STAR DIAMOND CORPORATION

2nd Quarter Report 2018

The following discussion and analysis is prepared by Management as of July 31, 2018 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the period ended June 30, 2018 ("financial statements for the period ended June 30, 2018"), as well as the audited consolidated financial statements and annual MD&A for the year ended December 31, 2017 available on SEDAR at www.sedar.com. Star Diamond Corporation ("DIAM", or "the Company") prepared its financial statements for the period ended June 30, 2018 in accordance with International Financial Reporting Standard ("IAS") 34, Interim Financial Reporting using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). All currency amounts are quoted in Canadian Dollars, unless otherwise stated.

Overview

Star Diamond Corporation is a Canadian natural resource company focused on exploring and developing Saskatchewan's diamond resources. In February 2018, the Company announced that it had changed its name from Shore Gold Inc. to Star Diamond Corporation and its trading symbol on the Toronto Stock Exchange to "DIAM" (see News Release dated February 12, 2018). This new corporate name is in honour of the Star Kimberlite, located in the Fort à la Corne forest of Saskatchewan, Canada. It was the exploration and evaluation work completed on the Star Kimberlite, which demonstrated the significant quality, size and value of the contained diamond populations. These high value diamonds facilitated the consolidation and advancement of the Company's Fort à la Corne area kimberlites, including the Star - Orion South Diamond Project. As a result of the 2017 mineral property consolidation and earn-in agreement (as discussed below), the Company is now in an enhanced position to advance its 100% held Star - Orion South Diamond Project ("Project").

The Company recently announced the positive results of the independent Preliminary Economic Assessment ("PEA") on the Project. The PEA estimates that 66 million carats of diamonds could be recovered in a surface mine over a 38-year Project life, with a Net Present Value ("NPV") (7%) of $2.0 billion after tax, an Internal Rate of Return ("IRR") of 19% and an after-tax payback period of 3.4 years after the commencement of diamond production (see News Release dated April 16, 2018). The PEA was led by independent mining, processing and design consultants, with support from the Company's technical team. The PEA cash flow model is based on developing two open pits, initially on the Orion South Kimberlite and subsequently on the Star Kimberlite.

The PEA Highlights Include [1.]:

- Total potential plant feed of 470 million tonnes at a weighted average grade of 14 carats per hundred tonnes ("cpht"), containing 66 million carats over the 34 year Life of Mine [2.] ("LOM");
- The Base Case scenario (Model diamond price) has an NPV (7%) of $3.3 billion and an IRR of 22% before taxes and royalties, and an after-taxes and royalties NPV (7%) of $2.0 billion with an IRR of 19%;
- The Case 1 scenario (High Model diamond price) has an NPV (7%) of $5.4 billion for an IRR of 32% before taxes and royalties;
- Pre-production capital cost of $1.41 billion with a total capital cost of $1.87 billion (including direct, indirect costs and contingency) over the LOM and an initial capital cost payback period of 3.4 years.

1. Cautionary note: The PEA was prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). Readers are cautioned that the PEA is preliminary in nature and includes the use of Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the results of the PEA will be realized.

2. Diamond-bearing kimberlite is produced from the mine and diamonds are recovered in the processing plant for 34 years. The overall project life is 38 years, which includes just over four years of pre-stripping activities.

Consolidation of the Fort à la Corne mineral properties (including the Project) and Option to Joint Venture

In June 2017, the Company announced that it had acquired (the "Newmont Acquisition") from Newmont Canada FN Holdings ULC ("Newmont") all of Newmont's participating interest in the Fort à la Corne joint venture (the "FalC JV"), resulting in the Company owning 100% of the Fort à la Corne mineral properties (including the Project), and concurrently entered into an Option to Joint Venture Agreement (the "Option Agreement") with Rio Tinto Exploration Canada Inc. ("RTEC") pursuant to which the Company has granted RTEC an option to earn up to a 60% interest in the Fort à la Corne mineral properties (including the Project) on the terms and conditions contained in the Option Agreement (see News Release dated June 23, 2017). Immediately after the closing of the Newmont Acquisition and issuance of common shares, Newmont held approximately 19.9% of the Company's common shares issued and outstanding on a non-diluted basis.

Activities relating to the Star - Orion South Diamond Project

During the quarter ended June 30, 2018, RTEC, Bauer Maschinen GmbH ("Bauer") and Nuna Logistics Limited finalized contractual arrangements for the manufacture, supply and operation of equipment to be used for the next phase of large diameter bulk sample drilling on the Star Kimberlite (See News Release dated April 12, 2018). RTEC aim to use a Bauer BC 50 Cutter mounted on a Bauer MC 128 Duty-cycle Crane to drill and sample to depths of up to 250 metres below surface. Each ten metres of advance down hole aims to excavate some 100 tonnes of kimberlite. Bauer cutter rigs are used around the world for complex engineering projects. Bauer has indicated that this will be the first time in the world that this technology will be used in an active project to reach a depth of 250 meters.

RTEC and Consulmet (Pty) Ltd ("Consulmet") recently finalized contractual arrangements for the manufacture and supply of a 30 tonne per hour ("tph") bulk sample plant (See News Release dated May 15, 2018). The bulk sample plant is specifically designed to maximize liberation and recovery of diamonds throughout the -25+0.85 millimetre size range, and minimize diamond breakage, particularly among potential specials (plus 10.8 carat stones) that may be recovered from both the Star and Orion South Kimberlites. The bulk sample plant will be fabricated by Consulmet in South Africa in modular, containerized units, which will facilitate shipment to the Project site. The proposed bulk sample plant will use a modern flow-sheet and the latest X-ray transmission ("XRT") sorting technology to ensure any large diamonds present (up to 25 millimetres) are recovered with minimal breakage. A secondary crushing circuit, using a high pressure rolls crusher ("HPRC"), will maximize the liberation of smaller diamonds from the kimberlite. The bulk sample plant will consist of four areas, each with its own control system: 1) a wet front-end and feed preparation area; 2) an XRT sorter area; 3) a 10 tph dense media separator ("DMS") area; and 4) a water reticulation area. RTEC is currently preparing the Project site for the commencement of the proposed bulk sample drilling program, with drilling to commence this year.

In January 2017, the Company was informed by the Saskatchewan Minister of Environment that additional consultation is required for the government to meet its legal obligation with respect to duty to consult and accommodate process (See News Release dated January 26, 2017). The Ministry has indicated to the Company that significant progress on meeting its duty to consult obligations has been made and that once consultations with potentially impacted First Nation and Métis communities are completed, all pertinent information will be reviewed before a decision is made under The Environmental Assessment Act. The Canadian Environmental Assessment Agency previously announced an Environmental Assessment Decision for the proposed Project in which the federal Environment Minister indicated that the Project "is not likely to cause significant adverse environmental effects when the mitigation measures described in the Comprehensive Study Report are taken into account" (See News Release dated December 3, 2014).

Financial Highlights

Select financial information of the Company for the three and six month periods ended June 30, 2018 and 2017 is summarized as follows:

	Three months ended June 30, 2018 $	Three months ended June 30, 2017 $	Six months ended June 30, 2018 $	Six months ended June 30, 2017 $
Net income (loss) (millions)	**(1.8)**	**43.0**	**(2.5)**	**42.2**
Net income (loss) per share [(1)]	**(0.00)**	**0.14**	**(0.01)**	**0.14**
Total assets (millions)	**70.2**	**70.7**	**70.2**	**70.7**
Total non-current liabilities (millions) [(2)]	**1.3**	**1.3**	**1.3**	**1.3**
Working capital (millions)	**2.3**	**1.4**	**2.3**	**1.4**

(1) Basic and diluted.
(2) Total non-current liabilities are comprised of environmental rehabilitation provisions (for which the Company has provided letters of credit, backed by short-term securities that are recorded on the Company's financial statements as restricted cash). At June 30, 2018, non-current liabilities also included contingent consideration relating to the Newmont Acquisition. The discounted present value of this contingent consideration at June 30, 2018 was $0.7 million.

