TriMetals Mining Inc.

(An Exploration Stage Company)

Condensed Interim Consolidated Financial Statements
Second Quarter Ended June 30, 2017

(Unaudited - *Expressed in U.S. dollars*)

TriMetals Mining Inc.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - Expressed in U.S. dollars)

	Note	June 30, 2017 $	December 31, 2016 $
Assets			
Current assets			
Cash and cash equivalents		3,166,414	2,193,518
Receivables and prepaids		136,658	100,434
Drilling advance		89,232	131,389
Marketable securities		139,951	135,266
		3,532,255	2,560,607
Non-current assets			
Equipment		79,039	69,047
Reclamation deposit		234,800	163,300
Mining claims and deferred exploration costs	4	29,988,045	28,732,403
Malku Khota project	5	18,734,000	18,734,000
		49,035,884	47,698,750
Total assets		52,568,139	50,259,357
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	9	544,710	265,317
Non-current liabilities			
Convertible notes	6	1,600,004	1,478,041
Class B shares	7	19,280,919	20,802,291
Stock options exercisable into Class B and common shares	8 c	127,406	156,842
		21,008,329	22,437,174
Total liabilities		21,553,039	22,702,491
Equity attributable to shareholders			
Share capital	8	94,344,610	92,326,275
Contributed surplus		12,585,857	11,529,067
Convertible notes - equity component	6	317,197	317,197
Accumulated other comprehensive loss		(191,349)	(171,227)
Deficit		(76,041,215)	(76,444,446)
Total equity		31,015,100	27,556,866
Total liabilities and equity		52,568,139	50,259,357

Going concern (note 1)
Commitments (note 4)
Contingencies (note 10)

Approved by the Board of Directors:

(signed) "Paul Sheehan" (signed) "Roman Mironchik"

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

TriMetals Mining Inc.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Earnings and Comprehensive Income
For the three and six months ended June 30

(Unaudited - Expressed in U.S. dollars)

	Note	For the three months ended June 30, 2017 $	For the three months ended June 30, 2016 $	For the six months ended June 30, 2017 $	For the six months ended June 30, 2016 $
General and administrative expenses					
Arbitration	5	36,267	66,699	54,188	101,850
Consulting	9	10,611	14,879	34,090	35,554
Depreciation and amortization		10,839	15,630	20,898	33,059
Directors' fees	9	22,050	15,813	33,900	32,163
Filing and transfer agent fees		11,923	8,280	46,097	35,667
Office and administration		43,373	58,502	110,966	131,914
Professional fees	9	89,475	109,402	177,634	162,197
Reconnaissance and sundry exploration		8,613	8,217	21,550	29,194
Shareholder information and investor relations		36,566	51,870	60,639	85,826
Share-based payments	8 c, 9	208,969	271,123	264,417	288,169
Wages and benefits	9	97,108	99,730	208,255	205,971
		(575,794)	(720,145)	(1,032,634)	(1,141,564)
Other income (expenses)					
Interest and other income		5,903	7,673	11,674	16,461
Accretion and interest on convertible notes	6	(61,688)	(58,935)	(121,716)	(117,311)
Foreign currency loss		(3,821)	(2,112)	(4,745)	(2,153)
Loss on disposal of equipment		(156)	-	(156)	(2,304)
Change in fair value of Class B shares	7	(905,399)	(18,988,076)	1,521,372	(20,490,977)
Change in fair value of stock options exercisable into Class B and common shares	8 c	27,987	(198,858)	29,436	(244,151)
		(937,174)	(19,240,308)	1,435,865	(20,840,435)
Net (loss) earnings for the period		(1,512,968)	(19,960,453)	403,231	(21,981,999)
Other comprehensive (loss) income					
Items that may be subsequently reclassified to profit or loss:					
Currency translation differences		(15,611)	8,117	(24,807)	(26,848)
Unrealized gain on marketable securities		3,396	763	4,685	9,390
Total other comprehensive (loss) income		(12,215)	8,880	(20,122)	(17,458)
Total comprehensive (loss) earnings		(1,525,183)	(19,951,573)	383,109	(21,999,457)
Basic and diluted net (loss) earnings per share		(0.01)	(0.15)	0.00	(0.16)
Weighted average number of shares outstanding		162,705,854	135,794,014	159,634,886	135,766,364

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

TriMetals Mining Inc.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Equity

For the six months ended June 30, 2017 and 2016

(Unaudited - Expressed in U.S. dollars)

