



**JAMES BAY RESOURCES LIMITED**

**CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**

**JAMES BAY RESOURCES LIMITED**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2019 AND 2018**

<b><u>INDEX</u></b>	<b><u>PAGE</u></b>
Consolidated Statements of Financial Position	1
Consolidated Statements of (Loss) Income and Comprehensive (Loss) Income	2
Consolidated Statements of Cash Flows	3
Consolidated Statements of Changes in Equity	4
Notes to the Consolidated Financial Statements	5 - 27

## Independent Auditor's Report

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To the Shareholders of James Bay Resources Limited:

### Opinion

We have audited the consolidated financial statements of James Bay Resources Limited and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and December 31, 2018, and the consolidated statements of (loss) income and comprehensive (loss) income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Basis for Opinion

We conducted our audits 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 Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated 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 1 in the consolidated financial statements, which indicates that the Company had working capital deficiency of \$760,484 and an accumulated deficit of \$17,497,209 as at December 31, 2019, which has been funded primarily by the issuance of equity and debt. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, 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 Information

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

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits 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. We have nothing to report in this regard.

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

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

In preparing the consolidated 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 Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

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 Patrycja Anna Kajda.

Mississauga, Ontario

May 28, 2020

*MNP* LLP  
Chartered Professional Accountants

Licensed Public Accountants

**MNP**



# JAMES BAY RESOURCES LIMITED

## Consolidated Statements of Financial Position

Expressed in Canadian dollars

As at

December 31, 2019      December 31, 2018  
\$                                      \$

### ASSETS

#### Current assets

Cash and cash equivalents	15,988	1,152,380
Prepaid expenses	7,500	41,667
Amounts receivable (Note 9)	126,651	103,723

#### Total current assets

150,139      1,297,770

Property and equipment (Note 7)	151,800	55,101
Investment in Cerrado Gold Inc. (Note 8)	1,517,232	1,993,867
Loan Receivable from CB Holding Group Corp. (Note 9)	-	4,921,313

#### Total non-current assets

1,669,032      6,970,281

#### Total assets

1,819,171      8,268,051

### LIABILITIES

#### Current

Accounts payable and accrued liabilities (Note 19)	725,666	399,868
Shareholder loan (Note 12)	120,374	-
Current portion of lease payable (Note 11)	64,583	-

#### Total current liabilities

910,623      399,868

#### Non-current

Lease payable (Note 11)	72,420	-
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#### Total non-current liabilities

72,420      -

#### Total liabilities

983,043      399,868

### SHAREHOLDER'S EQUITY

Share capital (Note 13)	18,028,167	18,028,167
Share-based payments reserve (Note 14)	305,170	305,170
Warrant reserve (Note 15)	-	40,071
Deficit	(17,497,209)	(10,505,225)

#### Total shareholders' equity

836,128      7,868,183

#### Total liabilities and shareholders' equity

1,819,171      8,268,051

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

COMMITMENTS AND CONTINGENCIES (Notes 10 and 20)

SUBSEQUENT EVENTS (Note 22)

#### APPROVED ON BEHALF OF THE BOARD:

Signed "STEPHEN SHEFSKY", Director

Signed "MARK BRENNAN", Director

*See accompanying notes to the consolidated financial statements.*

**JAMES BAY RESOURCES LIMITED**  
**Consolidated Statements of (Loss) Income and Comprehensive (Loss) Income**  
Expressed in Canadian dollars

	2019	2018
	\$	\$
<b>Expenses</b>		
Management salaries and benefits (Note 19)	61,184	65,019
Professional fees (Note 19)	96,192	47,094
Office and general	131,614	70,396
Transfer agent and listing fees	2,023	1,975
Depreciation	6,803	1,823
	<u>(297,816)</u>	<u>(186,307)</u>
<b>(Loss) before the undernoted</b>		
Foreign exchange (loss) gain	(237,139)	162,807
(Loss) on convertible debenture	-	(41,389)
Impairment of CB Holdings Group Corp. loan receivable and warrants (Note 9)	(5,599,104)	-
Interest income (Note 9)	844,066	71,913
Impairment (Reversal of impairment) on equity investment in CINRL (Note 16)	(659,137)	10,816,953
Loss from equity investment in CINRL (Note 16)	(539,291)	(962,746)
Loss from equity investment in Cerrado Gold (Note 8)	(391,591)	(52,433)
Unrealized gain on revaluation of loan receivable from CB Holdings Groups Corp. (Note 9)	-	96,717
Expected credit loss of CB Holdings Group Corp. (Note 9)	(147,728)	-
Loss on disposal of equipment (Note 7)	(4,315)	-
	<u>(7,032,055)</u>	<u>9,905,515</u>
<b>Net (loss) income and comprehensive (loss) income or the year</b>		
<b>(Loss) income per share</b>		
Basic and diluted	<u>(0.15)</u>	<u>0.22</u>
<b>Weighted average number of shares outstanding</b>		
Basic and diluted	<u>46,697,405</u>	<u>45,080,318</u>

*See accompanying notes to the consolidated financial statements.*

# JAMES BAY RESOURCES LIMITED

## Consolidated Statements of Cash Flows

Expressed in Canadian dollars

	2019	2018
	\$	\$
<b>Cash used in operating activities:</b>		
Net (loss) income for the year	(7,032,055)	9,905,515
Add (deduct) items not affecting cash:		
Depreciation	62,778	1,823
(Gain) on change in fair value on loan receivable (Note 9)	-	(96,717)
Loss from equity investment in CINRL (Note 16)	539,291	962,746
Impairment of CB Holdings Group Corp. accounts receivable (Note 9)	147,728	-
Loss from equity investment in Cerrado Gold Inc. (Note 8)	476,635	52,433
Interest accretion	1,320	-
Impairment of CB Holdings loan receivable and warrants (Note 9)	5,599,104	-
Interest income	(844,066)	-
Impairment (reversal of impairment) on equity investment (Note 16)	659,137	(10,816,953)
Net change in non-cash working capital:		
Prepaid expenses	34,167	54,753
Accounts receivable	(22,928)	(65,654)
Accounts payable and accruals	326,015	1,357,189
Net cash (used in) provided by operating activities	<u>(52,874)</u>	<u>(1,337,441)</u>
<b>Cash provided by (used in) investing activities:</b>		
Net settlement received on litigation (Note 10)	-	11,435,284
Advances to equity investment in CINRL (Note 16)	(1,198,432)	(1,581,076)
Acquisition of equipment	-	(3,519)
Investment in Cerrado Gold Inc. (Note 8)	-	(2,046,300)
Loan receivable from CB Holdings Group Corp. (Note 9)	-	(4,824,596)
Net cash (used in) provided by investing activities	<u>(1,198,432)</u>	<u>2,979,793</u>
<b>Cash provided by (used in) financing activities:</b>		
Re-lending of convertible debentures	-	231,666
Repayments of convertible debenture	-	(789,938)
Lease payments	(5,460)	-
Shareholder loan (Note 12)	120,374	-
Net cash provided by (used in) financing activities	<u>114,914</u>	<u>(558,272)</u>
(Decrease) increase in net cash flow during the year	(1,136,392)	1,084,080
Cash and cash equivalents, beginning of the year	1,152,380	68,300
Cash and cash equivalents, end of the year	<u>15,988</u>	<u>1,152,380</u>

