TISDALE RESOURCES CORP. (Formerly Senator Minerals Inc.)

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2019

(Unaudited - Expressed in Canadian Dollars)

Notice of No Auditor Review

These unaudited consolidated interim financial statements of Tisdale Resources Corp. (formerly Senator Minerals Inc.) (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited - Expressed in Canadian Dollars)

	March 31	D	ecember 31
	2019		2018
ASSETS			
Current assets			
Cash	\$ 14,289	\$	139,038
Amounts receivable	22,460		20,160
	\$ 36,749	\$	159,198
LIABILITIES			
Current liabilities			
Trade and other payables (note 6)	\$ 109,581	\$	138,230
Loan payable (note 8)	164,079		204,419
	273,660		342,649
SHAREHOLDERS' DEFICIENCY			
Share capital (note 9)	12,900,151		12,900,151
Warrants reserve (note 10)	76,727		76,727
Share-based payment reserve (note 10)	250,442		250,442
Deficit	(13,464,231)		(13,410,771)
	(236,911)		(183,451)
	\$ 36,749	\$	159,198

Nature and continuance of operations (note 1)

Approved on behalf of the Board:

Director "Alex Klenman" Alex Klenman

Director <u>"Mark Ferguson"</u> Mark Ferguson

CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS (Unaudited - Expressed in Canadian Dollars)

		Three Months Ended March 31			
		2019		2018	
Exploration expenditures: acquisition, maintenance,					
exploration and geological consulting (Schedule) (note 5)	\$	6,561	\$	2,085	
General and administrative expenses					
Advertising and promotion		-		3,620	
Consulting fees		12,180		15,000	
Filing and listing fees		13,707		12,424	
Interest (note 8)		3,498		-	
Management fees (note 11)		7,500		14,500	
Office		14		3,783	
Professional fees		10,000		9,511	
		46,899		58,838	
Loss and comprehensive loss	\$	(53,460)	\$	(60,923)	
Basic and diluted loss per share	\$	(0.00)	\$	(0.01)	
Weighted average number of common shares outstanding	1	0,923,491		10,369,904	

CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY (Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share Ca	pital	Warrants Reserve	Share-based Payment Reserve	Deficit	Total Shareholders' Equity (Deficiency)
Balance at January 1, 2018	10,373,491	12,790	,151	76,727	250,442	\$ (13,175,659)	\$ (58,339)
Loss for the period	-		-	-	-	(60,923)	(60,923)
Balance at March 31, 2018	10,373,491	12,790	,151	76,727	250,442	(13,236,582)	(119,262)
Balance at January 1, 2019	10,923,491	12,900	,151	76,727	250,442	(13,410,771)	(183,451)
Shares issued in private placement				-	-	-	-
Loss for the period	-		-	-	-	(53,460)	(53,460)
Balance at March 31, 2019	10,923,491	\$ 12,900	,151 \$	5 76,727	\$ 250,442	\$ (13,464,231)	\$ (236,911)

Note: On November 14, 2018, the Company consolidated all its issued and outstanding share capital on a one-new-for-four-old basis. All appropriate figures in these consolidated financial statements have been updated to reflect the share consolidation.

CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited - Expressed in Canadian Dollars)

	Three Months Ended March 31			
		2019	2018	
Cash provided by (used in):				
Operating activities				
Loss for the period	\$	(53,460) \$	(60,923)	
Item not affecting cash:				
Interest on Ioan		4,660	-	
Change in non-cash working capital items:				
Amounts receivable		(2,300)	(2,173)	
Prepaid expenses		-	(565)	
Trade and other payables		(28,649)	26,083	
Net cash flows used in operating activities		(79,749)	(37,578)	
Financing activities				
Loan repayment		(45,000)	-	
Net cash flows provided by financing activities		(45,000)	-	
Change in cash during the period		(124,749)	(37,578)	
Cash, beginning of the period		139,038	179,302	
Cash, end of the period	\$	14,289 \$	141,724	
Supplemental displacing of each flow information.				
Supplemental disclosure of cash flow information:	\$	- \$		
Interest paid	Φ	- Þ	-	
Non-cash transactions:				
Loan received upon conversion of accounts payable into loan				
payable (Note 8)	\$	- \$	190,000	

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

1. Nature and Continuance of Operations

Tisdale Resources Corp. (formerly Senator Minerals Inc.) (the "Company"), listed on the TSX-Venture Exchange ("TSX-V") as ("TRC"), is a corporation continued under the laws of the Province of British Columbia with its principal, registered and records office located at 2200 – 885 West Georgia Street, Vancouver, BC V6C 3E8.

