Condensed Interim Financial Statements

(Expressed in Canadian dollars)

JULY 31, 2018

RESTATED

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying condensed interim financial statements of Randsburg International Gold Corp. (the "Company") are the responsibility of management and the Board of Directors.

The financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheets date. In the opinion of management, the financial statements have been prepared within acceptable limits of materiality and are in accordance with International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the condensed interim financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Certain liabilities that the Company felt were statute barred and were written off. It has subsequently been determined that while the amounts were expected to be statute barred, they remain liabilities of the Company. Therefore, these financial statements have been restated to reverse \$149,434 of write offs and recoveries previously reported, and to report other liabilities in the same amount.

(Signed) "Michael Lerner"
Michael Lerner
Chief Executive Officer, President
and Director

Toronto, Canada November 14, 2018 (Signed) "Balu Gopalakrishnan"
Balu Gopalakrishnan
Chief Financial Officer and Director

Condensed Interim Statements of Financial Position (Expressed in Canadian Dollars) (Unaudited) (Restated)

	As at <u>July 31, 2018</u>	As at <u>January 31, 2018</u>
ASSETS		
Current Assets	Φ	Ф 2.260
Accounts receivable	\$ 850 850	\$ 2,268
Total Current Assets Total Assets	<u>850</u>	2,268
1 otal Assets	<u>\$ 850</u>	<u>\$ 2,268</u>
LIABILITIES AND		
SHAREHOLDERS' (DEFICIENCY) EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 30,220	\$ 308,720
Liability related to flow-through financing (Note 9)	86,571	87,520
Loans and advances (Note 7)	1,040,401	-
Due to related parties (Note 6)	33,147	918,661
Total Current Liabilities	1,190,339	<u>1,314,901</u>
Other liabilities (Note 10)	149,434	
Total Liabilities	<u>1,339,773</u>	<u>1,314,901</u>
Shareholders' (Deficiency) Equity		
Share capital (Note 5)	13,628,895	13,628,895
Contributed surplus	3,566,604	3,566,604
•	17,195,499	17,195,499
Deficit	(18,534,422)	(18,508,132)
Total Equity (Deficiency)	(1,338,923)	(1,312,633)
Total Liabilities and Shareholders' Equity	<u>\$ 850</u>	\$ 2,268

Nature of operations and going concern (Note 1) Subsequent events (Note 8) Commitments and contingent liabilities (Note 6 and 9)

Approved on behalf of the Board:

"Michael Lerner" Director

"Balu Gopalakrishnan" Director

The accompanying notes to financial statements are an integral part of these statements.

Condensed Interim Statements of Operations and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited) (Restated)

	Three Months Ended July 31, 2018	Three Months Ended July 31, 2017	
Operating expenses			
Consulting	\$ 2,500	\$ 5,252	
Interest and bank charges	7,187	8,620	
Listing and transfer agent fees	239	2,209	
Management fees (Note 6(a))	3,000	4,500	
Office and miscellaneous	1,649	50	
Total operating expenses	14,575	20,631	
Loss before other items	(14,575)	(20,631)	
Gain on debt settlement	14,968	<u></u> _	
Net Income (Loss) and Comprehensive Loss for the Period	393	(20,631)	
Deficit, beginning of Period	(18,534,815)	(18,420,752)	
Deficit, end of Period	<u>\$ (18,534,422)</u>	<u>\$ (18,441,383)</u>	
Basic and diluted income (loss) per common share	<u>\$ (0.000)</u>	<u>\$ (0.000)</u>	
Weighted average number of common shares outstanding	28,273,939	28,273,939	

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

Condensed Interim Statements of Operations and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited) (Restated)

