

Condensed Interim Financial Statements of

Aethon Minerals Corporation **(Formerly Watusi Capital Corp.)**

For the three months ended February 28, 2018

(Expressed in Canadian Dollars - Unaudited)

Management's Comments On Unaudited Financial Statements

The accompanying unaudited condensed interim financial statements of Aethon Minerals Corporation (formerly Watusi Capital Corp.) (the "Company") for the three months ended February 28, 2018 have been prepared by management and approved by the Board of Directors of the Company.

These financial statements have not been reviewed by the Company's external auditors.

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars - Unaudited)

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Condensed Interim Statements of Financial Position

(Expressed in Canadian Dollars - Unaudited)

	February 28, 2018	November 30, 2017
ASSETS		
Current assets:		
Cash	\$ 407,369	\$ 477,683
Restricted cash (Note 6)	7,701,000	-
Total current assets	<u>8,108,369</u>	<u>477,683</u>
Deferred acquisition costs (Note 4)	<u>55,348</u>	-
Total assets	<u>\$ 8,163,717</u>	<u>\$ 477,683</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Accounts payable and accrued liabilities (Notes 5 and 7)	\$ 118,756	\$ 6,867
Total liabilities	<u>118,756</u>	<u>6,867</u>
Shareholders' equity:		
Share capital (Note 6)	701,063	701,063
Subscription receipts (Note 6)	7,677,966	-
Equity reserves (Note 6)	64,966	64,966
Deficit	<u>(399,034)</u>	<u>(295,213)</u>
Total shareholders' equity	<u>8,044,961</u>	<u>470,816</u>
Total liabilities and shareholders' equity	<u>\$ 8,163,717</u>	<u>\$ 477,683</u>

Basis of presentation (Note 2)

Events subsequent to the reporting date (Note 10)

See accompanying notes to the condensed interim financial statements.

Approved by the Board of Directors:

Signed: "Robert Davies" Director

Signed: "Sam Leung" Director

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Condensed Interim Statements of Comprehensive Loss

(Expressed in Canadian Dollars - Unaudited)

	Three Months Ended	
	February 28,	February 28,
	2018	2017
Expenses:		
Accounting and legal	\$ 79	\$ 579
Consulting (Note 5)	94,756	-
Office administration and facilities (Note 7)	3,150	3,150
Office and sundry	824	110
Transfer agent, listing and filing	5,012	5,044
Loss and comprehensive loss for the period	\$ (103,821)	\$ (8,883)
Basic and diluted loss per share (Note 5)	\$ (0.07)	\$ (0.01)
Weighted average number of common shares outstanding (Note 5)	1,500,000	1,500,000

See accompanying notes to the condensed interim financial statements.

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Condensed Interim Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars - Unaudited)

	Number of Shares	Share Capital	Subscription Receipts	Equity Reserves	Deficit	Total Equity
Balance November 30, 2016	4,000,000	\$ 701,063	\$ -	\$ 33,024	\$ (228,328)	\$ 505,759
Loss for the period	-	-	-	-	(8,883)	(8,883)
Balance, February 28, 2017	4,000,000	701,063	-	33,024	(237,211)	496,876
Share-based compensation	-	-	-	31,942	-	31,942
Loss for the period	-	-	-	-	(58,002)	(58,002)
Balance, November 30, 2017	4,000,000	701,063	-	64,966	(295,213)	470,816
Subscription receipts issued, net of issuance costs	-	-	7,677,966	-	-	7,677,966
Loss for the period	-	-	-	-	(103,821)	(103,821)
Balance, February 28, 2018	4,000,000	\$ 701,063	\$ 7,677,966	\$ 64,966	\$ (399,034)	\$ 8,044,961

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Condensed Interim Statements of Cash Flows

(Expressed in Canadian Dollars - Unaudited)