On November 14, 2018, the Company consolidated all its issued and outstanding share capital on a one-new-for-four-old basis. On the same date, the name of the Company was changed to Tisdale Resources Corp.

The Company is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests in North America. At the date of the consolidated financial statements, the Company has not identified a known body of commercial grade minerals on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

Management is targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

These consolidated interim financial statements have been prepared on a going concern basis which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The Company continues to incur operating losses and at March 31, 2019 had a cumulative deficit of \$13,464,231 and a working capital deficiency of \$236,911. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Further discussion of liquidity risk is included in notes 3 and 4.

These consolidated interim financial statements were authorized for issue on May 28, 2019 by the directors of the Company.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

2. Significant Accounting Policies and Basis of Preparation

(a) Statement of compliance and basis of preparation

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting. These consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Corporation's audited annual financial statements for the year ended December 31, 2018, which have been prepared in accordance with IFRS.

The consolidated interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The presentation and functional currency of the Company is the Canadian dollar.

(b) Consolidation

The consolidated interim financial statements include the accounts of the Company and its controlled subsidiaries, after the elimination of all material intercompany balances and transactions. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

The Company's controlled subsidiaries included in these consolidated interim financial statements are:

Name	Country of Incorporation	Ownership	
	. 2		2018
515427 BC Ltd.	Canada	100%	100%
Gunnar Minerals Corp.	Canada	100%	100%
Keefe Lake Projects Inc.	Canada	100%	100%

515427 BC Ltd. had no commercial activities during the current or previous year.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

2. Significant Accounting Policies and Basis of Preparation, continued

(c) Use of estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect events concerning the future. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability and measurement of deferred tax assets and provisions for restoration and environmental obligations.

(d) Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- the classification/allocation of expenditures as exploration and evaluation expenditures or operating expenses; and
- the classification of financial instruments.

(e) Recent accounting pronouncements

New accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. 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.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

3. Capital Management

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and deposit balances to cover operating and exploration costs over a reasonable future period. The Company accesses capital markets as necessary and may also acquire additional funds where advantageous circumstances arise.

The Company currently has no externally-imposed capital requirements. There have been no changes in the Company's approach to capital management during the period.

4. Financial Instruments and Risk Management

As at March 31, 2019, the Company's financial instruments consist of cash, loan and trade and other payables.

In management's opinion, the Company's carrying values of cash, loan and trade and other payables approximate their fair values due to the immediate or short term maturity of these instruments.

The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash amounting to \$14,289 at March 31, 2019. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet trade and other payables and loan payable requirements. The Company tries to achieve this by maintaining sufficient cash to cover current liabilities as they mature. At March 31, 2019, the Company had a working capital deficiency of \$236,911 (December 31, 2018 - \$183,451). Liquidity risk is assessed as high.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

4. Financial Instruments and Risk Management, continued

Price Risk

The Company is not exposed to price risk.

Foreign Exchange Risk

The Company's functional and reporting currency is the Canadian dollar as most major expenditures and costs are made in Canadian dollars. As at March 31, 2019 and December 31, 2018, the Company had a negligible balance of cash on deposit for future expenditures in United States currency. The Company does not hedge foreign currency transactions. Management believes the foreign currency exchange risk derived from currency conversion to be negligible at this time.

Interest Rate Risk

The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

5. Exploration and Evaluation Properties

Ownership of mineral property interests may involve certain risks due to difficulties in determining the validity of certain claims as well as the potential for problems arising from the ambiguous conveyancing history characteristic of some mineral properties. The Company had investigated ownership of the mineral properties in which it has an interest and, to the best of its knowledge, all properties are in good standing.

It is the Company's policy to expense exploration and evaluation expenditures as incurred. See schedule appended to these financial statements for details of expenditures in the three month periods ended March 31, 2019 and 2018. As at March 31, 2019, the Company owned or had royalty interests or lease options on the following mineral property interests:

Patterson North East (PNE) Uranium Project, Northern Saskatchewan

On February 7, 2017, the Company entered into an option agreement to acquire a 100per-cent interest in the Patterson North East (PNE) uranium project, located on the east side of the Athabasca basin in Northern Saskatchewan.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

5. Exploration and Evaluation Properties, continued

Patterson North East (PNE) Uranium Project, Northern Saskatchewan, continued

The Company can earn a 100% interest in the PNE project by making payments of \$150,000 to the vendor at various times in year one, a further \$250,000 on the first anniversary and a final payment of \$500,000 on the second anniversary of the agreement. As at December 31, 2017, the Company had paid \$115,000 to the optionor, and had spent a total of \$80,550 for claim maintenance and exploration costs on the project. Total acquisition and exploration costs related the project was recognized in the statement of comprehensive loss.

