Financial Statements of

Mountain Lake Minerals Inc.

For the years ended
November 30, 2019 and 2018

(Expressed in Canadian dollars)

manning elliott

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Mountain Lake Minerals Inc.

Opinion

We have audited the financial statements of Mountain Lake Minerals Inc. (the "Company"), which comprise the statements of financial position as at November 30, 2019 and 2018, and the statements of comprehensive income (loss), changes in equity and cash flows for the years ended then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2019 and 2018 and the results of its performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those 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 of the accompanying financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about 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, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

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

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

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 Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

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INDEPENDENT AUDITORS' REPORT

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Fernando J. Costa.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
April 27, 2020

Mountain Lake Minerals Inc.
Statements of Financial Position
As at November 30, 2019 and 2018
(Expressed in Canadian dollars)

	Note	2019	2018
		$	$
ASSETS			
Current assets			
Cash		255	220,944
Restricted cash	9	103,422	376,675
Amounts receivable		64,475	42,708
Prepaid expenses		23,094	3,000
		191, 246	643,327
Advances	9	2,243,216	1,860,133
Equipment		4,286	3,982
Exploration and evaluation assets	5	211,516	12,500
		2,650,264	**2,519,942**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	599,183	450,237
Notes payable	6	66,000	66,000
Loans payable	9	300,000	350,000
		965,183	866,237
SHAREHOLDERS' EQUITY			
Share capital	7	7,690,508	6,333,372
Share subscriptions	7	199,932	1,019,408
Contributed surplus	7	583,565	583,565
Deficit		(6,788,924)	(6,282,640)
		1,685,081	1,653,705
		2,650,264	**2,519,942**

Nature of business and going concern – Note 1
Commitment – Note 12

Approved and authorized for issue on behalf of the Board on April 27, 2020

"Bill Fleming"
Director

"Paul Smith"
Director

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

Mountain Lake Minerals Inc.
Statements of Comprehensive Income (Loss)
For the years ended November 30, 2019 and 2018
(Expressed in Canadian dollars)

	Note	2019	2018
		$	$
Expenses			
Management fees	8	48,000	72,000
Professional fees		119,431	59,378
Consulting fees		87,508	44,471
Office and general		12,028	12,997
Share transfer, listing and filing fees		20,279	7,186
Travel and business development		17,376	5,281
Amortization		1,662	1,624
		(306,284)	(202,937)
Other income (expense)			
Gain on disposition of mineral property	5	-	383,000
Gain on settlement of liabilities	7	-	80,250
Write-down of exploration and evaluation assets	5	-	(142,608)
Write-down of advances receivable	9	(200,000)	-
		(200,000)	320,642
Net and comprehensive income (loss)		**(506,284)**	**117,705**
Earnings (loss) per share – basic and diluted		$ (0.05)	$ 0.02
Weighted average number of common shares outstanding – basic and diluted		10,908,267	5,310,934

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

Mountain Lake Minerals Inc.
Statements of Changes in Equity
For the years ended November 30, 2019 and 2018
(Expressed in Canadian dollars)

	Note	Common shares		Share Subscriptions	Contributed Surplus	Deficit	Total
		#	$	$	$	$	$
Balance, November 30, 2017		3,472,301	5,069,627	42,500	491,953	(6,400,345)	(796,265)
Share subscriptions received		-	-	2,256,808	-	-	2,256,808
Shares issued for private placements		4,163,000	1,269,900	(1,269,900)	-	-	-
Share issuance costs		-	(142,405)	-	55,612	-	(86,793)
Shares issued for settlement of liabilities		364,996	126,250	-	36,000	-	162,250
Exercise of warrants		20,000	10,000	(10,000)	-	-	-
Net and comprehensive income		-	-	-	-	117,705	117,705
Balance, November 30, 2018		**8,020,297**	**6,333,372**	**1,019,408**	**583,565**	**(6,282,640)**	**1,653,705**
Share subscriptions received		-	-	461,324	-	-	461,324
Shares issued for private placements		4,202,665	1,250,800	(1,250,800)	-	-	-
Recovery of share issuance costs		-	76,336	-	-	-	76,336
Shares return to treasury		(33,333)	-	-	-	-	-
Exercise of warrants		60,000	30,000	(30,000)	-	-	-
Net and comprehensive loss		-	-	-	-	(506,284)	(506,284)
Balance, November 30, 2019		**12,249,629**	**7,690,508**	**199,932**	**583,565**	**(6,788,924)**	**1,685,081**