	Three Months Ended	
	February 28,	February 28,
	2018	2017
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	\$ (103,821)	\$ (8,883)
Changes in non-cash working capital item:		
Accounts payable and accrued liabilities related to operating activities	<u>89,013</u>	(1,193)
Net cash used in operating activities	<u>(14,808)</u>	(10,076)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Deferred acquisitions costs	<u>(43,098)</u>	-
Net cash used in investing activities	<u>(43,098)</u>	-
CASH FLOWS USED IN FINANCING ACTIVITIES		
Subscription receipt acquisition costs	<u>(12,408)</u>	-
Net cash used in investing activities	<u>(12,408)</u>	-
Total cash used in period	<u>(70,314)</u>	(10,076)
Cash, beginning of period	<u>477,683</u>	513,437
Cash, end of period	<u>\$ 407,369</u>	\$ 503,361

Accounts payable and accrued liabilities increased during the three months ended February 28, 2018 by \$12,250 for investing activities related to a deferred acquisition and \$10,626 for financing activities related to the issuance of \$7,701,000 in subscription receipts classified as restricted cash. There were no non-cash financing or investing transactions during the three months ended February 28, 2017.

See accompanying notes to the condensed interim financial statements.

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Notes to the Financial Statements

(Expressed in Canadian Dollars – Unaudited)

1. NATURE OF OPERATIONS

Aethon Minerals Corporation (formerly Watusi Capital Corp.) (the “**Company**”) was incorporated under the Business Corporations Act (Alberta) on October 6, 2011. On May 12, 2016, the Company continued into the province of British Columbia. The Company’s registered office address is Suite 704-595 Howe St., Vancouver, BC. Following completion of the Qualifying Transaction, the Company’s principal place of business will be located at Suite 550-220 Bay Street, Toronto, Ontario. Upon completion of the Qualifying Transaction, the Company will no longer be a Capital Pool Company as defined in the TSX Venture Exchange (the “**TSXV**”) Policy 2.

Trading of the common shares of the Company was halted on December 8, 2017 at the Company’s request when it announced its proposed Qualifying Transaction pursuant to the policies of the TSXV and will remain halted pending the completion of the Qualifying Transaction and until the TSXV authorizes a reinstatement of trading. Until the Qualifying Transaction is complete, the Company will not carry on any business other than identification of evaluation of assets or businesses with a view to completing the proposed Qualifying Transaction.

On January 23, 2018, the Company entered into an option agreement (the “**Option Agreement**”) with Prospex SpA, BLC SpA and Calisto SpA (collectively, the “**Optionors**”), as amended February 28, 2018, pursuant to which the Company has been granted an option (the “**Option**”) to earn a 100% interest in four blocks of exploration-stage mineral concessions with prospective copper and gold targets located in northern Chile, subject to certain underlying royalties. The Option Agreement also provides for the sale by the Optionors of the related exploration databases to the Company. The transaction subject to the Option Agreement is intended to constitute the Company’s Qualifying Transaction. Following completion of the Qualifying Transaction, the Company will be a Tier 2 mining issuer. Prior to the closing of the Qualifying Transaction, the Company will change its name to “Aethon Minerals Corporation” and effect a consolidation (the “**Consolidation**”) resulting in the consolidation of its issued and outstanding common shares on the basis of one post-consolidation common share for each three common shares issued and outstanding immediately prior to the Consolidation.

In connection with the Qualifying Transaction, the Company completed a private placement financing (the “**Financing**”) of 15, 100,000 subscription receipts (the “**Subscription Receipts**”) on February 23, 2018 for gross proceeds of \$7,701,000. Each Subscription Receipt will upon satisfaction of certain escrow release conditions, will be automatically converted (without payment of additional consideration), upon closing of the Qualifying Transaction to one post-Consolidation common share of the Company and one common share purchase warrant (each a “**Warrant**”) entitling the holder to acquire one additional post-Consolidation common share of the Company at a price of \$1.02 for a five-year period following closing of the Qualifying Transaction, subject to acceleration and adjustment in accordance with its terms. If, after June 23, 2018, the closing price of the Company’s common shares is higher than \$1.55 for any 20-consecutive trading-day period, the expiry date of the Warrants may be accelerated by the Company to the 20th trading day following the end of such a 20-day period by the issuance, within two trading days, of a news release announcing such acceleration.