	Six Months Ended July 31, 2018	Six Months Ended July 31, 2017	
Operating expenses			
Consulting	\$ 7,500	\$ 7,752	
Interest and bank charges	18,642	17,015	
Legal fees	-	1,000	
Listing and transfer agent fees	5,968	3,737	
Management fees (Note 6(a))	7,500	9,000	
Office and miscellaneous	1,648	50	
Total operating expenses	41,258	38,554	
Loss before other items	(41,258)	(38,554)	
Gain on debt settlement	14,968	_ _	
Net Loss and Comprehensive Loss for the Period	(26,290)	(38,554)	
Deficit, beginning of Year	(18,508,132)	(18,402,829)	
Deficit, end of Period	\$ (18,534,422)	<u>\$ (18,441,383)</u>	
Basic and diluted loss per common share	\$ (0.000)	<u>\$ (0.000)</u>	
Weighted average number of common shares outstanding	28,273,939	28,273,939	

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

Condensed Interim Statements of Changes in Equity (Expressed in Canadian Dollars) (Unaudited) (Restated)

	Number of Shares	<u>Common</u> <u>Shares</u>	Contributed Surplus	<u>Deficit</u>	Total Equity (Deficiency)
Balance, January31, 2017	28,273,939	\$ 13,628,895	\$ 3,566,604	\$(18,402,829)	\$(1,207,330)
Transaction in period:					
Loss for the period				(38,554)	(38,554)
Balance, July 31 2017	28,273,939	13,628,895	3,566,604	(18,441,383)	(1,245,844)
Transactions in period:					
Loss for period	<u>-</u>			(66,749)	(66,749)
Balance, January 31, 2018	28,273,939	13,628,895	3,566,604	<u>(18,508,132</u>)	(1,312,633)
Transactions in period:					
Net loss for the Period	<u>-</u>	<u>-</u>	<u>-</u>	(26,290)	(26,290)
Balance, July 31, 2018	28,273,939	\$ 13.628.895	\$ 3,566,604	\$(18,534,422)	\$ (1.338.923)

 ${\bf Condensed\ Interim\ Statements\ of\ Cash\ Flows}$

(Expressed in Canadian Dollars) (Unaudited) (Restated)

	Six Months Ended <u>July 31, 2018</u>	Six Months Ended July 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES	d (2.5.200)	A (20 == 1)
Net Income (Loss) for the period	\$ (26,290)	\$ (38,554)
Interest on related party loans and advances	<u>17,322</u>	17,015
	(8,968)	(21,539)
Changes in non-cash operating working capital:	4.440	• 101
(Increase) decrease in receivable	1,419	2,481
(Increase) decrease in prepaid expenses	-	-
Increase (decrease) in accounts payable and accrued liabilities	(129,065)	(3,287)
Increase in loans and advances	1,040,401	-
Increase in liability for flow-through financing	(949)	(3,063)
Increase(decrease) in due to related parties	(902,838)	(70,792)
Net cash used in operating activities	_	(96,200)
CASH FLOWS FROM INVESTING ACTIVITIES		
Decrease in mineral property interests held for resale	_	96,200
Net cash provided by investing activities	_	96,200
Changes in cash and cash equivalents during the period	-	-
Cash and cash equivalents; beginning of period	_	<u>-</u> _
Cash and cash equivalents (bank indebtedness); end of period	<u>\$ -</u>	<u>\$</u>
Cash paid for interest	<u>\$ Nil</u>	<u>\$ Nil</u>
Cash paid for income taxes	<u>\$ Nil</u>	\$ Nil

Notes to Condensed Interim Financial Statements (Expressed in Canadian Dollars) (Unaudited) (Restated) July 31, 2018

1. NATURE OF OPERATIONS AND GOING CONCERN

Randsburg International Gold Corp. (the "Company") was incorporated under the laws of British Columbia on July 6, 1990.

The Company is listed on the NEX, having the symbol RGZ.H. The address of the Company's corporate office and principal place of business is 120 Adelaide Street West, Suite 2105, Toronto, Ontario, M5H 1T1 Canada.

The restated financial statements of Randsburg International Gold Corp. for the three and six month period ended July 31, 2018 and 2017 were reviewed by and authorized for issue by the Board of Directors on November 14, 2018.

