

AVARONE METALS INC.

(An Exploration Stage Company)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited – Prepared by Management)

For the three months ended October 31, 2018 and 2017

(Expressed in Canadian Dollars)

AVARONE METALS INC.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Financial Position

(Unaudited - expressed in Canadian dollars)

	October 31, 2018	July 31, 2018
ASSETS		
Current		
Cash	\$ 21,037	\$ 33,067
Accounts receivable	2,932	820
Prepaid expenses	1,693	750
	25,662	34,637
Deposit (note 3)	21,242	21,242
Equipment (note 4)	2,276	2,397
	\$ 49,180	\$ 58,276
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 6)	\$ 321,429	\$ 286,163
Note payable (notes 7 and 11)	170,100	170,100
Loans payable (note 8)	121,500	121,500
	613,029	577,763
SHAREHOLDERS' DEFICIENCY		
Share capital (note 9)	14,481,367	14,480,367
Share subscriptions (notes 8 and 9)	49,300	24,300
Reserve (note 9)	735,552	703,697
Deficit	(15,830,068)	(15,727,851)
	(563,849)	(519,487)
	\$ 49,180	\$ 58,276

Nature of operations and going concern (note 1)

Commitment (note 12)

Subsequent event (note 16)

On behalf of the Board:

"Marc Lew" _____ Director

"Peter Lee" _____ Director

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

AVARONE METALS INC.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited - expressed in Canadian dollars)

	Three months ended October 31,	
	2018	2017
Expenses		
General and administrative		
Depreciation (note 4)	\$ 121	\$ 149
Management fees (note 11)	22,500	22,500
Office costs	4,778	1,143
Professional fees	10,185	9,660
Regulatory and transfer agent	4,320	2,375
Share-based payments (note 9)	32,355	-
Travel, promotion and shareholder communication	380	1,187
Salaries and benefits (note 11)	12,297	13,982
Rent (note 11)	7,931	7,369
	<u>(94,867)</u>	<u>(58,365)</u>
Other items:		
Finance and other costs (notes 8 and 10)	(7,350)	(9,694)
Net loss and comprehensive loss for the period	\$ (102,217)	\$ (68,059)
Loss per common share, basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding, basic and diluted	86,336,987	84,377,495

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

AVARONE METALS INC.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency

(Unaudited - expressed in Canadian dollars)

Periods ended October 31, 2018 and 2017

	Notes	Share capital		Reserve		Total shareholders' deficiency	
		Common shares	Amount	Share subscriptions	Stock options and warrants		Deficit
		#	\$	\$	\$		\$
Balance as at July 31, 2017		84,377,495	14,357,567	15,300	719,855	(15,482,464)	(389,742)
Shares to be issued for loan agreement		-	-	5,000	-	-	5,000
Loss for the period		-	-	-	-	(68,059)	(68,059)
Balance as at October 31, 2017		84,377,495	14,357,567	20,300	719,855	(15,550,523)	(452,801)
Balance as at July 31, 2018		86,336,661	14,480,367	24,300	703,697	(15,727,851)	(519,487)
Exercise of stock options	9	10,000	500	-	-	-	500
Reallocation of fair value of stock options exercised	9	-	500	-	(500)	-	-
Share-based payments	9	-	-	-	32,355	-	32,355
Share subscriptions	9	-	-	25,000	-	-	25,000
Loss for the period		-	-	-	-	(102,217)	(102,217)
Balance as at October 31, 2018		86,346,661	14,481,367	49,300	735,552	(15,830,068)	(563,849)

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

AVARONE METALS INC.

(An Exploration Stage Company)

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - expressed in Canadian dollars)

	Three months ended October 31,	
	2018	2017
<hr/>		
Cash provided by (used in):		
Operating activities:		
Net loss for the period	\$ (102,217)	\$ (68,059)
Items not involving cash:		
Accrued interest	7,350	9,694
Depreciation	121	149
Loan fees	-	5,000
Share-based payments	32,355	-
	<hr/> (62,391)	<hr/> (53,216)
Changes in working capital:		
Accounts receivable	(2,112)	4,695
Prepaid expenses	(943)	375
Accounts payable and accrued liabilities	27,916	2,445
	<hr/> (37,530)	<hr/> (45,701)
Financing activities:		
Exercise of options	500	-
Proceeds from loans	-	25,000
Deposits on shares	25,000	-
	<hr/> 25,500	<hr/> 25,000
Decrease in cash during the period	(12,030)	(20,701)
Cash, beginning of the period	33,067	33,025
Cash, end of the period	<hr/> \$ 21,037	<hr/> \$ 12,324

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

AVARONE METALS INC.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

1. Nature of Operations and Going Concern

The Company was incorporated under the laws of the Province of British Columbia on November 3, 1993. The Company's shares are listed for trading on the Canadian Securities Exchange ("Exchange" or "CSE") under the symbol AVM.