Following the completion of the Qualifying Transaction and resulting conversion of the Subscription Receipts, the closing funds held in escrow will be released to the Company, net of a \$425,370.60 cash commission payable to the finders of the Financing. The finders are entitled to receive 834,060 warrants (the “**Finders’ Warrants**”) in connection with the Financing. Each Finders’ Warrant entitles the holder to acquire one post-Consolidation common share of the Company at a price of \$0.51 for 24-month period following closing of the Qualifying Transaction. Pursuant to the terms of the finder’s fee agreements, the Company must also reimburse the finders’ reasonable fees and disbursements incurred in connection with the Financing.

The net proceeds of the Financing will be used to fund the exploration activities on the properties subject to the Option and for general corporate purposes.

These unaudited condensed interim financial statements were authorized for issue by the Audit Committee and Board of Directors on April 27, 2018

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Notes to the Financial Statements

(Expressed in Canadian Dollars - Unaudited)

2. BASIS OF PRESENTATION

Statement of compliance

These unaudited condensed interim financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standard (“IAS”) 34 “*Interim Financial Reporting*”. These financial statements should be read in conjunction with the Company’s audited financial statements for the year ended November 30, 2017.

Basis of measurement

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

These condensed interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

Continuance of operations

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the next 12 months and will be able to realize its assets and discharge its liabilities in the normal course of business. Following the closing of the Financing, management believes that the Company has sufficient working capital to maintain its operations for the next fiscal year and for all exploration expenditures required to exercise its mineral property options (note 4). The 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 there be a change to the Company’s going concern assumption.

3. SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

These condensed interim financial statements have been prepared according to the same accounting policies and are subject to the same areas of judgement, measurement estimates and uncertainties as those disclosed in note 3 of the Company’s audited financial statements for the year ended November 30, 2017.

4. DEFERRED ACQUISITION COSTS

On January 23, 2018, the Company entered into an option agreement (the “**Option Agreement**”) with Prospex SpA, BLC SpA and Calisto SpA (collectively, the “**Optionors**”), as amended February 28, 2018, pursuant to which the Company has been granted an option (the “**Option**”) to earn a 100% interest in four blocks of exploration-stage mineral concessions with prospective copper and gold targets located in northern Chile, subject to certain underlying royalties. The properties subject to the Option cover 130,000 hectares of prospective projects in the Antofagasta copper region and the Maricunga gold - silver region. The Option Agreement also provides for the sale by the Optionors of the related exploration databases to the Company.

The consideration for the purchase of the Databases and the grant of the Option is the issuance of an aggregate of 11,200,000 post-Consolidation common shares of the Company at a deemed issue price of \$0.51 per share. To exercise the Option, the Company must incur cumulative expenditures of at least \$750,000 on the exploration and development of the Properties within 18 months from the closing of the Qualifying Transaction of which at least \$500,000 must be incurred within 12 months from the closing date. The Company must also pay an aggregate of \$1,000 to the Optionors. Any production from the Properties is subject to an existing 0.98% gross sales royalty in favour of a third party and a new 1.02% gross sales royalty in favour of the Optionors, for a total gross sales royalty of 2.0%.

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Prior to the closing of the Qualifying Transaction, the Company will change its name to “Aethon Minerals Corporation” (the “**Name Change**”) and effect a consolidation (the “**Consolidation**”) resulting in the consolidation of its issued and outstanding common shares on the basis of one post-consolidation common share for each three common shares issued and outstanding immediately prior to the Consolidation.

As at February 28, 2018, the Company had incurred \$55,348 in legal and other charges related to the Qualifying Transaction which have been capitalized as deferred acquisition costs.

Subsequent to February 28, 2018, the Company effected a Consolidation, the Name Change and completed the Qualifying Transaction and issued a total of 26,300,000 post-Consolidation common shares (note 10).

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities of the Company are due to service providers, including professional fees, transfer agent, filing and listing fees, and office facilities and administrative services. All payables and accrued liabilities for the Company fall due within the next 12 months.

Included in accounts payable and accrued liabilities as at February 28, 2018 is \$94,756 for consulting charges incurred to plan and implement the Company’s post-Qualifying Transaction administrative and operational structure.

6. SHAREHOLDERS’ EQUITY

Authorized share capital

Unlimited common shares, without nominal or par value.