Results of Operations

For the quarter ended June 30, 2018, the Company recorded net loss of $1.8 million or $0.00 per share (basic and fully diluted) compared to net income of $43.0 million or $0.14 per share for the same period in 2017. The loss during the quarter ended June 30, 2018 was due to operating costs and exploration and evaluation expenditures incurred by the Company. Net income during the quarter ended June 30, 2017 was due to the partial reversal of previously recorded impairments relating to exploration and evaluation assets ($44.5 million).

Interest and other income

For the quarters ended June 30, 2018 and 2017 the Company reported interest and other income of $49 thousand and $7 thousand respectively. The Company invests excess cash reserves in interest bearing short-term deposits while ensuring funds would be available for cash outflow requirements associated with the Company's exploration and evaluation projects. Other income is measured at the fair value of the consideration received or receivable for goods and services in the normal course of business.

Expenses

Expenses incurred during the quarter ended June 30, 2018 were $2.0 million compared to $1.5 million for the same period in 2017. This increase was primarily due to higher share-based payments expensed during the quarter ended June 30, 2018, offset by lower compensation costs incurred. These amounts include $1.0 million of share-based payments that was expensed during the quarter ended June 30, 2018 (2017 – $0.4 million).

Exploration and evaluation expenditures incurred during the second quarter of 2018 were $0.8 million, compared to $0.7 million incurred during the quarter ended June 30, 2017. Exploration and evaluation expenditures incurred during the quarter ended June 30, 2018 were primarily related to work relating to geotechnical investigations and test work for the Project as well as other costs associated with the PEA.

Administration, consulting and professional fees, and corporate development expenditures for the quarter ended June 30, 2018 increased to $1.2 million from $0.8 million during the same period in 2017. This increase was primarily due to higher share-based compensation expenses recognized during the quarter ended June 30, 2018.

Financing

During the quarter ended June 30, 2018 the Company issued common shares from treasury as a result of vested restricted share units ("RSUs") that were redeemed, as well as stock options that were exercised (weighted average exercise price of $0.16) for total cash proceeds of $0.1 million. During the quarter ended June 30, 2017 the Company also issued common shares from treasury as a result of vested RSUs that were redeemed, as well as 1.5 million broker warrants (weighted average exercise price of $0.23) and 0.2 million options (weighted average exercise price of $0.19) were exercised during the quarter ended June 30, 2017 for total cash proceeds of $0.4 million.

During the second quarter of 2017, in connection to the Newmont Acquisition, 53.8 million common shares and 1.1 million common share purchase warrants were issued to Newmont. Each warrant entitles Newmont to acquire one additional common share at a price of $0.349 per share for a period of 45 months from the date of issuance. In connection with the Option Agreement, RTEC subscribed for 5.6 million units of the Company for a gross subscription amount of $1.0 million at a price of $0.18 per unit, with each unit consisting of one common share in the capital of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one common share at a price of $0.205 for a period of 24 months from the date of issuance.

Reversal of prior impairments to exploration and evaluation assets

As a result of the Newmont Acquisition, the Company performed an assessment of the estimated recoverable amount of the Fort à la Corne mineral properties. Based on this assessment, the recoverable amount of the Fort à la Corne mineral properties was determined to be $66.3 million. For the quarter ended June 30, 2017, this resulted in a reversal of $44.5 million of previously recorded impairments.

Year to Date

Results of operations

For the six months ended June 30, 2018, the Company recorded a net loss of $2.5 million or $0.01 per share compared to net income of $42.2 million or $0.14 per share for the same period in 2017. The loss during the quarter ended June 30, 2018 was primarily due to ongoing operating costs and exploration and evaluation expenditures incurred by the Company exceeding interest and other income earned. Net income during the quarter ended June 30, 2017 was due to the partial reversal of previously recorded impairments relating to exploration and evaluation assets ($44.5 million).

Interest and other income

For the six months ended June 30, 2018 and 2017 the Company reported interest and other income of $91 thousand and $16 thousand respectively. The Company invests excess cash reserves in interest bearing short-term deposits while ensuring funds would be available for cash outflow requirements associated with the

Company's exploration and evaluation projects. Other income is measured at the fair value of the consideration received or receivable for goods and services in the normal course of business.

Expenses

Total operating costs for the six months ended June 30, 2018 were $2.8 million compared to $2.4 million for the six months ended June 30, 2017. These amounts also include $1.0 million of share-based payments that was expensed during the six months ended June 30, 2018 (2017 – $0.5 million). This increase was primarily due to higher share-based payments expensed during the six months ended June 30, 2018, offset by lower compensation costs incurred.

Exploration and evaluation expenditures for the six months ended June 30, 2018 were $1.2 million compared to $1.1 million for the same period in 2017. Exploration and evaluation expenditures incurred during the six months ended June 30, 2018 primarily related to work relating to geotechnical investigations and test work for the Project as well as other costs associated with the PEA. Exploration and evaluation expenditures incurred during the six months ended June 30, 2017 primarily related to work relating to geotechnical investigations and test work for the Project. Approximately 46 percent (2017 - 42 percent) of the exploration and evaluation expenditures incurred during the six months ended June 30, 2018 were made up of compensation costs and share-based payments incurred by the Company.

Administration, consulting and professional fees, and corporate development expenditures for the six months ended June 30, 2018 were $1.6 million compared to $1.3 million for the same period in the prior year. This increase was primarily due to higher share-based compensation expenses recognized during the six months ended June 30, 2018.

Premium on flow-through shares

The Company issued flow-through shares during 2016 and 2017 for a premium over the market value of the shares. The premium over the market value of the shares is recognized as a liability until such time as the Company incurs qualifying expenditures. As the Company incurs qualifying expenditures in 2018, this liability to the investor is satisfied and accordingly the premium received on the initial issue of share capital will be recognized in income. As at June 30, 2018 this premium was $117 thousand (December 31, 2017 - $237 thousand).

Use of proceeds

During 2017, the Company raised $1.5 million from flow-through financing activities to be used on exploration and evaluation activities before the end of 2018. The Company expects that exploration and evaluation expenditures to be incurred in 2018 will fulfill its obligations under its flow-through commitments.

Flow-through proceeds raised during 2017	$ 1.5
Flow-through expenditures incurred to June 30, 2018	0.8
Flow-through expenditures to be incurred by December 31, 2018	$ 0.7

The Company expects that the exploration and evaluation expenditures incurred by December 31, 2018 will approximate the $1.5 million flow-through financing raised during 2017.

Investment in Wescan Goldfields Inc.

At June 30, 2018, the Company held 5.8 million shares or 12.9% (December 31, 2017 – 5.8 million shares) of Wescan Goldfields Inc. ("Wescan"), a publicly traded company on the TSX Venture exchange. The Company considers certain judgments and assumptions when assessing whether significant influence exists over its investments. This includes an assessment of the Company's ability to participate in financial and operating policy decisions of the investee. The existence and effect of potential voting rights held by the investor or other entities were also considered. The fair value of this investment, based on the closing trading price at June 30, 2018, was $406 thousand (December 31, 2017 – $348 thousand).

Reversal of prior impairments to exploration and evaluation assets

The Company performed an assessment of the estimated recoverable amount of exploration and evaluation assets. Based on this assessment, the carrying value of exploration and evaluation assets was determined to be $66.3 million, resulting in a reversal of $44.5 million of previously recorded impairments at June 30, 2017.