*See accompanying notes to the consolidated financial statements.*

**JAMES BAY RESOURCES LIMITED**  
**Consolidated Statements of Changes in Equity**  
Expressed in Canadian dollars

	Common Shares \$	Share-based payments reserve \$	Warrants reserve \$	Deficit \$	Total Shareholders' equity \$
Balance, December 31, 2018	18,028,167	305,170	40,071	(10,505,225)	7,868,183
Warrants expired	-	-	(40,071)	40,071	-
(Loss) for the year	-	-	-	(7,032,055)	(7,032,055)
Balance, December 31, 2019	18,028,167	305,170	-	(17,497,209)	836,128

	Common Shares \$	Share-based payments reserve \$	Warrants reserve \$	Deficit \$	Total shareholders' equity \$
Balance, December 31, 2017	17,142,711	305,170	40,071	(20,410,740)	(2,922,788)
Conversion of Convertible Debenture	885,456	-	-	-	885,456
Income for the year	-	-	-	9,905,515	9,905,515
Balance, December 31, 2018	18,028,167	305,170	40,071	(10,505,225)	7,868,183

*See accompanying notes to the consolidated financial statements.*

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 1. NATURE OF OPERATIONS AND GOING CONCERN

James Bay Resources Limited (the "Company" or "James Bay") was incorporated on November 5, 2007. The Company's shares are listed on the Canadian Securities Exchange ("CSE") under the symbol "JBR".

James Bay is a junior resource company originally focused on the acquisition and exploration of base and precious metal mineral properties, with activities centered in Canada. In 2011, the Company entered into a preliminary agreement to conduct due diligence to identify potential oil and gas acquisition targets in Nigeria. The Company, through its wholly owned subsidiary, James Bay Energy Nigeria Limited ("JBENL") has a 45% ownership interest in Crestar Integrated Natural Resources Limited ("CINRL" or "Crestar") with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited ("CHEPCL").

The business of exploring for oil and gas involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable operations. The Company's continued existence is dependent upon the preservation of its interests in its underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to secure an interest in new properties or the ability of the Company to complete additional financings, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and 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, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, social licensing requirements, currency exchange fluctuations and restrictions, and political uncertainty.

As at December 31, 2019, the Company had a working capital deficiency of \$760,484 (December 31, 2018 working capital - \$897,902) and had an accumulated deficit of \$17,497,209 (December 31, 2018 - \$10,505,225) which has been funded primarily by the issuance of equity and debt. The ability of the Company to continue as a going concern is dependent upon its ability to raise sufficient funds to meet its obligations as they become due. While the Company has been successful in securing financing in the past, there is no assurance that it will be able to do so in the future. Because of continuing operating losses, the Company's continuance as a going concern is dependent on its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation.

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 its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material. The material uncertainties noted above together may cast significant doubt upon the Company's ability to continue as a going concern.

The head office, principal address and records office of the Company is located at 110 Yonge St, Suite 501, Toronto, Ontario, Canada, M5C 1T4. These consolidated financial statements of the Company for the year ended 2019 were approved and authorized for issue by the Board of Directors on May 26, 2020.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 2. BASIS OF PREPARATION

These consolidated financial statements of the Company and its subsidiaries were prepared in accordance with IFRS on a going concern basis, under the historical cost basis except for those financial instruments carried at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The policies set out below were consistently applied to all the periods presented unless otherwise noted below.

### 3. RECENT ACCOUNTING PRONOUNCEMENTS AND CHANGES IN ACCOUNTING POLICIES

#### *Recent accounting pronouncements*

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2019 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following has not yet been adopted and will be evaluated to determine the impact on the Company's consolidated financial statements.

In October 2018, the International Accounting Standards Board ("IASB") issued Definition of a Business Amendments to IFRS 3. The amendments clarify the definition of a business and provide application guidance to distinguish between a business combination and an asset acquisition. These amendments to IFRS are likely to result in more acquisitions being accounted for as asset acquisitions. The IFRS 3 amendments are effective for annual periods beginning on or after January 1, 2020 and to be applied prospectively. Earlier application is permitted. The Company will adopt the standard on January 1, 2020.

#### *Changes in Accounting Policies*

The Company has adopted the following amendments, effective January 1, 2019. The changes were made in accordance with the applicable transitional provisions.

IFRS 16 – Leases ("IFRS 16") was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 was effective for annual periods beginning on or after January 1, 2019. Earlier adoption was permitted if IFRS 15 has also been applied. The Company adopted IFRS 16 on January 1, 2019, refer to Note 11.

The Company has applied IFRS 16 using the modified retrospective approach and therefore the comparative information has not been restated and continues to be reported IAS 17 and IFRIC 4.

For leases that were classified as finance leases under IAS 17, the carrying amount of the right-of-use asset and the lease liability at January 1, 2019 are determined at the carrying amount of the lease asset and lease liability under IAS 17 immediately before that date. For leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at January 1, 2019 and the related right-of-use assets were recognized at amounts equal to the corresponding lease liability.

The Company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 3. RECENT ACCOUNTING PRONOUNCEMENTS AND CHANGES IN ACCOUNTING POLICIES (continued)

- Applied the exemption not to recognize ROU assets and liabilities for leases with less than 12 months of lease term
- Excluded initial direct costs from measuring the ROU asset at the date of initial application.

The Company was subject to a lease commitment for a premise in Canada which expired in January 2019, the new lease commenced on March 2019. When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate. The weighted average incremental borrowing rate applied to the lease liabilities on March 1, 2019 was 10%.

IFRIC 23 - Uncertainty over Income Tax Treatments (“IFRIC 23”) was issued in June 2017 by the IASB. IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Earlier application is permitted. There was no material impact on the consolidated financial statements as a result of the adoption of this amendment.