Unlimited preferred shares issuable in series without nominal or par value.

Share issuances and cancellations

As at and during the three months ended February 28, 2018 and during the year ended November 30, 2017, the Company had 4,000,000 common shares issued and outstanding, of which 2,500,000 are escrowed. TSX Trust Company (formerly Equity Financial Trust Company), the Company’s transfer agent, is the escrow agent pursuant to the escrow agreements.

Upon the completion of the Qualifying Transaction, 10% of the escrowed common shares will be released on the issuance of the Final Exchange Bulletin (the “**Initial Release**”) and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

No shares were issued or cancelled during the three months ended February 28, 2018 or the year ended November 30, 2017.

No preferred shares were outstanding during the three months ended February 28, 2018 or the year ended November 30, 2017.

Subscription receipts

On February 23, 2018, the Company completed the Financing of 15, 100,000 Subscription Receipts on February 23, 2018 for gross proceeds of \$7,701,000. Each Subscription Receipt will upon satisfaction of certain escrow release conditions, will be automatically converted (without payment of additional consideration), upon closing of the Qualifying Transaction to one post-Consolidation common share of the Company and one Warrant entitling the holder thereof to acquire one additional post-Consolidation common share of the Company at a price of \$1.02 for a

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five-year period following closing of the Qualifying Transaction, subject to acceleration and adjustment in accordance with its terms. If, after June 23, 2018, the closing price of the Company's common shares is higher than \$1.55 for any 20 consecutive trading-day period, the expiry date of the Warrants may be accelerated by the Company to the 20th trading day following the end of such a 20-day period by the issuance, within two trading days, of a news release announcing such acceleration. The finders are entitled to receive 838,500 warrants (the "**Finders' Warrants**") in connection with the Financing on closing of the Qualifying Transaction. Each Finders' Warrant entitles the holder to acquire one post-Consolidation common share of the Company at a price of \$0.51 for 24-month period following closing of the Qualifying Transaction.

As at February 28, 2018, the \$7,701,000 gross proceeds from the sale of Subscription Receipts were held in escrow, pending the completion of the Qualifying Transaction, and have been classified as restricted cash. Additionally, pending their conversion to post-Consolidation common Shares and Warrants, the Subscription Receipts are presented as a separate component of shareholders' equity, and are reported net of \$23,034 in issuance costs incurred as at February 28, 2018.

Following the completion of the Qualifying Transaction and the conversion of the Subscription Receipts on April 26, 2018, the funds held in escrow were released to the Company, net of a \$427,635 cash commission payable to the Finders (as defined below) of the Financing upon the release of escrowed funds. The Finders also received 838,500 Finders' Warrants on April 26, 2018 in connection with the Financing. Each Finders' Warrant entitles the holder to acquire one post-Consolidation common share in the Company at a price of \$0.51 for 24-month period ending April 26, 2020.

Subsequent to February 28, 2018, the Company effected a Consolidation of its common shares on a three-for-one basis, completed the Qualifying Transaction and issued a total of 26,300,000 post-Consolidation common shares (note 10).

Stock options

The Company adopted an incentive stock option plan (the "**Option Plan**") which allows the Company's Board of Directors, at its discretion and in accordance with TSXV requirements, to grant non-transferable options to purchase common shares to its directors, officers, employees and technical consultants to the Company. The number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares of the Company. Such options will be exercisable for a period of up to ten years from the date of grant and vesting terms will be determined at the time of grant by the Board of Directors.

Changes to the Company's stock options outstanding during the three months ended February 28, 2018 and the year ended November 30, 2017 are as follows:

	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Fair Value
		\$	\$
Outstanding, November 30, 2016	150,000	0.20	0.22
Options expired	(150,000)	0.20	0.22
Options granted	350,000	0.20	0.09
Outstanding, November 30, 2017 and February 28, 2018	350,000	0.20	0.09

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Notes to the Financial Statements

*(Expressed in Canadian Dollars - Unaudited)***6. SHAREHOLDERS' EQUITY (cont'd...)****Stock options (cont'd...)**

The fair value of stock options granted was determined using the Black-Scholes option pricing model, using the following assumptions:

	Three Months Ended February 28, 2018	Year Ended November 30, 2017
Risk-free interest rate	N/A	1.03%
Dividend yield	N/A	-
Expected stock price volatility	N/A	125%
Expected forfeiture rate	N/A	-
Expected life	N/A	5.0 years

The following incentive stock options were outstanding and exercisable at February 28, 2018:

Expiry Date	Exercise price	Outstanding and exercisable
April 26, 2022	\$0.20	350,000

Subsequent to February 28, 2018 the number and exercise price of options then outstanding were adjusted on April 25] 2018 for the Consolidation.