The head office and principal address of the Company are located at Suite 610 – 700 West Pender Street, Vancouver, BC, Canada, V6C 1G8. The Company's records office and registered office address is located at Suite 700 – 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

The Company is in the process of exploring and evaluating resource properties and has not yet identified any properties that contain established mineral reserves that are economically recoverable. The Company's ability to continue as a going concern is dependent upon the ability of the Company to raise additional financing in order to complete the acquisition, exploration and development of resource properties, the discovery of economically recoverable reserves and upon future profitable production or proceeds from disposition of the Company's resource properties. As a resource company in the exploration stage, the ability of the Company to complete its acquisition, exploration and development will be affected principally by its ability to raise adequate amounts of capital through equity financings, debt financings, joint venturing of projects and other means.

These condensed consolidated interim financial statements have been prepared using accounting policies applicable to a going concern which contemplate the realization of assets and settlement of liabilities in the normal course of business. At October 31, 2018, the Company had not yet achieved profitable operations, had accumulated losses of \$15,830,068 (July 31, 2018 - \$15,727,851), a working capital deficit of \$587,367 (July 31, 2018 - \$543,126) and expects to incur further losses in the development of its business. The Company will be required to raise additional capital in order to fund future exploration and evaluation activity and meet its working capital requirements. While the Company has been successful in the past, there is no assurance that it will be able to obtain adequate financing or that such financing will be available on acceptable terms. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations, exploration and development activities. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements do not give effect to adjustments 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 and commitments other than the normal course of operations, and at amounts different from those in the accompanying consolidated financial statements.

2. Significant Accounting Policies

These condensed consolidated interim financial statements were authorized for issue by the directors of the Company on December 12, 2018.

Statement of compliance with International Financial Reporting Standards

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent 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"). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended July 31, 2018.

The condensed consolidated interim financial statements do not include all of the information and note disclosures required for full annual financial statements and should be read in conjunction with the Company's annual financial statements as at and for the year ended July 31, 2018.

AVARONE METALS INC.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

3. Deposit

Deposit consists of a security deposit on a long term lease.

4. Equipment

	Office equipment
	\$
Costs:	
Balance, October 31, 2018 and July 31, 2018	42,314
Depreciation:	
Balance, July 31, 2018	31,619
Depreciation	121
Balance, October 31, 2018	31,740
Impairment:	
Balance, October 31, 2018 and July 31, 2018	8,298
Net Book Value:	
October 31, 2018	2,276
July 31, 2018	2,397

5. Exploration and Evaluation Expenditures

Expenditures incurred by the Company on its properties and expensed are summarized as follows:

	Wildnest and Phantom Lake, Saskatchewan
	(a)
	\$
Balance, July 31, 2018 and October 31, 2018	76,698

Exploration expenditures have been expensed as incurred in accordance with the Company's accounting policy for exploration and evaluation costs.

(a) Wildnest and Phantom Lake Properties

The Company entered into an option agreement with Ray-Dor Resources Ltd. (the "Optionor") dated November 15, 2012, as amended on October 28, 2013, and November 24, 2014, ("Agreement"), pursuant to which it has been granted an option to acquire a 100% interest in seven mineral claims known as the Wildnest and Phantom Lake gold properties located in the Flin Flon area of Manitoba and Saskatchewan (the "Claims"). As of October 31, 2018, the two Wildnest claims have lapsed.

AVARONE METALS INC.

(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

5. Exploration and Evaluation Expenditures – Continued

(a) Wildnest and Phantom Lake Properties - Continued

Under the terms of the Agreement, the Company may earn a 100% interest by completing the following: making cash payments of \$32,500 (\$7,500 made) over the next four years, issuing 450,000 common shares (400,000 shares issued) of the Company over three years, and in accordance with the schedule below. In addition, the Company is required to complete exploration programs totalling \$850,000 over a five year period. The option agreement is in default since December 2015 as required payments were not made. As at October 31, 2018, the Company has made payments of \$7,500, issued 400,000 common shares, and incurred exploration expenditures of \$16,515.