### 4. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries.

#### *Subsidiaries*

James Bay Energy Nigeria LLC, USA	100%
James Bay Energy Nigeria Limited, Nigeria	100%
D&H Energy Nigeria Limited, Nigeria	100%

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

### 5. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods. Such estimates and assumptions affect the carrying value of assets, the determination of impairment charges of non-current assets, impact decisions as to when exploration and evaluation costs should be capitalized or expensed and affect estimates for asset retirement obligations and reclamation costs. Other significant estimates made by the Company include factors affecting valuations of share-based payments, warrants and income tax accounts. The Company regularly reviews its estimates and assumptions; however, actual results could differ from these estimates and these differences could be material.

#### *(a) Capitalization of exploration and evaluation assets*

Management has determined that exploration and evaluation costs incurred may have future economic benefits. In making this judgement, management has assessed various sources of information including but not limited to the geologic and metallurgic information, proximity of other operating facilities and discoveries, operating management expertise and existing permits. See Note 10 for details of exploration and evaluation assets.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 5. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS (continued)

#### *(b) Impairment of exploration and evaluation assets*

While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates may include, but are not limited to, estimates of the discounted future cash flows expected to be derived from the Company's properties, costs to sell the properties and the appropriate discount rate.

Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, and/or adverse current economics can result in an impairment of the carrying amounts of the Company's exploration and evaluation assets.

#### *(c) Income taxes*

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

#### *(d) Share-based payments and warrants*

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. The Company uses the Black-Scholes model for the valuation of stock options and warrants. The Company has made estimates related to the volatility, the probable life of the stock options granted, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. The expected volatility is calculated using historical volatility over the period of the expected life of the stock options and warrants. Such judgments and assumptions are inherently uncertain. Warrants are valued in a similar way. Changes in these assumptions affect the fair value estimates.

#### *(e) Valuation of investment in associate*

The valuation of investment in associate is assessed when events occur that indicate impairment. These indicators include a significant technical difficulty regarding the investee operations, significant adverse changes in the market, economic, or legal environment in which the investee operates, changes in the investee's financial condition, significant financial difficulty of the investee and the investee's liquidity.

#### *(f) Contingencies*

Refer to Note 20.

#### *(g) Estimated useful life property and equipment, depreciation*

Management estimates the useful lives of property and equipment based on the period during which the assets are expected to be available for use. The amounts and timing of recorded expenses for depreciation of property and equipment for any period are affected by these estimated useful lives. The estimates are reviewed at least annually and are updated if expectations change as a result of physical wear and tear, technical or commercial obsolescence and legal or other limits to use. It is possible that changes in these factors may cause significant changes in the estimated useful lives of the Company's property and equipment in the future.



**JAMES BAY RESOURCES LIMITED**  
**Notes to the consolidated financial statements**  
For the years ended December 31, 2019 and 2018  
Expressed in Canadian dollars

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**6. SIGNIFICANT ACCOUNTING POLICIES**

*(a) Reporting and functional currencies*

The presentation currency of the Company and the functional currency of the Company and each of its subsidiaries is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statements of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Gains and losses on translation are charged to the consolidated statements of loss (income).

*(b) Share-based payments*

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payments note.

The fair value is determined at the grant date of the equity-settled share-based payments and is recognized on a graded-vesting basis over the period during which the employee becomes unconditionally entitled to the equity instruments, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. Upon exercise of the stock options, the consideration paid, together with the amount previously recognized in share-based payments reserve, is recorded as an increase in common shares. Unexercised stock options and warrants are transferred to deficit.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

*(c) Income Tax*

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 6. SIGNIFICANT ACCOUNTING POLICIES (continued)

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

#### *(d) Exploration and evaluation assets*

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities, net of government assistance received, are capitalized to exploration and evaluation assets. Deferred exploration expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

The Company's property interests are in the exploration and evaluation stage and accordingly, the Company follows the practice of capitalizing all costs relating to the acquisition of, exploration for and evaluation of properties and crediting all revenues received against the cost of the related claims. Such costs include, but are not exclusive to, acquisition, geological, geophysical studies, exploratory drilling and sampling.

At such time as commercial production commences, these costs will be charged to operations on a unit-of-production method based on proven and probable reserves. The aggregate costs related to abandoned properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of a permanent impairment. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes in profit or loss costs recovered on exploration and evaluation assets when amounts received, or receivable are in excess of the carrying amount. Upon transfer of "Exploration and Evaluation assets" into "Development Assets", all subsequent expenditure on the construction, installation or completion of infrastructure facilities is capitalised within "Development Assets". After production starts, all assets included in "Development Assets" are transferred to "Producing Properties".

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed. To the extent that exploration and evaluation assets are not expected to be recovered, they are charged to profit or loss.

#### *(e) Property and equipment*

Equipment is carried at cost less accumulated amortization. Amortization is calculated over the estimated useful life of the assets at the following annual rates:

Office equipment	-	20%	declining balance basis
Furniture and fixtures	-	20%	declining balance basis
Right of use asset	-	lesser of expected useful life or the lease term	
Computer equipment	-	55%	declining balance basis
Vehicles	-	30%	declining balance basis

**JAMES BAY RESOURCES LIMITED**  
**Notes to the consolidated financial statements**  
For the years ended December 31, 2019 and 2018  
Expressed in Canadian dollars

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**6. SIGNIFICANT ACCOUNTING POLICIES (continued)**

*(f) Impairment of non-financial assets*

The carrying values of capitalized exploration and evaluation assets and property and equipment are assessed for impairment when indicators of such impairment exist. Right-of-use assets are subject to impairment. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use. For exploration and evaluation assets, indicators of impairment would include exploration of a right to explore, no budgeted or planned material expenditures in an area or a decision to discontinue exploration in a specific area.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired, and an impairment loss is charged to profit or loss to reduce the carrying amount to its recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of depreciation/amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in profit or loss in the period of reversal.

*(g) Financial instruments*

*Financial assets:*

Financial assets are classified as either financial assets at fair value through profit or loss, amortized cost, or fair value through other comprehensive income. The Company determines the classification of its financial assets at initial recognition.

Financial assets recorded at fair value through profit or loss (FVTPL)

Financial assets are classified as fair value through profit or loss if they do not meet the criteria of amortized cost or fair value through other comprehensive income. Gains or losses on these items are recognized in the consolidated statements of loss (income). The loan receivable from CB Holdings Inc. is classified as a financial asset at FVTPL.

Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at fair value through profit and loss: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest". The Company's cash and cash equivalents and accounts receivable are classified as financial assets measured at amortized cost.

*Financial liabilities:*

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at fair value through profit or loss, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 6. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company's accounts payable and accrued liabilities and shareholder loan are classified as measured at amortized cost.

#### Financial liabilities recorded fair value through profit or loss ("FVTPL")

##### *Expected Credit Loss Impairment Model:*

The Company recognizes expected credit losses for amounts receivable based on the simplified approach under IFRS 9. The simplified approach to the recognition of expected losses does not require the Company to track the changes in credit risk; rather, the Company recognizes a loss allowance based on lifetime expected credit losses at each reporting date.

