



ORCA GOLD INC.

ANNUAL REPORT

For the Year Ended

December 31, 2017

ORCA GOLD INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
YEAR ENDED DECEMBER 31, 2017
(Amounts in Canadian Dollars unless otherwise indicated)

The following management's discussion and analysis ("MD&A") of Orca Gold Inc. ("Orca" or the "Company") should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2017 and related notes therein. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The effective date of this MD&A is April 16, 2018. Additional information about the Company and its business activities is available on SEDAR at www.sedar.com and the Company's website www.orcagold.com.

Orca is a junior exploration company focused on the acquisition and exploration of mineral properties in Africa. The Company has recently commenced exploration activities in the Ivory Coast, however its exploration focus continues to be on the Arabian Nubian Shield in the north of Sudan, where it holds the Block 14 exclusive prospecting license. This property is located close to the Egyptian border, 700 km north of Khartoum and 300 km west of the Red Sea. The nearest significant population centre is the town of Abu Hamad located 200 km due south of the Block 14 prospecting license perimeter.

All exploration and mining projects in Sudan are subject to *The Mineral Resources Development and Mining Act, 2007*, which sets forth the legal and fiscal framework for the administration of the country's mineral industry by the Ministry of Minerals (the "MoM"). Industrial levels of exploration and mining rights are provided for in the Mining Code, defined by concession agreements and granted under exclusive prospecting licenses and mining leases (the "Concession Agreement").

The license for Block 14 was originally granted to Orca's partner, Meyas Nub Multiactivities Co. Ltd. ("Meyas Nub") under a Concession Agreement dated May 19, 2010. The license is currently held by Meyas Sand Minerals Company Ltd ("MSMCL"). Sand Metals Company Ltd. ("SMCL"), a 100% owned subsidiary of Orca, and Meyas Nub own 70% and 30% of MSMCL respectively. Under the Concession Agreement, the MoM has a right to a 20% free-carried interest in any mining operation developed on Block 14. Under an agreement between SMCL and Meyas Nub, the MoM's 20% interest will come from Meyas Nub's current 30% ownership interest in MSMCL. As provided under the Concession Agreement, in March 2018, the Company successfully extended the final term of the Block 14 exploration license, which measures approximately 2,176 km², to November 2018. In addition, in January 2018, the Company was granted a water extraction permit covering an aquifer system discovered by the Company in 2017, which is located 85 km from the Company's Galat Sufar South ("GSS") deposit, in an area known as Area 5.

The Company's Mineral Resources are associated with the GSS and Wadi Doum deposits located on Block 14. Effective January 20, 2018 and using a cut-off grade of 0.6 Au g/t, the Mineral Resource was updated to an Indicated Resource of 72.7 Mt grading 1.3 Au g/t for 3.05 Moz of gold and an Inferred Resource of 19.8 Mt grading 1.2 Au g/t for an additional 0.756 Moz.

In May 2017, the Company completed a revised preliminary economic assessment (the "Revised PEA"), using a gold price of US\$ 1,100/oz for mine design and US\$ 1,200/oz for economic analysis, which showed strong economics with an estimated after-tax net present value at a 7% discount rate ("NPV_{7%}") of US\$ 227.7 million and an estimated internal rate of return ("IRR") of 23.1% for the Block 14 Project on a 100% basis.

The technical contents of this MD&A have been reviewed by Hugh Stuart, CGeol., FGS, a Qualified Person pursuant to NI 43-101. Mr. Stuart holds the position of President and Director of the Company. Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

2017 OPERATING HIGHLIGHTS

The year ended December 31, 2017 was transformative for Orca, as the Company achieved various key milestones, particularly with respect to its ongoing advancement of the Block 14 Project in the Republic of the Sudan. While the Company continued to focus on the flagship Block 14 asset, which has had marked improvements in its potential size and scope during the year, the Company also expanded its operations with exploration in Côte d'Ivoire. Highlights for the year ended December 31, 2017 include the following:

Update to Mineral Resource Estimate

In February 2017, the Company completed an update to the Mineral Resource Estimate for Block 14. The updated Mineral Resource Estimate, using a cut-off grade of 1.0 Au g/t, comprises an Indicated Resource of 30.6 Mt grading 1.82 Au g/t for 1.792 Moz of gold and an Inferred Resource of 9.7 Mt grading 1.7 Au g/t for an additional 0.536 Moz.

Discovery of Superior Water Resource for Block 14

In May 2017, the Company's hydrogeological consultant, GCS Water & Environmental Consultants ("GCS") of South Africa, confirmed that a new aquifer system had been discovered 85 km from GSS, in an area known as Area 5.

Additional borehole drilling and subsequent pump testing successfully expanded the Area 5 water resource to an area of 135 km² and increased the estimated volume capacity of the aquifer to 100 million cubic meters. This important development has effectively removed availability of water as a constraint for Block 14's development, allowing the Company to increase the throughput from that used in the Revised PEA and develop Block 14 to its full potential. The increase in throughput would reduce unit process operating costs and potentially lead to an increase in the "in-pit" resources, which is being analyzed as part of the feasibility study on Block 14 that is currently underway.

Completion of a Revised PEA on Block 14 and Advancement to FS

The Company entered 2017 with the intention of completing a pre-feasibility study on Block 14. However, based on the engineering studies completed to May 2017 and the significance of the aforementioned water discovery in Area 5, the Company determined that it had sufficient information to proceed immediately to a feasibility study ("FS"), which would expedite reaching a development decision, while avoiding delays and the costs associated with finalizing the previously planned pre-feasibility study. Accordingly, the Company used all data gathered during the pre-feasibility phase to complete an update to its preliminary economic assessment on the Block 14 Project (the "Revised PEA"), and commenced the undertaking of a FS, which is targeted for completion by the end of the second quarter of 2018.

The Revised PEA is based on contract mining, and a 3.4Mtpa carbon-in-leach ("CIL") processing plant at GSS. Using a gold price of US\$ 1,100/oz for mine design, and US\$ 1,200/oz for economic analysis, the Revised PEA on 100% project basis is highlighted by an estimated after-tax NPV_{7%} of US\$ 227.7 million, after-tax IRR of 23.1%, pre-production capital costs of US\$ 211 million (including a 25% contingency) and an after-tax payback period of 3.0 years from the commencement of production.

For further details on the estimated results of the Revised PEA, please refer to the News Release dated May 30, 2017 and to the Technical Report titled "Revised Preliminary Economic Assessment – NI 43-101 Technical Report, Block 14 Gold Project, Republic of the Sudan", which are available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at www.orcagold.com.

Ongoing Drilling at GSS and Updated Mineral Resource Estimate

During the latter half of 2017, the Company completed 34 diamond holes for 12,449 total metres, and 2,500 metres in 12 reverse circulation holes, at GSS as part of a large, overall 25,000 metre programme being undertaken at Block 14 in support of the ongoing FS. The assay results of this first phase of drilling at GSS were received between October 2017 and January 2018, and formed the basis for a new Mineral Resource Estimate for Block 14, which was released in January 2018. Highlights of the drilling at GSS include:

- GSGT004: 39.5 metres at 4.94 g/t Au (infill) and 13.0 metres at 10.19 g/t Au (outside of resource);
- GSDD015: 19.1 metres at 3.98 g/t Au (infill) and 48.0 metres at 1.96 g/t Au (infill);
- GSDD016: 96.0 metres at 2.68 g/t Au (infill) and 20.4 metres at 3.80 g/t Au (outside of resource);
- GSDD020A: 17.4 metres at 7.92 g/t Au (outside of resource);
- GSDD024: 72.3 metres at 1.67 g/t Au (outside of resource) and 11.0 metres at 3.68 g/t Au (outside of resource);
- GSDD028: 25.0 metres at 2.58 g/t Au (outside resource) and 19.4 metres at 2.09 g/t Au (outside of resource);
- GSDD031: 88.0 metres at 1.80 g/t Au (outside resource);
- GSDD037: 46.0 metres at 3.44 g/t Au (infill);
- GSDD041: 131.0 metres at 1.73 g/t Au (infill);
- GSDD045: 162.0 metres at 2.01 g/t Au (infill); and
- GSDD048: 82.0 metres at 2.21 g/t Au (outside of resource).

The results of the drill campaign continue to support an expansion of the resource base, and provided successful testing of the Company's revised geological interpretation at Block 14. Using a cut-off grade of 0.6 Au g/t, the resulting update to the Mineral Resource Estimate for Block 14, effective January 20, 2018, is comprised of an Indicated Resource of 72.7 Mt grading 1.3 Au g/t for 3.05 Moz of gold and an Inferred Resource of 19.8 Mt grading 1.2 Au g/t for an additional 0.756 Moz.

The Company believes that this increase in the Mineral Resource Estimate will consequently have a positive impact on the economic results of the FS.

Expansion into Côte d'Ivoire

On February 1, 2017, the Company announced that it had executed a share purchase agreement with two wholly-owned subsidiaries of Kinross Gold Corporation ("Kinross"), whereby the Company has agreed to acquire from Kinross, subject to certain closing conditions, all the issued and outstanding common shares of two wholly-owned exploration companies located and operating in Côte d'Ivoire (the "Acquisition"), which collectively own and have rights to the Morondo and Korokaha North exploration licences and five exploration licence applications. Closing of the Acquisition is subject to a number of conditions, including, but not limited to, the parties receiving approval of the Acquisition by the Minister of Industry and Mines of Côte d'Ivoire (the "Ministerial Approval").

In November 2017, the Company received Ministerial Approval with respect to the transfer of the Kinross entity which holds Morondo and Korokaha North, and the Company and Kinross mutually waived the requirement to obtain the second Ministerial Approval as a condition to closing the Acquisition. Accordingly, the Company and Kinross have been working towards closing the Acquisition, although there is currently no expected closing date and there is no assurance that the transaction will be completed.

In December 2017, with permission from Kinross, the Company completed a small 2,500 metre reverse circulation drill programme on Morondo, a mineralized target over 600 metres in strike length. Assay results from this programme were received in January 2018 and were highlighted by intercepts of 48 metres at 1.62 g/t Au and 94 metres at 1.12 g/t Au, which confirm and expand the previous discovery at Morondo.

RESULTS FROM OPERATIONS

Year Ended	Dec-17	Dec-16	Dec-15
Net loss (\$000's)	20,468	12,396	9,899
Loss per share, basic and diluted (\$)	0.12	0.09	0.07
Total assets (\$000's)	11,464	15,196	23,141

As a junior exploration company, Orca has no expectation of generating operating profits until it identifies and develops a commercially viable mineral deposit. During the year ended December 31, 2017, Orca incurred a net loss of \$20.5 million (2016: \$12.4 million). Exploration and project investigation costs account for approximately 82% (2016: 77%) of the net loss incurred during the year ended December 31, 2017, while administration expenses account for approximately 18% (2016: 25%), respectively. The reported net loss for the year ended December 31, 2017 are net of \$131,000 of interest income (2016: \$195,000).