Financing

During the six months ended June 30, 2018 the Company issued common shares from treasury as a result of vested RSUs and deferred share units ("DSUs") that were redeemed, as well as stock options (weighted average exercise price of $0.16) that were exercised for total cash proceeds of $0.1 million. During the six months ended June 30, 2017, the Company issued common shares from treasury as a result of vested RSUs that were redeemed, as well as stock options (weighted average exercise price of $0.19) and broker warrants (weighted average exercise price of $0.23) were exercised for total cash proceeds of $0.4 million.

During the six months ended June 30, 2017, in connection with the Option Agreement, RTEC subscribed for units of the Company for a gross subscription amount of $1.0 million at a price of $0.18 per unit, with each unit consisting of one common share in the capital of the Company and one common share purchase warrant (see SGF News Release dated June 23, 2017). Each warrant entitles the holder thereof to purchase one common share at a price of $0.205 for a period of 24 months from the date of issuance. In connection to the Newmont Acquisition, 53.8 million common shares and 1.1 million common share purchase warrants were issued to Newmont. Each warrant entitles Newmont to acquire one additional common share at a price of $0.349 per share for a period of 45 months from the date of issuance.

Summary of Quarterly Results

	2018		2017				2016	
	Qtr 2	**Qtr 1**	**Qtr 4**	**Qtr 3**	**Qtr 2**	**Qtr 1**	**Qtr 4**	**Qtr 3**
Income (1) ($millions)	**0.1**	0.0	0.1	0.0	0.0	0.0	0.0	0.0
Net income (loss) (2) ($millions)	**(1.8)**	(0.7)	(0.8)	(0.5)	43.0	(0.9)	(1.0)	(1.1)
Net income (loss) per share (3) ($)	**0.01**	0.00	0.00	0.00	0.12	0.00	(0.00)	(0.00)
Shares outstanding (millions) (4)	**383.2**	379.9	378.3	361.0	356.4	295.3	294.0	282.4

(1) Income relates to revenue for services provided as well as interest earned on the Company's cash and short-term investments.

(2) Net income during the second quarter of 2017 was due to the reversal of previously recorded impairments to exploration and evaluation assets. Net losses for other periods relate to expenditures incurred by the Company exceeding income earned.

(3) Basic and diluted.

(4) During the fourth quarter of 2017, the Company completed a private placement of 17.3 million shares of the Company. During the third quarter of 2017, the Company issued 2.3 million common shares issued from treasury pursuant to an agreement with a third-party consulting and professional service provider. During the second quarter of 2017,59.3 million shares of the Company were issued as a result of the Newmont Acquisition and Option Agreement. During the fourth quarter of 2016, the Company completed a private placement of 11.6 million shares of the Company. Other changes in shares outstanding were due to shares issued from treasury as a result of warrant, broker warrant and option exercises, vested DSU redemptions or RSU redemptions.

Related Party Transactions

At June 30, 2018, Messrs. Kenneth E. MacNeill (President and Chief Executive Officer) and George H. Read (Senior Vice President of Exploration and Development), through their respective consulting companies, hold management and consulting contracts with the Company. Messrs. MacNeill and Read's monthly fees during the quarter ended Jun 30, 2018 were $20 thousand (2017 – $29 thousand) and $15 thousand (2017 – $22 thousand), respectively. These reductions in 2018 are due to voluntary base compensation reductions for the Company's' officers, employees and directors.

During the six-month period ended June 30, 2018, total compensation paid or payable to officers (including amounts paid through companies controlled by Messrs. MacNeill and Read) and to directors of the Company was $1.1 million (2017 – $0.9 million). Of these amounts, $0.8 million (2017 – $0.7 million) was included in administration expense and $0.3 million was included in exploration and evaluation expense (2017 – $0.2 million). Included in these amounts are share-based payment transactions of $0.8 million (2017 – $0.4 million).

The above transactions were in the normal course of operations and are measured at an amount agreed to by the related parties. The fair value of share-based payments in the form of options was determined using the Black-Scholes model. The fair value of share-based payments in the form of RSUs and DSUs was determined based on the five-day volume weighted average trading price of the Company's shares preceding the date of grant.

Liquidity

The Company does not currently operate any producing properties and, as such, is dependent upon the issuance of new equity to finance its ongoing obligations and advance its exploration and evaluation properties. Until the Company's surplus cash is required to fund exploration, evaluation and/or development activities it is invested in a variety of highly rated instruments.

At June 30, 2018 the Company had $2.1 million (December 31, 2017 – $4.0 million) in cash and cash equivalents and short-term investments. The Company has also supplied $0.6 million (December 31, 2017 – $0.6 million) of irrevocable standby letters of credit issued by a Canadian chartered bank. The Company backs the letters of credit with investments which have been recorded on the financial statements as restricted cash. The Company does not include restricted cash in its working capital when analyzing its liquidity requirements. As well, at June 30, 2018, the Company is required to spend $0.7 million on qualifying expenditures by the end of 2018 to fulfill its obligations under its flow-through commitments.

Capital Resources and Outstanding Share Data

As at June 30, 2018 the Company had working capital of $2.3 million compared to $1.4 million at June 30, 2017. The Company believes it has sufficient liquidity to continue operations until further financing is arranged.

At June 30, 2018 the Company had 383,167,090 common shares, 713,200 DSUs, 6,566,666 RSUs, 10,731,300 options (weighted average exercise price of $0.20), 16,036,111 warrants (weighted average exercise price of $0.21) and 519,737 broker warrants (weighted average exercise price of $0.20) issued and outstanding.

As at July 31, 2018, the Company's issued and outstanding common shares, DSUs, RSUs, options, warrants and broker warrants remained unchanged from June 30, 2018.

Financial Instruments

As at June 30, 2018, the fair values of all of the Company's financial instruments approximates their carrying values. Certain financial instruments are exposed to the following financial risks:

Credit risk
Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company considers this risk to be insignificant as the majority of the Company's cash and cash equivalents, short-term investments, and restricted cash are held by financial institutions with an A (low) credit rating or are invested in Government of Canada treasury bills which are backed by the Government of Canada. At June 30, 2018, the Company's credit risk relates to its cash and cash equivalents, short-term investments, receivables and restricted cash of $3.0 million (December 31, 2017 – $4.8 million).

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's approach to managing liquidity risk is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due. To ensure the Company has sufficient cash on hand, the Company prepares annual capital and operating budgets which are regularly monitored and updated as considered necessary. As at June 30, 2018, the Company had working capital of $2.3 million (excluding restricted cash) and is required to incur a further $0.7 million of qualifying expenditures before December 31, 2018 as a result of the flow-through share financing in 2017. Given that cash flows from operations are negative, the Company is dependent on additional sources of financing beyond 2018.

As at June 30, 2018, the Company had guaranteed certain liabilities by issuing $0.6 million (December 31, 2017 – $0.6 million) of irrevocable standby letters of credit. The Company backs the letters of credit with investments which have been recorded on the financial statements as restricted cash. The Company does not include restricted cash in its working capital when analyzing its liquidity requirements. The guarantees as at June 30, 2018 relate to environmental rehabilitation provisions.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity issues or other forms of financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration, evaluation and/or development of its projects with the possible loss of such properties.

The Company currently does not have sufficient resources to finance operating activities beyond its 2018 fiscal year, conditions which raise material uncertainties which cast significant doubt about the Company's ability to continue as a going concern. At June 30, 2018, the Company had working capital of $2.3 million, of which $0.7 million is committed to be spent on qualifying expenditures before December 31, 2018. The ability of the Company to continue as a going concern and fund general and administrative expenses in an orderly manner will require further equity issues or other forms of financings beyond 2018. There is no assurance that the Company will be successful in obtaining required financing at an acceptable cost as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations. The Company is assessing opportunities to address the issue of liquidity.

Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk. As at June 30, 2018, the Company does not have significant exposure to any of these market risks. Equity price risk is the uncertainty associated with the valuation of assets arising from changes in equity markets. The Company is exposed to this risk through its equity holdings. The investment in the common shares of Wescan is monitored by management with decisions on sale taken to the Board level. A 10 percent decrease in the market price of Wescan would result in a $40 thousand decrease in fair value.