##### *Financial instruments recorded at fair value:*

Financial instruments recorded at fair value on the Consolidated Statements of Financial Position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 – valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 – valuation techniques using inputs for the assets or liability that are not based on observable market data (unobservable inputs).

##### *(h) Income (loss) per share*

Basic income (loss) per share is calculated by dividing the income (loss) available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted income (loss) per share is calculated by assuming that the proceeds to be received on the exercise of dilutive convertible debentures, share options and warrants are used to repurchase common shares at the average market price during the period.

For the year ended December 31, 2019 diluted loss per share is the same as basic loss per share as the effects of options, warrants and the conversion features would be anti-dilutive.

##### *(i) Decommissioning Liabilities*

A legal or constructive obligation to incur decommissioning liabilities may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company had no decommissioning liabilities as at December 31, 2019 and 2018.

**JAMES BAY RESOURCES LIMITED**  
**Notes to the consolidated financial statements**  
For the years ended December 31, 2019 and 2018  
Expressed in Canadian dollars

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**6. SIGNIFICANT ACCOUNTING POLICIES (continued)**

*(j) Investment in associate*

Investment in associate is accounted for using the equity method based on the Company's ability to exercise significant influence over the operating and financial policies of the investee. Investments of this nature are recorded at original cost and adjusted periodically to recognize the Company's proportionate share of the associate's net income or losses after the date of investment, additional contributions made, and dividends received. Investments are written down when there has been a significant or prolonged decline in fair value.

*(k) Compound financial instruments*

The components of compound financial instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. The conversion feature of the convertible debentures issued does not meet the criteria for equity classification and accordingly, is accounted for as an embedded derivative liability. The embedded derivative liability is calculated first using the Black-Scholes option pricing model, and the residual value is assigned to the debt component. Subsequent to initial recognition, the embedded derivative component is re-measured at fair value at each reporting period with the changes in fair value recognized in the consolidated statements of loss (income).

Subsequent to initial recognition, the liability component is accounted for at amortized cost using the effective interest rate method until the instrument is converted, or the instrument matures. The liability component accretes up to the principal balance at maturity. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

*(l) Leases recognition*

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represents substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then an asset is not identified.
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.
- In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
  - o The Company has the right to operate the asset; or
  - o The Company designed the asset in a way that predetermines how and for what purpose it will be used.

If a contract is assessed to contain a lease, a lease liability is recognized representing the present value of cash flows estimated to settle the contract, discounted using the discount rate implicit in the lease, or if that is not available, a discount rate which would be required if the underlying asset was acquired through a financing arrangement. The Company will also recognize a right-of-use asset ("ROU") that will generally be equal to the lease obligation at adoption.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

### 6. SIGNIFICANT ACCOUNTING POLICIES (continued)

The ROU is subsequently amortized over the life of the contract. This policy is applied to contracts entered into, or changed, on or after January 1, 2019. The ROU asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses, adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is measured when there is a change in future lease payments arising from a change in index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

### 7. PROPERTY AND EQUIPMENT

	Office equipment \$	Furniture and fixtures \$	Computer equipment \$	Vehicles \$	ROU \$	Total \$
<b>Cost</b>						
Balance December 31, 2017	21,366	129,974	43,459	22,946	-	217,745
Additions	-	722	2,794	-	-	3,516
Balance December 31, 2018	21,366	130,696	46,253	22,946	-	221,261
Additions	-	-	-	-	197,103	197,103
Disposals	-	(4,315)	-	-	-	(4,315)
Balance December 31, 2019	21,366	126,381	46,253	22,946	197,103	414,049
<b>Accumulated amortization</b>						
Balance December 31, 2017	9,009	88,523	42,669	10,239	-	150,440
Depreciation	2,518	9,113	1,110	2,982	-	15,723
Balance December 31, 2018	11,527	97,636	43,779	13,221	-	166,163
Depreciation	2,538	27,901	1,382	5,667	58,598	96,086
Balance December 31, 2019	14,065	125,537	45,161	18,888	58,598	262,249
<b>Carrying value</b>						
Balance December 31, 2018	9,839	33,063	2,474	9,725	-	55,101
Balance December 31, 2019	7,301	844	1,092	4,058	138,505	151,800

As at December 31, 2019, the net book value of the Company's property and equipment by geographic location is as follows: Canada \$141,913 (December 31, 2018 - \$5,325) and Nigeria \$9,887 (December 31, 2018 - \$49,776). The office in Nigeria was moved in May 2019 which resulted in office equipment being adjusted. Some properties and equipment totaling approximately \$4,315 were disposed of during the move.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 8. INVESTMENT IN CERRADO GOLD INC.

On November 8, 2018, the Company announced that the Board of Directors approved an investment (the "Investment") of US\$1.5 million to acquire 3,333,334 common shares from the treasury of Cerrado Gold Inc. ("Cerrado Gold"), a privately-owned Ontario company that had executed an agreement to acquire a gold exploration project in Brazil (the "Acquisition"). The Investment represented approximately 14% of the issued and outstanding common shares of Cerrado Gold on November 8, 2018.

Following closing of the Acquisition, James Bay holds approximately 8.89% of the issued and outstanding common shares of Cerrado Gold. The dilution of James Bay's ownership percentage resulted from Cerrado Gold's issuance of shares from treasury to third-party sellers as part of the agreed terms of the Acquisition. As at December 31, 2019, the Company's share ownership of Cerrado Gold was further reduced to 8.43% due to issuance of shares from treasury to third party investors.

Mr. Stephen Shefsky, President, Chief Executive Officer and a director of James Bay, is also a director and a shareholder of Cerrado Gold, holding 2,000,000 common shares and 1,000,000 warrants in the capital of Cerrado Gold, representing approximately 8%. Mr. Mark Brennan, a director of James Bay, is also a director and a shareholder of Cerrado Gold, beneficially holding 2,972,222 common shares and 1,000,000 warrants in the capital of Cerrado Gold, representing approximately 12%. As at December 31, 2019, JBR, Mr. Shefsky's and Mr. Brennan's shareholdings have been reduced to 8.43%, 5.06% and 7.51%, respectively, due to shares being issued from Cerrado Gold's treasury to third party investors. As at December 31, 2019 the aggregated shareholdings between the Company and its common directors was in aggregate approximately 21%. It was determined that the Company exercises significant influence over Cerrado Gold and the Investment continues to be accounted for on an equity basis.

The following is a summary of the consolidated financial information for Cerrado Gold on a 100% basis as at and for the year ended December 31, 2019 and the year ended December 31, 2018.

