

WESTMINSTER RESOURCES LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Nine Months Ended February 28, 2018

(Unaudited - expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of these condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars – Unaudited)

	February 28, 2018	May 31, 2017
Assets		
Current		
Cash	\$ 763,213	\$ 11,410
Accounts receivable (Note 5)	111,691	28,571
Prepaid expenses	34,000	21,436
	908,904	61,417
Non-Current		
Deposits	44,893	44,866
Equipment and leaseholds	20,409	26,334
Exploration and evaluation assets (Note 3)	2,597,544	2,399,651
	\$ 3,571,750	\$ 2,532,268
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable & accrued liabilities (Note 5)	\$ 181,617	\$ 120,450
	181,617	120,450
Shareholders' equity		
Share Capital (Note 4)	19,874,436	17,920,372
Subscription funds receivable (Note 4)	(17,000)	(24,000)
Reserves (Note 4)	2,275,138	1,911,454
Deficit	(18,742,441)	(17,396,008)
	3,390,133	2,411,818
	\$ 3,571,750	\$ 2,532,268

Going Concern – Note 1
Commitments – Note 6

Approved on behalf of the Board of Directors:

Signed "Glen Indra", Director

Signed "Jason Cubitt", Director

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

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)***Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Expressed in Canadian Dollars – Unaudited)

	Three Months Ended,		Nine Months Ended,	
	February 28,		February 28,	
	2018	2017	2018	2017
Expenses				
Consulting fees	\$ 112,746	\$ 19,925	\$ 643,376	\$ 69,925
Share based payments	-	-	320,813	10,000
Management fees	29,000	37,000	77,300	106,000
Office	34,671	5,059	94,500	8,189
Accounting, audit, and legal	16,779	4,083	55,334	77,076
Regulatory and filing fees	10,509	8,828	11,932	19,578
Travel & entertainment	46,706	5,424	55,672	15,073
Bank charges and interest	1,930	599	2,418	834
Conferences and investor relations	40,401	15,181	81,318	83,665
Amortization	4,324	3,183	5,925	9,827
Operating loss	(297,066)	(99,282)	(1,348,588)	(400,167)
Other income (expenses)				
Foreign exchange gain	2,021	29,356	2,021	87,514
Interest income	-	-	134	100
Total loss and comprehensive loss	\$ (295,045)	\$ (69,926)	\$ (1,346,433)	\$ (312,553)
Loss per common share, basic and diluted	\$ (0.01)	\$ (0.02)	\$ (0.06)	\$ (0.07)
Weighted average number of common shares outstanding	25,320,495	4,428,829	22,898,957	4,258,653

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

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars – Unaudited)

	Share Capital		Reserves	Subscription funds receivable	Deficit	Total shareholder's equity
	Number	Amount				
Balance - May 31, 2016	3,995,329	\$ 16,412,005	\$ 1,911,454	\$ -	\$ (17,050,996)	\$ 1,272,463
Shares issued for acquisition of exploration assets	50,000	35,000	-	-	-	35,000
Shares issued for stock options exercised	205,000	102,500	-	-	-	102,500
Shares issued for warrants exercised	178,500	178,500	-	-	-	178,500
Net loss and comprehensive loss for the period	-	-	-	-	(312,554)	(312,554)
Balance - February 28, 2017	4,428,829	\$ 16,728,005	\$ 1,911,454	\$ -	\$ (17,363,550)	\$ 1,275,909
Balance - May 31, 2017	13,605,495	\$ 17,920,372	\$ 1,911,454	\$ (24,000)	\$ (17,396,008)	\$ 2,411,818
Shares issued for cash, net of share issuance costs	11,590,000	1,954,064	42,871	24,000	-	2,020,935
Subscriptions received	125,000	-	-	(17,000)	-	(17,000)
Share-based payments	-	-	320,813	-	-	320,813
Net loss and comprehensive loss for the period	-	-	-	-	(1,346,433)	(1,346,433)
Balance - February 28, 2018	25,320,495	\$ 19,874,436	2,275,138	(17,000)	\$ (18,742,441)	\$ 3,390,133

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

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)***Condensed Interim Consolidated Statement of Cash Flows**

(Expressed in Canadian Dollars – Unaudited)