Exploration costs are the most significant expenditure of the Company and have been expensed in accordance with its accounting policy. Detailed breakdowns of exploration costs for the years ended December 31, 2017 and 2016, are provided in the notes to the audited consolidated financial statements. Geophysical surveys and drilling related to the hydrological studies, resource drilling and other technical costs, most notably engineering and other related study costs, were the largest combined cost category for 2017 and accounted for 68% of exploration costs (2016: 62%), increasing as compared to the 2016 period as a result of the work undertaken during the year in support of the Revised PEA, the ongoing FS, and the water resource confirmation in Area 5. Exploration staff compensation costs were the second largest component of exploration costs during the year ended December 31, 2017 and accounted for 15% (2016: 17%). In addition, consistent with prior years, costs related to logistics and infrastructure remain high due to the remoteness of Block 14. As fully described under the section "2017 Operating Highlights", the focus of activities during 2017 was Block 14, accounting for approximately 98% (2016: 98%) of Orca's exploration costs for the year.

Excluding stock-based compensation of \$775,000 (2016: \$705,000) for the year ended December 31, 2017, administration costs were \$2.9 million (2016: \$2.4 million). The increase in administration costs during 2017 is due primarily to an increase in travel and promotional activities undertaken by the Company, to increase Orca's presence in the junior resource sector, in support of an equity financing, which closed in July 2017 (see "Liquidity and Capital Resources" section).

Stock-based compensation, a non-cash cost, reflects the amortization of the estimated fair value of options over their vesting period. The calculation of the fair value of options is based to a large degree on the Company's share price and its volatility. The actual future value to the option holders may differ materially from these estimates as it depends on the trading price of Orca's shares if and when the options are exercised. In addition, as the granting of options and their vesting is at the discretion of the Board, the related expense is unlikely to be uniform across quarters or financial years.

Interest income of \$131,000 (2016: \$195,000) for the year ended December 31, 2017, reflects interest earned on cash held on deposit and invested in short-term money market instruments. The decrease in interest income is primarily due to Orca's smaller average treasury balance in the current year. Foreign exchange gains or losses reflect the short-term fluctuations of foreign currencies used in operations against the Canadian dollar.

No tax recovery is recognized as a result of the nature of Orca's current business activities and the lack of reasonable expectation that taxable profit will be generated by the Company in the near term.

In other comprehensive income, the Company also reported foreign exchange translation losses of \$71,000 (2016: \$122,000) for the year ended December 31, 2017, on translation of subsidiary company accounts from their functional currency to the Canadian dollar presentation currency. This is principally the result of fluctuations of the Canadian dollar relative to the Euro during the respective periods.

Key operating statistics and financial results for the last eight quarters are provided in the table below.

Three Months Ended	Dec-17	Sep-17	Jun-17	Mar-17	Dec-16	Sep-16	Jun-16	Mar-16
Exploration costs (\$000's)	5,853	5,873	3,172	1,957	4,330	2,119	1,764	1,274
Total net loss (\$000's)	6,803	6,960	3,890	2,815	5,234	2,801	2,591	1,770
Net loss attributed to the Company's shareholders (\$000's)	5,158	5,254	2,978	2,275	4,010	2,201	2,129	1,418
Net loss per share attributed to the Company's shareholders, basic and diluted (\$)	0.03	0.04	0.03	0.02	0.04	0.02	0.02	0.01

The nature and extent of exploration activities carried out under specific work programs affect the costs incurred and loss reported in any given quarter. Over the last eight quarters, Orca has been focused on exploration in Sudan as it advanced the evaluation of Block 14 and achieved various milestones, including the substantial completion of Block 14's first preliminary economic assessment during the first half of 2016, the successful completion of additional hydrological studies and engineering work in support of the Revised PEA from the latter half of 2016 into the first half of 2017, and a significant water drilling programme at the Area 5 aquifer, along with the commencement of the FS and a 25,000 metre drill programme in support thereof in the third quarter of 2017 (see "2017 Operating Highlights" section above).

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2017, the Company had a treasury of \$5.8 million, comprised entirely of cash and cash equivalents, as compared to a treasury of \$10.4 million at December 31, 2016, consisting of cash and cash equivalents of \$5.3 million and fixed income short-term investments of \$5.1 million. The Company's short-term investments, as held as at December 31, 2016, matured and were redeemed in May 2017. Working capital at December 31, 2017 was \$2.6 million (December 31, 2016: \$7.6 million).

From July 6, 2017 to July 12, 2017, the Company closed a non-brokered private placement of 37,500,000 equity units at a price of \$0.40 per unit, for gross proceeds of \$15.0 million (the "Private Placement"). Each equity unit consisted of one common share of the Company and one-half of one common share purchase warrant, with each full warrant exercisable at \$0.55 for 24 months from the date of closing of the Private Placement. A portion of the subscriptions related to the Private Placement were subject to a 6.0% finder's fee, payable in cash, resulting in total net proceeds of \$14.4 million generated by the Private Placement.

In addition, subsequent to the year ended December 31, 2017 and up to the effective date of this MD&A, the Company received gross proceeds of \$4.4 million in proceeds from the exercise of 8,036,000 share purchase warrants, originally issued pursuant to the Private Placement, at an exercise price of \$0.55 per share.

Other than for general corporate and administrative costs, the majority of funds spent by Orca are directed towards exploration activities, with a focus on advancing Orca's Block 14 Project in Sudan.

Orca's interest in its Block 14 license was acquired on March 1, 2012 when SMCL acquired the right and option to a 70% interest in MSMCL from Meyas Nub. Under the purchase agreement, SMCL paid USD \$9.5 million in three installments in exchange for an increasing ownership interest in MSMCL, as follows:

Date	Payment	Total ownership interest
March 1, 2012	USD \$3.5 million	35.0%
September 30, 2013	USD \$3.0 million	52.5%
September 30, 2014	USD \$3.0 million	70.0%

Under the agreement, the Company must fund all exploration, development and construction costs to commercial production in accordance with the purchase agreement.

RELATED PARTY TRANSACTIONS

The related parties with which the Company has transacted during the year ended December 31, 2017, were Hugh Stuart Exploration Consulting Ltd. ("HSEC"), Geodex Consultants Ltd. ("Geodex") and Meyas Nub Multiactivities Company Limited ("Meyas Nub"). HSEC and Geodex are related by virtue of their proprietor being a director and officer of the Company. Meyas Nub is identified as a related party as a result of its ability to exert significant influence on MSMCL through its non-controlling equity interest. Related party transactions occur and are recorded at the amounts agreed between the parties.

Services received from related parties

	Related party	Year ended December 31, 2017	Year ended December 31, 2016
Drilling and exploration support	Meyas Nub	382,046	395,777
Camp and field equipment	Meyas Nub	26,160	-
Geological consulting	HSEC/Geodex	223,009	213,873
Support and administration	Sinotech	-	3,750
Total services received from related parties		631,215	613,400

Related party balances

The amounts due to related parties by the Company, and the components of the consolidated statement of financial position in which they are included, are as follows:

	Related party	December 31, 2017	December 31, 2016
Accounts payable and accrued liabilities	Meyas Nub	(25,622)	(19,984)
Accounts payable and accrued liabilities	HSEC/Geodex	(181,881)	(69,188)

Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's directors and executive officers.

The remuneration of key management personnel were as follows:

	Year ended December 31, 2017	Year ended December 31, 2016
Salaries and management fees	716,562	626,378
Short term benefits	29,004	13,894
Directors fees	200,125	214,842
Stock-based compensation	617,365	547,212
Total key management compensation	1,563,056	1,402,326

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements.

Areas of judgement and estimates that have the most significant effect on the amounts recognized in the financial statements are:

Valuation of mineral properties – The Company carries the acquisition costs of its mineral properties at cost less any provision for impairment. The Company undertakes reviews of the carrying values of mineral properties at each reporting period and whenever events or changes in circumstances indicate that their carrying values may exceed their fair value. In undertaking these reviews, management of the Company is required to make significant estimates. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties and related expenditures. The Company has determined that no impairment of its mineral properties is required as at December 31, 2017.

Stock-based compensation – The fair value of stock options is determined using the Black-Scholes option pricing model and are expensed over their vesting periods. In estimating fair value, management of the Company is required to make certain assumptions and estimates regarding the life of the options, volatility and forfeitures rates. Changes in the assumptions used could result in materially different results.

Decommissioning and site restoration – The future obligations for site closure activities are estimated by the Company based on the laws and regulations of the countries in which it operates, with due consideration to the fact that the requirements could change as a result of amendments in the laws and regulations relating to environmental protection and other legislation affecting resource companies. As the estimate of obligations is based on future expectations, a number of assumptions and judgments are made by management in the determination of closure provisions. The decommissioning and site restoration provisions are more uncertain the further into the future the site closure activities are to be carried out. In light of the early stage of its exploration activities, the Company has determined that there are no closure cost obligations as at December 31, 2017.

SIGNIFICANT ACCOUNTING POLICIES

Orca follows the accounting policies described in Note 3 of the Company's December 31, 2017 audited consolidated financial statements that were filed on Sedar on April 16, 2018.

New accounting pronouncements

The IASB and the IFRS Interpretations Committee (previously the International Financial Reporting Interpretations Committee, IFRIC) have issued a number of new and revised International Accounting Standards, IFRS amendments and related interpretations which are effective for the Company for periods after December 31, 2017, beginning on the dates indicated below. Pronouncements that are not applicable to the Company have been excluded from those described below.

Pronouncement	Effective Date
IFRS 9 Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard provides a model for the classification and measurement of financial instruments, a single forward-looking "expected loss" impairment model, and a reformed approach for hedge accounting. Based on its current circumstances, the Company does not expect any material impact on its financial position and results from the adoption of IFRS 9.	Required to be applied for years beginning on or after January 1, 2018.
IFRS 16 Leases specifies how leases should be recognized, measured, presented and disclosed. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The Company is currently assessing whether the adoption of this new standard would have a material impact on the financial position and results of the Company.	Required to be applied for years beginning on or after January 1, 2019.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, other receivables, short-term investments, and accounts payable and accrued liabilities. The carrying amounts reported in the audited consolidated statements of financial position for cash and cash equivalents, other receivables, short-term investments, accounts payable and accrued liabilities approximate their fair value because of the immediate or short-term maturity of these financial instruments.

The Company's financial instruments are exposed to certain financial risks, including currency, credit and liquidity risk.

Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies.