Upon completion of the Qualifying Transaction on April 26, 2018 the expiry date for 200,000 options outstanding as at February 28, 2018 was accelerated to April 26, 2019 following the resignation of former directors of the Company on completion of the Qualifying Transaction. Additionally, in connection with the Qualifying Transaction the Company granted 2,644,000 options with a \$0.51 exercise price and April 26, 2023 expiry date to new directors and officers of the Company.

Per share amounts

Weighted average per share amounts for the three months ended February 28, 2018 and 2017 are calculated as follows:

	Three months ended February 28, 2018	Three months ended Febru ary 28, 2017
Numerator		
Loss and comprehensive loss	\$103,821	\$8,883
Denominator		
Weighted average number of shares outstanding, basic and diluted	1,500,000	1,500,000
Loss per common share, basic and diluted	\$0.07	\$0.01

Diluted weighted average shares outstanding for all reported periods exclude 2,500,000 shares held in escrow, and the impact of stock options as their inclusion is anti-dilutive in periods when a loss is incurred.

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Notes to the Financial Statements

(Expressed in Canadian Dollars - Unaudited)

7. RELATED PARTY TRANSACTIONS

The Company is party to a corporate service agreement with Earlston Management Corp. ("**Earlston**"), a company related by virtue of having certain officers and directors in common, that provides office facilities and support services to the Company for a fee of \$1,000 per month plus sales taxes. Earlston is also reimbursed for all reasonable expenses incurred in the performance of its services. During the three months ended February 28, 2018, the Company incurred \$3,150 (2017 - \$3,150) of such costs to Earlston, and as at February 28, 2018, \$1,125 (November 30, 2017 - \$1,066) was owing to this company and included in accounts payable and accrued liabilities.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at February 28, 2018, the Company's financial instruments comprise of cash, restricted cash and accounts payable and accrued liabilities. The fair values of accounts payable and accrued liabilities approximate their carrying values due to their short-term maturity. Fair values of financial instruments are classified in a fair value hierarchy based on the inputs used to determine fair values. The levels of the fair value hierarchy are as follows:

- Level 1 – Unadjusted quoted 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 (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Inputs that are not based on observable market data (unobservable inputs).

As at February 28, 2018, the fair values of cash and restricted cash held by the Company were based on Level 1 of the fair value hierarchy.

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The Company limits exposure to credit risk by maintaining its cash with large financial institutions. The Company does not have cash that is invested in asset backed commercial paper.

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 ensures there is sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. Following the closing of the Financing and subsequent release of the proceeds from escrow on April 26, 2018, the Company believes it has sufficient cash to fund its near-term operations and its planned exploration expenditures. As at February 28, 2018, the Company had a cash balance of \$407,369 (November 30, 2017 - \$477,683) to settle current liabilities of \$118,756 (November 30, 2017 - \$6,867). All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company has no investments at risk to interest fluctuations, commodity prices or other market factors and all financial instruments are denominated in Canadian dollars. Consequently, as at February 28, 2018, the Company has no exposure to market risks.

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

Notes to the Financial Statements

(Expressed in Canadian Dollars - Unaudited)

9. CAPITAL MANAGEMENT

Capital comprises the Company's shareholders' equity and any debt that it may issue. As at February 28, 2018, the Company's shareholders' equity was \$8,044,961 (November 30, 2017 - \$470,816), which included \$7,677,966 (November 30, 2017 - \$nil) in Subscription Receipts which were subsequently converted to share capital. Additionally, the Company had current liabilities of \$118,756 (November 30, 2017 - \$6,867). The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company's current capital was received from the issuance of common shares and Subscription Receipts. The net proceeds raised to date will be sufficient to maintain the Company's near-term operations and to fund the planned exploration expenditures required to exercise the Option for the Properties. Should further exploration be undertaken, the Company may require additional funds.