Critical Accounting Estimates and Judgments

The financial statements for the period ended June 30, 2018 have been prepared in accordance with IFRS issued by the IASB. The Company's accounting policies are described in Note 4 to the financial statements for the year ended December 31, 2017. Certain of these policies involve critical accounting estimates as they require management to make particularly subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts could be reported under different conditions or using different assumptions. The uncertainties related to these areas could significantly impact the Company's results of operations, financial condition and cash flows.

In preparing the financial statements for the period ended June 30, 2018, significant judgments and estimations have been made by management in applying the Company's accounting policies. In particular, the significant areas of judgment and estimation uncertainty considered by management in preparing the consolidated financial statements are: joint control assessments, identification of cash generating units, exploration and evaluation expenditures, reserve and resource estimation, asset valuations and assessments for impairment, estimations for environmental rehabilitation provisions, contingent consideration, share-based payment transactions and recovery of deferred tax assets. These are discussed in more detail in Note 5 of the Company's financial statements for the year ended December 31, 2017.

A critical accounting estimate in determining the Company's financial results relates to the recoverability of the carried amounts of exploration and evaluation assets. Management assesses carrying values of these assets at each reporting date.

Accounting Changes

Accounting Changes during the six months ended June 30, 2018

At the date of authorization of these consolidated financial statements, the IASB has issued the following new standards which became effective for the reporting period.

IFRS 9 – Financial Instruments

On July 24, 2015 the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39, "Financial

Instruments: Recognition and Measurement", and all previous versions of IFRS 9. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 requires financial assets to be classified into three measurement categories: those measured at fair value through profit and loss ("FVPL"), those measured at fair value through other comprehensive income ("FVOCI") and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

Implementation:
Financial assets designated as available-for-sale at December 31, 2017 were comprised of the Company's investment in Wescan Goldfields Inc. ("Wescan"). IFRS 9 requires all equity investments to be measured at fair value. The default approach is for all changes in fair value to be recognized in profit or loss ("FVPL"). However, for equity investments that are not held for trading, entities can make an irrevocable election at initial recognition to classify the instruments as FVOCI, with all subsequent changes in fair value being recognized in other comprehensive income. This election is available for each separate investment. The Company did not make this election. The impact as a result of the application of IFRS 9 is an increase of $290 thousand to accumulated deficit and a corresponding decrease to accumulated other comprehensive income.

<u>IFRS 15 – Revenue from contracts with customers</u>
IFRS 15 will replace IAS 11, "Construction Contracts" and IAS 18, "Revenue" and related interpretations effective for annual periods commencing on or after January 1, 2018. IFRS 15 introduces a new single revenue recognition model for contracts with customers and two approaches to recognizing revenue: at a point in time or over time.

Implementation:
All of the Company's property interests are currently in the exploration and evaluation stage and therefore do not generate sales revenue. The adoption of IFRS 15 did not have a material impact on the consolidated financial statements.

<u>IFRS 2 – Share-Based Payments</u>
In June 2016, the IASB issued amendments to IFRS 2. These amendments clarify how to account for certain share-based payment transactions, including accounting for cash-settled share-based payment transactions; accounting for share-based payment transactions with net settlement features; and accounting for modifications of share-based payment transactions from cash-settled to equity. IFRS 2 amendments are effective for annual periods beginning on or after January 1, 2018.

Implementation:
The amendments to IFRS 2 did not have a material impact on the consolidated financial statements.

Future Accounting Changes

At the date of authorization of these consolidated financial statements, the IASB has issued the following new standards which are not yet effective for the relevant reporting periods.

<u>IFRS 16 – Leases</u>
IFRS 16 will replace IAS 17, "Leases" and related interpretations effective for annual periods commencing on or after January 1, 2019. Early application is permitted for companies that also apply IFRS 15. IFRS 16 follows a 'right-of-use' model which will require leases of more than twelve months to be reported on a company's

financial statements as assets and liabilities, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. The Company does not intend to early adopt IFRS 16 and has not yet fully evaluated the impact of this new standard however the impact is not expected to be material.

There are no other IFRSs or International Financial Reporting Interpretations Committee ("IFRIC") interpretations that are not yet effective that would be expected to have a material impact on the Company.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods, and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information. In accordance with the requirements of *National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings*, the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), are responsible for establishing and maintaining disclosure controls and procedures and have caused these to be designed to provide reasonable assurance that material information is made known to management, particularly during the period in which these filings are being prepared; and information required to be disclosed is recorded, processed, summarized and reported within the time periods specified in securities legislation.

There have been no significant changes in the Company's disclosure controls during the quarter ended June 30, 2018.

Internal Controls over Financial Reporting Procedures

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. In accordance with the requirements of *National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings*, the Company's management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer and effected by the Company's board of directors, have designed the Company's internal controls over financial reporting as of the end of the period covered by these filings so that the internal controls over financial reporting provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS issued by the IASB and interpretations of the IFRIC.

There have been no significant changes to internal controls over financial reporting during the quarter ended June 30, 2018 that could have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting.

Outlook

The positive results of the PEA show that the Star and Orion South Kimberlites have the potential to be economically developed as a diamond mine. On the shoulders of more detailed drilling and the Revised Resource Estimate of 2015, the Company has taken a fresh look at the Project and has refined the mining and processing plans with exciting and positive results.

The successful completion of the 2017 consolidation of the Company's Fort à la Corne mineral properties (including the Star - Orion South Diamond Project) and the concurrent earn-in arrangement with RTEC sets the stage for a new phase for the Company. It is the Company's view that Rio Tinto is one of the few companies in the world with the resources and expertise to move forward with a project of the magnitude of the Star - Orion South Diamond Project. The Company is also very pleased to have acquired the remaining portion of the Project from Newmont while continuing to have Newmont as a significant shareholder.

As of July 31, 2018, the Company had approximately $1.9 million in cash and cash equivalents and short-term investments (excluding $0.6 million in restricted cash). A portion of the Company's cash and cash equivalents and short-term investments will be used for 2018 programs (including flow-through commitments) to further assess, evaluate and advance certain aspects of the Project, as well as for general corporate matters.

Risks and Uncertainties

The Company attempts to mitigate risks by identifying, assessing, reporting and managing risks of significance. The following are risks relating to the business of the Company. This information is a summary only of risks currently facing the Company based on its stage of development. Additional risks and uncertainties not presently known may also impact the Company's operations. Management's view on risks facing the Company will evolve as the Company's stage of development progresses.

Risks Associated With a Non-Producing Company

The principal risks faced by the Company involve: the Company's ability to obtain financing to further the exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests; maintaining title to its property claims; obtaining the required permits from various federal, provincial and local governmental authorities; and the ultimate economic feasibility of any future development projects.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity issues or other forms of financing. The Company currently does not have sufficient funds to put any of its property interests into production from its own financial resources. There is no assurance that the Company will be successful in obtaining required financing as and when needed. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or joint operations or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on the Company's future cash flows, results of operations and financial condition. The relative prices of diamonds and future expectations for such prices have a significant impact on the market sentiment for investment in diamond mining and exploration companies. To ensure that exploration and evaluation procedures are being performed effectively and those results are interpreted and reported in a proper manner, management ensures that qualified individuals, service providers and external consultants are utilized in the verification and quality assurance of analytical results.

Title disputes could have adverse consequences to the Company. Managing these issues is an integral part of exploration, development and mining in Canada and the Company is committed to managing these issues effectively. The Company has diligently investigated title to its claims. However, no assurance can be given that title to these properties will not be challenged or impugned in the future by third parties or governments. Management maintains a database to monitor the status of the Company's claims to ensure all claims are in good standing.