	USD December 31, 2019	USD December 31, 2018
	\$	\$
Total current assets	125,823	235,133
Total non-current assets	3,501,210	2,478,344
Total current liabilities	2,415,924	1,222,966
Total non-current liabilities	1,610,398	-
Total comprehensive loss	<u>3,509,387</u>	<u>1,543,563</u>

### 9. LOAN RECEIVABLE FROM CB HOLDING GROUP CORP.

On December 21, 2018, the Company entered into a secured loan agreement (the "Secured Loan Agreement") with CB Holding Group Corp., a Nevada-based company (the "Borrower") involved in arranging both CBD and THC vape pens for sale to licensed distributors. Under the terms of the agreement, the Company agreed to advance up to US\$3.5 million (CAD\$4,824,596) to the Borrower, at an interest rate of 15% per annum, with the loan plus all accrued and unpaid interest repayable on the six-month anniversary of advancing the funds (the "Maturity Date"), and fully secured by all of the assets, undertaking and business of the Borrower. The Company loaned US\$1.5M on November 20, 2018 and US\$2M on December 20, 2018. The loan was part of approximately US\$7.5 million of secured loans which have been received by the Borrower as part of financing its business. The Company also received 45,500,000 warrants under the terms of the agreement, each exercisable for one common share of the Borrower at a price of CDN\$0.10 per share (the "Warrants").

# **JAMES BAY RESOURCES LIMITED**

## **Notes to the consolidated financial statements**

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### **9. LOAN RECEIVABLE FROM CB HOLDING GROUP CORP. (continued)**

In the event that the Company determines to convert the outstanding loan principal amount into the exercise price for the Warrants prior to the Maturity Date, the Borrower has agreed that it will increase the number of common shares issuable upon exercise of the Warrants by 30% to approximately 59,150,000 common shares of the Borrower. The US\$1.5M and US\$2M loans matured on May 20, 2019 and June 20, 2019 respectively. The interest rate increased from 15% to 30% after the maturity date of the loans. The change in interest rate as has been agreed upon by CB Holdings Group Corp. The Company calculates the fair value of the equity conversion feature and the warrants embedded in the loan using the Black-Scholes pricing model and re-measured each reporting period with changes between periods recognized in the consolidated statements of (loss) income and comprehensive (loss) income by the Borrower. Up to and since the Maturity Date of the secured loan, the Company had been working with the Borrower in attempts to sell various inventory and receive payment of its secured loan, but those efforts have proven fruitless.

On October 30, 2019, the Company commenced legal proceedings in the State of California to recover overdue amounts owed pursuant to the “Secured Loan Agreement” against the Borrower. The legal proceedings were also commenced against companies related to the Borrower (collectively, the “Borrowers”). The legal action involved filing a complaint with the Superior Court of the State of California, County of Los Angeles, for breach of contract, unjust enrichment, fraud, recovery of possession of personal property, and appointment of a receiver. With interest and expenses, the total amount receivable currently outstanding under the secured loan agreement is approximately US\$4.3 million, all of which is being claimed by the Company in the legal proceedings.

The loan receivable and associated warrants due from the Borrowers in the amount of \$5,599,104 including \$844,066 interest receivable was written off on October 30, 2019. In addition, the related amount receivable of \$147,728 was written off as at December 31, 2019.

As at December 31, 2019, the fair value of the conversion value of the Secured Loans was \$Nil (December 31, 2018 - \$29,311 (US\$21,486)) and the fair value of the Warrants was estimated at \$Nil December 31, 2018 - \$97,702 (US\$71,619)) using the Black-Scholes option pricing model with the following assumptions: an expected dividend yield of 0%; expected volatility of 100%, a risk-free interest rate of 2.48% and an expected life of 4 years.

### **10. PETROLEUM PROPERTY INTERESTS**

#### **OML 25 PROJECT**

In June 2014, Crestar Integrated Natural Resources Limited (“CINRL”) (see Note 17) was selected as the winning bidder for a 45% participating interest in active Oil Mining Lease No. 25 (“OML 25”) in the Niger Delta region, offered by joint venture partners: The Shell Petroleum Development Company of Nigeria Limited, Total E&P Nigeria Limited, and Nigerian AGIP Oil Company Limited (collectively the “Shell JV”). CINRL obtained terms for a loan from a prospective future investor, for the full purchase price of OML 25.

The Nigerian National Petroleum Corporation (“NNPC”) attempted to block the sale and acquire the interest for itself. CINRL commenced injunction proceedings in January 2015 in the Nigerian Federal High Court to bar the Shell JV from effecting a transfer to NNPC or anyone else, which injunctions were granted on a preliminary basis. The Shell JV subsequently sought to discharge the injunctions, but the Federal High Court dismissed the Shell JV’s application on March 6, 2015. Further court proceedings were instituted by the Shell JV, but ultimately those have been unsuccessful. The Federal High Court of Nigeria also has ruled in favor of CINRL and granted an injunction in favor of CINRL, which effectively has frozen any potential plans by the NNPC to acquire the 45% participating interest in OML 25 being divested by the Shell JV. As of the date hereof this injunction in favor of CINRL continues to remain in place.



# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 10. PETROLEUM PROPERTY INTERESTS (continued)

CINRL had also commenced legal proceedings in the High Court of Justice in England, against the Nigerian subsidiary of Seplat Petroleum Development Company PLC (“Seplat”) on January 27, 2017. CINRL’s claim alleged bad faith conduct by Seplat’s subsidiary, Newton Energy Limited (“Newton”), relating to the proposed acquisition of OML 25. The dispute in the English High Court was on US\$20.5 million held in escrow following a protracted dispute over the acquisition of OML 25 from the Shell JV, which CINRL alleged should have been released to CINRL had Newton not sent its bad faith election that it intended to finance the OML 25 purchase on August 16, 2016. See Note 21 – Commitment and Contingencies.

In June 2017, the Company lent CINRL £200,000 GBP as a form of security for legal costs. In August 2017, the Company’s President and CEO provided a letter of guarantee in the amount of USD \$575,000 also as a form of security for legal costs. Both security forms are protected by the litigation until such time when the court orders are released. As a result of the settlement agreement in this action, these amounts have been released to the Company and the Company’s President and CEO, respectively.

#### Settlement

On March 21, 2018, the settlement offer in the litigation between CINRL and Newton was accepted. The litigation relates to proceedings brought in January 2017 by CINRL in the English High Court over the deposit of US\$20.5 million currently held in an escrow account, following a protracted dispute over the acquisition of OML 25 from the Shell JV.