The Company is not subject to any externally imposed capital requirements, and the Company's approach to managing capital remains unchanged from the year ended November 30, 2017.

10. EVENTS SUBSEQUENT TO THE REPORTING DATE

On April 25, 2018, the Company completed the Consolidation and the Name Change (note 6).

On April 26, 2018, the Company completed its Qualifying Transaction under which the Company was granted an Option to acquire 100% interest in the Properties (subject to underlying royalties) and acquired the related Databases by issuing 11,200,000 post-Consolidation common shares and paying \$1,000 to the Optionors. The 11,200,000 post-Consolidation common shares issued to the Optionors pursuant to the Qualifying Transaction are escrowed. Upon the completion of the Qualifying Transaction, 10% of the escrowed common shares were released on the issuance of the Final Exchange Bulletin (the "Initial Release"). An additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. (note 4)

In connection with the Qualifying Transaction, the Corporation completed the Financing on February 23, 2018. Following the completion of the Qualifying Transaction and resulting conversion of the Subscription Receipts on April 26, 2018, the private placement funds held in escrow were released to the Company, net of a \$427,635 cash commission payable to the finders of the Financing upon the release of escrowed funds. The net proceeds of the Financing will be used to fund the exploration activities on the Properties, including the exploration expenditures pursuant to the Option Agreement, and for general corporate purposes.

Pursuant to the Financing, on closing of the Qualifying Transaction, the Company issued 15,100,000 post-Consolidation common shares and 15,100,000 Warrants to holders of the Subscription Receipts. Each Warrant will entitle the holder thereof to acquire one post-Consolidation common share of the Company at a price of \$1.02 for a five-year period ending April 26, 2023, subject to acceleration and adjustment in accordance with its terms. If, after June 23, 2018, the closing price of the Company's common shares is higher than \$1.55 for any 20-consecutive trading-day period, the expiry date of the Warrants may be accelerated by the Company to the 20th trading day following the end of such a 20-day period by the issuance, within two trading days, of a news release announcing such acceleration.

Following the completion of the Qualifying Transaction and resulting conversion of the Subscription Receipts, the net proceeds of the Financing were released to the Company. In connection with the Financing, the Company paid

AETHON MINERALS CORPORATION (FORMERLY WATUSI CAPITAL CORP.)

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to Sprott Capital Partners, a division of Sprott Private Wealth LP, and Sprott Global Resource Investments, Ltd. (the “**Finders**”), from the proceeds of the Financing, fees of \$425,370.60, representing 6.0% of the gross proceeds raised from purchasers introduced by, or whose subscriptions are attributable to the efforts of, the Finders, together with applicable expenses and taxes, and issued to the Finders 834,060 finder’s warrants (the “**Finder’s Warrants**”), representing 6.0% of the number of Subscription Receipts purchased by such purchasers. Each Finder’s Warrant is exercisable to purchase on or before April 26, 2020 one post-Consolidation common share at an exercise price of \$0.51. Pursuant to the terms of the finder’s fee agreements, with the Finders, the Company also reimbursed the Finders’ reasonable fees and disbursements incurred in connection with the Financing. (note 6)

Also, in connection with the Financing, the Company entered into a warrant indenture with TSX Trust Company, as warrant agent, providing for the issue and governing the terms of the Warrants.

On closing of the Qualifying Transaction, the Company granted 2,644,000 stock options to new officers, directors and consultants (note 6).

Following these events, the Company has 27,633,333 post-Consolidation common shares, 2,763,333 stock options, 15,100,000 Warrants and 834,060 Finders’ Warrants issued and outstanding. The values attributed to the Option and related Databases and the components of shareholders’ equity affected by these events will be disclosed in future reporting periods. The trading of the Company’s common share on the TSXV will not resume until the TSXV authorizes a reinstatement of trading which is expected to take place on or about May 3, 2018.