period ended March 31, 2017		Three-month period ended March 31, 2016	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
<b>Balance – Beginning of period</b>	15,997,500	1.12	13,117,500	1.07
Exercised	-	-	(400,000)	0.74
<b>Balance – End of period</b>	15,997,500	1.12	12,717,500	1.08

In January 2017, the Company amended the terms and conditions of the 1,217,500 warrants granted during the quarter ended July 31, 2013. Initially, each warrant entitled its holder to acquire one common share at a price of \$1.45 per share until January 27, 2017. These warrants were amended in January 2017 to extend their expiration date to January 2018. All other terms and conditions remained similar. The Company calculated the fair value of the warrants prior and after the amendment. The fair value of the extended warrants was estimated at \$15,994 considering the fair value of the original warrants existing on the date of the amendment, according to the Black & Scholes model, and it was recorded as an increase in deficit for the three-month period ended March 31, 2017.

# ARIANNE PHOSPHATE INC.

## Options granted to brokers

Changes in Company options granted to brokers options were as follows:

	Three-month period ended March 31, 2017		Three-month period ended March 31, 2016	
	Number	Weighted average exercise price \$	Number	Weighted average exercise price \$
Balance – Beginning of period	131,200	0.91	447,750	1.00
Exercised	-	-	-	-
Balance – End of period	<u>131,200</u>	<u>0.91</u>	<u>447,750</u>	<u>1.00</u>

## 11. SUPPLEMENTARY INFORMATIONS RELATED TO CASH FLOWS

	Three-month period ended March 31, 2017	Three-month period ended March 31, 2016
	\$	\$
Net change in non-cash working capital items		
Receivable and other current assets	60,063	20,792
Sales taxes receivable	(64,511)	7,315
Accounts payable and accrued liabilities	(543,467)	(652,156)
	<u>(547,915)</u>	<u>(624,049)</u>

Items not affecting cash and cash equivalents not otherwise disclosed elsewhere in the condensed consolidated interim financial statements:

	Three-month period ended March 31, 2017	Three-month period ended March 31, 2016
	\$	\$
Addition to exploration and evaluation assets not yet paid	559,767	467,610

## 12. RELATED PARTY TRANSACTIONS

The table below shows related party transactions and balances payable for each of the Company's related parties:

	Three-month period ended March 31, 2017	Three-month period ended March 31, 2016
	\$	\$
<b>Key management compensation <sup>(1)</sup></b>		
Share-based compensation	21,300	40,376
Management fees	16,500	-
	<u>37,800</u>	<u>40,376</u>
Salaries and fringe benefits <sup>(2)</sup>	87,988	124,686
	<u>125,788</u>	<u>165,062</u>
Balance included in accounts payable and accrued liabilities	<u>-</u>	<u>-</u>

(1) The key management is composed of the Chief Executive Officer (CEO), Chief Operating Officer (COO) and the vice-president exploration and First Nations Relations.

(2) Salaries and fringe benefits capitalized to exploration and evaluation assets amount to \$68,166 (\$39,847 in 2016).

## ARIANNE PHOSPHATE INC.

The Company has entered into employment and management contracts with its key executives whose estimated annual remuneration amounts to \$600,000. These contracts are renewable annually. The agreements with the Company's key executives contain provisions that apply in case of termination without cause or a change of control. If all executive team members had been dismissed without cause on March 31st, 2017 the Company would have had to pay a total amount of \$600,000 as severance. If a change of control had occurred on March 31st, 2017, the total amounts payable to the executive team in respect of severance would have totaled \$950,000 (assuming they left after a change of control and each named executive opted to receive such compensation). If the assets of the company had been sold to an "arm's length entity" on March 31st, 2017, the total amounts payable to the executive team in respect of severance would have totaled \$1,200,000 (assuming they left after a change of control and each named executive opted to receive such compensation)

Subsequent to the nomination of Brian Ostroff as a director of the Company on June 4, 2014, Windermere is considered as a related party because it has significant influence over the Company through its representation on the Board of Directors. All agreements and transactions with Windermere are already disclosed in these financial statements and are therefore not described in this note.