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

Mountain Lake Minerals Inc.
Statements of Cash Flows
For the years ended November 30, 2019 and 2018
(Expressed in Canadian dollars)

	2019	2018
	$	$
Cash used in		
Operating activities		
Net income (loss) for the year	(506,284)	117,705
Adjustments for:		
Amortization	1,662	1,624
Gain on disposition of mineral property	-	(383,000)
Gain on settlement of liabilities	-	(80,250)
Write-down of exploration and evaluation assets	-	142,608
Write-down of advances receivable	200,000	-
	(304,622)	(201,313)
Net change in non-cash working capital balances related to operations:		
Amounts receivable	(21,767)	(16,546)
Prepaid expenses	(20,094)	-
Accounts payable and accrued liabilities	171,326	85,707
	(175,157)	(132,152)
Investing activities		
Advances	(633,083)	(1,860,133)
Purchase of property and equipment	(1,966)	-
Exploration and evaluation assets	(145,060)	(53,608)
	(780,109)	(1,913,741)
Financing activities		
Subscriptions received	461,324	2,256,808
Loans received	-	350,000
	461,324	2,606,808
Change in cash	(493,942)	560,915
Cash - beginning	597,619	36,704
Cash - ending	**103,677**	**597,619**
Cash - ending:		
Cash	255	220,944
Restricted cash	103,422	376,675
	103,677	**597,619**
Supplemental cash flow information		
Interest paid	-	-
Income taxes paid	-	-

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

NOTE 1 – NATURE OF BUSINESS AND GOING CONCERN

Mountain Lake Minerals Inc. ("Mountain Lake Minerals" or the "Company") was incorporated under the Business Corporations Act of British Columbia on May 16, 2012. The address of the Company's head office is 1853 Sunken Lake Road, RR2, Wolfville, Nova Scotia, Canada, B4P 2R2. Its registered office is Suite 1750 – 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6.

The Company is a junior exploration company exploring for precious and base metal deposits. Mountain Lake Mineral's current projects are located in the province of Newfoundland and Labrador, Canada (Note 5).

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will realize its assets and discharge its liabilities in the normal course of business for at least the next twelve months. The Company has experienced losses and negative cash flow from operations since incorporation. As at November 30, 2019, the Company had not yet generated revenues and had an accumulated deficit of $6,788,924. These factors indicate the existence of a material uncertainty that casts significant doubt about the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete their development, and future profitable production or proceeds from the disposition of its resource property interests. The timing and availability of additional financing will be determined largely by the performance of the Company and market conditions and there is no certainty that the Company will be able to raise funds as they are required in the future.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. The impact on the Company is not currently determinable but management continues to monitor the situation.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary to reflect these financial statements on a liquidation basis which could differ from accounting principles applicable to a going concern.

NOTE 2 – BASIS OF PRESENTATION

a) Statement of compliance

These audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The financial statements were authorized for issue by the Board of Directors on April 27, 2020.

b) Basis of measurement

The financial statements have been prepared on the historical cost basis, except for financial instruments which are measured at fair value, as explained in the accounting policies set out below. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

c) Functional and presentation currency

These financial statements are presented in Canadian dollars which is the Company's functional currency.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES

a) Use of estimates and judgments

The preparation of these financial statements requires management to make estimates, judgments and assumptions that affect the amounts reported in the financial statements and notes. By their nature, these estimates, judgments and assumptions are subject to measurement uncertainty and affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amount of revenues and expenses. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The more significant areas are as follows:

Critical accounting estimates

Estimate of recoverability for non-financial assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value.

Share-based payments

The amounts recorded for share-based payments are based on estimates. The Black Scholes model is based on estimates of assumptions for expected volatility, expected number of options to vest, dividend yield, risk-free interest rate, expected forfeitures and expected life of the options. Changes in these assumptions may result in a material change to the amounts recorded for the issuance of stock options.