Date	Cash	Common shares	Exploration Expenditures
	\$	#	\$
Upon Exchange approval	2,500 (paid)	50,000 (issued)	-
On or before November 7, 2013	-	200,000 (issued)	-
On or before June 21, 2014	5,000 (paid)	-	-
On or before December 21, 2014	-	150,000 (issued)	-
On or before December 21, 2015	10,000*	50,000*	16,515
On or before December 21, 2016	15,000**	-	50,000**
On or before December 21, 2017	-	-	150,000***
On or before December 21, 2018	-	-	200,000
On or before December 21, 2019	-	-	433,485
Totals	32,500	450,000	850,000

*As at October 31, 2018, the Company had not made the \$10,000 payment or issued the 50,000 common shares due on December 21, 2015, and the option agreement is in default.

** On December 21, 2016 the Company failed to make the cash payment of \$15,000 or incur \$50,000 of exploration expenditures as required under the option agreement for the Wildnest and Phantom Lake Properties.

*** On December 21, 2017 the Company failed to incur \$150,000 of exploration expenditures as required under the option agreement for the Wildnest and Phantom Lake Properties.

The Claims are subject to a 2% net smelter royalty (NSR), of which, 50% of the NSR or 1% NSR may be acquired by the Company at any time for \$500,000.

6. Accounts Payable and Accrued Liabilities

	October 31, 2018	July 31, 2018
	\$	\$
Accounts payable	28,240	22,778
Due to related parties (note 11)	205,163	183,049
Accrued interest on loans (note 8)	38,406	31,056
Other payables	49,620	49,288
	321,429	286,163

7. Note Payable

	October 31, 2018	July 31, 2018
	\$	\$
Amounts due to related parties (note 11)	170,100	170,100

The note payable is unsecured, due on demand and bears no interest.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

8. Loans Payable

	October 31, 2018	July 31, 2018
	\$	\$
Promissory notes	121,500	121,500

During the year ended July 31, 2017, the Company issued two promissory notes. The first promissory note, for \$60,000, was due August 8, 2017, and bears interest at 18%. As the note was not paid by the due date, the interest rate increased to 24% from that date forward. Total interest accrued on the promissory note at October 31, 2018 is \$23,139 (July 31, 2018 - \$19,509) and is included in accrued liabilities (note 6). During the period ended October 31, 2018, the Company recorded interest of \$3,630 (2017 - \$3,590) on the note. As additional consideration for the loan, the Company must issue to the lender \$12,000 in common shares of the Company. The shares have not been issued as at October 31, 2018. This amount has been recorded as loan fees in the consolidated statement of comprehensive loss for the year ended July 31, 2017.

The second promissory note, for \$16,500, was due September 30, 2017, and bears interest at 18%. As the note was not paid by the due date, the interest rate increased to 24% from that date forward. Total accrued interest on the promissory note at October 31, 2018, is \$5,793 (July 31, 2018 - \$4,795) and is included in accrued liabilities (note 6). During the period ended October 31, 2018, the Company recorded interest of \$998 (2017 - \$833) on the note. As additional consideration for the loan, the Company must issue to the lender \$3,300 in common shares of the Company. The shares have not been issued as at October 31, 2018. This amount has been recorded as loan fees in the consolidated statement of comprehensive loss for the year ended July 31, 2017.

During the year ended July 31, 2018, a third and fourth promissory note were issued. The third promissory note for \$25,000 was issued on October 10, 2017, bears interest at 18% and was due April 10, 2018. As the note was not paid by the due date, the interest rate increased to 24% from that date forward. Total accrued interest on the promissory note at October 31, 2018, is \$5,613 (July 31, 2018 - \$4,101) and is included in accrued liabilities (note 6). During the period ended October 31, 2018, the Company recorded interest of \$1,512 (2017 - \$271) on the note. As additional consideration for the loan, the Company must issue to the lender \$5,000 in common shares of the Company. The shares have not been issued as at October 31, 2018. This amount was recorded as loan fees in the consolidated statement of comprehensive loss for the year ended July 31, 2018.

The fourth promissory note for \$20,000 was issued on November 27, 2017, bears interest at 18% and was due May 27, 2018. As the note was not paid by the due date, the interest rate increased to 24% from that date forward. Total interest accrued on the promissory note at October 31, 2018, is \$3,860 (July 31, 2018 - \$2,650) and is included in accrued liabilities (note 6). During the period ended October 31, 2018, the Company recorded interest of \$1,210 (2017 - \$Nil) on the note. As additional consideration for the loan, the Company must issue to the lender \$4,000 in common shares of the Company. The shares have not been issued as at October 31, 2018. This amount was recorded as loan fees in the consolidated statement of comprehensive loss for the year ended July 31, 2018.