On April 16, 2018, under the terms of the settlement, the Company received US\$10.5 million plus interest of US\$227,820 in connection with the litigation between CINRL and Newton. The interest was for the period from January 3, 2018 to the date of acceptance of the settlement offer on March 21, 2018. The Company also received US \$1.2 million from Seplat as an agreed payment for costs of the action.

#### Litigation Payout

In connection with the convertible debentures issued in 2015, the Company sold and assigned, pursuant to separate agreements with each subscriber, a pro rata entitlement (based on all the subscribers) for up to an aggregate of 30% of the net proceeds of litigation related to the OML 25 project. The net proceeds of the Litigation (whether as a result of final judgment by a court of competent jurisdiction or settlement for which no appeal or further proceeding may be taken (the “Final Award”) after deduction of all related costs and taxes incurred by the Company in the Litigation (the “Net Final Amount”). The payout amount of US\$2,811,255 was calculated after deduction of all related costs and taxes incurred by the Company in the litigation, payable to the debenture holders within 60 days from the receipt of the Final award.

On April 24, 2018, the Company paid an estimated amount of US\$2.7 million to convertible debenture holders (“Holder”). Each holder received an amount based on a pro rata share of their participating interest in the original convertible debenture issued in 2015. The remaining amount of US\$111,255 was paid in fiscal 2018.

**JAMES BAY RESOURCES LIMITED**  
**Notes to the consolidated financial statements**  
For the years ended December 31, 2019 and 2018  
Expressed in Canadian dollars

**11. LEASES**

	December 31, 2019
	\$
Total lease payable (payments)	150,545
Effect of discounting	(13,542)
Present value of lease payable	137,003
Less: current portion	(64,583)
Long-term lease payable	72,420

**12. SHAREHOLDER LOAN**

In 2019, the President and CEO of the Company extended \$120,374 to finance the working capital of the Company. The loan bears interest rate of 4.75% and is due on demand. As of December 31, 2019, the Company accrued \$1,542 interest for this loan.

**13. SHARE CAPITAL**

- (a) **Authorized** - Unlimited common shares, with no par value  
(b) **Issued** – 46,697,405 common shares

	#	\$
<b>Balance, December 31, 2017</b>	41,474,070	17,142,711
Conversion of convertible debenture <sup>(i)</sup>	5,223,335	885,456
<b>Balance, December 31, 2019 and 2018</b>	46,697,405	18,028,167

- (i) On May 27, 2018, six debenture holders converted an aggregate \$885,456 principal and interest into common shares. The Company issued 5,223,335 common shares in connection with this conversion.

**14. SHARE-BASED PAYMENTS RESERVE**

The Company has an incentive stock option plan (the “Plan”) whereby the Company can grant to directors, officers, employees and consultants, options to purchase shares of the Company. The Plan provides for the issuance of stock options to acquire up to 20% of the Company's issued and outstanding capital at the time of granting of options for a maximum term of five years. The Plan is fixed at 20%, and the most recently approved maximum is 8,294,814 options. In no case (calculated at the time of grant) shall the Plan result in:

- the number of options granted in a 12-month period to any one consultant exceeding 2% of the issued shares of the Company;
- the aggregate number of options granted in a 12-month period to any one individual exceeding 5% of the outstanding shares of the Company.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

### 14. SHARE-BASED PAYMENTS RESERVE (continued)

- the number of options granted in any 12-month period to employees or consultants undertaking investor relations activities exceeding in aggregate 2% of the issued shares of the Company;
- the aggregate number of common shares reserved for issuance to any one individual upon the exercise of options granted under the Plan or any previously established and outstanding stock option plans or grants exceeding 5% of the issued shares of the Company in any 12-month period.

The following reconciles the share options outstanding:

	December 31, 2019		December 31, 2018	
	Number of options #	Weighted average exercise price \$	Number of options #	Weighted average exercise price \$
Balance, beginning of year	5,150,000	0.29	5,150,000	0.29
Balance, end of year	<u>5,150,000</u>		<u>5,150,000</u>	

The Company has the following share options outstanding at December 31, 2019:

Estimated Grant Date Fair Value \$	Outstanding Options #	Options Exercisable #	Exercise Price \$	Expiry Date
299,470	4,900,000	4,900,000	0.25	May 4, 2020 <sup>(i)</sup>
5,700	250,000	250,000	0.30	September 15, 2020
<u>305,170</u>	<u>5,150,000</u>	<u>5,150,000</u>		

The weighted average remaining contractual life of the stock options exercisable at December 31, 2019 was 0.36 years (December 31, 2018 – 1.36 years).

<sup>(i)</sup> The stock options expired unexercised subsequent to year-end.

### 15. WARRANT RESERVE

	#	\$
Balance, December 31, 2017 and 2018	151,313	40,171
Warrants expired, October 30, 2019	(50,000)	(23,226)
Warrants expired, December 19, 2019	(101,313)	(16,945)
<b>Balance, December 31, 2019</b>	<b>-</b>	<b>-</b>

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 16. INVESTMENT IN CRESTAR INTEGRATED NATURAL RESOURCE (“CINRL”)

The Company, through its wholly owned subsidiary JBENL has a 45% ownership interest in CINRL with the remaining 55% portion held by an indigenous Nigerian corporation, Crestar Hydrocarbon Exploration and Production Company Limited (“CHEPCL”).

In November 2013, the Company entered into a Financial and Technical Services Agreement (“FTSA”) with CINRL whereby the Company was appointed the Financial and Technical Partner with respect to acquiring oil and gas projects in Nigeria. This agreement provided that the Company shall arrange to provide the funding to CINRL and shall meet all required financial obligations. The Company was responsible for providing technical assistance, appointing personnel and carrying out the evaluation, development and production from the projects. JBENL’s President and Chief Executive Officer is also the President and Chief Executive Officer of CINRL, and member of the Board of Directors of James Bay and a shareholder of CHEPCL.

In consideration of the Company’s obligations to provide the funding to CINRL, the revenue proceeds from the contract area or any asset of CINRL shall be allocated in the following manner:

- a. The Company shall first recover any amounts paid or payable by the Company to third parties including financing interest associated with the purchase of any oil and gas project (including OML 25);
- b. 80% of the remaining revenue proceeds (after deductions under (a) above) shall be allocated to the Company;
- c. The remaining 20% of revenue proceeds (after deductions under (a) and (b) above) shall be shared between CHEPCL and the Company in accordance with their respective ownership interest.

The above agreement between CINRL and JBENL was amended on June 17, 2014 to reflect a change of party from CINRL to CHEPCL.