Critical accounting judgments

The following accounting policies involve judgments or assessments made by management:

i. Exploration and evaluation assets

Management is required to apply judgment in determining whether technical feasibility and commercial viability can be demonstrated for the mineral properties. Once technical feasibility and commercial viability of a property can be demonstrated, exploration costs will be reclassified to mineral properties under exploration and subject to different accounting treatment. As at November 30, 2019 management had determined that no reclassification of exploration expenditures was required.

ii. Decommissioning liabilities

Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that existed during the year.

iii. Impairment of exploration and evaluation assets

Management considers both external and internal sources of information in assessing whether there are any indications that the Company's exploration and evaluation assets are impaired. External sources of information management consider includes changes in the market, economic and legal environment in which the Company operates that are not within its control and affect the recoverable amount of its mining interests. Internal sources of information management consider include the manner in which exploration and evaluation assets are being used or are expected to be used and indications of economic performance of the assets.

In determining the recoverable amounts of the Company's exploration properties, management makes estimates of the discounted future pre-tax cash flows expected to be derived from the Company's exploration properties, and the appropriate discount rate.

iv. Income taxes

The assessment of deferred income tax assets and liabilities requires management to make judgments on whether or not the Company's deferred tax assets are probable to be recovered from future income. Management has determined that the recoverability of the Company's deferred tax assets is remote due to the history of losses. As a result no deferred income tax assets have been recognized as at November 30, 2019.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

v. Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgement. Management monitors future cash requirements to assess the Company's ability to meet these future funding requirements. Further information regarding going concern is outlined in Note 1.

b) Cash

Cash consisted of cash on hand and balances with banks.

c) Restricted cash

Restricted cash consisted of cash in banks and held in trust, of which the purpose is restricted to use for certain purpose.

d) Exploration and Evaluation Assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired. Exploration and evaluation expenditures are capitalized as incurred as intangible assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, which management has determined to be indicated by a feasibility study and a decision to proceed with development, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to resource property and development assets.

An impairment review of exploration and evaluation assets is performed, either individually or at the cash generating unit level, when there are indicators the carrying amount of the assets may exceed their recoverable amounts. To the extent this occurs, the excess is fully provided against the carrying amount, in the period in which this is determined.

Exploration and evaluation assets are reviewed for indicators of impairment on a regular basis and these costs are carried forward provided at least one of the following conditions is met:

- such costs are expected to be recovered through successful exploration and development of the area of interest or by its sale; or
- exploration and evaluation activities in the area have not yet reached a stage that permits reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing, or planned in the future.

e) Equipment

Items of equipment are recorded at cost less accumulated amortization and accumulated impairment. The cost of an item includes the purchase price and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred.

Amortization is recognized using the declining balance method at the following rates:

Computer hardware	30%
Office and exploration equipment	20%
Vehicles	30%

Amortization methods, useful lives and residual values are reviewed at each financial year end and are adjusted if appropriate.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Share Capital

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company.

Depending on the terms and conditions of each financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are accounted for using the residual method, following an allocation of the unit price to the fair value of the common shares that were concurrently issued. Warrants that are issued as payment for an agency fee or other transactions costs are accounted for as share-based payments.

Commissions paid to agents and other related share issue costs are charged directly to share capital.

g) Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

h) Financial Instruments

Financial Assets

On initial recognition financial assets are classified as measured at:

i. Amortized cost;
ii. Fair value through profit and loss ("FVTPL"); and
iii. Fair value through other comprehensive income ("FVOCI").

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at amortized cost.

ii. FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial Instruments (continued)

iii. FVTPL

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

The Company's cash, restricted cash and advances are classified at FVTPL.

Financial Liabilities and Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; or (ii) amortized cost.

i. FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVTPL.

ii. Amortized cost

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Company classifies its accounts payable, notes and loans payable at amortized cost.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

i) Share-based Payments

Equity-settled share-based payments to employees and others providing similar services are measured at fair value of the equity instruments at the date of grant. Fair value is measured using the Black-Scholes pricing model. The fair value determined at the grant date of the equity-settled share-based payments is expensed as services are rendered over the vesting period, based on the Company's estimate of the shares that will eventually vest and adjusted for the effect of non-market-based vesting conditions. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no-true-up for differences between expected and actual outcomes.

