

SHANE RESOURCES LTD.

207-120 Sonnenschein Way

Saskatoon, SK

S7M 0W2

SHANE RESOURCES LTD.

Annual Financial Statements

For the years ended December 31, 2019 and 2018

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Shane Resources Ltd.

Opinion

We have audited the financial statements of Shane Resources Ltd. (the "Company"), which comprise the statement of financial position as at December 31, 2019, and the statements of operations and comprehensive loss, changes in shareholders equity (deficiency) and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the financial statements, which indicates that the Company had a working capital deficit of \$27,980. As stated in Note 2, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Matter

The financial statements for the year ended December 31, 2018 were audited by another auditor who expressed an unmodified opinion on those financial statements on June 27, 2019.

Other Information

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is George G. Lovrics.

Stern & Lovrics LLP

Toronto, Ontario
April 29, 2020

Chartered Professional Accountants
Licensed Public Accountants

SHANE RESOURCES LTD.

STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	December 31, 2019	December 31, 2018
<hr/>		
ASSETS		
Current		
Receivables	\$ 3,020	\$ 626
	<hr/> \$ 3,020	<hr/> \$ 626
<hr/>		
LIABILITIES		
Current		
Accounts payable	\$ 31,000	\$ 12,500
	<hr/> 31,000	<hr/> 12,500
<hr/>		
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Capital stock (Note 5)	6,797,012	6,725,012
Deficit	(6,824,992)	(6,736,886)
	<hr/> (27,980)	<hr/> (11,874)
<hr/>		
	\$ 3,020	\$ 626
<hr/>		

Nature of operations (Note 1)

Going Concern (Note 2)

Subsequent Event (Note 9)

The accompanying notes are an integral part of the annual financial statements.

Approved and authorized by the Board of Directors on April 29, 2020:

“Binyomin Posen”

Director

“Sendi Shorser”

Director

The accompanying notes are an integral part of the annual financial statements.

SHANE RESOURCES LTD.

STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the years ended	
	December 31, 2019	December 31, 2018
Operating costs for the year		
Public company fees	\$ 20,086	\$ -
Management and consulting fees (Note 7)	28,500	12,500
Professional fees	39,520	-
Net loss and comprehensive loss for the year	\$ 88,106	\$ 12,500
Loss per share - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average common shares	75,688,915	26,490,750

The accompanying notes are an integral part of the annual financial statements.

SHANE RESOURCES LTD.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

For the years ended
December 31, 2019 **December 31, 2018**

Cash flows used in operating activities

Net loss for the year	\$ (88,106)	\$ (12,500)
Non-cash working capital item changes:		
Receivables	(2,394)	-
Payables and accrued liabilities	18,500	12,500
	(72,000)	-

Cash flows provided by financing activities

Issuance of share capital	72,000	-
	72,000	-

Change in cash during the year

- -

Cash, beginning of year

- -

Cash, end of year

\$ - \$ -

Cash (paid) received during the year for income taxes and interest

\$ - \$ -

The accompanying notes are an integral part of the annual financial statements.

SHANE RESOURCES LTD.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Deficit	Total
Balance December 31, 2017	26,490,750	\$ 6,725,012	\$ (6,724,386)	\$ 626
Loss for the year	-	-	(12,500)	(12,500)
Balance December 31, 2018	26,490,750	6,725,012	(6,736,886)	(11,874)
Issuance of shares	85,670,160	72,000	-	72,000
Loss for the period	-	-	(88,106)	(88,106)
Balance December 31, 2019	112,160,910	\$ 6,797,012	\$ (6,824,992)	\$ (27,980)

The accompanying notes are an integral part of the annual financial statements.

SHANE RESOURCES LTD.

Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

1. Nature of Operations

Shane Resources Ltd. (the “Company”) is a corporation incorporated under the laws of Saskatchewan.

On January 31, 2014, the shareholders, on a “majority of minority” basis, authorized the delisting of the Company’s shares from the NEX board of the TSX Venture Exchange. Shareholders also approved the sale of substantially all of the assets of the Company and the winding up of the Company.

On June 20, 2014, the Company was dissolved.