(i) Sudanese operations

As at December 31, 2017, the Company's Sudanese operating subsidiaries' largest foreign currency risk exposure was a net financial liability denominated in British pounds of an amount equivalent to approximately 0.3 million Canadian dollars. A 10% change in the foreign exchange rate between the British pound and the European Euro would give rise to increases/decreases of approximately 30,000 Canadian dollars in financial position/comprehensive loss.

ii) Ivorian operations

As at December 31, 2017, the Company's Ivorian operating subsidiary's largest foreign currency risk exposure was a net financial liability denominated in US dollars of an amount equivalent to approximately 0.2 million Canadian dollars. A 10% change in the foreign exchange rate between the US dollar and the European Euro would give rise to increases/decreases of approximately 20,000 Canadian dollars in financial position/comprehensive loss.

iii) Canadian head office operations

At December 31, 2017, the Company's Canadian head office also held cash in foreign currencies and had net foreign currency financial assets and liabilities. The estimated impacts of relative currency rate fluctuations between the foreign currencies and the Canadian dollar, the Company's functional currency, based on these total foreign currency exposures are as follows:

			In thousands of dollars
	Foreign currency cash held (in source currency)	Net financial asset (liability) position	Change in net financial position from a 10% variation in exchange rates
US dollar	194	244	24
British pounds	-	(79)	8

Credit risk

At December 31, 2017, the majority of the Company's cash and cash equivalents and short-term investments were held through Canadian institutions with investment grade ratings.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity requirements are managed based on expected cash flow to ensure that there is capital to meet short term and long term obligations.

The maturities of the Company's financial liabilities as at December 31, 2017 are as follows:

	In thousands of dollars			
	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	3,632	3,632	-	-
Total	3,632	3,632	-	-

While the Company believes that it will be able to settle its commitments and liabilities in the normal course of business, as they fall due during the next 12 months, as an exploration-stage company with no current sources of revenues, the Company is dependent on its ability to raise funds to support its ongoing advancement of its mineral properties and corporate activities. Accordingly, the Company anticipates the need for further funding to support a planned exploration program at its operations in Sudan and Côte d'Ivoire. The Company continuously evaluates potential additional sources of financing for its exploration program and operations. Historically, capital requirements have been primarily funded through equity financing, and proceeds received through the exercise of stock options and share purchase warrants. Factors that could affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets, and investor perceptions and expectations of the global gold markets. Based on the amount of funding raised, the Company's planned exploration or other work programs may be postponed, or otherwise revised, as necessary.

OUTSTANDING SHARE DATA

As at April 16, 2018, the Company had 161,512,440 common shares outstanding, 11,175,000 share options outstanding under its stock-based incentive plan and 10,714,000 share purchase warrants outstanding.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development and operation of mining properties. These risk factors could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. The more significant risks include:

Exploration and Development Risks

The successful exploration and development of mineral properties is speculative and subject to a number of uncertainties which even a combination of careful evaluation, experience and knowledge may not eliminate. There is no certainty that the expenditures to be made by the Company in the exploration and development of its mineral properties or properties in which it has an interest will result in the discovery of mineralized materials in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable deposits. While discovery of a base metal or precious metal bearing structure may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that exploration programs carried out by the Company will result in profitable commercial mining operations. The Company's operations are subject to all of the hazards and risks normally incident to mineral exploration, mine development and operation, any of which could result in damage to life or property, environmental damage and possible legal liability for any or all damage. The Company's activities may be subject to prolonged disruptions due to weather conditions depending on the location of operations in which the Company has interests. Hazards such as unusual or unexpected formations, pressures or other conditions may also be encountered.

Estimation of Mineralization, Resources and Reserves

There is a degree of uncertainty attributable to the calculation of mineralization, resources and reserves and corresponding grades being mined or dedicated to future production. Until reserves or mineralization are actually mined and processed, the quantity of mineralization and reserve grades must be considered estimates only. In addition, the quantity of reserves and mineralization may vary depending on commodity prices. Any material change in quantity of reserves, mineralization, grade or stripping ratio may affect the economic viability of a mine. In addition, there can be no assurance that recoveries from laboratory tests will be duplicated in tests under on-site conditions or during production.

Title Matters

The mining regulatory regime in Sudan is defined almost entirely by concession contracts with the government which grant rights to explore, develop and operate a mine pursuant to The Mineral Resources Development and Mining Act 2007. The Company holds its mining interests through a concession agreement with the government. No assurance can be given that the terms and conditions of the Company's exploration and mining authorizations will not be amended or that such exploration and mining authorizations will not be challenged or impugned by third parties.

In addition, the Company currently has no mining interest in Côte d'Ivoire and is only the acquirer in a transaction whereby the Company is acquiring from Kinross all the issued and outstanding common shares of two wholly-owned exploration companies located and operating in Côte d'Ivoire, which collectively own and have rights to the Morondo and Korokaha North exploration licences and five exploration licence applications. Closing of the Acquisition is subject to a number of conditions, and there is currently no expected closing date nor assurance that the transaction will be completed.

In addition, any mining property may be subject to prior agreements, transfers, claims, including claims by artisanal miners currently working on the properties, and title may be affected such undetected defects. Other parties may dispute the validity of a concession agreement or the Company's right to enter into such agreement. Although the Company believes it has taken reasonable measures to ensure proper title to the properties in which it will have an interest, there is no guarantee that such title will not be challenged or impaired.

Foreign Investments and Operations

The Company conducts the majority of its exploration and development activities in Sudan, and also undertakes exploration in Côte d'Ivoire. The Company's foreign mining investments are subject to the risks normally associated with the conduct of business in foreign countries. The occurrence of one or more of these risks could have a material and adverse effect on the Company's profitability or the viability of its affected foreign operations, which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

Risks may include, among others, labour disputes, invalidation of governmental orders and permits, corruption, uncertain political and economic environments, sovereign risk, war (including in neighbouring states), civil disturbances and terrorist actions, arbitrary changes in laws or policies of particular countries, the failure of foreign parties to honour contractual relations, foreign taxation, delays in obtaining or the inability to obtain necessary governmental permits, opposition to mining from environmental or other non-governmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on gold exports, instability due to economic under-development, inadequate infrastructure and increased financing costs.

In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognized by the local government or by its court system. These risks may limit or disrupt the Company's operations, restrict the movement of funds or result in the deprivation of contractual rights or the taking of property by nationalization or expropriation without fair compensation. The economy and political systems of Sudan and Côte d'Ivoire, as with other countries in Africa and many other mining jurisdictions, should be considered by investors to be less predictable than those in countries in which the majority of investors are likely to be resident. The possibility that the current, or a future, government may adopt substantially different policies, take arbitrary action which might halt production, extend to the re-nationalization of private assets or the cancellation of contracts, the cancellation of mining and exploration rights and/or changes in taxation treatment cannot be ruled out, the happening of any of which could result in a material and adverse effect on the Company's results of operations and financial condition.

Regulatory Risks

The Company's operations may be affected by other government regulations, in addition to the mining regime, with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, maintenance of claims, environmental legislation, land use, land claims of local people, claims of artisanal miners, water use and safety regulations. Changes in these regulations due to a change in government, a change in the policies of the existing government, a change in political attitude or a change in the international policies may adversely affect the Company's business and its ability to conduct operations. The effect of these factors cannot be predicted.

Influence of Third Party Stakeholders

The mineral properties in which the Company holds an interest, or the exploration equipment and road or other means of access which the Company intends to utilize in carrying out its work programs or general business mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the Company's work programs may be delayed even if such claims are not meritorious. Such claims may result in significant financial loss and loss of opportunity for the Company.

No Operating History

Exploration projects have no operating history upon which to base estimates of future cash flows. Substantial expenditures are required to develop mineral projects. It is possible that actual costs and future economic returns may differ materially from the Company's estimates. There can be no assurance that the underlying assumed levels of expenses for any activity or project will prove to be accurate. Further, it is not unusual in the mining industry for new mining operations to experience unexpected problems during start-up, resulting in delays and requiring more capital than anticipated. There can be no assurance that the Company's projects will move beyond the exploration stage and be put into production, achieve commercial production or that the Company will produce revenue, operate profitably or provide a return on investment in the future. Mineral exploration involves considerable financial and technical risk.

No History of Earnings

The Company has no history of earnings or of a return on investment, and there is no assurance that the Block 14 Project or any other property or business that the Company may acquire or undertake will generate earnings, operate profitably or provide a return on investment in the future. The Company has no plans to pay dividends in the future.

Competition

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial resources than the Company, for the acquisition and development of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Mineral Prices

Factors such as inflation, foreign currency fluctuation, interest rates, supply and demand and industrial disruption have an adverse impact on operating costs, commodity prices and stock market prices and may impact the Company's ability to fund its activities. The Company's costs and share price will likely be affected by these and other factors which are beyond the control of the Company. There is no assurance that, even if commercial quantities of ore are discovered, a profitable market will continue to exist for the sale of products from that ore. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Mineral prices have fluctuated widely, particularly in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company, including government regulations relating to royalties, allowable production and importing and exporting of minerals, the effect of which cannot be accurately predicted.

Uninsured Risks

The mining business is subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geologic formations or other geological or grade problems, encountering unanticipated ground or water conditions, cave-ins, pit wall failures, flooding, rock bursts, periodic interruptions due to inclement or hazardous weather conditions and other acts of God. Such risks could result in damage to, or destruction of, mineral properties or facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Company may maintain insurance against certain risks associated with its business in amounts that it believes to be reasonable. Such insurance, however, would contain exclusions and limitations on coverage. There can be no assurance that such insurance would be available, would be available at economically acceptable premiums or would be adequate to cover any resulting claim.

Environmental and Other Regulatory Requirements

The current or future operations of the Company, including development activities and, if warranted, commencement of production on properties in which it has an interest, require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the conduct of mineral exploration and development can be obtained or maintained on reasonable terms or that such laws and regulations would not have an adverse effect on any such mineral exploration or development which the Company might undertake. Amendments to current laws, regulations and permits governing operations and activities of mineral exploration companies, or more stringent interpretation, implementation or enforcement thereof, could have a material adverse impact on the Company.

Capital Requirements and Operating Risks Associated with Exploration Activities

The Company must be able to utilize available financing sources to finance its growth and sustain capital requirements. The Company may be required to raise significant additional capital through the capital markets and/or incur significant borrowings to meet its capital requirements. These financing requirements could adversely affect the Company's credit ratings and its ability to access the capital markets in the future to meet any external financing requirements the Company might have.