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities. Failure to comply with applicable laws, regulations, and permitting requirements may result in permits not being granted or enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations. In addition, application for permits that will be required for the construction and operation of the proposed Project will be made following provincial and federal Ministerial approval upon conclusion of the Environmental Impact Assessment ("EIA"). While the majority of permits will be required from provincial authorities, permits required from the federal government include authorization from the Department of Fisheries and Oceans to allow anticipated changes to fish and fish habitat, permits from Natural Resources Canada for the explosives storage site and authorizations from Environment Canada and Transport Canada. The Company utilizes qualified individuals, service providers and external consultants and maintains constant communications with governmental authorities to ensure that the Company is or, in the case of the EIA, will be in compliance with all applicable rules and regulations.

All of the Company's property interests are currently in the exploration stage. The exploration, development and production of precious metals and gems are capital-intensive, subject to the normal risks and capital expenditure requirements associated with mining operations. While the rewards can be substantial if commercial quantities of minerals or gems are found, there can be no assurance that the Company 's past or future exploration efforts will be successful, that any production therefrom will be obtained or continued, or that any such production which is attempted will be profitable.

Technical Information

All technical information in this report has been prepared under the supervision of George Read, Senior Vice President of Exploration and Development, Professional Geoscientist in the Provinces of Saskatchewan and British Columbia and Mark Shimell, Project Manager, Professional Geoscientist in the Province of Saskatchewan, who are the Company's "Qualified Persons" under the definition of NI 43-101.

Caution regarding Forward-looking Statements

This MD&A contains forward-looking statements within the meaning of certain securities laws, including the "safe harbour" provisions of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements, and, in particular, statements regarding the Company's future operations, future exploration and development activities or other development plans contain forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, disclosure regarding the economics and project parameters presented in the PEA, including, without limitation, IRR, NPV and other costs and economic information, carats of diamonds to be recovered, pre-tax payback period, tonnes of kimberlite to be mined, carats per tonne to be recovered (grade), diamond prices, life of mine, capital costs, length of pre-production period; statements related to mineral resources and/or reserves; statements related to the approval of the development of the Star - Orion South Diamond Project; statements relating to future development of the Star - Orion South Diamond Project and associated timelines; the environmental assessment and permitting process; the Company's intention to seek additional financing in the ensuing years; statements with respect to geotechnical investigations, assessments and test work; the proposed sampling program; the Company and RTEC's objectives for the ensuing year.

These forward-looking statements are based on the Company's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world diamond markets, changes in diamond valuations, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or mining plans due to exploration results and changing budget priorities of the Company or its earn-in and/or joint venture partners, the effects of competition in the markets in which the Company operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the additional risks described in the Company's most recently filed Annual Information Form, annual and interim MD&A, news releases and technical reports. The Company's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although management considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to the Company, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities law, the Company does not undertake to update any forward-looking statement that may be made.

Additional Information

Additional information related to the Company, including the latest available Annual Information Form, is available on SEDAR at www.sedar.com.

STAR DIAMOND CORPORATION
Unaudited Condensed Interim Consolidated Financial Statements

For the Three and Six Months Ended
June 30, 2018

Notice to Reader

Management has compiled the unaudited condensed interim consolidated financial statements of Star Diamond Corporation for the three and six months ended June 30, 2018. The Corporation's external auditors have not reviewed these condensed interim consolidated financial statements.

Star Diamond Corporation

Condensed Consolidated Statements of Financial Position

(unaudited)

(Cdn$ in thousands)	June 30, 2018	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	$ 2,072	$ 4,019
Short-term investments	-	-
Receivables	281	149
Prepaids	142	64
	2,495	4,232
Restricted cash (note 6)	622	622
Investment in Wescan Goldfields Inc. (note 7)	406	348
Property and equipment	390	347
Exploration and evaluation assets (note 8)	66,344	66,344
	$ 70,257	$ 71,893
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 201	$ 333
	201	333
Premium on flow-through shares	117	237
Environmental rehabilitation provision	605	599
Contingent consideration (note 8)	730	730
Shareholders' equity:		
Share capital	835,904	834,895
Warrants	682	1,061
Broker warrants	21	21
Contributed surplus	32,937	32,452
Accumulated deficit	(800,940)	(798,725)
Accumulated other comprehensive income	-	290
	68,604	69,994
	$ 70,257	$ 71,893

See accompanying notes to consolidated financial statements

Star Diamond Corporation

Condensed Consolidated Statements of Loss and Comprehensive Income (Loss)

(unaudited)

(Cdn$ in thousands, except for share data)	Three Months Ended June 30, 2018	Three Months Ended June 30, 2017	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017
Income				
Interest and other income	$ 49	$ 7	$ 91	$ 16
Expenses				
Administration	1,018	658	1,374	1,102
Consulting and professional fees	125	184	147	200
Corporate development	8	5	30	24
Exploration and evaluation (note 9)	805	686	1,223	1,124
	1,956	1,533	2,774	2,450
Loss before the under noted items	(1,907)	(1,526)	(2,683)	(2,434)
Flow-through share premium	58	53	120	97
Impairments to exploration and evaluation assets	-	44,509	-	44,509
Investment in Wescan Goldfields Inc (note 7)	-	-	58	-
Net and comprehensive income (loss) for the period	$ (1,849)	$ 43,036	$ (2,505)	$ 42,172
Net income (loss) per share				
Basic and diluted	$ (0.00)	$ 0.14	$ (0.01)	$ 0.14
Weighted average number of shares outstanding (000's)	385,438	300,772	380,385	297,747

See accompanying notes to consolidated financial statements

Star Diamond Corporation

Condensed Consolidated Statements of Cash Flows

(unaudited)

(Cdn$ in thousands)	Six Months Ended June 30, 2018	2017
Cash provided by (used in):		
Operations:		
Net income (loss)	$ (2,505)	$ 42,172
Adjustments:		
Amortization	25	47
Loss (gain) on disposal of property and equipment	(4)	4
Investment in Wescan Goldfields Inc.	(58)	-
Reversal of prior impairments to exploration and evaluation assets	-	(44,509)
Fair value of share-based payments expensed	1,035	489
Unwinding of discount for environmental rehabilitation provision	6	4
Flow-through share premium	(120)	(97)
Net change in non-cash operating working capital items:		
Receivables	(132)	(54)
Prepaids	(78)	(94)
Accounts payable and accrued liabilities	(132)	1,559
	(1,963)	(479)
Investing:		
Proceeds from disposal of property and equipment	25	-
Purchases of property and equipment	(89)	-
Short-term investments	-	(1)
Restricted cash	-	274
Exploration and evaluation assets	-	(1,268)
	(64)	(995)
Financing:		
Issue of equity (net of issue costs)	80	1,329
	80	1,329
Decrease in cash and cash equivalents	(1,947)	(145)
Cash and cash equivalents, beginning of period	4,019	2,829
Cash and cash equivalents, end of period	$ 2,072	$ 2,684
Cash and cash equivalents consists of:		
Cash	$ 2,072	$ 2,683
Treasury bills	-	1
	$ 2,072	$ 2,684

See accompanying notes to consolidated financial statements

Star Diamond Corporation
Condensed Consolidated Statements of Changes in Equity
(unaudited)