The Company's principal business activity is the acquisition and exploration of mineral property interests in Canada. The Company is considered to be in the exploration stage and substantially all of the Company's efforts are devoted to financing and developing these property interests. The Company has not determined whether its properties contain ore reserves which are economically recoverable. The recovery of the amounts shown for mining properties is dependent upon the existence of economically recoverable ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of its properties.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration in which it has an interest, in accordance with industry standards for the current stage of exploration. These procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, non-compliance with regulatory requirements or aboriginal land claims. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and current exchange fluctuations and restrictions.

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. During 2018, the Company disposed of its mineral property interest.

Notes to Condensed Interim Financial Statements (Expressed in Canadian Dollars) (Unaudited) (Restated) July 31, 2018

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), applicable to a going concern. Accordingly, they 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 on its assets and settle its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

The Company has incurred operating losses over the last several years, earns no operating revenues and has a working capital deficiency of \$1,189,489 (January 31, 2018 - \$1,312,633). While the Company has been successful in obtaining its required financing in the past, through additional equity and non – arm's length loans, there is no assurance that such financing will continue to be available or be available on favorable terms. The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company's assets may be adversely affected. These conditions represent material uncertainties which cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE

Statement of compliance

The Company applies International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("ISAB"). These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

The policies applied in these condensed interim financial statements are based on IFRSs issued and outstanding as of November 14, 2018, the date the Board of Directors approved the restated financial statements. The same accounting policies and methods of computation are followed in these condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended January 31, 2018. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ended January 31, 2018 could result in restatement of these condensed interim financial statements.

New and future accounting changes

The Company has adopted the following amendments effective February 1, 2018:

- (i) IFRS 9 Financial Instruments

 Classification and measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. This amendment is effective for annual periods beginning on or after January 1, 2018 with early adoption permitted. The adoption of this standard had no material impact on the financial statements.
- (ii) IFRS 15 Revenue from Contracts with Customers.
 ("IFRS 15") was issued in May 2014 when the IASB and the Financial Accounting Standards Board ("FASB") completed its joint project to clarify the principles for recognizing revenue and to develop a common revenue

Notes to Condensed Interim Financial Statements (Expressed in Canadian Dollars) (Unaudited) (Restated) July 31, 2018

2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE (continued)

standard for IFRS and US GAAP. As a result of the joint project, the IASB issued IFRS15 to establish principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The adoption of this standard had no material impact on the financial statements.

(iii) IFRS 2 – Share based payments.

In June 2016, the IASB issued amendments to IFRS 2, which clarify how to classify and measure certain type of share-based payment transactions.

These amendments are effective for the Company's annual periods beginning on or after January 1, 2019 and can be applied prospectively. The adoption of this standard had no material impact on the financial statements. The following has not yet been adopted and is being evaluated to determine its impact on the Company.

(iv) IFRS 16 – Leases ("IFRS 16") was issued by the IASB on January 13, 2016, and will replace IAS 17, Leases. IFRS 16 will bring most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. Lessor accounting however, remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019.

Basis of presentation

These financial statements have been prepared on a historical cost basis except for certain financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The accounting policies set are the same as are disclosed in the annual audited financial statements for the year ended January 31, 2018 (See Note 3) to these financial statements which have been filed on "SEDAR" the "System for Electronic Document and Retrieval") for the disclosure of public company documents in Canada.

The accounting policies have been applied consistently to all periods presented in these financial statements.

3. CAPITAL MANAGEMENT

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objective including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital and cash.

Notes to Condensed Interim Financial Statements (Expressed in Canadian Dollars) (Unaudited) (Restated) July 31, 2018

> The Company is in the exploration stage; as such the Company has relied on the equity markets to fund its activities. The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long term viability.

> Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to any external capital requirements.