In addition, the Company's operations and related infrastructure facilities are subject to risks normally encountered in the mining and metals industry. Such risks include, without limitation, environmental hazards, industrial accidents, labour disputes, changes in laws, technical difficulties or failures, late delivery of supplies or equipment, unusual or unexpected geological formations or pressures, cave-ins, pit-wall failures, rock falls, unanticipated ground, grade or water conditions, flooding, periodic or extended interruptions due to the unavailability of materials and force majeure events. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining or processing, losses and possible legal liability. Any prolonged downtime or shutdowns at the Company's exploration or development operations could materially adversely affect the Company's business, results of operations, financial condition and liquidity.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges and power and water supply are important determinants that affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's activities and profitability.

Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Acquisition Strategy

As part of the Company's business strategy, it will seek new exploration, development and mining opportunities in the resource industry. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable arrangements, including arrangements to finance acquisitions or integrate the acquired businesses and their personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit the Company.

OUTLOOK

Orca is a Canadian resource company focused on exploration opportunities in Africa with an experienced board of directors and management team, and a strong balance sheet at December 31, 2017, which includes a treasury of \$5.8 million and net working capital of \$2.6 million. Management and the Board of Directors continue to be mindful of the challenging conditions in the equity markets, particularly for junior gold exploration companies, and the importance of properly managing the treasury.

Block 14 FS in Progress

A FS on Orca's flagship Block 14 Gold Project is currently underway and is targeted for completion by the end of the second quarter of 2018. The FS is focusing on optimizing the Project towards a development decision in 2018 and will follow up on material project enhancement opportunities, including:

Resource Expansion and Conversion

The Revised PEA pit optimizations incorporated the bulk of mineral resources defined to date at both GSS and Wadi Doum. As a result, in a number of areas, the optimized shells are restricted in depth by the base of the current resource block model.

A main objective of the 25,000 metre drill programme currently underway at Block 14 is to upgrade the in-pit Inferred resources (8%) to the Indicated category and to extend the resource model to depth to allow the pit optimizations to reach their economic depth. While the drill campaign is still underway, results to date from the first phase of drilling at GSS have provided positive infill results, as well as confirmed the potential for extension of the current mineral resource beyond the current pit shells as contemplated by the Revised PEA.

In January 2018 the Company updated the Mineral Resource Estimate associated with the GSS and Wadi Doum deposits located on Block 14. Using a cut-off grade of 0.6 Au g/t, the current Mineral Resource Estimate has been increased to an Indicated Resource of 72.7 Mt grading 1.3 Au g/t for 3.05 Moz of gold and an Inferred Resource of 19.8 Mt grading 1.2 Au g/t for an additional 0.75 Moz.

Further Water Expansion and Potential to Increase Throughput for FS

As discussed in the section "2017 Operating Highlights" above, the Company successfully expanded the water resource area at the Area 5 aquifer to 135 km² and increased the estimated volume capacity of the aquifer to 100 million cubic meters.

This important development has effectively removed availability of water as a development constraint for Block 14, allowing the Company to expand the proposed processing capacity for the Project to up to 6.0Mtpa and therefore to develop Block 14 to its full potential. The potential to increase the throughput as a result of the water resource expansion will also reduce unit process operating costs and lead to an increase in Mineral Resources within the scope of the FS. These potential areas for further value creation will be explored, along with the overall impact of the larger fresh water resource discovery, and incorporated into the FS on the Block 14 Project.

Exploration

Following confirmation of the Company's new geological interpretation at Block 14, and given the large exploration permit area (2,176 km²), prospective geological setting, and clear gold endowment, as indicated by the large numbers of artisanal miners, exploration will be ramped up at Block 14 during the remainder FS evaluation.

The last drilling campaign identified high grade plunging structures at both GSS and Wadi Doum, and exploration drilling is now underway to target these structures to evaluate pit extensions. In addition, resource definition drilling will also evaluate the Liseiwi high grade prospect, located 15 km to the north of Wadi Doum (see News Release dated February 2, 2017).

Metallurgy

Additional metallurgical testing has been carried out to provide the basis for FS, in particular evaluating the metallurgical variability throughout the Resource. The following test work has been carried out in support of flowsheet development:

- Comminution to support design of crushing and grinding circuits
- Leach dissolution variability to support gold and silver recovery
- Carbon modelling to aid design of leach kinetics
- Pulp rheology in support of thickener design and tailings storage

Expansion into Côte d'Ivoire

In October 2017, the Company received written Ministerial Approval with respect to the transfer of the wholly-owned Kinross subsidiary that holds the Morondo and Korokaha North exploration licenses and the Korokaha South application to Orca. In addition, the Minister has advised the Company that formal written approval is in process for the transfer of the remaining Ivorian exploration assets contemplated under the share purchase agreement between wholly-owned subsidiaries of Kinross, Orca and a wholly-owned subsidiary of Orca (the "SPA").

Having received formal written approval for the transfer of the Morondo and Korokaha North permits, the most advanced and higher priority properties within the aggregate land package contemplated in the SPA, and having been advised by the Minister that the second approval is in progress, the Company and Kinross have agreed to mutually waive the requirement in the SPA to obtain all approvals from the Minister and will now proceed with the closing of the transaction.

The Company and Kinross are jointly working to close the transaction, upon which Orca will:

- issue 10,633,169 common shares to Kinross, which are subject to a statutory hold period of four months;

- grant to Kinross a right to maintain its proportionate equity interest in the Company through participation in Orca's future equity financings, provided that at the applicable time Kinross holds a minimum equity interest in Orca of 5%;
- grant to Kinross a two-year right of first refusal on any subsequent disposal of the Exploration Assets, in whole or in part, by Orca;
- grant to Kinross a right of first offer on the Exploration Assets to take effect upon the expiry of the two-year right of first refusal; and
- grant to Kinross a 2% net smelter return royalty on products mined and sold from the Exploration Assets

Nonetheless, the Company does not currently have an expected closing date for this acquisition and there is no assurance that the transaction will be completed.

General

The Company opened 2018 by further strengthening its treasury, as subsequent to the year ended December 31, 2017 and up to the effective date of this MD&A, the Company has generated \$4.4 million in proceeds from the exercise of 8,036,000 share purchase warrants, originally issued pursuant to the Private Placement and exercisable at \$0.55 per share. The Company is now adequately funded to complete the FS on Block 14, the next major milestone for the Project, the results of which are expected to be available during the second quarter of 2018 and will drive the Company's development decision on the Project.

In January 2018, the Company was granted a water extraction permit covering the Area 5 aquifer system, which represents significant de-risking of the Block 14 Project. In addition, in March 2018, the Company successfully extended the final term of the Block 14 exploration license to November 2018 in accordance with the Concession Agreement, which will provide the Company with sufficient time to analyze the results of the FS in making its development decision on the Project.

Accordingly, Orca is well positioned to be flexible and responsive to changes in the resource sector market conditions. Nonetheless, careful consideration has resulted in operating budgets that will advance Block 14 under strict financial oversight and future exploration programs will continue to be guided by results and prospectivity.

The Company remains open to partnership opportunities while actively pursuing future growth opportunities by evaluating other exploration, development or production assets on an on-going basis with a view to building a diversified, African focused exploration company. While at any given time discussions and activities may be in progress on a number of initiatives, Orca currently does not have any binding agreements or binding commitments to enter into any such transactions. There is no assurance that these corporate activities will ever progress to the stage where a potential transaction might be successfully completed.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made and contained herein in the MD&A and elsewhere may contain forward-looking statements and forward-looking information within the meaning of applicable Canadian securities laws, including statements regarding Orca's (the "Company", the "Corporation", "we" or "our") plans and expectations relating, but not limited to, the Block 14 project ("Block 14") in northern Sudan and the timing and completion of the Feasibility Study ("FS") currently being conducted by the Company, the timing and receipt of the written Ministerial Approval for the transfer of the second Kinross subsidiary as contemplated by the SPA, exploration plans at the properties covered by the SPA, and closing of the transaction contemplated by the SPA. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of

management. Statements concerning mineral resource estimates may also be deemed to constitute "forward-looking statements" to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. The assumptions, risk and uncertainties outlined below are non-exhaustive. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results, performance or achievements of the Corporation, or industry results, may vary materially from those described in this presentation.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements and forward-looking information are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made including without limitation, assumptions about the following (the "Forward-Looking Factors"): timing and receipt of all necessary regulatory approvals; future prices of gold and other metals; successful exploration, development, and production of Block 14; the timing and completion of the FS; performance of contractual obligations by counterparties; operating conditions; political stability; obtaining governmental approvals and financing on time; financial projections and budgets; obtaining licenses and permits; government regulation of the Corporation's mining activities; environmental risks and expenses; market conditions; the securities market; price volatility of the Corporation's securities; currency exchange rates; foreign mining tax regimes; insurance and uninsured risks; financial projections and results; competition; availability of sufficient capital, infrastructure, equipment and labour; dependence on key personnel; dependence on outside parties; conflicts of interest; litigation; land title issues; local community issues; estimation of mineral resources; realization of mineral resources; timing and amount of estimated future production; the life of Block 14; reclamation obligations; changes in project parameters as plans continue to be evaluated; and anticipated costs and expenditures and our ability to achieve the Corporation's goals. While we consider these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies, many of which are based on factors and events that are not within the control of the Corporation and there is no assurance they will prove to be correct.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation known and unknown risks, uncertainties and other factors relating to the Forward-Looking Factors above, and those factors disclosed under the heading "Risk Factors" in the Corporation's documents filed from time to time with the securities regulators in the provinces of Canada.

In addition, a number of other factors could cause the actual results, performance or achievements of the Corporation to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information, and there is no assurance that the actual results, performance or achievements of the Corporation will be consistent with them. For further details, reference is made to the risk factors discussed or referred to in the Corporation's annual and interim management's discussion and analyses on file with the Canadian securities regulatory authorities and available electronically on the SEDAR website at www.sedar.com. Although the Corporation has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking statements and forward-looking information, there may be other factors that cause actions, events, results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Such forward-looking statements and information are made or given as at the date of this presentation and the Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities law. The reader is cautioned not to place undue reliance on forward-looking statements or forward-looking information.

Orca Gold Inc.

Consolidated Financial Statements

For the years ended December 31, 2017 and 2016



April 16, 2018

Independent Auditor's Report

To the Shareholders of Orca Gold Inc.