(Cdn$ in thousands)	Six Months Ended June 30, 2018	Six Months Ended June 30, 2017	Year Ended December 31, 2017
Share capital			
Balance, beginning of period	$ 834,895	$ 810,190	$ 810,190
Shares issued (note 10)	1,009	21,336	24,705
Balance, end of period	$ 835,904	$ 831,526	$ 834,895
Warrants			
Balance, beginning of period	$ 1,061	$ 379	$ 379
Issued (note 10)	-	224	682
Expired	(379)	-	-
Balance, end of period	$ 682	$ 603	$ 1,061
Broker warrants			
Balance, beginning of period	$ 21	$ 84	$ 84
Issued	-	-	21
Exercised	-	(84)	-
Expired	-	-	(84)
Balance, end of period	$ 21	$ -	$ 21
Contributed surplus			
Balance, beginning of period	$ 32,452	$ 32,441	$ 32,441
Share-based payments - options (note 11)	170	116	181
Share-based payments - deferred share units (note 11)	65	50	50
Share-based payments - restricted share units (note 11)	800	323	514
Options exercised	(55)	(26)	(26)
Restricted share unit redemptions	(799)	(248)	(683)
Deferred share unit redemptions	(75)	(25)	(25)
Expired equity	379	-	-
Balance, end of period	$ 32,937	$ 32,631	$ 32,452
Accumulated deficit			
Balance, beginning of period	(798,725)	(839,475)	(839,475)
Income (loss) for the period	(2,505)	42,172	40,750
Reclassification of other comprehensive loss (note 7)	290	-	-
Balance, end of period	$ (800,940)	$ (797,303)	$ (798,725)
Accumulated other comprehensive loss			
Balance, beginning of period	$ 290	$ -	$ -
Reclassification of other comprehensive loss (note 7)	(290)	-	290
Other comprehensive loss for the period	-	-	-
Balance, end of period	$ -	$ -	$ 290
Total equity	$ 68,604	$ 67,457	$ 69,994

See accompanying notes to consolidated financial statements

1. Corporate Information

Star Diamond Corporation (the "Company") was incorporated under the Canada Business Corporations Act on April 29, 1985 and its shares are publicly traded on the Toronto Stock Exchange. On February 6, 2018, the Company amended its articles of incorporation to change its corporate name from Shore Gold Inc. to Star Diamond Corporation. The principal activities of the Company are the exploration, development and production of diamonds. The Company is located at 600 – 224 4th Avenue South, Saskatoon, Saskatchewan, Canada.

2. Basis of preparation

The condensed interim consolidated financial statements of the Company for the three and six months ended June 30, 2018 were authorized for issue by the Company's Audit Committee on July 31, 2018. The condensed interim consolidated financial statements of the Company and all its subsidiaries have been prepared in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting* and do not include all of the information required for full annual financial statements. The Company's financial statements have been prepared on a historical cost basis, except as disclosed, using the Company's functional currency of Canadian dollars.

In preparing the financial statements for the period ended June 30, 2018, significant judgments and estimations have been made by management in applying the Company's accounting policies. In particular, the significant areas of judgment and estimation uncertainty considered by management in preparing the consolidated financial statements are: joint control assessments, identification of cash generating units, exploration and evaluation expenditures, reserve and resource estimation, asset valuations and assessments for impairment, estimations for environmental rehabilitation provisions, share-based payment transactions and recovery of deferred tax assets. These are discussed in more detail in note 5 of the Company's consolidated financial statements for the year ended December 31, 2017.

3. Going Concern

These financial statements are prepared on the assumption that the Company will continue as a going concern and realize its assets and discharge its liabilities and commitments in the normal course of business. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that cast significant doubt upon the Company's ability to continue as a going concern. At June 30, 2018, the Company had working capital of $2.3 million, of which $0.7 million is committed to be spent on qualifying exploration expenditures before December 31, 2018, leaving $1.6 million to finance operating activities through its 2018 fiscal year. The ability of the Company to continue as a going concern and fund general and administrative expenses in an orderly manner will require further equity issues or other forms of financings beyond 2018. There is no assurance that the Company will be successful in obtaining required financing at an acceptable cost as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations.

These financial statements do not include any adjustments to carrying values of assets and liabilities, reported expense and the statement of financial position classifications used, that would be necessary if the going concern assumption were not appropriate.

4. Summary of significant accounting policies

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those disclosed in note 4 of the Company's consolidated financial statements for the year ended December 31, 2017. Accordingly, the condensed interim consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2017.

5. IFRS standards, amendments and interpretations

(a) New IFRS standards, amendments and interpretations effective during the period

At the date of authorization of these consolidated financial statements, the IASB has issued the following new standards which became effective for the reporting period.

i. *IFRS 9 – Financial Instruments*

On July 24, 2015 the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39, "Financial Instruments: Recognition and Measurement", and all previous versions of IFRS 9. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 requires financial assets to be classified into three measurement categories: those measured at fair value through profit and loss ("FVPL"), those measured at fair value through other comprehensive income ("FVOCI") and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

Implementation:

Financial assets designated as available-for-sale at December 31, 2017 were comprised of the Company's investment in Wescan Goldfields Inc. ("Wescan"). IFRS 9 requires all equity investments to be measured at fair value. The default approach is for all changes in fair value to be recognized in profit or loss ("FVPL"). However, for equity investments that are not held for trading, entities can make an irrevocable election at initial recognition to classify the instruments as FVOCI, with all subsequent changes in fair value being recognized in other comprehensive income. This election is available for each separate investment. The Company did not make this election. The impact as a result of the application of IFRS 9 is an increase of $290 thousand to accumulated deficit and a corresponding decrease to accumulated other comprehensive income.

ii. IFRS 15 – Revenue from contracts with customers

IFRS 15 will replace IAS 11, "Construction Contracts" and IAS 18, "Revenue" and related interpretations effective for annual periods commencing on or after January 1, 2018. IFRS 15 introduces a new single revenue recognition model for contracts with customers and two approaches to recognizing revenue: at a point in time or over time.

Implementation:

All of the Company's property interests are currently in the exploration and evaluation stage and therefore do not generate sales revenue. The adoption of IFRS 15 did not have a material impact on the consolidated financial statements.

iii. IFRS 2 – Share-Based Payments

In June 2017, the IASB issued amendments to IFRS 2. These amendments clarify how to account for certain share-based payment transactions, including accounting for cash-settled share-based payment transactions; accounting for share-based payment transactions with net settlement features; and accounting for modifications of share-based payment transactions from cash-settled to equity. IFRS 2 amendments are effective for annual periods beginning on or after January 1, 2018.

Implementation:
The amendments to IFRS 2 did not have a material impact on the consolidated financial statements.

(b) IFRS standards, amendments and interpretations issued but not yet effective

At the date of authorization of these consolidated financial statements, the IASB has issued the following new standards which are not yet effective for the relevant reporting periods.

i. IFRS 16 – Leases
IFRS 16 will replace IAS 17, "Leases" and related interpretations effective for annual periods commencing on or after January 1, 2019. Early application is permitted for companies that also apply IFRS 15. IFRS 16 follows a 'right-of-use' model which will require leases of more than twelve months to be reported on a company's financial statements as assets and liabilities, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. The Company does not intend to early adopt IFRS 16 and has not yet fully evaluated the impact of this new standard however the impact is not expected to be material.

There are no other IFRSs or IFRIC interpretations that have been issued and are not yet effective that would be expected to have a material impact on the Company.

6. Restricted Cash

At June 30, 2018, the Company has pledged $622 thousand (December 31, 2017 – $622 thousand) in short-term investments as security for letters of credit provided, which relate to the provision for decommissioning and rehabilitation. These short-term investments are recorded as restricted cash.

7. Investment in Wescan Goldfields Inc.

At June 30, 2018, the Company held 5,806,634 shares or 12.9% (December 31, 2017 – 5,806,634 shares) of Wescan Goldfields Inc. ("Wescan"), a publicly traded company on the TSX Venture exchange. The Company considers certain judgments and assumptions when assessing whether significant influence exists over its investments. This includes an assessment of the Company's ability to participate in financial and operating policy decisions of the investee. The existence and effect of potential voting rights held by the investor or other entities were also considered. IFRS 9 requires all equity investments to be measured at fair value. Changes in fair value are recognized in profit or loss ("FVPL"). The impact as a result of the application of IFRS 9 during the period ended June 30, 2018 is an increase of $290 thousand to accumulated deficit and a corresponding decrease to accumulated other comprehensive income.