9. Share Capital and Reserves

(a) Authorized

The Company has authorized an unlimited number of voting common shares without par value.

(b) Issued

At October 31, 2018, there were 86,346,661 issued and fully paid common shares (July 31, 2018 – 86,336,661).

(c) Share Issuances

During the period ended October 31, 2018, 10,000 stock options with an exercise price of \$0.05 were exercised for proceeds of \$500.

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(An Exploration Stage Company)

Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

9. Share Capital and Reserves - Continued

(d) Stock Options

The Company has a stock option plan under which it is authorized to grant options to directors, officers, employees and consultants for up to a maximum of 10% of the issued and outstanding common stock of the Company. The exercise price (less any discounts permitted by regulatory policies and determined by the directors at the time of grant) under each option shall be the market price of the Company's stock at the date of grant. The options have expiry dates of no later than ten years from the date of grant and vest immediately as determined by the Board of Directors or as to 25% on the date of the grant and 12.5% every three months thereafter for a total vesting period of 18 months.

On September 17, 2018, the Company issued a total of 500,000 incentive stock options at an exercise price of \$0.05 to a consultant of the Company. The options are exercisable for a period of 5 years from the date of grant and have a grant date fair value of \$22,403 determined by the Black-Scholes Option Pricing Model. These options vested upon grant.

On October 15, 2018, the Company issued a total of 250,000 incentive stock options at an exercise price of \$0.05 to a director of the Company. The options are exercisable for a period of 5 years from the date of grant and have a grant date fair value of \$9,952 determined by the Black-Scholes Option Pricing model. These options vested upon grant.

Stock option transactions for the period ended October 31, 2018 are as follows:

	Number of Options	Weighted Average Exercise Price
Balance, July 31, 2018	6,025,000	0.06
Granted	750,000	0.05
Exercised	(10,000)	0.05
Balance, October 31, 2018	6,765,000	0.05

Stock options outstanding and exercisable at October 31, 2018 are as follows:

Options Outstanding #	Exercise Price \$	Expiry Date	Options Exercisable #
100,000	0.05	February 4, 2019	100,000
100,000	0.05	February 18, 2019	100,000
177,500	0.05	October 12, 2020	177,500
162,500	0.05	April 26, 2022	162,500
250,000	0.085	April 27, 2023	250,000
500,000	0.05	September 17, 2023	500,000
250,000	0.05	October 15, 2023	250,000
100,000	0.05	January 27, 2024	100,000
830,000	0.05	April 25, 2025	830,000
115,000	0.05	February 23, 2026	115,000
425,000	0.08	July 8, 2026	425,000
250,000	0.05	September 19, 2026	250,000
2,330,000	0.05	December 7, 2026	2,330,000
925,000	0.05	December 3, 2027	925,000
250,000	0.08	March 6, 2028	250,000
6,765,000			6,765,000

The weighted average remaining contractual life of outstanding options is 7.01 years (July 31, 2018: 6.93 years).

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

9. Share Capital and Reserves - Continued

(d) Stock Options - Continued

The fair values of stock options granted were estimated using the Black-Scholes Option Pricing Model with the following assumptions:

Years ending	October 31, 2018	October 31, 2017
Risk free interest rate	2.35%	-
Expected life of options	5 years	-
Expected stock price volatility	255.84%	-

(e) Warrants

Each whole warrant entitles the holder to purchase one common share of the Company.

As at October 31, 2018 the following warrants were outstanding:

Warrants Outstanding	Exercise Price	Expiry Date
1,000,000	\$0.085	March 20, 2020

The weighted average remaining contractual life of the warrants outstanding is 1.39 years.

(f) Reserve

The stock options and warrants reserve represent the fair value of stock options or warrants until such time that the stock options and warrants are exercised, at which time the corresponding amount will be transferred to share capital.

(g) Share subscriptions

Share subscriptions included shares to be issued for loans payable (note 8) and shares to be issued for private placement (note 16).

10. Finance and Other Costs

	Three month period ended	
	October 31, 2018	October 31, 2017
	\$	\$
Interest expense (note 8)	7,350	4,694
Loan fees (note 8)	-	5,000
	7,350	9,694

AVARONE METALS INC.