	Share Capital							
	Number	Amount $	Contributed Surplus $	Share Subscriptions $	Convertible notes - equity component $	Deficit $	AOCI $	Total $
Balance, January 1, 2017	156,529,796	92,326,275	11,529,067	-	317,197	(76,444,446)	(171,227)	27,556,866
Shares issued on private placement of securities	16,058,270	2,853,977	-	-	-	-	-	2,853,977
Less: amount allocated to warrants	-	(716,903)	716,903	-	-	-	-	-
Less: issue costs - cash	-	(394,425)	-	-	-	-	-	(394,425)
Less: issue costs - compensation warrants	-	(94,093)	94,093	-	-	-	-	-
Shares issued on exercise of warrants	4,203,243	312,253	-	-	-	-	-	312,253
Transfer to share capital on exercise of warrants	-	57,526	(57,526)	-	-	-	-	-
Share-based payments	-	-	303,320	-	-	-	-	303,320
Total comprehensive income for the period	-	-	-	-	-	403,231	(20,122)	383,109
Balance, June 30, 2017	176,791,309	94,344,610	12,585,857	-	317,197	(76,041,215)	(191,349)	31,015,100
Balance, January 1, 2016	135,738,714	89,941,924	9,999,049	-	317,197	(62,589,596)	(149,283)	37,519,291
Shares issued on exercise of share appreciation rights (SAR's)	154,839	-	-	-	-	-	-	-
Transfer to share capital on exercise of SAR's	-	79,866	(79,866)	-	-	-	-	-
Share subscriptions received	-	-	-	1,699,747	-	-	-	1,699,747
Share-based payments	-	-	320,249	-	-	-	-	320,249
Total comprehensive loss for the period	-	-	-	-	-	(21,981,999)	(17,458)	(21,999,457)
Balance, June 30, 2016	135,893,553	90,021,790	10,239,432	1,699,747	317,197	(84,571,595)	(166,741)	17,539,830

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

TriMetals Mining Inc.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

For the six months ended June 30

(Unaudited - Expressed in U.S. dollars)

	2017 $	2016 $
Cash flows from (used in) operating activities		
Net earnings (loss) for the period	403,231	(21,981,999)
Items not affecting cash		
Accretion on convertible notes	69,914	64,769
Depreciation and amortization	20,898	33,059
Change in fair value of Class B shares	(1,521,372)	20,490,977
Change in fair value of stock options exercisable into Class B and common shares	(29,436)	244,151
Interest income	(11,674)	(16,461)
Unrealized foreign exchange loss	52,049	93,898
Share-based payments	264,417	288,169
Loss on disposal of equipment	156	2,304
	(751,817)	(781,133)
Interest received	3,726	4,195
Changes in non-cash operating working capital		
Change in receivables and prepaids	(36,119)	(50,104)
Change in accounts payable and accrued liabilities	166,414	25,223
	(617,796)	(801,819)
Cash flows (used in) from investing activities		
Mining claims and deferred exploration costs	(1,103,760)	(616,459)
Repayment of drilling advance	50,000	50,000
Reclamation deposit	(71,500)	-
Purchase of equipment	(31,046)	(11,809)
Proceeds on disposal of equipment	-	2,800
	(1,156,306)	(575,468)
Cash flows from financing activities		
Private placement of units, net of issue costs	2,459,552	-
Exercise of warrants	312,253	-
Share subscriptions received	-	1,699,747
	2,771,805	1,699,747
Increase in cash and cash equivalents	997,703	322,460
Foreign exchange effect on cash and cash equivalents	(24,807)	(26,848)
Cash and cash equivalents - Beginning of period	2,193,518	2,316,468
Cash and cash equivalents - End of period	3,166,414	2,612,080
Cash and cash equivalents are comprised of:		
Cash	1,066,414	2,302,400
Cash equivalents	2,100,000	309,680
	3,166,414	2,612,080

Supplemental cash flow information (Note 12)

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

(Unaudited - Expressed in U.S. dollars)

1 Nature of operations and going concern

TriMetals Mining Inc. ("TMI" or the "Company") was incorporated pursuant to the *Canada Business Corporations Act* by articles of incorporation dated September 28, 2006 and was continued under the *Business Corporations Act* (British Columbia) ("BCBCA") on December 17, 2013.

The Company's registered office is located at Suite 880, 580 Hornby Street, Vancouver, British Columbia, Canada and the Company's head office is located at Suite 120, 6746 South Revere Parkway, Centennial, Colorado, USA.

The Company's principal activities include the acquisition, exploration and development of mineral properties. The principal countries where the Company has been undertaking exploration activities are the United States and Chile. Property interests in these countries are held through various wholly owned subsidiaries.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months.

The Company has incurred losses since inception and expects to incur further losses in the development of its business and at June 30, 2017, the Company had working capital of $3.0 million (December 31, 2016 - $2.3 million). At that date, the Company also had an accumulated deficit of $76.0 million which has been funded primarily by the issuance of equity. The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral properties. The recoverability of amounts shown as mining claims and deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop its mineral properties, and the ultimate realization of profits through future production from, or the sale of, the properties. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its general operating expenses and to continue to explore its mineral properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These consolidated financial statements do not reflect the adjustments to the carrying values of the assets and liabilities, the reported expenses and the statements of financial position classifications that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2 Basis of presentation

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2016, which have been prepared in accordance with IFRS.