We have audited the accompanying consolidated financial statements of Orca Gold Inc., which comprise the consolidated statements of financial position as at December 31, 2017 and December 31, 2016 and the consolidated statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

*PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place, 250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7
T: +1 604 806 7000, F: +1 604 806 7806*



Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Orca Gold Inc. as at December 31, 2017 and December 31, 2016 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

(Signed) "PricewaterhouseCoopers LLP"

Chartered Professional Accountants

Orca Gold Inc.
Consolidated Statements of Financial Position
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	December 31, 2017	December 31, 2016
ASSETS		
Current assets		
Cash and cash equivalents	\$ 5,792,695	\$ 5,285,095
Short-term investments	-	5,141,625
Receivables and other assets (Note 5)	460,520	245,618
	<u>6,253,215</u>	<u>10,672,338</u>
Equipment (Note 6)	953,686	511,487
Mineral properties (Note 7)	4,257,433	4,012,503
	<u>\$ 11,464,334</u>	<u>\$ 15,196,328</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	\$ 3,632,432	\$ 3,108,072
EQUITY		
Equity attributed to common shareholders		
Share capital (Note 8)	99,532,458	84,570,738
Warrants (Note 9)	959,816	-
Contributed surplus	6,116,654	5,754,887
Accumulated other comprehensive income	1,097,682	286,782
Deficit	(80,760,026)	(65,095,080)
	<u>26,946,584</u>	<u>25,517,327</u>
Non-controlling interest (Note 16)	(19,114,682)	(13,429,071)
	<u>7,831,902</u>	<u>12,088,256</u>
	<u>\$ 11,464,334</u>	<u>\$ 15,196,328</u>
Subsequent event (Note 20)		

Approved by the Board of Directors

(signed) "Robert F. Chase"
Director

(signed) "Alex Davidson"
Director

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

Orca Gold Inc.
Consolidated Statements of Loss and Comprehensive Loss
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Year ended December 31, 2017	Year ended December 31, 2016
Administration costs (Note 11)	\$ 3,632,889	\$ 3,075,726
Exploration and project investigation costs (Note 12)	16,854,589	9,487,386
Foreign exchange loss	111,768	27,312
Interest income	(131,048)	(194,691)
Net loss for the year	<u>\$ 20,468,198</u>	<u>\$ 12,395,733</u>
Net loss for the year attributed to:		
Common shareholders of the Company	\$ 15,664,946	\$ 9,757,851
Non-controlling interest (Note 16)	4,803,252	2,637,882
	<u>\$ 20,468,198</u>	<u>\$ 12,395,733</u>
Net loss for the year	\$ 20,468,198	\$ 12,395,733
Items that may be subsequently reclassified to net loss:		
Loss on translation to presentation currency	71,459	122,069
Comprehensive loss for the year	<u>\$ 20,539,657</u>	<u>\$ 12,517,802</u>
Comprehensive loss for the year attributed to:		
Common shareholders of the Company	\$ 14,854,046	\$ 10,564,795
Non-controlling interest (Note 16)	5,685,611	1,953,007
	<u>\$ 20,539,657</u>	<u>\$ 12,517,802</u>
Basic and diluted loss per common share	<u>\$ 0.12</u>	<u>\$ 0.09</u>
Basic and diluted weighted average number of shares outstanding	<u>131,977,750</u>	<u>108,337,929</u>

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

Orca Gold Inc.
Consolidated Statements of Cash Flows
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Year ended December 31, 2017	Year ended December 31, 2016
Cash flows from (for) operating activities		
Net loss for the year	\$ (20,468,198)	\$ (12,395,733)
Add non-cash items		
Depreciation of equipment (Note 6)	330,434	396,658
Stock-based compensation expense (Note 10a)	883,518	859,498
Interest income on short-term investments	(35,565)	(110,517)
	<u>(19,289,811)</u>	<u>(11,250,094)</u>
Changes in non-cash working capital items		
Receivables and other assets	(207,015)	(56,640)
Accounts payable and accrued liabilities	328,865	2,010,296
	<u>(19,167,961)</u>	<u>(9,296,438)</u>
Cash flows from (for) investing activities		
Purchase of equipment	(719,361)	(10,411)
Redemption of short-term investments, net	5,177,190	2,690,851
	<u>4,457,829</u>	<u>2,680,440</u>
Cash flows from financing activities		
Net proceeds from private placement (Note 8)	14,367,785	1,831,470
Net proceeds from exercise of stock options	1,032,000	-
	<u>15,399,785</u>	<u>1,831,470</u>
Foreign exchange on cash and cash equivalents	<u>(182,053)</u>	<u>39,743</u>
Increase (decrease) in cash and cash equivalents	507,600	(4,744,785)
Cash and cash equivalents, beginning of year	5,285,095	10,029,880
Cash and cash equivalents, end of year	<u>\$ 5,792,695</u>	<u>\$ 5,285,095</u>
Supplemental information		
Interest received	<u>\$ 95,483</u>	<u>\$ 221,228</u>

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

Orca Gold Inc.
Consolidated Statements of Changes in Equity
(All amounts expressed in Canadian Dollars, unless otherwise indicated)

	Number of Shares Issued and Outstanding	Equity Attributed to Common Shareholders						Non-controlling Interest	Total
		Share Capital	Warrants	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total		
Balance January 1, 2017	113,288,143	\$ 84,570,738	\$ -	\$ 5,754,887	\$ 286,782	\$ (65,095,080)	\$ 25,517,327	\$ (13,429,071)	\$ 12,088,256
Stock-based compensation expense (Note 10a)	-	-	-	883,518	-	-	883,518	-	883,518
Proceeds from private placement (Note 8)	37,500,000	13,997,950	1,002,050	-	-	-	15,000,000	-	15,000,000
Share issuance costs (Note 8)	-	(589,981)	(42,234)	-	-	-	(632,215)	-	(632,215)
Exercise of stock Options	2,688,297	1,553,751	-	(521,751)	-	-	1,032,000	-	1,032,000
Net loss for the year	-	-	-	-	-	(15,664,946)	(15,664,946)	(4,803,252)	(20,468,198)
Gain (loss) on translation to presentation currency	-	-	-	-	810,900	-	810,900	(882,359)	(71,459)
Balance December 31, 2017	153,476,440	\$ 99,532,458	\$ 959,816	\$ 6,116,654	\$ 1,097,682	\$ (80,760,026)	\$ 26,946,584	\$ (19,114,682)	\$ 7,831,902
Balance January 1, 2016	107,405,790	\$ 82,739,268	\$ -	\$ 4,895,389	\$ 1,093,726	\$ (55,337,229)	\$ 33,391,154	\$ (11,476,064)	\$ 21,915,090
Shares issued pursuant to private placement, net	5,882,353	1,831,470	-	-	-	-	1,831,470	-	1,831,470
Stock-based compensation expense	-	-	-	859,498	-	-	859,498	-	859,498
Net loss for the year	-	-	-	-	-	(9,757,851)	(9,757,851)	(2,637,882)	(12,395,733)
Gain (loss) on translation to presentation currency	-	-	-	-	(806,944)	-	(806,944)	684,875	(122,069)
Balance December 31, 2016	113,288,143	\$ 84,570,738	\$ -	\$ 5,754,887	\$ 286,782	\$ (65,095,080)	\$ 25,517,327	\$ (13,429,071)	\$ 12,088,256

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

Orca Gold Inc.
Notes to the Consolidated Financial Statements
For the years ended December 31, 2017 and 2016
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

1. NATURE OF OPERATIONS

Orca Gold Inc. ("Orca" or the "Company") is a resource company engaged in the acquisition and exploration of mineral properties in Africa. As an exploration-stage company with no current sources of revenues, it is dependent on its ability to raise funds to support its future activities. Orca is a public company listed on the TSX-V and trades under the symbol "ORG.V".

Orca was incorporated under the Business Corporations Act (British Columbia) on January 13, 1987 and its registered office is located at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3. The Company's significant subsidiaries are Sand Metals Company Limited ("SMCL") and Meyas Sand Minerals Company Limited ("MSMCL"), which are located and operate in the Republic of the Sudan, and Orca Gold CDI S.A.R.L ("OGCDI"), which is located and operates in the Ivory Coast.

2. BASIS OF PRESENTATION

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). The consolidated financial statements have been prepared on a historical cost basis.

These financial statements were approved for issue by Orca's board of directors on April 16, 2018.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used to prepare these consolidated financial statements are outlined below. These accounting policies have been applied by all of Orca's subsidiaries, as necessary, to ensure consistency with the policies adopted by the Company.

a) Consolidation

These financial statements consolidate the financial statements of the Company and its subsidiaries. Inter-company transactions, balances and unrealized gains or losses on transactions between group companies are eliminated in full on consolidation.

(i) Subsidiaries

Subsidiaries are entities controlled by Orca. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with an investee and has the ability to affect those returns through its power, directly or indirectly, to govern the financial and operating policies of that investee. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany transactions and balances have been eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company. As at December 31, 2017, the only material subsidiaries were SMCL, MSMCL, and OGCDI.

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(ii) Acquisitions

The acquisition method of accounting is used to account for acquisitions. The cost of an acquisition is measured as the aggregate fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange.

If the investee constitutes a business, as defined by IFRS, the acquisition is accounted for as a business combination whereby identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any non-controlling interest. The excess of the cost of acquisition over the fair value of the Company's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognized directly in net loss.

If the investee does not meet the definition of a business, the acquisition is accounted for as an asset acquisition, whereby the cost of the acquisition is allocated between the individual identifiable assets and liabilities based on their relative fair values at the date of acquisition. No goodwill can be recognized in an asset acquisition.

b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The functional currency of the parent company and a Canadian holding company is the Canadian dollar. The functional currency of SMCL and MSMCL is the European Euro, and that of OGCDI is the West African Franc. The consolidated financial statements are presented in Canadian dollars.

The results and financial positions of the subsidiaries that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- a) Assets and liabilities for each statement of financial position presented are translated using the exchange rate prevailing at the date of that statement of financial position.
- b) Income, expenses, and other comprehensive income for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions).
- c) All resulting exchange differences are recognized as a separate component of equity and in other comprehensive income.

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(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency using the exchange rates prevailing at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from changes in the translation rates of monetary assets and liabilities denominated in foreign currencies are recognized in net loss within the consolidated statement of comprehensive loss.

c) Equipment

Equipment is carried at cost less accumulated depreciation and impairment losses. The cost of an asset consists of its purchase price, any directly attributable costs of bringing the asset to its present working condition and location for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Depreciation of each asset is calculated using the straight line method to allocate its cost less its residual value over its estimated useful life. The depreciation rates and methods are as follows:

Computer equipment	straight line basis over 2 to 4 years
Office furniture and equipment	straight line basis over 4 to 10 years
Vehicles and mobile equipment	straight line basis over 6 to 7 years
Field and camp equipment	straight line basis over 4 years

The assets' residual values, depreciation methods, and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 3e).

When an asset is disposed of, the difference between the net sale proceeds and its carrying amount is recognized as a gain or loss within net loss on the consolidated statement of comprehensive loss.

d) Exploration and evaluation expenditure and mineral properties

Exploration and evaluation expenditure comprises costs which are directly attributable to: researching and analyzing existing exploration data; conducting geological studies, exploratory drilling and sampling; examining and testing extraction and treatment methods; and compiling pre-feasibility and feasibility studies. Exploration and evaluation expenditure also includes the costs incurred in acquiring mining rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects.