The Company consolidated its investment in CINRL up to July 3, 2014, even though it owned less than 50% of the shares. The premise of consolidation stems from the terms of the FTSA and common management oversight. Under the terms of the FTSA with CINRL, the Company was to provide funding to Crestar and to meet all required financial obligations. The Company was also responsible for providing technical assistance, appointing personnel and carrying out the evaluation, development and production from the projects. The Company’s Country Manager and Chief Operating Officer is the president and CEO of Crestar.

The Company changed its accounting treatment as at December 31, 2014, after the change of party in the FTSA. Concurrent with the signing of the Agreement for Assignment of OML 25 on July 3, 2014, an agreement came into force with a prospective future investor of CINRL to provide CINRL with a loan for the full acquisition cost of the asset. The agreement further provided that the future investor would provide all technical services required under the operation of OML 25, and such agreement was subject only to the formal closing of the acquisition. As consideration, the prospective investor was expected to assume 55.56% effective interest in OML 25 and net revenue proceeds from the asset were expected to be adjusted accordingly. Given the agreement in place, it was determined that the Company lost control of CINRL on July 3, 2014. The Company assess the accounting treatment of CINRL in each reporting period in light of change in circumstance or new information which would warrant a change in accounting treatment. As of December 31, 2018, the Company has determined that the investment is considered an associate and is accounted for using the equity method.

Certain events during 2015 led to the renewal of negotiations among CINRL and Shell JV who along with the NNPC currently control OML 25. Pursuant to an agreement reached between CINRL and Seplat Petroleum Development Company PLC (“Seplat”), the sum of US\$408 million which was previously advanced by Newton Energy Limited (“Newton”) was placed in an escrow account in respect of the purchase price payable for OML 25. Given the material delays with the acquisition and the NNPC’s blockage of the closing of the initial purchase agreement for OML 25, it was determined that the funds should be released from escrow. Notwithstanding this release from escrow, the initial US\$45,320,000 deposit remains with the Shell JV while the Company and Seplat worked to complete the acquisition of OML 25.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 16. INVESTMENT IN CRESTAR INTEGRATED NATURAL RESOURCE (“CINRL”) (continued)

In connection with this renewed process, Seplat agreed to fund a portion of consortium costs previously incurred by CINRL in an amount equal to US\$11 million. The sum of US\$29 million was placed into a new escrow account by Seplat pending agreement of final terms of the acquisition transaction.

CINRL received a repayment from Seplat in the amount of \$4,459,000 (US\$3,500,000) in July 2015 and a further, \$9,687,750 (US\$7,500,000) in June 2016, which amounts were in each case transferred to the Company as repayment of amounts previously advanced to CINRL.

During the year ended December 31, 2019, the Company recorded a loss on equity investment in CINRL of \$539,291 (December 31, 2018 - \$962,746). As at December 31, 2019, the Company recorded impairment of equity investment of \$659,137 (December 31, 2018 – reversal of impairment of \$10,816,953).

The following is a summary of the financial information for CINRL for the year ended December 31, 2019 and 2018.

	USD December 31, 2019 \$	USD December 31, 2018 \$
Total current assets	73,820	73,820
Total current liabilities	89,270	97,880
Total non-current asset	2,156,968	1,094,511
Total comprehensive loss	903,182	1,943,980

### 17. CAPITAL MANAGEMENT

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, exploration and development of its properties. The capital structure of the Company consists of equity attributable to common shareholders comprised of common shares, warrant reserve, share-based payments reserve, and deficit. 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 properties in which the Company currently has an interest, or is pursuing an interest in, are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 17. CAPITAL MANAGEMENT (continued)

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the periods ended December 31, 2019 and 2018. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the CSE which requires adequate working capital of \$50,000. As of December 31, 2019, the Company is not in compliance with the policies of the CSE.

### 18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures from the previous period.

#### *Credit risk*

The Company's credit risk is primarily attributable to cash and cash equivalents and amounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to cash and cash equivalents and amounts receivable is remote. During the year, the Company wrote-off accounts receivables from CB Holdings Group Corp. in the amount \$270,870, as uncollectible. As a result, the Company added a total of \$126,141 as legal expenses and reported impairment loss of approximately \$147,000.

#### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have liquidity to meet liabilities when due. At December 31, 2019, the Company had cash and cash equivalents of \$15,988 (December 31, 2018 - \$1,152,380) to settle current liabilities of \$910,622 (December 31, 2018 - \$399,868). The Company has a working capital deficiency of \$760,484 (December 31, 2018 - \$897,902). The Company's current financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms.

#### *Market risk*

##### (a) Interest rate risk

The Company has cash balance. The Company's current policy is to invest excess cash in investment-grade short-term guaranteed investment certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company's convertible debentures bear interest at a fixed interest rate.

##### (b) Price risk

The ability of the Company to pursue its resource interests and the future profitability of the Company is directly related to the market price of oil and gas.

##### (c) Foreign currency risk

The Company is subject to foreign exchange risk as the Company has certain assets and liabilities, and makes certain expenditures, in US dollars and Nigerian Naira. The Company is therefore subject to gains and losses due to fluctuations in the US dollar and the Nigerian Naira relative to the Canadian dollar. The Company does not hedge its foreign exchange risk.

#### *Sensitivity analysis*

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve-month period.

# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 18. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

As at December 31, 2019, the Company has net monetary assets denominated in US dollars of USD \$Nil (December 31, 2018 - \$787,882). A 10% change in the value of the Canadian dollar relative to the US dollar would result in a corresponding change in net income approximately USD \$Nil (December 31, 2018 – USD \$78,788) based on the balance of these amounts held in US dollars as at December 31, 2019.

#### *Fair value*

The carrying value of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and shareholder loan approximate their fair value due to the relatively short periods to maturity of the financial instruments.

#### *Fair value hierarchy and liquidity risk disclosure*

Fair value measurements are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy shall have the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

### 19. RELATED PARTY DISCLOSURES

These consolidated financial statements include balances and transactions with directors and officers of the Company and/or corporations related to them. During the years ended December 31, 2019 and 2018, the Company entered into the following transactions involving related parties:

For the year ended December 31, 2019, the Company incurred legal fees of approximately \$203,487 (December 31, 2018 - \$278,822) with a law firm of which a partner, is a director of the Company. Approximately \$70,637 (December 31, 2018 - \$215,708) has been charged to CINRL. This amount is included in professional fees on the consolidation statement of (loss) income and comprehensive (loss) income. As at December 31, 2019, included in accounts payable and accrued liabilities is an accumulated balance of \$216,005 (December 31, 2018 - \$142,046) owing to this law firm.