At June 30, 2018, the carrying value of this investment was $406 thousand (December 31, 2017 – $348 thousand). During the quarter ended June 30, 2018, there was no change in the carrying value of its investment in Wescan.

8. Exploration and evaluation assets

Exploration and evaluation assets are made up of the following:

	Fort à la Corne properties (a)
Balance – December 31, 2016	$ -
Newmont Acquisition – June 22, 2017	21,862
Partial reversal of prior impairments	44,482
Balance – December 31, 2017 and June 30, 2018	$ 66,344

(a) Fort à la Corne properties

As of June 30, 2018, the Company holds a 100% interest in the Fort à la Corne properties located in the central part of Saskatchewan, Canada. These properties are accounted for as one CGU.

During the quarter ended June 30, 2017, the Company acquired (the "Newmont Acquisition") from Newmont Canada FN Holdings ULC ("Newmont") all of Newmont's participating interest in the Fort à la Corne joint venture (the "FalC JV"), resulting in the Company owning 100% of the Fort à la Corne properties, and concurrently entered into an Option to Joint Venture Agreement (the "Option Agreement") with Rio Tinto Exploration Canada Inc. ("RTEC") pursuant to which the Company has granted RTEC an option to earn up to a 60% interest in the Fort à la Corne properties on the terms and conditions contained in the Option Agreement. The Newmont Acquisition was completed pursuant to a Participating Interest Purchase Agreement effective as of June 22, 2017 between the Company, its wholly owned subsidiary, Kensington Resources Ltd. (“Kensington”), and Newmont whereby Newmont sold its entire interest in the FalC JV to the Company in consideration for 53,764 thousand common shares of the Company, 1,105 thousand common share purchase warrants and a contingent payment as described below. As additional consideration for Newmont's interest in the FalC JV, the Company has agreed to grant Newmont a participation right to subscribe for and purchase such number of common shares in order to maintain its proportionate interest in the share capital of the Company; Newmont may exercise this right each time the Company undertakes financing (subject to certain exemptions) at the same price and terms as the financing. Prior to the completion of the Newmont Acquisition, the Company held a 69 percent interest in the FalC JV and Newmont had a 31 percent interest. Immediately after the closing of the Newmont Acquisition and issuance of common shares, Newmont held approximately 19.9% of the common shares issued and outstanding on a non-diluted basis. Following the Newmont Acquisition, Kensington transferred its interest in the FalC JV to the Company and thereafter, the FalC JV was terminated.

As part of the Newmont Acquisition, Newmont will receive a contingent payment in the aggregate amount of $3,200 thousand if a positive decision is made to develop a mine on the Project. The Company, in its sole discretion (subject to regulatory approvals), may satisfy the contingent payment due to Newmont through a cash payment or the issuance of common shares. An estimate of the discounted present value of this contingent consideration was performed by management, using a risk-free discount rate that reflects current market assessments of the time value of money and probability weighted cash flows. This was determined to be $730 thousand.

The carrying value of the Fort à la Corne properties represents the acquisition of minority interests of the Fort à la Corne properties since 2005, net of impairments. The decline in the Company’s share price during 2011 resulted in the Company’s market capitalization at December 31, 2011 being substantially less than the carrying value of the Company’s net assets. Due to the existence of this indicator of impairment, the Company was required to assess the exploration and evaluation assets for impairment by comparing the carrying value of these assets to estimated discounted future cash flows. Due to the uncertainty surrounding project financing, the Company was unable to determine a reliable weighted average cost of capital to perform this assessment. As a result, the Company wrote down the carrying value of the Fort à la Corne properties to nil at December 31, 2011. Based on the recent transaction with Newmont, the Company performed an assessment of the estimated recoverable amount of the Fort à la Corne properties. As a result, the carrying value of the Fort à la Corne properties was determined to be $66,344 thousand.

9. Exploration and evaluation expense

The Company’s exploration and evaluation expense for the six months ended June 30, is comprised of the following:

	June 30, 2018	June 30, 2017
Fort à la Corne properties		
Amortization of tangible assets	$ 16	$ 38
Exploration and evaluation	870	961
Share-based payments	337	125
Buffalo Hills property		
Exploration and evaluation	-	-
Total	$ 1,223	$ 1,124

10. Share capital and reserves

Authorized

The authorized share capital of the Company consists of unlimited common shares with no par value.

The common shares of the Company are entitled to dividends pro-rated when declared by the Board of Directors and to one vote per share at meetings of the shareholders of the Company. Upon dissolution or any other distribution of assets, the shareholders are entitled to receive a pro-rata share of such distribution.

Common shares issued and fully paid:

	Common Shares (in thousands)	Amount (in thousands)
Balance – December 31, 2017	378,276	$ 834,895
Restricted Share Units redeemed	4,003	799
Deferred Share Units redeemed	388	75
Options exercised	500	135
Balance – June 30, 2018	383,167	$ 835,904

Broker warrants reserve

On certain issues of common shares, the Company issued broker warrants as partial consideration to the agent for services associated with the share issuance. Each broker warrant entitles the agent to acquire one common share of the Company for a period of 12 to 24 months after closing. The broker warrant reserve is used to recognize the fair value of outstanding warrants. If the broker warrant is exercised or expires the fair value is transferred to share capital or contributed surplus, respectively. No broker warrants were issued, redeemed or expired during the six months ended June 30, 2018.

Warrant reserve

On certain issues of common shares, the Company has issued warrants with the common shares entitling the holder to acquire additional common shares of the Company. The warrant reserve is used to recognize the fair value of outstanding warrants. If the warrant is exercised or expires the fair value is transferred to share capital or contributed surplus, respectively. Warrant movements (in thousands) during the six months ended June 30 is as follows:

	Warrants (in thousands)	Average Price	Amount (in thousands)
Balance – December 31, 2017	23,536	$ 0.224	$ 1,061
Expired March 21, 2018	(5,000)	0.25	(258)
Expired May 9, 2018	(2,500)	0.20	(121)
Balance – June 30, 2018	16,036	$ 0.212	$ 682

11. Share-based payments

(a) Share option plan

The Company has established a share option plan whereby options may be granted to directors, officers, employees and service providers to purchase common shares of the Company. Options granted have an exercise price of not less than the closing price quoted on the Toronto Stock Exchange for the common shares of the Company on the trading day prior to the date on which the option is granted. Certain options vest immediately while others vest six to twelve months after grant date and all options granted under the plan expire five years from the date of the grant of the options. All options are to be settled by physical delivery of shares. These common shares would be issued from the same 10% rolling pool as the common shares issued under the Company's Deferred Share Unit Plan and the Company's Performance Share Unit and Restricted Share Unit Plan.

Option movements (in thousands) during the six months ended June 30, including weighted average exercise prices, are as follows:

	2018		2017	
	Options	Average Price	Options	Average Price
Outstanding – January 1	10,144	$ 0.20	9,203	$ 0.30
Granted	1,748	0.19	1,227	0.19
Exercised	(500)	0.16	(226)	0.19
Expired	(661)	0.17	(90)	0.28
Outstanding – June 30	10,731	$ 0.20	10,114	$ 0.20
Exercisable – June 30	10,131	$ 0.20	9,927	$ 0.20

The options outstanding at June 30, 2018 have an exercise price in the range of $0.17 to $0.27 (2017 – $0.16 to $0.27) and a weighted average contractual life of 2.6 years (2017 – 2.7 years). The options expire between the dates of February 2019 to April 2023.