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Exploration and evaluation expenditures are expensed as incurred except for the costs associated with the acquisition of mineral interests and for costs incurred after management has determined the technical feasibility and commercial viability of extracting a mineral resource deposit are demonstrable. Once a mineral property's technical and economic potential is demonstrable, all further expenditures for the current year and subsequent years are capitalized as incurred and subsequently amortized on a units of production based on proven and probable reserves of the assets they relate to. These costs include further exploration, costs of maintaining the site until commercial production, mine planning costs, and other development and infrastructure costs.

e) Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows (cash-generating units, or "CGU's"). Value in use is determined as the present value of future cash inflows expected to be derived from a CGU using a pre-tax discount rate that reflects the current time value of money and the risks specific to that CGU.

Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

f) Financial assets

Purchases and sales of financial assets are recognized on the trade date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At initial recognition, the Company classifies its financial assets in the following categories: (i) at fair value through profit or loss, (ii) loans and receivables, and (iii) available-for-sale financial assets. The classification depends on the purpose for which the financial assets were acquired.

(i) Financial assets at fair value through profit or loss

A financial asset is classified in this category if acquired principally for the purpose of selling it in the short-term. Derivatives are also categorised as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

Financial assets carried at fair value through profit or losses are initially and subsequently recognized at fair value, and transaction costs are expensed through net loss in the consolidated statement of comprehensive loss. Gains or losses arising from changes in the fair value of these assets are presented in the consolidated statement of comprehensive loss within 'other (losses)/gains – net', a component of net loss, in the period in which they arise. Dividend income from financial assets at fair value through profit or loss is recognized in the consolidated statement of comprehensive loss as part of other income, a component of net loss, when the Company's right to receive payments is established.

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(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets in this category are classified as current assets, unless they have maturities extending to more than 12 months after the end of the reporting period. Orca's loans and receivables comprise cash and cash equivalents, short-term investments, and trade and other receivables.

Loans and receivables are initially recognized at the amount expected to be received less, if applicable, a discount to reduce the asset to its fair value. Subsequently, they are carried at amortized cost using the effective interest method less a provision for impairment.

(iii) Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless the investment matures or management intends to dispose of it within 12 months of the end of the reporting period.

Available-for-sale financial assets are initially recognized at fair value plus transaction costs and subsequently carried at fair value. Changes in the fair value of assets classified as available-for-sale are recognized in other comprehensive income.

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognized in accumulated other comprehensive income are included in net loss on the consolidated statement of comprehensive loss as 'other (losses)/gains – net'.

Interest on available-for-sale securities calculated using the effective interest method is recognized in the consolidated statement of comprehensive loss as part of other income, a component of net loss. Dividends on available-for-sale equity instruments are recognized in the consolidated statement of comprehensive loss as part of other income, a component of net loss, when the Company's right to receive payments is established.

g) Impairment of financial assets

At the end of each reporting period, the Company assesses whether there is objective evidence that a financial asset or group of financial assets (other than financial assets classified at fair value through profit or loss) is impaired as a result of one or more events that occurred after the initial recognition of the asset. In the case of equity investments classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost is evidence that the assets are impaired.

(i) Assets carried at amortized cost

The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced and the amount of the loss is recognized in net loss.

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(ii) Assets classified as available for sale

The amount of the impairment loss is measured as the difference between the acquisition cost of the asset and its current fair value, less any impairment loss previously recognized in net loss. This amount is removed from accumulated other comprehensive income and recognized in net loss.

Impairment losses on financial assets carried at amortized cost or available for sale are reversed in a subsequent period if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the reversal of the previously recognized impairment loss is recognized in net loss on the consolidated statement of comprehensive loss. Impairment losses on available for sale equity instruments are not reversed.

h) Cash and cash equivalents

Cash and cash equivalents includes cash on hand and deposits held with banks, including monetary instruments that may be cashed or redeemed within three months of purchase.

i) Short-term investments

Short-term investments include monetary instruments which may not be cashed or redeemed within three months of purchase, and are expected to be held for no more than twelve months.

j) Receivables and other assets

Receivables and other assets are amounts prepaid or expected to be collected in the normal course of business within the next twelve months.

k) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from the related proceeds, net of applicable tax.

l) Payables

Payables are obligations to pay for materials or services that have been acquired in the ordinary course of business from suppliers. Payables are classified as current liabilities if payment is due within one year or less.

Payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

m) Income tax

Tax is recognized in net loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is recognized in other comprehensive income or directly in equity, respectively.

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The current income tax expense is the expected tax payable on the taxable income for the year plus any adjustment to tax payable in respect to previous years. It is calculated on the basis of the tax laws and rates enacted or substantively enacted at the balance sheet date in the countries where the Company, its subsidiaries and associates operate. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

n) Stock-based compensation

Share-based compensation arises when the Company issues equity instruments as consideration for services received from employees and non-employees. Its amount is calculated based on the fair value of shares or stock options awarded to employees, measured on their grant date. The fair value of shares or stock options awarded to non-employees is measured on the date that the goods or services are received.

The fair value of the shares and stock options is recognized as an expense over their vesting period with a corresponding increase in equity.

o) Provisions

Provisions for environmental restoration, restructuring costs and legal claims are recognized when: (1) the Company has a present legal or constructive obligation as a result of past events; (2) it is probable that an outflow of resources will be required to settle the obligation; and (3) the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

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p) New accounting pronouncements

The IASB and the IFRS Interpretations Committee (previously the International Financial Reporting Interpretations Committee, IFRIC) have issued a number of new and revised International Accounting Standards, IFRS amendments and related interpretations which are effective for the Company for periods after December 31, 2017, beginning on the dates indicated below. Pronouncements that are not applicable to the Company have been excluded from those described below.

Pronouncement	Effective Date
IFRS 9 Financial Instruments will replace IAS 39 Financial Instruments: Recognition and Measurement. The new standard provides a model for the classification and measurement of financial instruments, a single forward-looking "expected loss" impairment model, and a reformed approach for hedge accounting. Based on its current circumstances, the Company does not expect any material impact on its financial position and results from the adoption of IFRS 9.	Required to be applied for years beginning on or after January 1, 2018.
IFRS 16 Leases specifies how leases should be recognized, measured, presented and disclosed. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. The Company is currently assessing whether the adoption of this new standard would have a material impact on the financial position and results of the Company.	Required to be applied for years beginning on or after January 1, 2019.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements.

Areas of judgement and estimates that have the most significant effect on the amounts recognized in the financial statements are:

Valuation of mineral properties – The Company carries the acquisition costs of its mineral properties at cost less any provision for impairment. The Company undertakes reviews of the carrying values of mineral properties at each reporting period and whenever events or changes in circumstances indicate that their carrying values may exceed their fair value. In undertaking these reviews, management of the Company is required to make significant estimates. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the mineral properties and related expenditures. The Company has determined that no impairment of its mineral properties is required as at December 31, 2017.

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Stock-based compensation – The fair value of stock options is determined using the Black-Scholes option pricing model and are expensed over their vesting periods. In estimating fair value, management of the Company is required to make certain assumptions and estimates regarding the life of the options, volatility and forfeitures rates. Changes in the assumptions used could result in materially different results.

Decommissioning and site restoration – The future obligations for site closure activities are estimated by the Company based on the laws and regulations of the countries in which it operates, with due consideration to the fact that the requirements could change as a result of amendments in the laws and regulations relating to environmental protection and other legislation affecting resource companies. As the estimate of obligations is based on future expectations, a number of assumptions and judgments are made by management in the determination of closure provisions. The decommissioning and site restoration provisions are more uncertain the further into the future the site closure activities are to be carried out. In light of the early stage of its exploration activities, the Company has determined that there are no closure cost obligations as at December 31, 2017.

5. RECEIVABLES AND OTHER ASSETS

	December 31, 2017	December 31, 2016
Prepaid expenses	153,283	141,083
Fuel inventory	100,056	32,665
Other receivables	207,181	71,870
Total receivables and other assets	460,520	245,618

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6. EQUIPMENT

Cost	Computer Equipment	Office Furniture and Equipment	Vehicles and Mobile Equipment	Field and Camp Equipment	Total
As at January 1, 2016	188,801	73,244	1,119,221	1,176,129	2,557,395
Additions	3,666	-	-	6,745	10,411
Effects of foreign exchange on translation to presentation currency	(10,560)	(4,191)	(64,045)	(67,528)	(146,324)
As at December 31, 2016	181,907	69,053	1,055,176	1,115,346	2,421,482
Additions	43,159	2,866	384,320	300,628	730,973
Disposals	(4,260)	-	-	-	(4,260)
Effects of foreign exchange on translation to presentation currency	11,665	4,291	74,588	76,045	166,589
As at December 31, 2017	232,471	76,210	1,514,084	1,492,019	3,314,784
Accumulated depreciation					
As at January 1, 2016	(160,820)	(33,607)	(576,620)	(848,034)	(1,619,081)
Depreciation	(23,766)	(7,146)	(172,647)	(193,099)	(396,658)
Effects of foreign exchange on translation to presentation currency	9,754	2,164	38,803	55,023	105,744
As at December 31, 2016	(174,832)	(38,589)	(710,464)	(986,110)	(1,909,995)
Depreciation	(12,956)	(7,424)	(181,205)	(128,849)	(330,434)
Disposals	4,260	-	-	-	4,260
Effects of foreign exchange on translation to presentation currency	(10,600)	(2,552)	(48,169)	(63,608)	(124,929)
As at December 31, 2017	(194,128)	(48,565)	(939,838)	(1,178,567)	(2,361,098)
Net book amount					
As at December 31, 2016	7,075	30,464	344,712	129,236	511,487
As at December 31, 2017	38,343	27,645	574,246	313,452	953,686

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7. MINERAL PROPERTIES

Cost	Block 14
As at January 1, 2016	4,256,045
Effects of foreign exchange on translation to presentation currency	(243,542)
As at December 31, 2016	4,012,503
Effects of foreign exchange on translation to presentation currency	244,930
As at December 31, 2017	4,257,433

The Company's sole mineral project as at December 31, 2017 is Block 14, located in the northern part of the Republic of Sudan. The Block 14 mineral project consists of mineral exploration lands and an additional water exploration area.

8. SHARE CAPITAL

The authorized share capital consists of an unlimited number of common shares, with no par value.

From July 6, 2017 to July 12, 2017, the Company closed a non-brokered private placement of 37,500,000 equity units at a price of \$0.40 per unit, for gross proceeds of \$15,000,000 (the "Private Placement"). Each equity unit consisted of one common share of the Company and one-half of one common share purchase warrant, with each full warrant exercisable at \$0.55 for 24 months from the date of closing of the Private Placement. A portion of the subscriptions related to the Private Placement is subject to a 6.0% finder's fee, payable in cash, resulting in total net proceeds of \$14.4 million generated by the Private Placement.

