



**CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)**

For the three months ended February 28, 2017

Unaudited – Expressed in Canadian Dollars

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED INTERIM FINANCIAL STATEMENTS**

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

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

Osprey Gold Development Ltd.*(An Exploration Stage Company)***Condensed Interim Statements of Loss and Comprehensive Loss****For the Three Months Ended February 28, 2017 and February 29, 2016***Unaudited – Prepared by Management**In Canadian Dollars*

	Note	2017	2016
Expenses			
Audit and accounting	7	\$ 7,000	\$ 1,750
Consulting	7	16,000	-
Exploration and evaluation costs	4	500	54,953
Investor relations		38,119	-
Legal		35,809	3,036
Office and administration	7	6,278	2,496
Share-based compensation	5	325,489	-
Transfer agent and filing fees		9,974	6,559
Net Loss and Comprehensive Loss for the Period		\$ 439,169	\$ 68,794
Loss per share – basic and diluted		\$ 0.03	\$ 0.01
Weighted average number of common shares outstanding		13,292,333	13,020,948

– See Accompanying Notes to the Condensed Interim Financial Statements –

Osprey Gold Development Ltd.*(An Exploration Stage Company)***Condensed Interim Statements of Cash Flows****For the Three Months Ended February 28, 2017 and February 29, 2016***Unaudited – Prepared by Management**In Canadian Dollars*

Cash Provided By (Used In):	2017	2016
Operating activities:		
Net loss for the period	\$ (439,169)	\$ (68,794)
Items not affecting cash:		
Share-based compensation	325,489	-
Change in non-cash working capital:		
GST recoverable	(5,735)	(324)
Prepaid expenses	1,228	-
Accounts payable and accrued liabilities	114,377	5,434
	<u>(3,810)</u>	<u>(63,684)</u>
Financing activities:		
Subscriptions received in advance (Note 5)	349,000	50,400
Share issue costs paid	(1,784)	(1,052)
	<u>347,216</u>	<u>49,348</u>
Net decrease in cash	343,406	(14,336)
Cash – beginning of period	15,756	58,721
Cash – end of period	\$ 359,162	\$ 44,385

Supplemental cash flow information:	2017	2016
Forgiveness of accounts payable	\$ -	\$ -
Interest paid in cash during the year	\$ -	\$ -
Income taxes paid in cash during the year	\$ -	\$ -

- See Accompanying Notes to the Condensed Interim Financial Statements -

Osprey Gold Development Ltd.*(An Exploration Stage Company)***Condensed Interim Statements of Changes in Shareholders' Equity***Unaudited – Prepared by Management**In Canadian Dollars*

	Share Capital						Total \$
	Shares	Amount \$	Subscriptions Received In Advance \$	Share Option Reserves \$	Warrant And Other Reserves \$	Deficit \$	
Balance, November 30, 2015 <i>(Audited)</i>	12,788,333	718,277	-	130,027	130,722	(918,336)	60,690
Private placement	504,000	50,400	-	-	-	-	50,400
Share issue costs	-	(1,052)	-	-	-	-	(1,052)
Net loss for the period	-	-	-	-	-	(68,794)	(68,794)
Balance, February 29, 2016 <i>(Unaudited)</i>	13,292,333	767,625	-	130,027	130,722	(987,130)	41,244
Net loss for the period	-	-	-	-	-	(48,225)	(48,225)
Balance, November 30, 2016 <i>(Audited)</i>	13,292,333	767,625	-	130,027	130,722	(1,035,355)	(6,981)
Private placement	-	-	349,000	-	-	-	349,000
Share issue costs	-	(1,784)	-	-	-	-	(1,784)
Share-based compensation	-	-	-	325,489	-	-	325,489
Net loss for the period	-	-	-	-	-	(439,169)	(439,169)
Balance, February 28, 2017 <i>(Unaudited)</i>	13,292,333	765,841	349,000	455,516	130,722	(1,474,524)	226,555

– See Accompanying Notes to the Condensed Interim Financial Statements –

Osprey Gold Development Ltd.