The Company started renting office space from a corporation with common directors, beginning March 1, 2019. During the year ended December 31, 2019, approximately \$62,196 (December 31, 2018 - \$33,500) was charged by this corporation.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and other members of key management personnel for the twelve months ended December 31, 2019 and 2018 were as follows:

	December 31, 2019	December 31, 2018
Management salaries	\$632,358	\$872,994
Director's fees	80,000	80,000
	<u>\$712,358</u>	<u>\$952,994</u>

During the year ended December 31, 2019, the Company paid \$632,358 (December 31, 2018 - \$872,994) to three executive officers, of which, \$589,158 (December 31, 2018 - \$764,994) has been charged as management fees to CINRL.

# **JAMES BAY RESOURCES LIMITED**

## **Notes to the consolidated financial statements**

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### **19. RELATED PARTY DISCLOSURES (continued)**

Included in accounts payable and accrued liabilities as at December 31, 2019 are \$80,000 (December 31, 2018 - \$80,000) of Director's fees. Also included in accounts payable and accrued liabilities as at December 31, 2019 is \$100,000 (December 31, 2018 - \$Nil) of unpaid salary owing to the President and CEO of the Company.

All of the above amounts payable to related parties are unsecured, non-interest bearing, with no fixed terms of repayment.

### **20. COMMITMENTS AND CONTINGENCIES**

The Company is party to certain management contracts, which contain clauses requiring additional payments of up to \$864,000 be made upon the occurrence of certain events such as a change of control and additional payments of up to \$872,000 be made upon termination of contracts. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements. As of December 31, 2019, under these management contracts, management has committed to \$522,000 of salaries and benefits due within one year.

James Bay had retained Mr. Olaniyan to serve as its subsidiary company James Bay Energy Nigeria Limited's ("JBENL") Chief Operating Officer and the Company's Country Manager in Nigeria pursuant to an employment agreement dated June 1, 2012. Mr. Olaniyan was subsequently appointed as the President and Chief Executive Officer of JBENL on December 4, 2014. The employment agreement had an initial term which ran until June 1, 2014 and had been automatically extended for additional consecutive one (1) year periods with the last extended period until June 1, 2019. James Bay provided notice to Mr. Olaniyan on April 30, 2019 that the Company would not be extending the employment agreement for a further one-year term and terminated the agreement on June 1, 2019. James Bay has entered into an at-will consulting agreement with Mr. Olaniyan for any consulting services to be provided by Mr. Olaniyan to James Bay as may be required by James Bay in the future.

The Company's exploration and evaluation activities are subject to various 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 operations 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.

The Company is party to legal proceedings in the ordinary course of its operations related to legally binding agreements with third parties. As at December 31, 2019, one such proceeding was ongoing. The Company believes this claim to be without merit. Management does not expect the outcome of this proceeding to have a materially adverse effect on the results of the Company's financial position or results of operations and therefore this amount has not been reflected in these consolidated financial statements. Should any losses result from the resolution of this dispute, that amount will be charged to operations in the year that it is determined.

On February 15, 2019, the Company was served with a Notice of Action and related Statement of Claim commenced in the Superior Court of Justice by Alkebulan Ltd. and Andre van der Spuy, as plaintiffs. The claim, which also includes Seplat Petroleum Development Company PLC as a defendant, alleges damages in the amount of \$850,000 for a purported breach of contract, and \$50,000 for punitive damages. The Company has reviewed the claim with counsel and is of the view the claim is wholly without merit, and intends to defend the claim vigorously, including requiring the plaintiffs to post security for cost as foreign plaintiffs in this action. Plaintiffs' counsel has advised that they intend to serve an amended claim and will not require a statement of defence be served until that time. The Company has received nothing further to date.



# JAMES BAY RESOURCES LIMITED

## Notes to the consolidated financial statements

For the years ended December 31, 2019 and 2018

Expressed in Canadian dollars

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### 21. INCOME TAXES

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expensed to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

The reconciliation of the combined Canadian federal and provincial statutory income taxes of 26.5% (2018 - 26.5%) to the effective tax rate is as follows:

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
(Loss) income before income taxes	(7,032,055)	9,905,515
Expected income tax (recovery) based on statutory rate	(1,863,495)	2,624,950
Adjustment to expected income tax benefit:		
Differences in foreign tax rates	(25,754)	(332,780)
Expenses not deductible for tax purposes	369,014	(49,010)
Prior year true up	-	(82,980)
Change in foreign exchange rates	639,668	-
Benefit of tax assets not recognized	880,567	2,160,180
Income tax (recovery)	-	-

**JAMES BAY RESOURCES LIMITED**  
**Notes to the consolidated financial statements**  
For the years ended December 31, 2019 and 2018  
Expressed in Canadian dollars

**21. INCOME TAXES (continued)**

The following table summarizes the components of deferred tax:

Deferred Tax Assets		
Lease liability	\$ 34,940	\$ -
Subtotal of Assets	\$ 34,940	\$ -
Deferred Tax Liabilities		
Property, plant and equipment	\$ (34,940)	\$ -
Subtotal of Liabilities	(34,940)	-
Net deferred tax liability	\$ -	\$ -

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2019	2018
	\$	\$
Operating tax losses carried forward Canada	6,219,420	5,641,730
Resource pools – Mineral Properties	4,201,120	3,452,000
Operating losses carried forward USA	73,610	-
Capital losses carried forward	4,935,930	46,000
Investment Tax Credits	-	10,000
Share issue costs	-	3,000
Property, plant and equipment	24,320	5,000
Investment in Cerrado	446,770	52,430
Lease liability	5,150	-
Total	15,906,320	9,210,160

The Canadian operating tax losses carry forwards expire as noted in the table below. The US operating tax losses expire between 2038 and 2039. The capital loss carry forward may be carried forward indefinitely, but can only be used to reduce capital gains. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

**JAMES BAY RESOURCES LIMITED**  
**Notes to the consolidated financial statements**  
For the years ended December 31, 2019 and 2018  
Expressed in Canadian dollars

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**21. INCOME TAXES (continued)**

The Company's Canadian non-capital income tax losses expire as follows:

<u>Year of expiry</u>	<u>Canada</u>
2030	\$ 418,430
2031	751,290
2032	900,460
2033	139,530
2034	1,087,350
2035	1,525,950
2036	352,270
2037	466,070
2038	-
2039	578,070
	<u>\$ 6,219,420</u>

**22. SUBSEQUENT EVENTS**

Subsequent to year-end, there was a global outbreak of COVID-19 (coronavirus), which had a significant impact on businesses through restrictions put in place by the Canadian government regarding travel, business operations and isolations/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease and the duration of the outbreak, including the duration of travel restrictions, business time, or disruptions and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. While the extent of the impact is unknown, we anticipate that this outbreak may cause supply chain disruptions, staff shortages and increased government regulations, all of which may negatively impact the Company's business and financial condition.