Total net proceeds of the Private Placement were allocated between the Company's share capital and warrants in accordance with the residual value method, based upon the Company's share price at the time of the closing of the Private Placement. Accordingly, gross proceeds of \$14.0 million and share issuance costs of \$590,000 were allocated to share capital, and gross proceeds of \$1.0 million and share issuance costs of \$42,000 were allocated warrants.

The Company's issued and outstanding share purchase warrants and stock options were not included in the calculation of diluted earnings per share because they are anti-dilutive for the years ended December 31, 2017 and 2016.

9. WARRANTS

Between July 6, 2017 and July 12, 2017, the Company issued a total of 18,750,000 share purchase warrants pursuant to the Private Placement (see Note 8).

As at December 31, 2017, all 18,750,000 warrants remain outstanding and exercisable at CDN \$0.55 per share, and had a weighted average remaining contractual life of 1.51 years (see Note 20).

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10. STOCK OPTIONS

a) Stock option plan

The Company has a stock option plan (the "Plan") in which common shares have been made available for the Company to grant incentive stock options to certain directors, officers, employees and consultants of the Company. Under the Plan, the total number of options outstanding at any given point in time cannot exceed 10% of the issued and outstanding common shares of the Company. Vesting and terms of the option agreements are at the discretion of the Board of Directors.

The total stock-based compensation for the year ended December 31, 2017 was \$884,000 (2016: \$859,000). For the year ended December 31, 2017, stock-based compensation of \$775,000 (2016: \$705,000) has been allocated to administration costs, and \$108,000 (2016: \$154,000) to exploration and project investigation costs for employees directly involved in exploration activities.

The unrecognized compensation cost for non-vested share options at December 31, 2017 was \$591,000 (December 31, 2016: \$333,000).

b) Stock options outstanding

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Number of shares (In thousands)	Weighted average exercise price CDN\$
Outstanding at January 1, 2016	8,602	\$0.74
Granted	7,450	\$0.27
Expired	(5,350)	\$0.90
Forfeited	(400)	\$0.27
Outstanding at December 31, 2016	<u>10,302</u>	<u>\$0.34</u>
Granted	4,525	\$0.45
Exercised	(2,688)	\$0.38
Expired	(964)	\$0.64
Outstanding at December 31, 2017	<u>11,175</u>	<u>\$0.35</u>
Exercisable at December 31, 2017	<u>5,892</u>	<u>\$0.32</u>

During the year ended December 31, 2017, the Company granted 625,000 options at an exercise price of CDN \$0.36 per share, and 3,900,000 options at an exercise price of CDN \$0.47 per share.

The Company uses the Black Scholes option pricing model to estimate the fair value for all stock-based compensation. The weighted average assumptions used in this pricing model, and the resulting weighted average fair values per option, for the 4,525,000 options granted during the year ended December 31, 2017, are as follows:

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(i) Average risk-free interest rate:	1.16%
(ii) Expected life:	3 years
(iii) Expected volatility:	86.86%
(iv) Expected dividends:	nil
(v) Weighted average fair value per option:	\$0.25

The weighted average share price on the exercise date for the share options exercised during the year ended December 31, 2017 was CDN \$0.60.

The following summarizes information about the stock options outstanding and exercisable at December 31, 2017:

Exercise prices (CDN\$)	Outstanding options			Exercisable options		
	Number of options outstanding (In thousands)	Weighted average remaining contractual life (Years)	Weighted average exercise price (CDN\$)	Number of options exercisable (In thousands)	Weighted average remaining contractual life (Years)	Weighted average exercise price (CDN\$)
\$0.27	6,150	1.30	\$0.27	4,050	1.30	\$0.27
\$0.32	500	1.66	\$0.32	334	1.66	\$0.32
\$0.36	625	2.18	\$0.36	208	2.18	\$0.36
\$0.47	3,900	2.71	\$0.47	1,300	2.71	\$0.47
	<u>11,175</u>	1.86	\$0.35	<u>5,892</u>	1.66	\$0.32

11. ADMINISTRATION COSTS

	Year ended December 31, 2017	Year ended December 31, 2016
Depreciation	2,680	3,175
Management and consulting fees	730,647	752,058
Office and administration	353,438	323,869
Professional fees	208,643	159,534
Salaries and benefits	816,367	755,851
Stock based compensation expense (Note 10a)	775,424	704,992
Travel and promotion	745,690	376,247
Total administration costs	3,632,889	3,075,726

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12. EXPLORATION AND PROJECT INVESTIGATION COSTS

Year ended December 31,		Sudan (Block 14)	Ivory Coast	Other	Total
2017	Depreciation	300,026	-	27,728	327,754
	Drilling	7,491,330	199,956	-	7,691,286
	Exploration support and administration	513,779	60,896	76	574,751
	Field operation and consumables	1,504,753	19,618	-	1,524,371
	Geological consulting	236,415	2,061	-	238,476
	Permitting and licensing fees	86,572	13,710	-	100,282
	Salaries and benefits	2,427,310	15,722	-	2,443,032
	Sampling, geological and other evaluation costs	3,458,317	38,037	-	3,496,354
	Stock-based compensation expense (Note 10a)	108,094	-	-	108,094
	Travel and accommodation	321,390	28,799	-	350,189
	Total exploration and project investigation costs	16,447,986	378,799	27,804	16,854,589
2016	Depreciation	341,382	-	52,101	393,483
	Drilling	2,256,331	-	-	2,256,331
	Exploration support and administration	271,079	161,963	198	433,240
	Field operation and consumables	931,623	-	-	931,623
	Geological consulting	235,433	-	-	235,433
	Permitting and licensing fees	105,918	-	-	105,918
	Salaries and benefits	1,448,163	-	-	1,448,163
	Sampling, geological and other evaluation costs	3,400,457	-	-	3,400,457
	Stock-based compensation expense	154,506	-	-	154,506
	Travel and accommodation	128,232	-	-	128,232
	Total exploration and project investigation costs	9,273,124	161,963	52,299	9,487,386

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Of the \$379,000 in exploration and project investigation costs incurred in the Ivory Coast during the year ended December 31, 2017, approximately \$243,000 (2016: \$nil) relates to expenditures on certain exploration permits and lands under application (the "Ivorian Targets"), which are currently owned by Kinross Gold Corp. ("Kinross") and are the target of an acquisition by the Company pursuant to a share purchase agreement, dated January 30, 2017 (the "Share Purchase Agreement"). Pursuant to the Share Purchase Agreement, the Company has incurred exploration costs on behalf of Kinross as the Company is responsible for maintaining the Ivorian Targets, including meeting minimum work requirements, until the sooner of the termination of the Share Purchase Agreement or the closing of the acquisition contemplated therein. The Company may recover up to \$200,000 of these costs from Kinross, in the event that the Share Purchase Agreement is terminated.

13. RELATED PARTY TRANSACTIONS

The related parties with which the Company has transacted during the year ended December 31, 2017, were Hugh Stuart Exploration Consulting Ltd. ("HSEC"), Geodex Consultants Ltd. ("Geodex") and Meyas Nub Multiactivities Company Limited ("Meyas Nub"). HSEC and Geodex are related by virtue of their proprietor being a director and officer of the Company. Meyas Nub is identified as a related party as a result of its ability to exert significant influence on MSMCL through its non-controlling equity interest (Note 16). Related party transactions occur and are recorded at the amounts agreed between the parties.

a) Services received from related parties

	Related party	Year ended December 31, 2017	Year ended December 31, 2016
Drilling and exploration support	Meyas Nub	382,046	395,777
Camp and field equipment	Meyas Nub	26,160	-
Geological consulting	HSEC/Geodex	223,009	213,873
Support and administration	Sinotech	-	3,750
Total services received from related parties		631,215	613,400

b) Related party balances

The amounts due to related parties by the Company, and the components of the consolidated statement of financial position in which they are included, are as follows:

	Related party	December 31, 2017	December 31, 2016
Accounts payable and accrued liabilities	Meyas Nub	(25,622)	(19,984)
Accounts payable and accrued liabilities	HSEC/Geodex	(181,881)	(69,188)

c) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's directors and executive officers.

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The remuneration of key management personnel is as follows:

	Year ended December 31, 2017	Year ended December 31, 2016
Salaries and management fees	716,562	626,378
Short term benefits	29,004	13,894
Directors fees	200,125	214,842
Stock-based compensation	617,365	547,212
Total key management compensation	1,563,056	1,402,326

14. INCOME TAX

Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to the loss for the year. These differences result from the following items:

	Year ended December 31, 2017	Year ended December 31, 2016
Loss before taxes	20,468,198	12,395,733
Combined Canadian federal and provincial statutory income tax rates	<u>26.00%</u>	<u>26.00%</u>
Income tax recovery based on the above rate	5,321,731	3,222,891
Losses and temporary differences for which an income tax benefit has not been recognized	(4,771,412)	(1,415,755)
Differences between Canadian and foreign tax rates	(1,650,981)	(979,246)
Non-deductible expenses	(244,061)	(239,991)
Impacts of changes in enacted tax rates	734,454	-
Impacts of changes in foreign exchange rates	610,269	(587,899)
Total income tax recovery	-	-

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset has been recognized consist of the following:

	December 31, 2017	December 31, 2016
Non-capital losses carried forward – Canada	9,806,155	8,711,243
Capital losses carried forward – Canada	9,124,531	8,786,586
Share issue costs – Canada	163,835	35,054
Other asset/resource pools – Canada	1,625,403	1,564,243
Cumulative exploration losses – Sudan	9,515,262	6,821,294
Cumulative operating losses – Sudan	1,213,134	3,176,222
Cumulative operating losses – Ivory Coast	46,475	-
	31,494,795	29,094,642

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The Company's Canadian capital loss carry-forwards have no expiration and the respective years of expiration of the Canadian non-capital loss carry-forwards are as follows:

Year of expiration	
2026	946,533
2027	821,178
2028	971,806
2029	964,651
2030	1,762,183
2031	4,940,525
2032	4,476,464
2033	7,558,852
2034	3,583,583
2035	5,288,437
2036	2,187,592
2037	2,817,288
Total non-capital loss carry-forwards	36,319,092

Operating losses in Sudan may be carried forward for five years, and no benefit has been recognized for tax purposes.