(An Exploration Stage Company)

Notes to the Condensed Interim Financial Statements

For the Three Months Ended February 28, 2017 and February 29, 2016

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1. Nature of Operations and Going Concern

Osprey Gold Development Ltd. ("the Company" or "Osprey") was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on April 8, 2010 under the name Gonzaga Resources Ltd. The Company changed its name to Osprey Gold Development Ltd., on January 9, 2017 and began trading under the symbol "OS" on the Toronto Stock Exchange's Venture Exchange. The Company is in the business of exploration, development and exploitation of mineral resources in Canada. The Company's registered address is: Suite 420 – 625 Howe Street, Vancouver, British Columbia, V6C 2T6.

The recoverability of amounts shown as mineral properties is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties and the ultimate realization of profits through future production or sale of the properties. Realized values may be substantially different than carrying values as recorded in these financial statements.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to continue its operation as a going concern for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At February 28, 2017, the Company had not achieved profitable operations, had an accumulated deficit of \$1,474,524 since inception and expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

Although the Company has been successful in the past in obtaining financing, there can be no assurances that the Company will continue to obtain the additional financial resources necessary and/or achieve profitability or positive cash flows from its future operations. If the Company is unable to obtain adequate additional financing, the Company would be required to curtail its planned operations, exploration and development activities.

2. Basis of Presentation

a) Statement of Compliance

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

b) Approval of the Financial Statements

These financial statements were approved and authorized for issue by the Board of Directors on May 1, 2017.

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2. Basis of Presentation – Continued

c) Basis of presentation

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited financial statements for the year ended November 30, 2016.

d) Critical accounting judgments and estimates

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Estimates:

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. The most significant accounts that require estimates as the basis for determining the stated amounts include: impairment of mineral property; provision for environmental rehabilitation; inputs used in the valuation of share-based payments; and provision for deferred income tax, including the effects of flow-through shares.

Judgments:

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Recoverability of capitalized mineral property costs

The Company capitalizes mining property acquisition costs which are to be amortized when production is attained or the balance thereof written off should the property be disproven through exploration or abandoned. The carrying value of the Company's mineral property is reviewed by management at least annually, or whenever events or circumstances indicate that its carrying value may not be recovered. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset is measured at fair value less costs to sell.

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2. Basis of Presentation – Continued

d) Critical Accounting Judgments and Estimates – Continued

Judgments: – Continued

Going Concern

The assumption that the Company is a going concern and will continue into the foreseeable future and at least one year. The factors considered by management are disclosed in Note 1.

Information about critical judgments in applying accounting policies that have the most significant effect of amounts recognized in the financial statements is included going concern assessment (Note 1).

3. Recent Accounting Pronouncements

Recent Accounting Pronouncements not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for future accounting periods. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

IFRS 9, *Financial Instruments* addresses classification, measurement and recognition of financial assets and financial liabilities. In July 2014, IASB completed the final version of the Standard which replaces IAS 39, *Financial Instruments: Recognition and Measurement*. IFRS 9 provides a revised model for classification and measurement, a single, forward-looking 'expected loss' impairment model and a reformed approach to hedge accounting. The effective date for this standard is for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company does not expect any impact from this amendment.

IFRS 16, *Leases*, addresses accounting for leases and lease obligations and replaces the leasing guidance in IAS 17, *Leases*. The guidance requires 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. The guidance is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company does not expect any impact from this guidance.

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4. Mineral Property Interests

a) Kennedy River Project, BC, Canada

In April 2010, the Company staked two mineral claim blocks called the Kennedy River Project located near Port Alberni on Vancouver Island in British Columbia. On December 30, 2013, the mineral claim for Kennedy River North claim block lapsed, leaving 10 mineral tenures in good standing for Kennedy River South claim block.