(Unaudited - Expressed in U.S. dollars)

The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements for the year ended December 31, 2016.

The preparation of interim financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed interim financial statements, the significant judgments made by management in applying the group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended December 31, 2016.

These financial statements were approved by the board of directors for use on August 11, 2017.

3 Changes in accounting standards including initial adoption

The following new standards have been issued by the IASB but not yet applied:

- IFRS 9, *Financial Instruments*, was issued in July 2014 and replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 was developed in phases by the IASB. As a result there are a number of transition options and requirements in relation to earlier versions of IFRS 9 prior to the mandatory effective date of IFRS 9 in its entirety. IFRS 9 is mandatory for annual periods beginning on or after January 1, 2018. IFRS 9 includes requirements for classification and measurement of financial assets and financial liabilities; impairment methodology for financial instruments; and general hedge accounting. IFRS 9 has specific requirements for whether debt instruments are accounted for at amortized cost, fair value through other comprehensive income or fair value through profit or loss. IFRS 9 requires equity instruments to be measured at fair value through profit or loss unless an irrevocable election is made for use of fair value through other comprehensive income which results in changes in fair value not being recycle to the income statement. The Company has not adopted IFRS 9 and has not completed its assessment of the impact of this standard.

- IFRS 16, *Leases*, was issued in January 2016 and eliminates the classification of leases as either operating or finance leases for a lessee. Instead all leases are capitalized by recognizing the present value of lease payments and recognizing an asset and a financial liability representing an obligation to make future lease payments. The principles in IFRS 16 provide a more consistent approach to acquiring the use of an asset whether by leasing or purchasing an asset. The new leasing standard is applicable to all entities and will supersede current lease accounting standards under IFRS. IFRS 16 is mandatory for annual periods beginning on or after January 1, 2019. The Company has not adopted IFRS 16 and has not completed its assessment of the impact of this standard.

(Unaudited - Expressed in U.S. dollars)

4 Mining claims and deferred exploration costs – Schedule 1

Mining claims and deferred exploration costs are associated with the following projects.

	June 30, 2017 $	December 31, 2016 $
a) Escalones, Chile	15,353,931	15,126,940
b) Gold Springs, U.S.	14,634,114	13,605,463
	29,988,045	28,732,403

a) In 2004, the Company entered into an option agreement (the "Boezio Option") to acquire the remaining 4,689 hectares of the Escalones property located in Chile which are not already 100% owned by the Company. In each of 2005, 2007, 2009, 2013, 2015 and 2017, the terms were renegotiated. Pursuant to the Boezio Option, as revised on June 23, 2017, the Company has the right until June 30, 2022 to purchase the claims upon payment to the owner of $7,800,000. As at June 30, 2017, $3,300,000 has been paid. The remaining $4,500,000 is payable as follows: $100,000 on June 30, 2018, $400,000 on June 30, 2019, $500,000 on each of June 30, 2020 and 2021, and a final payment of $3,000,000 on June 30, 2022.

The Company is required to pay all amounts required to protect and maintain the property during the option period. There is a 2% net smelter royalty ("NSR") payable on production if the price of copper is greater than $0.75 per pound and a 1% NSR if the copper price is equal to or less than $0.75 per pound. The NSR may be purchased for $3,000,000 within the five years following the first sale of minerals produced and $5,000,000 after five years of the date of the first sale of minerals produced.

If the Company purchases the concessions, the Boezio Option requires the Company to commence exploitation of the concessions within two years thereafter. Once Escalones is acquired and until exploitation begins, the Company is required to pay annual advance royalty payments of $200,000 which are credited against future royalty payments. Failure to commence exploitation within the two year period triggers an obligation to make annual indemnity payments of $300,000 until exploitation begins. In this event, the $200,000 annual payments made from the date of exercise of the option are deemed to be indemnity payments, not advance royalty payments. Royalty payments are suspended if exploitation of the mining concessions is suspended for reasons beyond the Company's control.

b) During the six months ended June 30, 2017, the Company acquired the rights to 1,658 acre feet of water per year for the Gold Springs project through a water lease agreement which includes an option to purchase 1,500 of the 1,658 acre feet of water rights.

The water lease agreement with the option to purchase continues from year to year with automatic yearly renewal of the terms for 20 years. The annual aggregate lease payment is $300,000, payable in quarterly instalments, and such payments may be offset prior to mining by subleasing the water rights. The Company has the option to purchase 1,500 of the 1,658 acre feet per year of water rights leased in the agreement for consideration of $7,000,000. This option can be exercised at any time during the 20-year term of the lease.