The respective years of expiration of the cumulative operating losses in Sudan are as follows:

Year of expiration	
2018	1,694,397
2019	806,641
2020	505,801
2021	276,146
2022	183,112
Cumulative operating losses in Sudan	3,466,097

In addition, should the Company reach a development decision with respect to a mineral property, cumulative exploration losses incurred may be capitalized and subsequently depleted against the related mineral property as operating costs for tax purposes in Sudan. As at December 31, 2017, the Company's exploration losses are \$63,435,082 (2016: \$45,475,291) and relate to Block 14, its sole mineral property as of that date.

Operating losses totalling \$186,000 have accumulated in the Ivory Coast and may be carried forward for five years. These operating losses will expire by 2022, and no benefit has been recognized for tax purposes.

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15. SEGMENT INFORMATION

The Company is principally engaged in the acquisition, exploration and development of mineral properties in Africa. The information regarding mineral properties and exploration and project investigation costs presented in Notes 7 and 12, respectively, represent the manner in which management reviews its business performance. Materially all of the Company's mineral properties and exploration and project investigation costs relate to the Block 14, located in the northern region of the Republic of Sudan. Materially all of the Company's administrative costs are incurred by the Canadian parent, where materially all of the Company's cash is held in the normal course of business until it is required to be deployed to the Company's operating subsidiaries in support of ongoing and planned work programs.

A summary of the Company's financial position as at December 31, 2017 and 2016, and net losses for the years then ended are as follows:

As at December 31,	Sudan (Block 14)	Ivory Coast	Corporate & Other	Total
2017				
Current assets	217,904	39,603	5,995,708	6,253,215
Equipment	950,389	-	3,297	953,686
Mineral properties	4,257,433	-	-	4,257,433
Total Assets	5,425,726	39,603	5,999,005	11,464,334
Current liabilities	3,107,145	211,067	314,220	3,632,432
2016				
Current assets	410,722	28,619	10,232,997	10,672,338
Equipment	482,375	-	29,112	511,487
Mineral properties	4,012,503	-	-	4,012,503
Total Assets	4,905,600	28,619	10,262,109	15,196,328
Current liabilities	2,918,985	-	189,087	3,108,072

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Year ended December 31,		Sudan (Block 14)	Ivory Coast	Corporate & Other	Total
2017	Exploration and project investigation	16,447,986	378,799	27,804	16,854,589
	General administration and other items	84,630	1,351	3,527,628	3,613,609
	Net loss	16,532,616	380,150	3,555,432	20,468,198
2016	Exploration and project investigation	9,273,124	161,963	52,299	9,487,386
	General administration and other items	1,552	-	2,906,795	2,908,347
	Net loss	9,274,676	161,963	2,959,094	12,395,733

16. NON-CONTROLLING INTEREST

On March 1, 2012, an indirect wholly owned subsidiary of Orca, SMCL, closed a transaction whereby it acquired the right and option to a 70% interest in MSMCL, a Sudanese company incorporated to hold the Block 14 exploration license in the Republic of the Sudan. Under the purchase agreement, SMCL paid the holder of the license a total of USD \$9.5 million in three installments, in exchange for an increasing ownership interest in MSMCL, as follows:

Date	Payment	Total ownership interest
March 1, 2012	USD \$3.5 million	35.0%
September 30, 2013	USD \$3.0 million	52.5%
September 30, 2014	USD \$3.0 million	70.0%

Under the agreement, the Company must fund all exploration, development and construction costs to commercial production in accordance with the purchase agreement.

The changes to the non-controlling interest for the year ended December 31, 2017 are as follows:

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Balance, January 1, 2016	11,476,064
Non-controlling interest's 30% share of MSMCL's net loss for the year	2,637,882
Non-controlling interest's 30% share of MSMCL's other comprehensive gain for the year on translation to presentation currency	(684,875)
Balance, December 31, 2016	13,429,071
Non-controlling interest's 30% share of MSMCL's net loss for the year	4,803,252
Non-controlling interest's 30% share of MSMCL's other comprehensive loss for the year on translation to presentation currency	882,359
Balance, December 31, 2017	19,114,682

The following is summarized financial information of MSMCL:

	December 31, 2017	December 31, 2016
Current assets	190,358	130,543
Equipment, net	730,105	156,640
Mineral properties	4,257,433	4,012,503
Current liabilities	(3,048,112)	(2,865,482)
Advances from SMCL	(61,921,111)	(42,296,348)
Advances from another wholly owned subsidiary of Orca	(397,248)	(374,394)

	Year ended December 31, 2017	Year ended December 31, 2016
Net loss	16,010,840	8,792,939
Comprehensive loss (income)	18,952,037	(2,282,918)
Cash flows for operating activities	(15,881,696)	(6,642,669)
Cash flows from financing activities	16,603,186	6,654,155
Cash flows for investing activities	(727,279)	(6,746)

17. CAPITAL DISCLOSURES

The Company's objectives when managing capital are to provide returns for shareholders, through investment in mineral exploration, while safeguarding the Company's ability to continue as a going concern.

In the management of capital, the Company considers its capital resources to be the shareholders' equity, existing cash resources and short-term investments, if any.

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The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the Company's assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or debt instruments, adjust the level of operations, acquire or dispose of assets, bring in joint venture partners, or enter into corporate transactions.

In order to facilitate the management of its capital requirements, the Company prepares annual exploration budgets that are updated as necessary depending on various factors, including exploration results, political stability, and general industry conditions.

18. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company has estimated the fair values of its financial instruments based on appropriate valuation methodologies. These values are not materially different from their carrying value.

The Company classifies the fair values of its financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

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

The Company's cash equivalents, if any, are considered to be Level 2 of the fair value hierarchy.

The following provides a comparison of carrying and fair values of each classification of financial instrument as at December 31, 2017 and 2016:

	In thousands of dollars			
December 31, 2017	Loans and receivables	Other financial liabilities	Total carrying amount	Total fair value
Financial assets				
Cash and cash equivalents	5,793	-	5,793	5,793
Other receivables	207	-	207	207
Financial liabilities				
Accounts payable and accrued liabilities	-	3,632	3,632	3,632

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In thousands of dollars

December 31, 2016	Loans and receivables	Other financial liabilities	Total carrying amount	Total fair value
Financial assets				
Cash and cash equivalents	5,285	-	5,285	5,285
Other receivables	72	-	72	72
Short-term investments	5,142	-	5,142	5,142
Financial liabilities				
Accounts payable and accrued liabilities	-	3,108	3,108	3,108

19. MANAGEMENT OF FINANCIAL RISK

The Company's financial instruments are exposed to certain financial risks, including currency, credit, liquidity risk.

a) Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies (Note 3b(i)).

(i) Sudanese operations

As at December 31, 2017, the Company's Sudanese operating subsidiaries' largest foreign currency risk exposure was a net financial liability denominated in British pounds of an amount equivalent to approximately 0.3 million Canadian dollars. A 10% change in the foreign exchange rate between the British pound and the European Euro would give rise to increases/decreases of approximately 30,000 Canadian dollars in financial position/comprehensive loss.

(i) Ivorian operations

As at December 31, 2017, the Company's Ivorian operating subsidiary's largest foreign currency risk exposure was a net financial liability denominated in US dollars of an amount equivalent to approximately 0.2 million Canadian dollars. A 10% change in the foreign exchange rate between the US dollar and the European Euro would give rise to increases/decreases of approximately 20,000 Canadian dollars in financial position/comprehensive loss.

ii) Canadian head office operations

At December 31, 2017, the Company's Canadian head office also held cash in foreign currencies and had net foreign currency financial assets and liabilities. The estimated impacts of relative currency rate fluctuations between the foreign currencies and the Canadian dollar, the Company's functional currency, based on these total foreign currency exposures are as follows:

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			In thousands of dollars
	Foreign currency cash held (in source currency)	Net financial asset (liability) position	Change in net financial position from a 10% variation in exchange rates
US dollar	194	244	24
British pounds	-	(79)	8

b) Credit risk

At December 31, 2017, the majority of the Company's cash was held through Canadian institutions with investment grade ratings.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity requirements are managed based on expected cash flow to ensure that there is capital to meet short term and long term obligations.

The maturities of the Company's financial liabilities as at December 31, 2017 are as follows:

	In thousands of dollars			
	Total	Less than 1 year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	3,632	3,632	-	-
Total	3,632	3,632	-	-

While the Company believes that it will be able to settle its commitments and liabilities in the normal course of business, as they fall due, during the next 12 months, as an exploration-stage company with no current sources of revenues, the Company is dependent on its ability to raise funds to support the ongoing advancement of its mineral properties and corporate activities. Accordingly, the Company anticipates the need for further funding to support a planned exploration program at its operations in Sudan and Côte d'Ivoire. The Company continuously evaluates potential additional sources of financing for its exploration program and operations. Historically, capital requirements have been primarily funded through equity financing, and proceeds received through the exercise of stock options and share purchase warrants (Note 20). Factors that could affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets, and investor perceptions and expectations of the global gold markets. Based on the amount of funding raised, the Company's planned exploration or other work programs may be postponed, or otherwise revised, as necessary.

20. SUBSEQUENT EVENT

Subsequent to December 31, 2017 and up to April 16, 2018, the Company received \$4.4 million in proceeds from the exercise of 8,036,000 share purchase warrants at an exercise price of \$0.55 per share.



CORPORATE DIRECTORY

OFFICERS

L. Simon Jackson
Chairman of the Board
Richard P. Clark
Chief Executive Officer
Hugh Stuart
President
Jeffrey Yip
Chief Financial Officer
Kevin Ross
Chief Operating Officer
Kathy Love
Corporate Secretary

DIRECTORS

L. Simon Jackson
Richard P. Clark
Compensation Committee
Hugh Stuart
Alexander Davidson
Lead Director
Compensation Committee
Corporate Governance and Nominating
Committee
Robert F. Chase
Audit Committee
Corporate Governance and Nominating
Committee
David Field
Audit Committee
Corporate Governance and Nominating
Committee
Derek White
Audit Committee
Compensation Committee

AUDITORS

PricewaterhouseCoopers LLP
Vancouver, British Columbia, Canada

LEGAL COUNSEL

Blake Cassels & Graydon LLP
Vancouver, British Columbia, Canada

CORPORATE OFFICE

Suite 2000 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8
Telephone: (604) 689-7842
Fax: (604) 689-4250

REGISTERED OFFICE

Blake Cassels & Graydon LLP
2600 - 595 Burrard Street
Vancouver, British Columbia
Canada V7X 1L3

RECORDS OFFICE

Blake Cassels & Graydon LLP
2600 - 595 Burrard Street
Vancouver, British Columbia
Canada V7X 1L3

REGISTRAR AND TRANSFER AGENT

Computershare Trust Company of Canada
Vancouver, British Columbia
Canada

SHARE LISTING

TSX Venture Exchange
Symbol: ORG
CUSIP No.: 68558N102
ISIN: CA68558N1024