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

11. Related Party Transactions

(a) Related Party Transactions

The Company has been reimbursed for expenses from companies having directors and officers in common netted directly against the related expense as represented in the statement of comprehensive loss:

	Three month period ended	
	October 31, 2018	October 31, 2017
	\$	\$
Office, rent, administration and wages	8,072	-

(b) Compensation of Key Management Personnel

The Company's key management personnel has authority and responsibility for planning, directing and controlling the activities of the Company and consists of its directors, officers, Chief Executive Officer and Chief Financial Officer.

	Three months period ended	
	October 31, 2018	October 31, 2017
	\$	\$
Management fees	22,500	22,500
Salaries and benefits	2,314	2,314
Share-based payments	9,952	-
	34,766	24,814

Share-based payments are the fair value of options granted and vested to key management personnel under the Company's stock option plan (note 9).

(c) Related Party Balances

The following related party amounts were included in accounts payable and accrued liabilities and note payable:

	October 31, 2018	July 31, 2018
	\$	\$
A company controlled by an officer of the Company (notes 6 and 7)	375,263	353,149

12. Commitment

The Company is committed to future minimum annual lease payments with respect to office leases expiring January 31, 2020, as follows:

	\$
2018	10,542
2019	66,010
2020	5,520
	82,072

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

13. Segmented Information

The Company has one operating segment, being the exploration of resource properties and operated in one geographic segment at October 31, 2018 and July 31, 2018, with its assets located in North America.

14. Financial Instruments and Risk Management

a) Fair Value of Financial Instruments

As at October 31, 2018, the Company's financial instruments consist of cash, accounts receivable, deposit, accounts payable, note payable and loans payable. The carrying values of these financial instruments approximate their fair values because of their short term nature and/or the existence of market related interest rates on the instruments.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs for the asset or liability that are not based on observable market data.

Cash is measured using level 1 inputs.

(b) Financial Instruments Risk

The Company is exposed in varying degrees to a variety of financial instrument related to risks. The Board approves and monitors the risk management processes:

(i) 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 is subject to credit risk on the cash balances at the bank and on amounts receivable. The investments are with Schedule 1 banks or equivalent, with the majority of its cash held in Canadian based banking institutions, authorized under the Bank Act to accept deposits, which may be eligible for deposit insurance provided by the Canadian Deposit Insurance Corporation. Accounts receivable consists mostly of rent due from sub-lease tenants. Management considers that credit risks related to cash are minimal and credit risks related to accounts receivable are moderate due to the potential of non-payments.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at October 31, 2018, the Company had cash of \$21,037 to settle current liabilities of \$613,029.

The Company is dependent on the availability of credit from its suppliers and its ability to generate sufficient funds from equity and debt financing to meet current and future obligations. There can be no assurance that such financing will be available on terms acceptable to the Company (note 1).

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Notes to the Condensed Consolidated Interim Financial Statements

(Unaudited - expressed in Canadian Dollars)

Three months ended October 31, 2018 and 2017

14. Financial Instruments Risk - Continued

(iii) Market Risk

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 Company's loans payable bear a fixed interest rate. Management considers interest rate risk to be minimal.

b. Commodity Price Risk

Commodity price risk is the risk of financial loss resulting from movements in the price of the Company's commodity inputs and outputs. The Company's risk relates primarily to the expected output to be produced at its resource properties described in note 6 of these financial statements of which production is not expected in the near future.

During the period ended October 31, 2018, there were no changes to the Company's risk exposure or to the Company's policies for risk management.

15. Capital Management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern such that it can provide returns for shareholders and benefits for other stakeholders. The Company considers the items included in shareholders' deficiency as capital. The management of the capital structure is based on the funds available to the Company in order to support the acquisition, exploration and development of resource properties and to maintain the Company in good standing with the various regulatory authorities. In order to maintain or adjust its capital structure, the Company may issue new shares, sell assets to settle liabilities or return capital to its shareholders.

The Company is not subject to externally imposed capital requirements.

The properties in which the Company has an interest in are in the exploration stage, as such, the Company does not recognize revenue from its exploration properties. The Company's historical sources of capital have consisted of the sale of equity securities and interest income. In order for the Company to carry out planned exploration and development and pay for administrative costs, the Company will spend its working capital and expects to raise additional amounts externally as needed.

There were no changes in the Company's management of capital during the period ended October 31, 2018.

16. Subsequent Event

On November 30, 2018, the Company completed a non-brokered private placement of 1,000,000 units at a price of \$0.05 per unit for gross proceeds of \$50,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company for a total of five years, at a price of \$0.05.