(Unaudited - Expressed in U.S. dollars)

During the six months ended June 30, 2017, the Company made payments of $225,000 under the terms of this agreement and received $59,790 in sublease payments. Legal fees of $5,318 were incurred.

5 Malku Khota project

	June 30, 2017 $	December 31, 2016 $
Malku Khota project	18,734,000	18,734,000

On October 23, 2012, the Company's wholly-owned Bermudian subsidiary, South American Silver Limited ("SASL"), delivered a formal letter to the State of Bolivia notifying it of an investment dispute between the Company and Bolivia. The dispute has arisen as a result of acts and omissions of the Government of Bolivia including the issuance of Supreme Decree No.1308 on August 1, 2012. The Decree revoked mining concessions held by the Company's Bolivian subsidiary, Compañia Minera Malku Khota S.A. ("CMMK"), a wholly-owned subsidiary of SASL.

SASL is a protected investor under the Agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the Republic of Bolivia for the Promotion and Protection of Investments ("UK-Bolivia Treaty"), and the actions and omissions of the Bolivian government are in violation of the UK-Bolivia Treaty and of international law. Notification of the investment dispute triggered a six-month cooling-off period during which the disputing parties could negotiate a settlement. That cooling-off period ended on April 23, 2013 and on April 30, 2013, the Company commenced international arbitration against the Government of Bolivia under the Arbitration Rules of the United Nations Commission on International Trade Law (UNCITRAL) pursuant to the UK-Bolivia Treaty seeking compensation based on fair market value of the Malku Khota project.

On September 24, 2014, SASL filed its statement of claim and memorial on the merits. On March 31, 2015, Bolivia filed its statement of defense and counter-memorial marking the conclusion of the preliminary written pleadings phase of the arbitration and the beginning of the document production phase. In accordance with the procedural calendar SASL's reply to Bolivia's statement of defense and counter-memorial was filed on November 30, 2015. Pursuant to extensions granted by the Tribunal to both parties, Bolivia's rejoinder was filed on March 21, 2016 and SASL's Rejoinder on Jurisdiction was filed on May 3, 2016. The oral hearing was held in Washington, D.C., on July 11 to July 21, 2016. Pursuant to the procedural orders in place, both parties submitted post-hearing memorials on October 31, 2016, after which the Tribunal commenced the deliberation phase and will then issue a final award. The Company now expects that the Tribunal will issue the arbitration award in or about October/November of 2017.

SASL seeks monetary compensation for damages in the amount of $385.7 million which includes $307.2 million for all of its losses caused by Bolivia's breaches of the UK-Bolivia Treaty, plus $78.5 million in pre-award interest but excludes fees and costs incurred in connection with the arbitration proceeding. As an alternative, SASL had been seeking restitution of the Malku Khota project along with monetary damages for project-delay in the amount of $176.4 million, including pre-award interest, but after the second round of pleadings, SASL elected not to pursue its claim for restitution of the project itself along with the delay damages due to, among other things, the fact that restitution is rarely granted by tribunals (and even when it is, States are usually given the option of paying current fair market value in lieu of restitution), the changes in the Bolivian mining law since the expropriation impose onerous conditions on foreign investors, and Bolivia's conduct during the arbitration.

(Unaudited - Expressed in U.S. dollars)

On May 23, 2013, the Company entered into the Arbitration Costs Funding Agreement pursuant to which the Fund will cover most of the Company's future costs and expenses related to its international arbitration proceedings against Bolivia. See Note 10.

The recoverability of amounts shown as Malku Khota project is dependent upon the ability to achieve compensation in excess of the carrying value.

Management performed a review of the recoverability of the carrying amount of the Malku Khota project by comparing the unamortized book value to the higher of value in use and fair value less costs to sell as at June 30, 2017. Management has concluded that no impairment adjustment is necessary at this time.

If the Company is unsuccessful in its efforts to obtain compensation in excess of the unamortized book value of its investment in Malku Khota, the amount included in Malku Khota project may be written down in future periods.

6 Convertible notes

	Liability component $	Equity component $	Contributed surplus $
Balance - December 31, 2015	1,309,770	317,197	101,914
Accretion	130,901	-	-
Foreign exchange	37,370	-	-
Transfer to share capital on exercise of warrants	-	-	(44,388)
Balance - December 31, 2016	1,478,041	317,197	57,526
Accretion	69,914	-	-
Foreign exchange	52,049	-	-
Transfer to share capital on exercise of warrants	-	-	(57,526)
Balance – June 30, 2017	1,600,004	317,197	-

During 2015, the Company closed a non-brokered private placement of units consisting of Cdn. $2,296,000 principal amount convertible notes bearing 6% interest and maturing July 23, 2018 (the "Notes") and 7,446,486 common share purchase warrants (the "Warrants") for gross proceeds of $1,770,572 (Cdn. $2,296,000).