Equity-settled share-based payment transactions with parties other than employees and those providing similar services 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.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

j) Income Taxes

Income tax on profit or loss consists of current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset would be recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

k) Basic and Diluted Earnings (loss) per Share

Basic earnings (loss) per share is computed by dividing the net income (loss) attributable to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

l) Decommissioning Liabilities

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs 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. A pre-tax discount rate that reflects the time value of money and the risks specific to the liability are used to calculate the net present value of the expected future cash flows. These costs are charged to the statement of loss over the economic life of the related asset, through depreciation expense using either the unit-of-production or the straight-line method as appropriate. The related liability is progressively increased each period as the effect of discounting unwinds, creating an expense recognized in the statement of loss. The liability is assessed at each reporting date for changes to the current market-based discount rate, and the 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 has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

m) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as a finance expense.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic benefits will be required, the provision is reversed. The Company presently does not have any amounts considered to be provisions.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

n) Adoption of new standards

New accounting standards adopted by the Company

The following standards were adopted by the Company effective December 1, 2018:

IFRS 9 Financial Instruments

On December 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9"), which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 provides a revised model for classification and measurement of financial assets. The revised model for classifying financial assets results in classification according to their contractual cash flow characteristics and the business models under which they are held. IFRS 9 also introduces a reformed approach to hedge accounting. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. The standard is effective for annual periods beginning on or after December 1, 2018.

As a result of the adoption of IFRS 9, the Company has changed its accounting policy for financial instruments retrospectively. The change did not result in a change in carrying value of any of our financial instruments on the transition date. IFRS 9 does not require restatement of comparative periods.

	Original classification IAS 39	New classification IFRS 9
Financial Assets		
Cash	FVTPL	FVTPL
Restricted cash	FVTPL	FVTPL
Advances	Loans and receivables	FVTPL
Financial Liabilities		
Accounts payable	Amortized cost	Amortized cost
Notes payable	Amortized cost	Amortized cost
Loans payable	Amortized cost	Amortized cost

There has been no change in the measurement categories, carrying values, or to previously reported figures of the Company's financial instruments. The adoption of the IFRS 9 did not have a significant impact on the financial statements.

IFRS 15 Revenue from Contracts with Customers

On December 1, 2018, the Company adopted IFRS 15, Revenue from Contracts with Customers. IFRS 15 specifies how and when revenue should be recognized as well as requiring more informative and relevant disclosures. The standard supersedes IAS 18 Revenue, IAS 11 Construction Contracts, and a number of revenue-related interpretations. Application of the standard is mandatory and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is effective for the Company's annual period beginning December 1, 2018. The adoption of IFRS 15 did not have any impact on the Company's financial statements.

IFRS 2 Share-based Payment

In November 2016, the IASB has revised IFRS 2 to incorporate amendments issued by the IASB in June 2016. The amendments provide guidance on the accounting for i) the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; ii) share-based payment transactions with a net settlement feature for withholding tax obligations and iii) a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. This standard is effective for annual periods beginning on or after January 1, 2018. The adoption of IFRS 2 did not have any impact on the Company's financial statements.

NOTE 3 – SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Accounting Standards and Amendments Issued but not yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended November 30, 2019, and have not been applied in preparing these financial statements. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IFRS 16 – Leases

IFRS 16 replaces IAS 17, "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 15, "Revenue from Contracts with Customers".

The Company does not expect the adoption of IFRS 16 to have a material impact on the Company's future results and financial position.

IFRIC 23 – Uncertainty over Income Tax Treatments

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. The Interpretation requires: (a) an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution; (b) an entity to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and (c) if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty.

The Company does not expect the adoption of IFRIC 23 to have a material effect on the Company's future results and financial position.

NOTE 4 – FINANCIAL INSTRUMENTS

The Company's financial instruments are categorized in 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 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - 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 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, restricted cash, advances, accounts payable, notes payable and loans payable.

The fair value of cash and restricted cash are determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The fair value of advances is determined to be "Level 3" as the amount relates to advances made concerning a definitive share purchase agreement; therefore, the inputs are unobservable (Note 9).

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as of November 30, 2019, as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1) $	Significant Other Observable Inputs (Level 2) $	Significant Unobservable Inputs (Level 3) $	Total $
November 30, 2019				
Cash	255	–	–	255
Restricted cash	103,422	–	–	103,422
Advances	–	–	2,243,216	2,243,216
November 30, 2018				
Cash	220,944	–	–	220,994
Restricted cash	376,675	–	–	376,675
Advances	–	–	1,860,133	1,860,133

Credit risk

The Company has no significant credit risk arising from operations. The Company does not engage in any sales activities, so is not exposed to major credit risks attributable to customers. The Company's credit risk is primarily attributable to cash. The Company holds its cash with Canadian chartered banks and the risk of default is considered to be remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due (Note 1). The Company's accounts payable are due within one year. The Company's notes and loans payable are due on demand. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital markets is hindered, whether as a result of stock market conditions generally or as a result of conditions specific to the Company. The Company's approach to managing liquidity risk is to ensure it will have sufficient liquidity to meet liabilities when due. As at November 30, 2019, the Company has unrestricted cash of $255 (2018 - $220,994) to settle current liabilities of $965,183 (2018 – $866,237).