4. MINERAL PROPERTY INTERESTS

	Ba July 31,	lance , 2018	January 3	Balance 31, 2018	Januar	Balance y 31, 2017
Flett and Angus Township						
Acquisition costs	\$	-	\$	-	\$	117,000
Exploration costs		-		-		35,969
		-		-		(56,769)
Book Value	\$	-	\$	-	\$	96,200
Total Costs	\$	-	\$	-	\$	96,200

On January 25, 2017 the Company entered into an agreement with Prophecy Development Corporation to sell its remaining 20% interest in certain mining claims in its Flett & Angus Township Property. The consideration was received on February 10, 2017 and consisted of 20,000 common shares of Prophecy Development Corporation with a fair market value of \$96,200 based on the quoted market price of the shares. The shares received were disposed of in settlement of certain amounts due to related parties on the same date as the closing date. The Company had no properties at July 31, 2018.

Title to mining property interests

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

5. SHARE CAPITAL

Authorized: Unlimited Common shares, without par value

January 31, 2018 2018 Issued: Common shares - 28,273,939 \$ 13,628,895 \$ 13,628,895

July 31,

Notes to Condensed Interim Financial Statements (Expressed in Canadian Dollars) (Unaudited) (Restated) July 31, 2018

5. SHARE CAPITAL (continued):

Stock options

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock, less an applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

As at July 31, 2018 there were no stock options outstanding.

6. RELATED PARTY TRANSACTIONS

During the three-month ended July 31, 2018, the Company entered into the following transactions with related parties not disclosed elsewhere in the financial statements:

These transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

- a) Accrued management fees totaling \$3,000 (January 31, 2018 \$18,000) to two directors of the Company.
- b) Accrued interest of \$5,867 (2018 \$39,650) to a director and a person related to the president of the Company.
- c) The Company is subject to a loan due from Essex Oil Ltd. ("Essex") in the amount of approximately \$85,000 plus interest at 10% per annum. A director and officer of the Company is a director of Essex. The outstanding balance of the loan receivable plus all accrued interest as at January 31, 2018 and 2017 has been fully allowed for.
- d) On July 3, 2018, related party debt with a face value of \$870,241 was sold to unrelated parties.

Notes to Condensed Interim Financial Statements (Expressed in Canadian Dollars) (Unaudited) (Restated) July 31, 2018

6. RELATED PARTY TRANSACTIONS (continued):

The balances due to related parties as at July 31, 2018 and January 31, 2018 are summarized below:

	July 31,		January 31,			
		2018		2018		
Advances from a former director, George Van Voorhis III of \$nil (January 31, 2018 - \$30,026), that bears interest at an annual rate of 12%, are unsecured, and have no fixed terms of repayment. The total includes accrued interest of \$nil (January 31, 2018 - \$75,907).	\$	-	\$	105,933		
Advances net of repayment from Elena Opara, a person related to the former president of the Company that bears interest at an annual rate of 12% and have no fixed terms of repayment. The advances are secured by a General Security Agreement. The total includes accrued interest of \$14,188 (January 31, 2018 - \$141,927).	26,268			261,821		
Advances due to a former director, William Quan that are unsecured, non-interest bearing and have no fixed terms of repayment.		-		22,152		
Advances due to a former director, Matthew Chodorowicz that are unsecured, non-interest bearing and have no fixed terms of repayment.		-		112,086		
Amounts due to a former President and a company controlled by the president and director, Michael Opara that are unsecured, non-interest bearing and have no fixed terms of repayment.		6,879		416,669		
	\$	33,147	\$	918,661		

7. LOANS AND ADVANCES

Loans and advances are unsecured, non-interest bearing and have no terms of repayment.

8. SUBSEQUENT EVENTS

On October 12, 2018, the Company announced that it has completed a non-brokered private placement offering of 43,333,333 units ("Units") at a price of \$0.0075 for gross proceeds of \$325,000 (the "Offering"). In addition, the Company announced the closing of its previously disclosed debt settlement with certain creditors of the Company, pursuant to which the Company has settled \$1,040,401 of debt by issuing 138,720,173 common shares in the capital of the Company ("Common Shares") at a deemed price of \$0.0075 per Common Share (the "Debt Settlement"). Each is Unit comprised of one Common Share and one common share purchase warrant ("Warrant"). Each Warrant entitled the holder thereof to purchase one further Common Share for a period of 24 months following closing of the Offering at a price of \$0.0075 per Common Share. All Common Shares and Warrants issued pursuant to the Offering and Debt Settlement (collectively, the "Transactions") are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation.