If the repayment of the Notes on the maturity date would expose the Company to undue financial hardship, then the Company has the right to extend the maturity date to July 23, 2020 for no additional consideration.

Notwithstanding the foregoing, if the Company receives a cash payment pursuant to any award or settlement in the arbitration by its subsidiary against Bolivia of at least $5 million (after the payment of all Malku Khota Arbitration Expenses and the Class B Share Entitlement, each as defined in the Company's Articles), the holders shall have the right to demand repayment of the outstanding principal amount of the Notes and accrued interest thereon, in cash, within 60 days of the first public disclosure by the Company of receipt of such net cash payment.

(Unaudited - Expressed in U.S. dollars)

The holders of the Notes have the option to convert all or any portion of the outstanding principal amount of the Notes into common shares of the Company at any time at the conversion price of Cdn. $0.20 per share ("Conversion Price"). If the closing price of the common shares of the Company on the TSX is at least Cdn. $0.40 for 10 consecutive trading days, the Company has the right to convert all or any portion of the outstanding principal amount of the Notes into common shares, without penalty. Shares issued to repay the principal amount of the Notes shall be issued at the Conversion Price, while accrued interest on the converted portion of the Notes shall be paid in cash.

The Notes are secured by a pledge of approximately 20.7% of the shares of the Company's subsidiary in Chile, the holder of the Escalones property.

Each Warrant is exercisable to purchase one common share of the Company at the exercise price of Cdn. $0.10 per share until July 23, 2017. During the year ended December 31, 2016, 3,243,243 of these warrants were exercised. During the six months ended June 30, 2017, the remaining 4,203,243 warrants were exercised.

At the date of issue, $1,349,618 (Cdn. $1,750,125) was attributed to the liability component of the convertible notes based on an effective interest rate of 17%. $102,362 (Cdn. $132,739) was attributed to the warrants using the Black-Scholes option-pricing model and has been credited to contributed surplus. Assumptions used in the pricing model were as follows: average risk-free interest rate – 1.03%; expected life – 2.0 years; expected volatility – 111%; and expected dividends – nil. The residual amount of $318,592 (Cdn. $413,136) was attributed to the equity component of the convertible notes (less $1,395 of transaction costs), being the lenders' conversion option to common shares.

7 Class B shares

	June 30, 2017 $	December 31, 2016 $
Class B shares	19,280,919	20,802,291

As at June 30, 2017 and December 31, 2016, an aggregate 116,375,152 Class B shares were issued and outstanding, with each Class B share having the attributes described in Note 8 a). The Class B shares are recorded at their estimated fair value which is estimated based on the quoted price of the Class B shares on the Toronto Stock Exchange ("TSX").

	$
Carrying value as at December 31, 2015	9,241,245
Change in fair value	11,561,046
Carrying value as at December 31, 2016	20,802,291
Change in fair value	(1,521,372)
Carrying value as at June 30, 2017	19,280,919

The Class B shares are considered financial instruments and are disclosed as non-current liabilities.

(Unaudited - Expressed in U.S. dollars)

8 Share capital

a) **Authorized**

An unlimited number of common shares without par value and up to 127,328,790 Class B shares without par value.

The holders of the common shares are entitled to one vote per share. The holders of the common shares are entitled to dividends, when and if declared by the directors of the Company, and, subject to the rights of the holders of the Class B shares, to the distribution of the residual assets of the Company in the event of the liquidation, dissolution or winding-up of the Company. No dividends have ever been declared or paid as at June 30, 2017.

The Class B shares carry redemption and retraction rights and rights on liquidation which entitle the holders collectively to 85% of the net cash, if any, (after deducting all costs, taxes and expenses and the third party funder's portion thereof) received by TMI from an award or settlement in relation to TMI's wholly-owned subsidiary SASL's arbitration proceeding against the State of Bolivia for the expropriation of the Malku Khota project. The Class B shares are non-voting and non-participating in regards to dividends and on liquidation other than as described above.

b) **Financings**

During the six months ended June 30, 2017, the Company completed in two tranches a private placement for gross proceeds of $2,853,977 (Cdn. $3,853,985) through the issuance of 16,058,270 units (the "Units") at a price of Cdn. $0.24 per Unit. Each Unit is comprised of one common share and one half of one common share purchase warrant ("Warrant"). Each whole Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of Cdn. $0.30 per share for a period of 30 months from the closing date of the private placement. $716,903 was attributed to these warrants using the Black-Scholes option-pricing model and has been credited to contributed surplus. Assumptions used in the pricing model were as follows: average risk-free interest rate – 1.03%; expected life – 2.5 years; expected volatility – 87% to 88%; and expected dividends – nil.