Interest rate risk

Interest rate risk is the risk that future cash flows of the Company's assets and liabilities can change due to a change in interest rates. The Company is not exposed to interest rate risk as no financial instruments are interest-bearing. It is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from the financial statements.

NOTE 5 – EXPLORATION AND EVALUATION ASSETS

	Grand Falls - Windsor	Little River	Total
	$	$	$
Balance, November 30, 2017	12,500	89,000	101,500
Expenditures	-	53,608	53,608
Impairment charges	-	(142,608)	(142,608)
Balance, November 30, 2018	12,500	-	12,500
Expenditures	199,016	-	199,016
Balance, November 30, 2019	211,516	-	211,516

Grand Falls – Windsor, Newfoundland and Labrador, Canada

On October 30, 2017, the Company entered into an option agreement ("Agreement") with New Dawn Resources Inc. (the "Optionor") whereby the Company can acquire a 100% interest in the Grand Falls – Windsor property, a gold exploration property in the Central Newfoundland area of Newfoundland and Labrador consisting of 53 mineral claims under 2 licenses. As consideration, the Company is required to issue an aggregate 45,000 common shares, make $35,000 cash payment and incur accumulated exploration costs of $175,000 as follows:

	Number of common shares	Cash ($)	Exploration expenditures ($)
On closing date of the agreement (issued and paid)	5,000	10,000	-
On or before the first anniversary of the closing date	15,000	-	25,000
On or before the second anniversary of the closing date	25,000	-	50,000
On or before the third anniversary of the closing date	-	25,000	100,000
	45,000	**35,000**	**175,000**

Pursuant to the terms of the Agreement, the Company is required to issue additional 35,000 common shares if, prior to the third anniversary of the closing date, when the assay results from the exploration work showing that at least one rock of sample contains one or more than one ounce of gold per tonne.

The property is subject to a net smelter returns royalty ("NSR") of 1.5% of commercial production. The Company can purchase 1% of NSR for $1,500,000 at any time.

As at November 30, 2019, the Company is in violation of the Agreement as it is yet to issue the common shares due on or before the first anniversary of the closing date.

Little River, Newfoundland and Labrador, Canada

The Company has a 100% interest in other mineral claims in Newfoundland and Labrador. The third party option holders have retained a 2% net smelter return royalty and the Company has the exclusive right and option to acquire half of the net smelter return royalty for $1.5 million.

On August 10, 2016, the Company transferred one of its licenses back to the optionor. During the year ended November 30, 2017, the Company dropped certain lease claims in order to focus further exploration on the claims where management believes there are known mineral reserves. During the year ended November 30, 2018, the Company determined that it would no longer pursue exploration activities on the property and would focus on other mineral property interests. Accordingly, an impairment charge of $142,608 was recorded on the statements of comprehensive income (loss).

NOTE 5 – EXPLORATION AND EVALUATION ASSETS (continued)

Glover Island, Newfoundland and Labrador, Canada

The Company had an undivided 100% interest in the Glover Island property, a gold exploration property in Newfoundland and Labrador consisting of a mineral license and a mining lease. The property was subject to a net smelter returns royalty ("NSR") of 1% of commercial production, which reduces to 0.5% after the payment of the first $1.0 million. The NSR became effective after payment of the South Coast Royalty. The South Coast Royalty is a 3% NSR paid either from production of the Glover Island property or the production of certain other mineral interests including the Pine Cove property (held and operated by Anaconda Mining Inc.) to an aggregate of $3,000,000.

During the year ended November 30, 2018, the Company's licenses on the Glover Island property were revoked by the Ministry of Natural Resources due to non-payment of licensing and property maintenance costs to the Ministry of Natural Resources. As a result, the Company has written off previously accrued liabilities totaling $383,000 as the amounts are no longer due upon revocation of the licenses by the Ministry of Natural Resources. The amount of $383,000 has been recorded on the statements of comprehensive income (loss) as a gain on disposition of mineral property.