The company's shareholders approved an amendment to its articles and notice of articles to amend the rights and restrictions of the existing class of Common Shares and re-designate such class as subordinate voting shares; to

create a class of super voting shares; and to create a class of proportionate voting shares. This change will not be effected until shortly prior to closing of the company's proposed reverse takeover (as described below).

On October 9, 2018, the Company and Cresco Labs, LLC ("Cresco") entered into a binding letter agreement (the letter agreement and any business combination agreement entered into in replacement thereof or in addition thereto, if applicable, the "Definitive Agreement") whereby the business of the Company, Cresco, Cresco Labs SPV Inc. ("Blockerco"), Cresco U.S. Corp., Cresco Labs Finco Ltd. ("Finco") and two subsidiaries of the Company to be incorporated will combine their respective businesses (the "Business Combination"). Pursuant to the Definitive Agreement, the Company has agreed to, among other things, call the Meeting to seek approval of Shareholders of the Board Resolution, Director Election Resolution, Auditor Resolution, Amendment Resolution the Equity Incentive Plan Resolution and the Name Change Resolution (collectively, the "Randsburg Resolutions"). Upon the satisfaction or waiver of the conditions to the completion of the Business Combination, including without limitation the completion of a name change, the Consolidation (as defined below) and the changes to the Company's capital structure, the parties will complete the Business Combination.

Following completion of the Business Combination, the shareholders of Cresco, Finco and Blockerco will hold a significant majority of the outstanding common shares (to be re-designated Subordinate Voting Shares) of the Company (the "Common Shares"). As part of the completion of the Business Combination, the Company intends to change its name to "Cresco Labs Inc.", or such other name as may be determined by Cresco, subject to applicable regulatory approval.

9. COMMITMENTS AND CONTINGENT LIABILITIES

In the ordinary course of business activities, the Company is a party in certain litigation and other claim. Management believes that the resolution of such litigation and claim will not have a material effect on the financial position of the Company.

The Company has an outstanding amount with Canada Revenue Agency (CRA) totaling \$86,571 at July 31, 2018 (January 31, 2018 - \$87,520) for which CRA is actively requesting payment. The amount is fully recorded in these financial statements.

10. OTHER LIABILITIES AND RESTATEMENT

Certain liabilities that the Company felt were statute barred and were written off. It has subsequently been determined that while the amounts were expected to be statute barred, they remain liabilities of the Company. Therefore, these financial statements have been restated to reverse \$149,434 of write offs and recoveries previously reported, and to report other liabilities in the same amount.

During the period ended July 31, 2018, the Company transferred \$149,434 of accounts payable (the "Statute-barred Claims") to non-current liabilities on the basis that any claims in respect of the Statute-barred Claims were statute barred under the Limitations Act (Ontario). For accounting purposes under IFRS, a debt can only be removed from the Company's Statement of Financial Position when it is extinguished, meaning only when the contract is discharged or canceled or expires. The effect of the Limitations Act is to prevent a creditor from enforcing an obligation but it does not formally extinguish the debt for accounting purposes. It is the position of management of the Company that the Statute-barred Claims cannot be enforced by the creditors, do not create any obligation for the Company to pay out any cash and do not affect the financial or working capital position of the Company. The Statute-barred Claims are required to be reflected on the Company's Statement of Financial Position as a result of the current interpretation of IFRS, but they are classified as long-term liabilities since the Company has no intention or obligation to pay these Statute-barred Claims and the creditors cannot enforce payment of the Statute-barred Claims. While inclusion of these items is intended solely to comply with the requirements of IFRS, the Company in no way acknowledges any of the Statute-barred Claims.