	For the Nine Months Ended	
	February 28, 2018	February 28, 2017
Cash flows from operating activities		
Loss for the period	\$ (1,346,433)	\$ (312,553)
Items not affecting cash:		
Amortization	5,925	9,827
Share-based payments	320,813	-
Changes in non-cash working capital items:		
Decrease in receivables	(83,120)	37,094
(Increase) decrease in prepaid expenses and deposits	(12,591)	2,685
(Decrease) increase in accounts payable & accrued liabilities	61,167	533
Net cash used in operating activities	(1,054,239)	(262,414)
Cash flows from investing activities		
Exploration and evaluation assets	(197,893)	(197,111)
Net cash used in investing activities	(197,893)	(197,111)
Cash flows from financing activities		
Exercise of warrants for cash	-	178,500
Shares issued for acquisition of exploration assets	-	35,000
Exercise of options for cash	-	102,500
Issuance of common shares for cash	2,003,935	-
Share issuance costs	-	-
Net cash provided by financing activities	2,003,935	316,000
Net change in cash for the period	751,803	(143,525)
Cash - beginning of the period	11,410	156,427
Cash - end of the period	\$ 763,213	\$ 12,902
Supplemental cash flow information:		
Non-cash transactions:		
Fair value of finders warrants issued	\$ 42,871	-

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

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

1. Nature of Operations and Going Concern

Westminster Resources Ltd. *(an Exploration Stage Company)* was incorporated under the *Business Corporations Act* of British Columbia, Canada on December 1, 2005 and maintains its corporate head office at Suite 502 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Company's common shares are listed on the TSX Venture Exchange (TSX.V: WMR) in Canada. Westminster Resources Ltd. and its subsidiaries (collectively referred to as the "Company" or "Westminster") are principally engaged in the acquisition, exploration, and development of mineral properties as described herein.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. However, there are factors that management has identified that may cast significant doubt on the entities ability to continue as a going concern.

For the nine months ended February 28, 2018, the Company reported a net loss of \$1,346,433 (2017 – \$312,553) and an accumulated deficit of \$18,742,441 (May 31, 2017 - \$17,396,008). As at February 28, 2018, the Company had working capital of \$727,287 (May 31, 2017 – working capital deficiency of \$59,033). The Company has no source of operating cash flow and relies on issuances of equity to finance operations, including exploration of its exploration and evaluation ("E&E") assets.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its E&E assets, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and expected growth, if necessary, or alternatively to dispose of its interests in certain properties. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, the Company may be unable to continue as a going concern.

The business of mining exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its E&E assets. The recoverability of amounts shown for E&E assets is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties and future profitable production or proceeds from disposition of E&E assets.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that may be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business.

2. Basis of Presentation and Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standards 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended May 31, 2017, except as noted below. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended May 31, 2017, which have been prepared in accordance with IFRS as issued by the IASB.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

2. Statement of Compliance and Basis of Presentation - *continued*

These condensed interim consolidated financial statements were authorized for issue by the Company's Board of Directors on April 26, 2018.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The significant accounting judgements, estimates and assumptions in the preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in Note 2 of the Company's audited financial statements as at and for the year ended May 31, 2017.

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned integrated subsidiaries, Minera Westminster, S.A. de C.V. ("Minera Westminster") and Servicios Westminster, S.A. de C.V. ("Servicios Westminster"). All significant inter-company balances and transactions have been eliminated upon consolidation.

WESTMINSTER RESOURCES LTD. (An Exploration Stage Company)**Notes to the Condensed Interim Consolidated Financial Statements**

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

3. Exploration and Evaluation Assets

The Company's interests in exploration and evaluation assets are located in Sonora, Mexico and in the Northwest Territories, Canada. The Company incurred minimal exploration and evaluation expenditures during the nine months ended February 28, 2018. The following table outlines the expenditures for the year ended May 31, 2017 and the ending balance as at February 28, 2018:

	Balance as at May 31, 2016		Additions	Balance as at May 31, 2017		Additions	Balance as at February 28, 2018
Navajoa Project, Sonora, Mexico:							
Acquisition costs	\$	600,472	\$ -	\$	600,472	\$ -	\$ 600,472
Exploration expenditures							
Property maintenance		261,798	-		261,798	-	261,798
Assays and reports		3,123	-		3,123	-	3,123
Consulting and engineering		38,624	-		38,624	-	38,624
Drilling		1,791	-		1,791	-	1,791
Field expenses		24,316	-		24,316	-	24,316
Geology and geophysics		10,246	-		10,246	-	10,246
Travel		6,029	-		6,029	-	6,029
Write-down		(946,399)	-		(946,399)	-	(946,399)
		-	-		-	-	-
El Cobre Project, Sonora, Mexico:							
Acquisition costs		151,731	-		151,731	-	151,731
Exploration expenditures							
Property maintenance		370,667	-		370,667	8,368	379,035
Assays and reports		100,294	9,220		109,514	-	109,514
Consulting and engineering		323,632	9,762		333,394	-	333,394
Drilling		329,642	-		329,642	-	329,642
Field expenses		599,070	8,643		607,713	-	607,713
Geology and geophysics		319,729	30,000		349,729	-	349,729
Travel		81,581	1,366		82,947	-	82,947
		2,276,346	58,991		2,335,337	8,368	2,343,705
El Cobre Project, Sonora, Mexico:							
Acquisition costs		-	60,000		60,000	-	60,000
Exploration expenditures							
Assays and reports		-	4,314		4,314	-	4,314
		-	64,314		64,314	-	64,314
Ilo Norte/Ilo Este Project, Peru:							
Acquisition costs		-	-		-	189,525	189,525
	\$	2,276,346	\$ 123,305	\$	2,399,651	\$ 197,893	\$ 2,597,544

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

3. Exploration and Evaluation Assets - continued

The Company entered into a binding Letter of Intent dated September 4, 2017 with Latin Resources Limited (“Latin”) (ASX: LRS) to acquire a 100% interest in the Ilo Norte and Ilo Este copper projects, (the “Projects”) located in southern Peru. Latin is at arms’ length to the Company. A Definitive Agreement was subsequently signed on February 13, 2018.

Under the terms of the agreement, and receipt of regulatory approvals, the following terms and conditions will be met:

- Upon signing of the sale agreement, the Company will issue to Latin a total of 19 million common shares of Westminster Resources Ltd, which will be placed in voluntary escrow and held until the concessions representing the Projects have been effectively transferred to the Company or its subsidiary, but shall vest with the following milestones:
 - 1,000,000 shares will vest 6 months from the date of the sale agreement;
 - 3,000,000 shares vest 12 months from the date of the sale agreement; and
 - 15,000,000 shares vest 18 months from the date of the sale agreement.
- A lump sum cash payment of US\$150,000 (Cdn\$ 189,525 - paid) on the signing of the sale agreement; and
- A final payment of US\$100,000 on the 12 - month anniversary of the signing of the sale agreement.

The Company will pay a finder’s fees in connection with the introduction of Latin and the Projects as permitted by TSX Venture policy.

4. Share Capital and Reserves

a) Authorized

The Company is authorized to issue an unlimited number of common shares without par value.

On May 1, 2017, the Company completed a 10 for 1 share consolidation. The Company’s outstanding options and warrants were adjusted on the same basis (1 for 10) as the common shares, with proportionate adjustments being made to the exercise prices. All share, option and warrant information have been retrospectively adjusted to reflect the share consolidation.

b) Private Placements and Share Issuances

On September 12, 2016, the Company issued 50,000 common shares with a fair value of \$35,000 as part of the MER Project, Northwest Territories exploration asset acquisition (Note 3).

On June 16, 2017, the Company closed a private placement first announced on May 3, 2017 for 12,020,000 units at \$0.12 per unit for gross proceeds of \$1,442,400. Each unit is comprised of one common share at \$0.12 and one common share purchase warrant at \$0.16 for five years. This placement was closed in two tranches, the first on May 25, 2017 in the amount of 8,150,000 units and the balance of 3,870,000 units on June 16, 2017.

On August 11, 2017, the Company closed a private placement for the issuance of 7,495,000 units at \$0.20 per unit for a total of \$1,499,000 gross proceeds. Each unit is comprised of one common share at \$0.20 and one-half common share purchase warrant. Each full share purchase warrant will allow the holder to purchase one additional common share at \$0.35 for one year. The Company incurred a total of \$61,736

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

4. Share Capital and Reserves - *continued*

in finder's fees and regulatory charges in connection with this private placement. In addition, the Company issued a total of 262,500 share purchase broker warrants in connection with this private placement. The broker warrants had a fair value of \$42,871, which was allocated to warrants reserve. The fair value of the broker warrants was determined using the Black-Scholes pricing model with a risk-free rate of 1.20%, volatility factor of 152%, and an expected life of one year.

On November 15, 2017 the Company issued 350,000 common shares as part of a non-brokered private placement filed on August 11, 2017 and approved by the TSX on November 15, 2017 for gross proceeds of \$80,500. The units consisted of one common share of the Company at \$0.23 and one-half warrant at \$0.35 for 12 months from the date of the issuance of the common stock.

c) *Stock Options*

The Company has a stock option plan (the "Plan") in place that allows for the reservation of common shares issuable under the Plan to a maximum of 10% of the number of issued and outstanding common shares of the Company at any given time. The exercise price of any stock option granted under the plan may not be less than the closing price of the Company's shares on the last business day immediately preceding the date of grant.