In connection with the private placement, the Company paid a cash commission of $245,287 and issued 963,496 non-transferable compensation-warrants. Each compensation-warrant entitles the holder to purchase one Unit, for a period of 30 months, at a price of Cdn. $0.25 per Unit. $94,093 was attributed to these warrants based on the Black-Scholes option-pricing model. Assumptions used in the pricing model were as follows: average risk-free interest rate – 1.03%; expected life – 2.5 years; expected volatility – 87% to 88%; and expected dividends – nil.

The Company also paid share issue costs of $149,138 in respect of this private placement.

c) **Stock options**

(i) Changes in stock options

The Company's stock options outstanding as at June 30, 2017 and the changes for the six months then ended are as follows:

(Unaudited - Expressed in U.S. dollars)

	Number of options	**Weighted average price Cdn.$**
Balance outstanding – December 31, 2016	10,840,458	0.31
Granted	2,525,000	0.30
Options forfeited or expired	(167,750)	1.06
Balance outstanding – June 30, 2017	13,197,708	0.30
Balance outstanding and exercisable – June 30, 2017	11,193,541	0.26

At June 30, 2017, the stock options outstanding have a weighted average remaining contractual life of 3.0 years (December 31, 2016 – 3.2 years).

(ii) Share-based payments

During the six months ended June 30, 2017, the Company recorded share-based payments of $303,320 (2016 - $320,249) in respect of stock options. Of this amount, $264,417 (2016 - $288,169) was recorded as a charge to operations and $38,903 (2016 - $32,080) was included in deferred exploration costs.

During the six months ended June 30, 2017, the Company granted stock options to non-executive directors of the Company for the purchase of 950,000 common shares at a strike price of Cdn. $0.30 per share. These options are exercisable for a period of five years and vested immediately.

The Company also granted stock options to officers, employees and consultants for the purchase of 1,575,000 common shares at a strike price of Cdn. $0.30 per share. These options are exercisable for a period of five years, and 33 1/3% vested immediately, with a further 33 1/3% vesting on the date which is 12 months following the date of grant; and the final 33 1/3% vesting on the date which is 24 months following the date of grant.

The fair value of each option grant was estimated at the time of the grant using the Black-Scholes option pricing model with assumptions for grants as follows:

	2017
Weighted average grant date share price	Cdn. $0.24
Weighted average exercise price	Cdn. $0.30
Risk-free interest rate	1.13%
Expected life	5.0 years
Expected volatility	103%
Dividend rate	0%

Grant date share price is the closing market price on the date before the options were granted. Expected volatility was determined by measuring the historical volatility of the Company's share price. The historical period used to measure historical volatility was the same as the expected life of the options granted. The weighted average grant date fair value of options granted during the six months ended June 30, 2017 was $0.13 per share (2016 - $0.18 per share).

(Unaudited - Expressed in U.S. dollars)

(iii) Options outstanding at the end of the period

All of the outstanding options have associated share appreciation rights which allow the optionees to exercise their options on a cashless basis resulting in a lesser number of common shares to be issued to the optionee pursuant to their exercise.

Options to acquire one common share and one Class B share are outstanding at June 30, 2017 as follows:

Number of options outstanding	Number of options exercisable	Exercise price Cdn. $	Expiry date
1,033,333	1,033,333	0.44	October 21, 2018

These stock options have been categorized as a financial liability. The fair values of these options have been estimated using the Black Scholes option-pricing model. Assumptions used in the pricing model are as follows: average risk-free interest rate – 0.73%; expected life – 1.31 years; expected volatility – 81%; and expected dividends – nil. The fair value of these options as at June 30, 2017 amounts to $127,406 (December 31, 2016 - $156,842). The change in fair value of these stock options during the six months ended June 30, 2017 of $29,436 (2016 – ($244,151)) was included in earnings (loss) for the period.

At June 30, 2017, these options have a weighted average remaining contractual life of 1.3 years.