Details of activities for the three months ended February 28, 2017 and the year ended November 30, 2016 are as follows:

Kennedy River Project, BC, Canada	February 28, 2017	November 30, 2016
Net book value	\$ 13,521	\$ 13,521

Details of the cumulative exploration expenditures for the three months ended February 28, 2017 and the year ended November 30, 2016 are as follows:

Kennedy River Project, BC, Canada	February 28, 2017	November 30, 2016
Opening cumulative expenditure	\$ 241,038	\$ 186,085
Mineral exploration costs:		
Camp and general	-	2,453
Geological and geophysical	-	16,500
Mapping and interpretation	-	10,500
Technical report	-	25,500
Total mineral exploration costs	-	54,953
Ending cumulative expenditure	\$ 241,038	\$ 241,038

b) Goldenville Project, NS, Canada

On March 2, 2017, the Company acquired Crosby Gold Ltd. ("Crosby"), which holds an option to acquire a 100% interest in the Goldenville Gold Project located in Nova Scotia (Note 10).

Details of the cumulative exploration expenditures for the three months ended February 28, 2017 and the year ended November 30, 2016 are as follows:

Goldenville Project, NS, Canada	February 28, 2017	November 30, 2016
Opening cumulative expenditure	\$ -	\$ -
Mineral exploration costs:		
Technical report	500	-
Total mineral exploration costs	500	-
Ending cumulative expenditure	\$ 500	\$ -

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5. Shareholders' Equity

The Company's authorized share capital consists of an unlimited number of common shares without par value.

a) Share Capital Transactions

The Company did not have any share capital transactions during the three months ended February 28, 2017 and for the year ended November 30, 2016. The Company received \$349,000 in subscriptions in advance and incurred \$1,784 in share issuance costs in relation to the private placement that closed on March 2, 2017 (Note 10).

b) Reserves

The following is a summary of the reserves components relating to stock options and warrants:

	February 29, 2017	November 30, 2016
Options	\$ 130,027	\$ 130,027
Warrants	130,722	130,722
Total	\$ 260,749	\$ 260,749

c) Stock Options

The board of directors may grant incentive stock options to the Company's directors, officers, employees and consultants for the purchase of common shares in an aggregate amount of up to 10% of the Company's issued and outstanding common shares from time to time. The number of shares reserved for issuance to: i) any one optionee during any 12 month period shall not exceed 5% of the issued and outstanding shares, calculated at the date such options are granted; ii) any one optionee, who is a consultant, during any 12 month period shall not exceed 2% of the issued and outstanding shares, calculated at the date such options are granted; and iii) any employees and consultants who are engaged or employed in investor relations services during any 12 month period shall not exceed 2% of the issued and outstanding shares, calculated at the date such options are granted. The price of stock options granted is determined by the Board and the maximum term of stock options is ten years.

The vesting schedule for each option shall be specified at the time of grant; provided that if no vesting schedule is specified at the time of grant, the option shall vest immediately on the grant date. Options granted to optionees who provide investor relations services shall vest in stages over twelve months, with no more than one quarter of the options vesting over any three month period.

As at February 28, 2017 the following stock options and warrants were outstanding:

	Number of Shares	Exercise Price	Number Exercisable	Expiry Date
Options	1,325,000	\$ 0.30	350,000	January 25, 2022

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5. Shareholders' Equity – Continued

c) Stock Options – Continued

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, November 30, 2016	-	\$ 0.00
Granted	1,325,000	0.30
Balance, February 28, 2017	1,325,000	\$ 0.30

Number of options currently exercisable as at February 28, 2017	350,000	\$ 0.30
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d) Share-based compensation

During the three months ended February 28, 2017, the Company granted 1,325,000 stock options to directors, officers, employees and consultants with an estimated fair value of \$325,489. The stock options vest immediately, with a four month hold for non-consultants. The stock options are exercisable at \$0.30 until January 25, 2022.