During the nine months ended February 28, 2018, the Company granted 1,350,000 stock options at an exercise price of \$0.31 per share for a period of two years to various consultants of the Company.

A summary of the status of the Company's stock options as at February 28, 2018 is presented below:

Exercise Price	Balance at June 1, 2017	Granted	Exercised	Balance at February 28, 2018	Expiry Date	Remaining contractual life in years	Number of options vested
\$ 0.50	45,000	-	-	45,000	March 31, 2019	1.08	45,000
\$ 0.31	-	1,350,000	-	1,350,000	August 10, 2019	1.45	1,350,000
Totals:	45,000	1,350,000	-	1,395,000		1.43	1,395,000
	\$ 0.50	\$ 0.31		\$ 0.32	Weighted average exercise prices		\$ 0.32

The Company amortizes the total fair value of the options granted over the vesting schedules. All options granted during the nine months ended February 28, 2017 vested on the date of grant. The total share-based compensation expense recorded during the nine months ended February 28, 2018 was \$320,813 (February 28, 2017 - \$Nil). The fair value of the options granted during the nine months ended February 28, 2018 was determined using the Black-Scholes pricing model with a risk-free rate of 1.20%, volatility factor of 168% and an expected life of the options of two years.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

4. Share Capital and Reserves - *continued*

d) Share Purchase Warrants

Pursuant to the private placements discussed above, during the nine months ended February 28, 2018, the Company issued 3,870,000 share purchase warrants with an exercise price of \$0.16 and expiry of June 15, 2022 and 4,010,000 share purchase warrants with an exercise price of \$0.35 and an expiry of August 10, 2018.

Exercise Price	Balance at June 1, 2017	Granted	Balance at February 28, 2018	Expiry Date	Remaining contractual life in years
\$ 0.16	8,150,000	-	8,150,000	May 24, 2022	4.24
\$ 0.16	-	3,870,000	3,870,000	June 15, 2022	4.30
\$ 0.35	-	4,010,000	4,010,000	August 10, 2018	0.45
\$ 0.35	-	175,000	175,000	November 15, 2018	0.71
	8,150,000	8,055,000	16,205,000		3.27
	\$ 0.16	\$ 0.26	\$ 0.21	Weighted average exercise prices	

As at February 28, 2018, all of the above warrants were exercisable.

On February 26, 2018, the Company announced that it would apply to the TSX Venture Exchange (“the Exchange”) to extend the terms of the warrants issued on August 10, 2017 to a two-year term from a one-year term. As at the date of these financial statements, the Exchange has not made a determination on this manner.

5. Related Party transactions

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation during the nine months ended February 28, 2018 and 2017 were as follows:

	Nine months ended February 28, 2018	Nine months ended February 28, 2017
Short-term benefits	\$ 77,300	\$ 109,000

Included in short term benefits are the following:

- (i) \$22,300 (2017 - \$90,000) paid to Floralynn Investments Inc., a company controlled by Glen Indra, the Company’s Chief Executive Officer.
- (ii) \$Nil (2017 - \$19,000) paid to Diversity Clues Consulting, a company controlled by Oleg Scherbina, the Company’s Chief Financial Officer.
- (iii) \$55,000 (2017 - \$Nil) in consulting fees paid to a company controlled by a director of the Company.

Included in accounts receivable is \$34,461 (May 31, 2017 - \$Nil) receivable from Jaxon Mining Inc., a Company with common directors, for shared office space and administrative expenses. During the nine months ended February 28, 2018, the Company received \$180,848 (2017 - \$Nil) from Jaxon Minerals Inc. for shared office and administrative expenses.

Included in accounts payable is \$16,200 (2017- \$309,750) in key management compensation payable to directors and officers.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2018

(Expressed in Canadian Dollars – Unaudited)

6. Commitments

On July 1, 2016, the Company entered into a new lease agreement for a period of three years, ending June 30, 2019, for a monthly lease payment of \$3,823. On July 1, 2017, the Company moved offices and the new monthly lease payment is \$9,334. In February 2018, yet a new lease agreement was entered into for new larger premises effective May 1, 2018, for a monthly lease payment of \$14,073. The lease commitments for the next three fiscal years are:

2018	\$	32,741
2019		168,876
2020		168,876
	Total	\$ 370,493