Options to acquire common shares are outstanding at June 30, 2017 as follows:

Number of options outstanding	Number of options exercisable	Exercise price Cdn. $	Expiry date
584,375	584,375	0.65	October 22, 2018
2,000,000	2,000,000	0.10	December 23, 2018
300,000	300,000	0.365	January 28, 2019
1,742,500	1,742,500	0.42	November 13, 2019
2,292,500	1,928,333	0.21	August 12, 2020
2,170,000	1,746,667	0.305	May 19, 2021
250,000	250,000	0.285	October 10, 2021
250,000	83,333	0.25	November 10, 2021
50,000	50,000	0.225	November 21, 2021
2,525,000	1,475,000	0.30	June 12, 2022
12,164,375	10,160,208		

d) **Warrants**

(i) Changes in warrants

The Company’s warrants outstanding as at June 30, 2017 and the changes for the six months then ended are as follows:

(Unaudited - Expressed in U.S. dollars)

	Number of warrants	**Weighted average price Cdn.$**
Balance – December 31, 2016	12,978,943	0.30
Warrants issued	8,992,631	0.29
Warrants exercised	(4,203,243)	0.10
Balance – June 30, 2017	17,768,331	0.35

(ii) Warrants outstanding at the end of the period

Warrants and compensation-warrants to acquire common shares and/or units are outstanding at June 30, 2017 as follows:

Number Outstanding		**Exercise Price Cdn. $**	**Expiry Date**
6,000	*(1)*	0.30	January 5, 2018
73,200	*(2)*	0.30	January 11, 2018
4,472,500		0.40	July 5, 2019
4,224,000		0.40	July 11, 2019
7,300,000		0.30	December 2, 2019
876,000	*(3)*	0.25	December 2, 2019
729,135		0.30	December 8, 2019
87,496	*(4)*	0.25	December 8, 2019
17,768,331			

(1) Each compensation-warrant entitles the holder to acquire one unit consisting of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share at an exercise price of Cdn. $0.40 per share until July 5, 2019.

(2) Each compensation-warrant entitles the holder to acquire one unit consisting of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share at an exercise price of Cdn. $0.40 per share until July 11, 2019.

(3) Each compensation-warrant entitles the holder to acquire one unit consisting of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share at an exercise price of Cdn. $0.30 per share until December 2, 2019.

(4) Each compensation-warrant entitles the holder to acquire one unit consisting of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to purchase an additional common share at an exercise price of Cdn. $0.30 per share until December 8, 2019.

9 Related party transactions

The Company incurred the following expenditures during the three and six months ended June 30, 2017 and 2016 that were charged by related parties:

(Unaudited - Expressed in U.S. dollars)

	Three months ended June 30, 2017 $	Three months ended June 30, 2016 $	Six months ended June 30, 2017 $	Six months ended June 30, 2016 $
Consulting fees	7,073	19,991	20,762	35,835
Legal fees	20,702	33,242	42,953	59,364
Consulting fees – mineral property costs	12,675	-	18,813	3,847
Legal fees – share issue costs	79,514	-	79,514	-
	119,964	53,233	162,042	99,046

Included in accounts payable at June 30, 2017 is an amount of $160,552 (December 31, 2016 - $59,358) due to related parties. These amounts are non-interest bearing and have no specific terms of repayment.

Key management includes the Chief Executive Officer, the Chief Financial Officer and the remaining directors. The compensation paid or payable to key management for services during the three and six months ended June 30, 2017 and 2016 is as follows:

	Three months ended June 30, 2017 $	Three months ended June 30, 2016 $	Six months ended June 30, 2017 $	Six months ended June 30, 2016 $
Directors’ fees	22,050	15,813	33,900	32,163
Wages and benefits	69,938	69,937	139,876	139,875
Share-based payments	167,975	205,661	199,279	215,983
	259,963	291,411	373,055	388,021

10 Contingencies

The Company may be subject to various contingent liabilities that occur in the normal course of operations. The Company is not aware of any pending or threatened proceedings that would have a material adverse effect on the consolidated financial condition or future results of the Company.

Malku Khota project

Under the terms of the privileged Arbitration Costs Funding Agreement, the Company has given certain warranties and covenants to the Fund and is obliged to pledge at least 35% of the shares of the Company’s subsidiary in Chile, beneficiary of the Escalones property, as security for its obligations. In consideration for the funding, the Company has agreed to pay to the Fund a portion of any recoveries received pursuant to the arbitration proceedings or any settlement with Bolivia. As at June 30, 2017, the arbitration has not been settled and the amount of the contingent payment is deemed to be indeterminable. Accordingly, nothing has been accrued for the Fund’s portion of any recoveries in the arbitration.

The Company has agreed to a contingent success fee to its lead arbitration counsel to be determined based on the outcome of the arbitration. As at June 30, 2017, the arbitration has not been settled and accordingly the success fee is deemed to be indeterminable and accordingly nothing has been accrued.

(Unaudited - Expressed in U.S. dollars)

A large majority of the costs of the arbitration to be incurred by SASL or the Company are payable only in the event there is an award in favour of SASL and will be paid out of the proceeds of any such award. These costs include certain fees and other expenses incurred in connection with the arbitration, including the Fund's portion of any recoveries received pursuant to the arbitration proceedings or any settlement with Bolivia, a contingent success fee payable to SASL's lead arbitration counsel, and other commitments. These fees, costs and expenses will be paid out of any such award, thus potentially reducing funds received by SASL by as much as one-third of the amount of any award in its favour.