On December 21, 2018 the Company was revived. On May 9, 2019, the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan issued a variation order of its cease trade order dated June 11, 2014, which variation order: (i) authorized the Company to enter into a loan agreement with an arm’s length lender in the amount of \$10,000 which is convertible into 20,000,000 common shares of the Company at \$0.0005 per share and 20,000,000 warrants of the Company at an exercise price of \$0.002 per share; and (ii) authorized the Company to distribute common shares to raise a total of \$62,000, of which the Company proposes to issue 46,226,875 common shares at \$0.0005 per share and 19,443,285 common shares at \$0.002 per share.

On May 9, 2019, the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan issued a variation order (the “variation order”) to vary a cease trade order issued against the Company on June 11, 2014 (the “CTO”), which variation order was solely for the purpose of allowing the Company to enter into the loan agreement, the conversion of the loan and the private placement. The securities issued pursuant to the conversion of loan and the private placement are subject to the CTO. There is no guarantee that the CTO will be fully revoked and until such time as the CTO is fully revoked, the securities will remain subject to the CTO.

On May 27, 2019, the Company announced that Loomac Management Ltd. acquired, pursuant to the conversion of a loan in the amount of \$10,000 advanced by Loomac Management Ltd. to the company, 20,000,000 units of the Company at a price of \$0.0005 per unit. Each unit consists of one common share and one common share purchase warrant (“warrant”), each warrant entitling the holder to purchase one additional common share at an exercise price of \$0.002 per share until May 27, 2024. The common shares, the warrants and the common shares issuable upon exercise of the warrants are subject to a statutory four-month holder period and the CTO.

On May 27, 2019, the Company announced that Loomac Management Ltd. acquired, pursuant to a private placement, beneficial ownership and control of 40,000,000 common shares at a price of \$0.0005 per share. The common shares are subject to a statutory four-month holder period and the CTO.

As a result of the above transactions, Loomac Management Ltd. now beneficially owns and controls a total of 60,000,000 common shares which represents 69.37% of the issued common shares of the Company. If

SHANE RESOURCES LTD.

Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

Loomac Management Ltd. exercises all the warrants, it would beneficially own 80,000,000 common shares of the Company, which would represent approximately 75.12% of the issued and outstanding common shares of the Company on a fully diluted basis.

On June 25, 2019, the Company has also closed the private placement where the Company issues (i) 6,226,875 common shares, at a subscription price of \$0.0005 per common share; and (ii) 19,443,285 common shares, at a subscription price of \$0.002 per common share. The common shares are subject to a statutory four month hold period and the CTO.

On November 12, 2019, the Company announced that on November 8, 2019 the Financial and Consumers Affairs Authority, Securities Division of Saskatchewan issued an order revoking its previously issued cease trade order in respect of the securities of the Corporation.

2. Going Concern

These financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going-concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

As at December 31, 2019, the Company had a working capital deficit of \$27,980. The Company’s liquidity is dependent on its ability to obtain additional equity financing and achieve future profitable operations.

The Company has not generated revenue from operations and will require additional financing to maintain its operations and activities. These material uncertainties and conditions may cast significant doubt as to the Company’s ability to continue as a going concern.

The 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.

3. Basis of Presentation

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

SHANE RESOURCES LTD.

Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These financial statements were authorized for issue by the Board of Directors on April 29, 2020.

Basis of measurement

These financial statements are presented in Canadian dollars, unless otherwise stated.

Critical accounting judgments and estimates

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Critical judgments in applying accounting policies

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 2.

4. Significant Accounting Policies

The financial statements of the Company have been prepared in accordance with IFRS and reflect the following significant accounting policies:

Financial Instruments

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories:

- (i) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss; and
- (ii) those to be measured at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and the

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Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (an irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income or loss.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified. The Company has implemented the following classifications:

- Cash is classified as an asset at fair value and any period end change in fair value is recorded in profit or loss.
- All current liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken to profit and loss or other comprehensive income or loss (an irrevocable election at the time of recognition).

Impairment

The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

See Note 8 for additional information on the classification of the Company's financial instruments.