During the three months ended February 28, 2017, the Company recorded \$325,489 in share-based compensation expense (February 29, 2016 - \$Nil). The Company estimated a fair value of \$325,489 for the 1,325,000 stock options granted in January 2017 using the following assumptions:

	Assumptions
Risk-free interest rate	1.17%
Expected dividend yield	0%
Expected stock price volatility	127.25%
Expected option life in years	5 years
Forfeiture rate	0%

6. Segmented Information

The Company has only one reportable operating segment, being mineral property explorations in Canada.

7. Key Management and Related Party Transactions

Related party transactions and balances are as follows:

Key management personnel:

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes executive and non-executive members of the Company's Board of Directors, corporate officers and a vice president. During the three months ended February 28, 2017 and February 29, 2016, officers and Board members were not paid or accrued any compensation.

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7. Key Management and Related Party Transactions – Continued

Key management personnel: – Continued

Included in payables is \$6,300 due to Family Swing Holdings Inc. (“Family Swing”), a company controlled by Jeffrey Wilson, the CEO and Director of the Company (January 31, 2016 - \$Nil) for consulting services as well as \$17,240 due to Cooper Quinn for technical and consulting fees.

Other related parties:

During the three months ended February 28, 2017, the Company paid/accrued \$6,000 (2016: \$Nil) in consulting expense to Family Swing, \$10,000 (2016: Nil) in consulting expense to Cooper Quinn, and \$Nil (2016: \$1,750) in accounting expense to CDM Capital Partners Inc., a company partially controlled by Darren Devine, the previous CFO and Corporate Secretary of the Company.

8. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its mineral properties to commercial production.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets, being mineral properties. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. Management reviews its capital management approach on regular basis. The Company is not subject to externally imposed capital requirements. There was no change in management's approach to capital management during the three months ended February 28, 2017.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly-rated financial instruments, such as cash and other short-term guaranteed deposits, all held with major financial institutions.

9. Financial Instruments

The classification of the financial instruments as well as their carrying values is shown in the table below:

Loans and receivables	\$	359,162
Financial liabilities measured at amortized cost	\$	152,047

The Company accounts for its financial instruments as follows:

Cash	Loans and receivables
Accounts payable and accrued liabilities	Financial liabilities measured at amortized cost

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9. Financial Instruments – Continued

a) Fair Value of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair values of cash and accounts payable and accrued liabilities, approximate their carrying values due to the relatively short-term maturity of these instruments.

b) Management of Risks Arising From Financial Instruments

The Company is exposed to various types of market risks including credit risk, liquidity risk, interest rate risk and commodity price risk. This is not an exhaustive list of all risks, nor will the mitigation strategies eliminate all risks listed.

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's only credit risk relates to its cash balance, which is kept with a large Canadian bank and therefore is a negligible credit risk.

(ii) Liquidity Risk – Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's financial obligations are limited to accounts payable and accrued liabilities, all of which have contractual maturities of less than a year.

(iii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

(iv) Commodity Price Risk – The Company's future success is linked to the price of minerals, because the value of mineral resources and the Company's future revenues are tied to prices of minerals. Worldwide production levels also affect the prices. The prices of minerals are occasionally subject to rapid short-term changes due to speculative activities.

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10. Subsequent Events

- a) On March 2, 2017, the Company acquired all of the issued and outstanding shares of Crosby in consideration of the issuance of an aggregate of 5,840,000 common shares of the Company to Crosby's shareholders. Upon completion of the transaction, Crosby became a wholly owned subsidiary of the Company.

- b) The Company closed a non-brokered private placement issuing 7,200,000 units of Osprey at a price of \$0.25 per unit, for aggregate proceeds of \$1,800,000. Each unit consists of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of \$0.40 per share for a period of 18 months. The Company paid aggregate cash finders' fees of \$90,480 and issued 433,920 Finders' Warrants in connection with the Private Placement. Each Finder's Warrant entitles the holder to acquire one common share of the Company at \$0.40 per share for 18 months.