The expense related to the Company's share-based payments as a result of certain options vesting over the period is recognized in the comprehensive statement of loss for the six months ended June 30 are as follows:

Expense Category included	June 30, 2018	June 30, 2017
Administration	$ 106	$ 106
Exploration and evaluation	64	10
Total	$ 170	$ 116

The grant date fair value of stock options issued under the plan is estimated using the Black-Scholes option-pricing model. Expected volatility is estimated by considering historic average share price volatility. The option life is estimated based on the weighted average historical life of options that have been granted by the Company. The inputs used in the measurement of the fair values at grant date of the share-based payments during the six months ended June 30 are as follows:

	June 30, 2018	June 30, 2017
Share price at grant date	$ 0.19	$ 0.19
Exercise price	$ 0.19	$ 0.19
Expected volatility	74.2 – 77.9%	75.5 – 78.0%
Option life	5 years	5 years
Expected dividends	0 %	0 %
Expected forfeiture rate	0 %	0 %
Risk-free interest rate	1.92 – 1.96%	0.89 – 1.00%
Fair value at grant date	$ 0.11 – 0.12	$ 0.11 – $ 0.12

(b) Deferred share unit plan

The Company has established a deferred share unit plan (the "DSU Plan"), which provides for the grant of deferred share units ("DSUs") to eligible directors of the Company. The DSUs provide for the cash payment of certain amounts, or the issuance of common shares, to eligible directors. The Company does not intend to make cash payments and there is no history of the Company making cash payments under the DSU plan and, as such, the DSUs are accounted for within shareholders' equity. These common shares would be issued from the same 10% rolling pool as the common shares issued under the Company's Performance Share Unit and Restricted Share Unit Plan and the Company's Share Option Plan. As these DSUs are expected to be settled with equity, an amount equal to the stock-based compensation expense is initially credited to contributed surplus and transferred to share capital if and when the deferred share unit is redeemed. DSUs vest immediately.

DSU movements (in thousands) during the six months ended June 30 are as follows:

	June 30, 2018	June 30, 2017
Outstanding – January 1	776	642
Granted	325	263
Redeemed for common shares from treasury	(388)	(129)
Outstanding – June 30	713	776

The expense related to the Company's share-based payments as a result of DSUs vesting over the period is recognized in the comprehensive statement of income (loss) for the six months ended June 30 are as follows:

Expense category included	June 30, 2018	June 30, 2017
Administration	$ 65	$ 50
Total	$ 65	$ 50

(c) Performance share unit and restricted share unit plan

The Company has established a performance share unit and restricted share unit plan (the "Unit Plan"), which provides for the grant of performance share units ("PSUs") and restricted share units ("RSUs") to eligible officers and employees of the Company. Upon redemption, the vested PSUs and/or the RSUs provide for the cash payment of certain amounts, or the issuance of common shares, to the participants. The Company does not intend to make cash payments and there is no history of the Company making cash payments under the Unit plan and, as such, the PSUs and RSUs are accounted for within shareholders' equity. These common shares would be issued from the same 10% rolling pool as the common shares issued under the Company's Deferred Share Unit Plan and the Company's Share Option Plan. As PSUs and RSUs are expected to be settled with equity, an amount equal to compensation expense is initially credited to contributed surplus, recognized over the term of the vesting period, and transferred to share capital if and when the units are exercised. RSUs vest in six tranches, with all RSUs vesting no later than the third anniversary from the date of grant.

As of June 30, 2018 no PSUs have been granted. RSU movements (in thousands) during the six months ended June 30 are as follows:

	June 30, 2018	June 30, 2017
Outstanding – January 1	2,755	4,100
Granted	7,815	2,270
Redeemed for common shares from treasury	(4,003)	(1,242)
Outstanding – June 30	6,567	5,128

The expense related to the Company's share-based payments as a result of RSUs vesting over the period is recognized in the comprehensive statement of loss for the six months ended June 30 are as follows:

Expense category included	June 30, 2018	June 30, 2017
Administration	$ 527	$ 208
Exploration and evaluation	273	115
Total	$ 800	$ 323

12. Related party transactions

Related party transactions with key management personnel

The Company pays certain of its key management personnel through companies owned by certain executive officers and directors. Those companies are as follows:

MacNeill Brothers Oil and Gas Ltd.
George Read Consulting Inc.

Compensation of key management personnel and directors, including payments made or payable to related parties owned by executive officers and directors during the six months ended June 30, is as follows:

	June 30, 2018	June 30, 2017
Short-term benefits to key management and directors	$ 109	$ 163
Consulting and management fees to related companies	215	307
Share based payments	788	415
Total compensation paid to key management personnel and directors	$ 1,112	$ 885

The amounts disclosed in the table are the amounts recognized as an expense during the reporting period related to key management personnel and directors. The above transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The fair value of share-based payments was determined using the Black-Scholes model. The fair value of share-based payments in the form of RSUs and DSUs was determined based on the five-day volume weighted average trading price of the Company’s shares preceding the date of grant.

The compensation paid or payable to key management personnel and directors are included in the Company’s statement of comprehensive loss during the six months ended June 30 is as follows:

	June 30, 2018	June 30, 2017
Administration	$ 832	$ 649
Exploration and evaluation	280	236
Total compensation paid to key management personnel and directors	$ 1,112	$ 885

13. Financial instruments

Fair values have been determined for measurement and/or disclosure purposes based on the fair value hierarchy for financial instruments that require fair value measurement after initial recognition. The classification of each financial instrument is described in note 4 of the Company’s consolidated financial statements for the year ended December 31, 2017.

The carrying amounts for cash and cash equivalents, short-term investments, receivables, restricted cash and trade payables approximate their fair value due to the short-term nature of these instruments. These financial instruments are carried at amortized costs.

All financial instruments measured at fair value are categorized into one of three hierarchy levels as described in note 20 of the Company’s consolidated financial statements for the year ended December 31, 2017. These financial instruments include the Company’s investment in Wescan. The fair value of the Company’s investment in Wescan is based on quoted prices in active markets (level 1).

Risk management
Certain financial instruments are exposed to the following financial risks:

(a) Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company considers this risk to be insignificant as the majority of the Company's cash and cash equivalents, short-term investments, and restricted cash are held by financial institutions with an A (low) credit rating or are invested in Government of Canada treasury bills which are backed by the Government of Canada. At June 30, 2018, the Company's credit risk relates to its cash and cash equivalents, short-term investments, receivables and restricted cash of $3.0 million (December 31, 2017 – $4.8 million).

(b) 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's approach to managing liquidity risk is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due. To ensure the Company has sufficient cash on hand, the Company prepares annual capital and operating budgets which are regularly monitored and updated as considered necessary. As at June 30, 2018, the Company had working capital of $2.3 million and is required to incur a further $0.7 million of qualifying expenditures before December 31, 2018 as a result of the flow-through share financing discussed in note 16 of the Company's consolidated financial statements for the year ended December 31, 2017. Given that cash flow from operations are negative, the Company is dependent on additional sources of financing beyond 2018.

As at June 30, 2018, the Company had guaranteed certain liabilities by issuing $622 thousand (December 31, 2017 – $622 thousand) of irrevocable standby letters of credit. The Company backs the letters of credit with investments which have been recorded on the financial statements as restricted cash. The Company does not include restricted cash in its working capital when analyzing its liquidity requirements. The guarantees as at June 30, 2018 relate to environmental rehabilitation provisions.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity issues or other forms of financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration, evaluation and/or development of its projects with the possible loss of such properties.

The Company currently does not have sufficient resources to finance operating activities beyond its 2018 fiscal year, conditions which raise material uncertainties which cast significant doubt about the Company's ability to continue as a going concern. The Company is assessing opportunities to address the issue of liquidity.

(c) Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, commodity price risk and equity price risk. As at June 30, 2018, the Company does not have significant exposure to any of these market risks.

CORPORATE INFORMATION

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KPMG LLP
Saskatoon, Saskatchewan

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