Impairment of long lived assets

At each financial position reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication

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Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. For diluted per share computations, assumptions are made regarding potential common shares outstanding during the year. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the year, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the year, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probably that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probably that future taxable profit will allow the deferred tax asset to be recovered.

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Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

Share based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The Company recognizes share-based compensation expense based on the estimated fair value of the options. A fair value measurement is made for each vesting installment within each option grant and is determined using the Black-Scholes option-pricing model. The fair value of the options is recognized over the vesting period of the options granted as both share-based compensation expense and reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to capital stock.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Foreign currency translation

The functional currency and the reporting currency of the Company is the Canadian dollar. Transactions denominated in foreign currency are translated into Canadian dollars at the rate of exchange in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies have been translated into Canadian dollars at the rate of exchange in effect at the statement of financial position date, while non-monetary assets and liabilities are translated at historical rates.

Any gains or losses resulting from translation have been included in the statement of operations and comprehensive loss.

Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's equity that results from transactions and other events from other than the Company's shareholders. Gains and losses that would otherwise be recorded as part of net earnings is presented in other "comprehensive income" until it is considered appropriate to recognize into net earnings. Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss) and represents the change in shareholders' equity which results from transactions and events from sources other than the Company's shareholders. For the years presented, net loss was the same as comprehensive loss.

Recent Accounting Pronouncements

On January 13, 2016, the IASB issued IFRS 16 – Leases, the new leases standard. The standard is effective for periods beginning on or after January 1, 2019. There was no material impact to the Company's financial statements as a result of adopting this new standard.

SHANE RESOURCES LTD.

Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

The Company has initially adopted *IFRS 15 Revenue from contracts with customers* and *IFRS 9 Financial instruments* from January 1, 2018. The effect of initially applying these standards did not have a material impact on the Company's financial statements. In the case of IFRS 15, because the Company does not have any revenue from contracts with customers the adoption of this standard did not have any effect on the Company's financial statements.

IFRS 9 Financial instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces *IAS 39 Financial instruments: recognition and measurement*. There was no material impact to the Company's financial statements as a result of transitioning to IFRS 9.

The details of the new significant accounting policies and the nature and effect of the changes to previous accounting policies are set out below.

(a) Classification and measurement of financial assets and liabilities

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of "held to maturity", "loans and receivables" and "available for sale".

The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. The impact of IFRS 9 on the classification and measurement of financial assets is set out in the following paragraph.

A financial asset is classified as measured at "amortized cost", "fair value through other comprehensive income (FVOCI)" or "fair value through profit and loss (FVTPL)". The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification. The Company's financial assets, which consist of receivables, are classified at FVTPL.

(b) Impairment of financial assets

An "expected credit loss (ECL)" model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company's financial assets measured at amortized cost and subject to the ECL model consist primarily of receivables.

SHANE RESOURCES LTD.

Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

The adoption of the ECL impairment model had a negligible impact on the carrying amounts of the Company's financial assets on the transition date given that the receivables are substantially all current and that the Company's financial assets are not of a nature which is subject to customer default.

5. Capital Stock and Reserves

The authorized capital stock of the Company is an unlimited number of common shares and unlimited number of preferred shares issuable in series. As at December 31, 2019 the Company had 112,160,910 common shares outstanding and at December 31, 2018, the Company had 26,490,750 common shares outstanding

On May 27, 2019, the Company announced that Loomac Management Ltd. acquired, pursuant to the conversion of a loan in the amount of \$10,000 advanced by Loomac Management Ltd. to the Company, 20,000,000 units of the Company at a price of \$0.0005 per unit. Each unit consists of one common share and one common share purchase warrant ("warrant"), each warrant entitling the holder to purchase one additional common share at an exercise price of \$0.002 per share until May 27, 2024. The common shares, the warrants and the common shares issuable upon exercise of the warrants are subject to a statutory four-month hold period and cease trade order dated June 11, 2014 issued against the Company by the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan.

On May 27, 2019, the Company announced that Loomac Management Ltd. acquired, pursuant to a private placement, beneficial ownership and control of 40,000,000 common shares at a price of \$0.0005 per share which have a four-month hold period and cease trade order dated June 11, 2014 issued against the Company by the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan.