The Company has elected to terminate its option to acquire the Patterson Northeast (PNE) Uranium Project.

Carter Lake Uranium Project, South-western Saskatchewan

On September 13, 2017, the Company entered into a share purchase agreement with Gunnar Minerals Corp. ("Gunnar") pursuant to which it acquired 100% of the shares of Gunnar in consideration for a cash payment of \$1,700,000. Gunnar holds the rights to acquire the Carter Lake Uranium Project, located in the southwestern corner of the Athabasca basin, Saskatchewan after signing an agreement with Doctors Investment Group Ltd. ("Doctors") to acquire 100% interest in and to the property on April 8, 2017. The project covers approximately 1,113 hectares on the Carter Lake corridor. The Carter Lake uranium project is subject to a 2% net smelter return royalty, one-half of which can be purchased in consideration for a cash payment of \$2,000,000.

In consideration of the grant of the right by Doctors to purchase 100% undivided interest in the property, Gunnar shall pay:

- (a) \$100,000 in cash within 5 days of Gunnar entering into an assignment or other material agreement for an interest in the Property with an issuer with shares trading on a recognized stock exchange (September 13, 2017) but in any event no later than 90 days after the signing of this agreement (paid July 5, 2017);
- (b) A further \$100,000 in cash and completing no less than \$250,000 in qualified exploration expenditures on the Property, on or before April 8, 2019;
- (c) A further \$100,000 in cash and completing no less than \$500,000 in qualified exploration expenditures on the Property, on or before April 8, 2020;
- (d) A further \$100,000 in cash and completing no less than \$1,000,000 in qualified exploration expenditures on the Property, on or before April 8, 2021;
- (e) At Gunnar's election, cash payments can be paid to Doctors in lieu of completing qualified exploration expenditures on the Property.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

5. Exploration and Evaluation Properties, continued

Keefe Lake Projects, North-eastern Saskatchewan

On November 24, 2017, the Company acquired 100% of the shares of Keefe Lake Projects Inc. Subject to existing royalty rights, Keefe Lake Projects Inc. holds a 100-percent interest in the Keefe Lake uranium project, an advanced exploration project that covers an area of approximately 15,400 hectares, on the eastern side of the Athabasca basin, in northeastern Saskatchewan, Canada.

6. Trade and Other Payables

	March 31, 2019	December 31, 2018
Trade	\$ 94,138	\$ 131,230
Other payables – accrued liabilities	\$ <u> </u>	\$ 7,000 138,230

7. Acquisition of Subsidiaries

Gunnar Minerals Corp.

On September 13, 2017, the Company completed the acquisition of the Carter Lake uranium project through the purchase of Gunnar Minerals Corp. ("Gunnar"). Gunnar holds the right to acquire a 100% interest in the Carter Lake Uranium project.

Following completion of the acquisition, Gunnar became a wholly owned subsidiary of the Company. In consideration for the acquisition of Gunnar, the Company paid \$0.227 per share for the 7,500,000 outstanding common shares of Gunnar, which includes a \$100,000 commitment fee advanced to Gunnar in June 2017. As of closing of the acquisition, the Company has paid a total of \$1,700,000 (including the commitment fee) as purchase consideration.

The Company was considered the acquirer, and Gunnar was considered the acquiree in the transaction. Gunnar was incorporated in April 2017 and did not constitute an operating business; therefore, the transaction was not accounted for as a business combination under IFRS 3. The consideration paid in excess of net liabilities acquired was expensed to exploration expenditures.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

7. Acquisition of Subsidiaries, continued

The following table summarizes the consideration paid and the fair value of the identifiable liabilities assumed as of the date of acquisition:

Cash paid	\$ 1,700,000
Total consideration paid	1,700,000
Liabilities	(1,164)
Total value	(1,164)
Exploration expenditures	\$ 1,701,164

Keefe Lake Projects Inc.

On November 24, 2017, the Company acquired Keefe Lake Projects Inc. ("Keefe Lake"). Pursuant to a purchase agreement entered into by the Company, Keefe Lake and its shareholders, Urania Resource Corp. and Doctors, whereby the Company acquired all of the issued and outstanding share capital of Keefe Lake for 6,100,000 common shares of the Company. The shares were valued at \$0.47 per common share, based on the fair value of the shares on the date of TSX-V acceptance of this transaction.

The Company was considered the acquirer, and Keefe Lake was considered the acquiree in the transaction. Keefe Lake was incorporated in November 2017 and did not constitute an operating business; therefore, the transaction was not accounted for as a business combination under IFRS 3. The consideration paid in excess of net liabilities acquired was expensed to exploration expenditures.