### 13. COMMITMENTS

- a) The Company has granted the Lender of the August, 2012 credit line a royalty of \$1 per ton of phosphate concentrate sales from the Lac à Paul project. This royalty may be redeemed at any time through a lump-sum payment of \$6 million. In July 2013, the Company has also granted the Lender of the second credit line a royalty of \$0.25 per ton of phosphate concentrate sales from the Lac à Paul project. This royalty may be redeemed at any time through a lump-sum payment of \$1.5 million. These royalties will have to be redeemed by the Company for the same amount in the event of a change of control where at least 90% of the issued and outstanding shares of the Company are acquired, purchased or held by a third party, either through a tender offer or other transaction with the same result.
- b) The Company granted contracts in relation to the development of the Lac à Paul project for a total of \$243,728. These contracts do not have termination dates and disbursements will be made in accordance with the project's milestones.
- c) The Company's future minimum operating lease payments for the rent in Chicoutimi office, trucks rental and Lac à Paul camp are as follows:

	Within 1 year	1 to 5 years	After 5 years	Total
March 31, 2017	89,837	52,880	-	142,717

### 14. CONTINGENCIES

In the normal course of operations, the Company is exposed to events that could give rise to contingent liabilities. As at the date of issue of the condensed consolidated interim financial statements, the Company was not aware of any significant events that would have a material effect on its condensed consolidated interim financial statements.

### 15. FINANCIAL INSTRUMENTS AND FINANCIAL RISKS

#### Classification

The Company's financial instruments as at March 31, 2017 consist of cash and cash equivalents, receivable and other current assets, accounts payable and accrued liabilities, loan and credit line. The fair value of these financial instruments approximates their carrying value due to their short-term maturity, to current market rates or they bear interest at variable rates.

The classification of financial instruments is summarized as follows:

Classification	As at March 31, 2017	Carrying value As at December 31, 2016
	\$	\$
<b>Financial assets</b>		
Cash and cash equivalents		
Loans and receivables	458,417	2,229,044
	<u>458,417</u>	<u>2,229,044</u>
<b>Financial liabilities</b>		
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	1,911,714
Loan	Financial liabilities at amortized cost	3,592,462
Credit line	Financial liabilities at amortized cost	17,864,439
	<u>23,368,615</u>	<u>22,924,183</u>

# ARIANNE PHOSPHATE INC.

The Company defines the fair value hierarchy under which its financial instruments are valued as follows: level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities; level 2 includes inputs other than quoted prices in level 1 that are observable for assets or liabilities, either directly or indirectly; and level 3 includes inputs for the asset or liability that are not based on observable market data. Marketable securities were considered a level 1. There was no transfer of hierarchy level as at March 31, 2017 and December 31, 2016.

## Financial risks

The Company has exposure to various financial risks, such as credit risk, liquidity risk, interest rate risk, equity risk and currency risk from its use of financial instruments.

### Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents and receivable and other current assets. Cash and cash equivalents are deposited in Canadian chartered bank accounts or invested in a diversified manner in securities having an investment-grade rating (AA-), from which management believes the risk of loss to be minimal. Receivable and other current assets mainly consists of sales taxes receivable and mining tax credits due from the Quebec government. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable is minimal.

### Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company generates cash flows primarily from its financing activities. As at March 31, 2017, the Company had cash and cash equivalents of \$458,417 (\$2,229,044 as at December 31, 2016) to settle current liabilities of \$19,776,153 (\$19,372,491 as at December 31, 2016). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity (Refer to note 1 for the use of the going concern assumption).

The following are the contractual maturities of financial liabilities, including interest where applicable as at March 31, 2017:

	Carrying amount \$	Contractual cash flows \$	0 to 12 months \$	12 to 24 months \$	More than 24 months \$
Accounts payable and accrued liabilities	1,911,714	1,911,714	1,911,714	-	-
Credit line	17,864,439	20,562,518	20,562,518	-	-
Loan	3,592,462	4,924,625	328,000	328,000	4,268,625

### Interest rate risk

According to the third non-revolving credit line and amendments made to the first and second credit lines dated October 20, 2015, the interest rate has been modified from a variable to fixed rate and therefore, the Company has no interest rate risk as at December 31, 2016 and March 31, 2017. The Company's policy as it relates to its cash balances is to invest excess cash in financial instruments held with a Canadian chartered bank.

### Currency risk

As at March 31, 2017, the Company has a bank account in US dollars for an amount of \$47,825 (\$89,366 as at December 31, 2016). The Company estimates that a variation of  $\pm 10\%$  in exchange rates on that date would have resulted in a variation of approximately \$4,783 in 2017 (\$8,936 as at December 31, 2016) in net loss.

## 16. SUBSEQUENT EVENT

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On April 21, 2017, the Company closed on a \$1.4 Million credit facility with a third-party lender. The credit facility will bear interest at 12.5% on any funds drawn, paid monthly commencing on the date of first Advance. The credit facility has a latest maturity date of December 27, 2017 but is repayable as tax credits are received.