Convertible notes

The convertible notes (Note 6) are secured by a pledge of approximately 20.7% of the shares of the Company's subsidiary in Chile, the holder of the Escalones property.

11 Segment information

The Company's operations are limited to a single industry segment, being mineral exploration and development. Geographic segment information of the Company's assets and liabilities as at June 30, 2017 and December 31, 2016 is as follows:

Identifiable assets	**June 30, 2017 $**	**December 31, 2016 $**
Bolivia	18,762,177	18,756,620
Canada	2,953,185	2,210,527
Chile	15,486,316	15,296,987
United States and other	15,366,461	13,995,223
Total assets	52,568,139	50,259,357

Identifiable liabilities	**June 30, 2017 $**	**December 31, 2016 $**
Bolivia	24,468	4,276
Canada	305,030	88,399
Chile	8,930	7,838
United States and other	206,282	164,804
Total liabilities	544,710	265,317

Geographic segmentation of the Company's net earnings (loss) for the three and six months ended June 30, 2017 and 2016 is as follows:

(Unaudited - Expressed in U.S. dollars)

	Three months ended June 30, 2017 $	Three months ended June 30, 2016 $	Six months ended June 30, 2017 $	Six months ended June 30, 2016 $
Bolivia	(38,230)	(17,762)	(59,692)	(38,447)
Canada	(1,345,007)	(19,781,689)	758,994	(21,571,286)
Chile	(1,746)	(28,174)	(8,474)	(40,603)
United States and other	(127,985)	(132,828)	(287,597)	(331,663)
Net earnings (loss)	(1,512,968)	(19,960,453)	403,231	(21,981,999)

12 Supplemental cash flow information

The Company conducted non-cash investing and financing activities during the six months ended June 30, 2017 and 2016 as follows:

	2017 $	2016 $
Interest income included in receivables and prepaids	1,622	13,416
Investing activities		
Deferred exploration costs included in accounts payable	(173,810)	(54,880)
Financing activities		
Share-based payments included in deferred exploration costs	38,903	32,080

13 Financial instruments

The Company's financial instruments consist of cash and cash equivalents, receivables, marketable securities, accounts payable and accrued liabilities, convertible notes, Class B shares, and stock options exercisable into Class B shares and common shares. Cash equivalents consisted of term deposits, the investment terms of which were less than three months at the time of acquisition. Cash and cash equivalents and receivables are designated as loans and receivables, which are measured at amortized cost. The Company's marketable securities have been designated as available for sale. Publicly held investments are reported at fair value based on quoted market prices with unrealized gains or losses reported in OCI. Accounts payable and accrued liabilities and convertible notes are designated as other financial liabilities which are measured at amortized cost. Class B shares and stock options exercisable into Class B and common shares are designated as FVTPL, which are measured at fair value, with changes in fair value recognized directly in earnings or loss in the period in which they arise.

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk.

There have been no changes in any risk management policies since December 31, 2016.

TriMetals Mining Inc.

(An Exploration Stage Company)

Condensed Interim Consolidated Schedule of Deferred Exploration Costs

(Unaudited - Expressed in U.S. dollars)

	Chile properties $	U.S. properties $	Total $
Balance at December 31, 2015	14,958,164	11,702,583	26,660,747
Land and option payments	39,621	207,458	247,079
Laboratory	10,588	151,579	162,167
Field supplies	-	15,418	15,418
Camp	5,954	38,472	44,426
Consulting and supervision	98,552	476,453	575,005
Surveying and staking	7,606	8,580	16,186
Environmental	3,085	160,902	163,987
Technical consulting	-	19,574	19,574
Drilling	-	546,144	546,144
Trenching	1,678	84,170	85,848
Travel and accommodation	1,557	143,679	145,236
Share-based payments	-	50,451	50,451
Value added tax credits	135	-	135
	168,776	1,902,880	2,071,656
Balance at December 31, 2016	15,126,940	13,605,463	28,732,403
Land and option payments	150,975	38,727	189,702
Laboratory	-	40,260	40,260
Field supplies	-	10,899	10,899
Camp	4,232	5,740	9,972
Consulting and supervision	61,486	314,861	376,347
Surveying and staking	1,083	4,720	5,803
Environmental	3,233	141,255	144,488
Technical consulting	4,062	56,195	60,257
Drilling	-	76,645	76,645
Trenching	-	41,810	41,810
Travel and accommodation	1,642	88,108	89,750
Share-based payments	-	38,903	38,903
Value added tax credits	278	-	278
Water lease payments	-	170,528	170,528
	226,991	1,028,651	1,255,642
Balance at June 30, 2017	15,353,931	14,634,114	29,988,045