On June 25, 2019, the Company has also closed the private placement where the Company issues (i) 6,226,875 common shares, at a subscription price of \$0.0005 per common share; and (ii) 19,443,285 common shares, at a subscription price of \$0.002 per common share. The common shares are subject to a statutory four-month hold period and cease trade order dated June 11, 2014 issued against the Company by the Securities Division of the Financial and Consumer Affairs Authority of Saskatchewan.

Stock Options

The Company has established a share-based compensation plan pursuant to which options to purchase common shares may be granted to certain officers, directors, and contractors of the Company as well as persons providing ongoing services to the Company. The aggregate number of shares issuable under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. Unless otherwise determined by the Board of Directors of the Company (the "Board"), the exercise price of options equals at least the closing price of the common shares on the day prior to the date of the grant. Stock options vest in accordance with the determination of the Board at the time of the grant and may be granted for up to a ten year term in accordance with TSX Venture Exchange policy.

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Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

Options Granted

During the years ended December 31, 2019 and 2018, the Company granted no stock options and had no stock options outstanding.

Warrants

The following is a summary of warrants outstanding as at December 31, 2019 and December 31, 2018:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2018	-	\$ -
Issued	20,000,000	0.002
Outstanding at December 31, 2019	20,000,000	0.002

As at December 31, 2019, the Company had the following warrants outstanding:

Outstanding	Exercise Price	Remaining Contractual Life (years)	Expiry Date
20,000,000	\$ 0.002	4.41	May 27, 2024

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Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

6. Income Taxes

A reconciliation of income taxes at statutory rates is as follows:

	For the years ended	
	December 31, 2019	December 31, 2018
Loss before income taxes	\$ (88,106)	\$ (12,500)
Combined federal and provincial statutory income tax rate	27%	27%
Expected income tax recovery at statutory tax rates	(24,000)	(3,000)
Permanent difference	-	-
Impact of future tax rates applied versus current statutory rate and other	-	-
Change in unrecognized deductible temporary differences	24,000	3,000
Total future income tax recovery	\$ -	\$ -

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	December 31 2018	Expiry	December 31 2018	Expiry
Property and equipment	\$ 1,000	No expiry	\$ 1,000	No expiry
Non-capital losses available for future periods	412,000	2026-2038	324,000	2026-2037
Exploration and evaluation assets	417,000	No expiry	417,000	No expiry

Tax attributes are subject to review and potential adjustment by tax authorities.

7. Related Party Transactions

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management

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Notes to the Annual Financial Statements December 31, 2019 and 2018 (Expressed in Canadian Dollars)

personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	For the year ended	
	December 31, 2019	December 31, 2018
Consulting and professional fees	\$ 28,500	\$ 7,500
	<hr/>	<hr/>
	\$ 28,500	\$ 7,500

Other related parties

Fees during 2019 related to \$5,000 for each director and \$13,500 for CFO fees. As at December 31, 2019, \$Nil (December 31, 2018, \$7,500) was included in accounts payable due to the CFO of the Company.

8. Financial Instruments and Capital Risk Management

The Company's financial instruments consist of receivables, and accounts payable.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's receivables consist of GST/HST receivable due from the government of Canada. The Company does not believe it is exposed to significant credit risk.

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 as of December 31, 2019 has cash on hand of \$Nil and \$31,000 in current liabilities. The Company is exposed to liquidity risk.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

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Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) 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 risk that the Company will realize a loss as a result of a decline in the interest rate is low, as the Company has no investments with variable interest rates.

b) Foreign currency risk

As at December 31, 2019, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company believes its currency risk to be minimal.

c) Price risk

Price risk is related to equity and commodity price risks. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. As the Company holds no equity or commodity related investments or assets, the Company has no exposure to price risk.

Capital management

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and investments.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

9. Subsequent Event

On February 18, 2020, the Company issued 715,706,455 common shares for proceeds of \$89,463. The common shares are subject to a statutory four-month hold period.

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On February 21, 2020, the Company issued 36,293,545 common shares for proceeds of \$4,537. Concurrently, the Company issued 120,000,000 shares to settle creditor debts in the amount of \$15,000. These shares were subject to a statutory four-month hold period.