The following table summarizes the consideration paid and the fair value of the identifiable liabilities assumed as of the date of acquisition:

Number of shares issued	6,100,000
Fair value of shares at acquisition date	\$ 0.47
Total consideration paid	\$ 2,867,000
Assets/Liabilities	-
Total value	-
Exploration expenditures	\$ 2,867,000

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

8. Loan Payable

On March 29, 2018, the Company entered into a debt modification agreement with Apollo Innovative Solutions Inc. (the "Creditor"). The Creditor agreed to convert its outstanding accounts payable of \$190,000 into a note due on July 1, 2019 and the Company agreed to pay the Creditor 10% interest on the outstanding balance, payable on maturity of the note. As of March 31, 2019, the Company has accrued \$19,079 in interest and has repaid \$45,000 of the principal balance.

9. Share Capital

(a) Authorized:

Unlimited number of common shares without par value Unlimited number of special shares issuable in series without par value

(b) Common shares issued:

2019

There were no changes to share capital during the three month period ended March 31, 2019.

2018

On November 14, 2018, the Company consolidated all its issued and outstanding share capital on a one-new-for-four-old basis. All figures as to the number of common shares, stock options, warrants, and loss-per-share in these consolidated financial statements have been retroactively restated to reflect the consolidation.

On December 3, 2018, the Company completed a non-brokered private placement by issuing 550,000 units at a price of \$0.20 per unit for gross proceeds of \$110,000. Each unit consists of one common share of the Company and one common share purchase warrant entitling the holder to acquire a further common share of the Company at a price of \$0.26 per share for a period of twenty-four months.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

9. Share Capital, continued

(c) Warrants

Warrant activity for the periods ended March 31, 2019 and December 31, 2018 is presented below:

	March 31, 2019			December 31, 2018			
	201	2019			2018		
	Number of Warrants	ä	Veighted average exercise price	Number of Warrants	а	eighted verage xercise price	
Outstanding - beginning of period Issued	550,000 -	\$	0.26	- 550,000	\$	- 0.26	
Outstanding - end of period	550,000	\$	0.26	550,000	\$	0.26	

As at March 31, 2019, the following warrants were outstanding:

Number of Warrants	Weighted / Exercise	Expiry date	Remaining Life (years)	
550,000	\$	0.26	December 3, 2020	1.68

(d) Stock options

The Company has a rolling incentive stock option plan that can reserve a maximum of 10% of the issued shares of the Company at the time of the stock option grant with no vesting provisions, but including the following terms:

- Each incentive share purchase option is personal to the grantee and may be neither assigned nor transferred to anyone else;
- Individual incentive share purchase options will have no more than a maximum term of five (5) years from the date of their grant;
- Incentive share purchase options granted to any one individual in any 12 month period cannot exceed 5% of the issued and outstanding shares of the Company;
- Individual incentive share purchase options granted to any one consultant in any 12 month period shall not exceed 2% of the issued and outstanding shares of the Company; and
- Individual incentive share purchase option agreements granted to an employee or consultant conducting investor relations activities will not exceed an aggregate of 2% of the issued and outstanding shares of the Company in any twelve month period.

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

9. Share Capital, continued

As at March 31, 2019 and December 31, 2018, the Company had no stock options outstanding.

10. Reserves

(a) Warrants reserve

This reserve records the incremental increase in the fair value of previously outstanding warrants resulting from a re-pricing.

(b) Share-based payments reserve

This reserve records items recognized as share-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amounts recorded could potentially be transferred to deficit but the Company has elected to maintain them in the share-based payments reserve account.

11. Related Party Transactions and Balances

Related Party Transactions

Key management compensation for the three months ended March 31, 2019 and 2018 consisted of the following:

 Management fees in the amount of \$7,500 (2018 - \$14,500) were paid to a director, (2018) former directors and companies controlled by former directors of the Company.

Related Party Balances

At March 31, 2019, included in trade payables was \$6,300 (2018 - \$12,600) owing to a director and (2018) a company controlled by a former director of the Company in respect of fees.

12. Operating Segment

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in North America (Saskatchewan).

Notes to the Consolidated Interim Financial Statements For the three months ended March 31, 2019 and 2018 (Unaudited – Expressed in Canadian Dollars)

Schedule – Exploration and Evaluation Expenditures

	Property	Acquisition \$	Maintenance \$	Exploration \$	Total Expended \$
Three months ended March 31, 2019					
	Carter Lake	-	6,561	-	6,561
		-	6,561	-	6,561
Three months ended March 31, 2018					
	Carter Lake	-	585	1,500	2,085
		-	585	1,500	2,085