NOTE 6 – NOTES PAYABLE

On April 17, 2013, the Company received gross proceeds of $88,000 pursuant to an interim bridge loan financing from various directors, officers, and other private investors. The notes payable are non-interest bearing and matured on November 30, 2014. As at November 30, 2019, the balance of the notes payable was $66,000 (2018 - $66,000). The amounts owing are non-interest bearing, unsecured, and due on demand.

NOTE 7 – SHARE CAPITAL

Common shares

The Company's authorized capital consists of an unlimited numbers of common shares without par value. As at November 30, 2019, there were 12,249,629 issued and outstanding common shares.

Year ended November 30, 2019

a) On March 29, 2019, the Company closed the initial tranche of a non-brokered private placement of units (each a "Unit") at a price of $0.30 per Unit (the "Placement"). An aggregate of 4,202,665 Units were sold in this initial tranche of Placement for gross proceeds of $1,260,800. Each Unit consists of one common share of the Company and one half of one share purchase warrant to acquire a further common share at a price of $0.50 per share until March 29, 2020 with a fair value of $nil. In connection with the private placement, the Company has accrued $10,457 in legal fees. The proceeds of $1,019,408 for this issuance were received during the year ended November 30, 2018. On November 30, 2019, 33,333 Units sold in the initial tranche were cancelled and returned to treasury as a result of failure to pay.

b) The Company issued a total of 60,000 common shares for gross proceeds of $30,000 during the year ended November 30, 2019 pursuant to the exercise of warrants.

Year ended November 30, 2018

a) The Company completed a ten (10) old for one (1) new basis share consolidation. The share consolidation was effective on July 16, 2018. All share and per-share figures in these financial statements have been retroactively adjusted to reflect the share consolidation.

b) The Company completed a non-brokered private placement by issuing 30,000 units at $1.00 per unit. Each Unit is comprised of one common share and one-half of one common share purchase warrant, each whole warrant being exercisable for one common share at an exercise price of $1.50 for two years from closing. The proceeds for this private placement were received during the year ended November 30, 2017.

c) The Company issued a total of 364,996 common shares to settle accounts payable of $242,500 of which $108,000 was due to directors and officers of the Company. The fair value of the shares issued was $126,500. Accordingly, the Company recorded a gain on settlement of liabilities of $80,250 on the statement of comprehensive income (loss) and the remaining $36,000 was recorded to contributed surplus as a capital transactions as the settlement of debt with directors occurred with related parties and shareholders of the Company.

NOTE 7 – SHARE CAPITAL (continued)

d) The Company issued 20,000 common shares for gross proceeds of $10,000 received in 2017 pursuant to the exercise of warrants.

e) On July 18, 2018, the Company closed the initial tranche of a non-brokered private placement of units (each a “Unit”) at a price of $0.30 per Unit (the “Placement”). An aggregate of 4,133,000 Units were sold in this initial tranche of Placement for gross proceeds of $1,239,900. Each Unit consists of one common share of the Company and one half of one share purchase warrant to acquire a further common share at a price of $0.50 per share until July 17, 2019. In connection with the private placement, the Company has accrued finders’ fees payable of $86,793 and issued 289,310 share purchase warrants to acquire common shares of the Company at a price of $0.50 for a period of one year.

Stock Options

The Company has a Stock Option Plan (the “Plan) which provides that the number of options granted may not exceed 10% of the issued and outstanding shares. Options granted under the Plan generally have a five-year term and are granted at a price no lower than the market price of the common shares at the time of the grant.

A summary of the Company’s stock option activity for the years ended November, 2019 and 2018 is as follows:

	November 30, 2019		November 30, 2018	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
		$		$
Outstanding, beginning of the year	-	-	195,000	0.40
Expired / Cancelled	-	-	(195,000)	0.40
Outstanding, end of the year	-	-	-	-

Warrants

A summary of the Company’s warrant activity for the years ended November, 2019 and 2018 is as follows:

	November 30, 2019		November 30, 2018	
	Number of options	Weighted Average Exercise Price	Number of options	Weighted Average Exercise Price
		$		$
Outstanding, beginning of the year	3,050,810	0.50	700,000	0.50
Issued	4,151,166	0.50	2,370,810	0.50
Exercised	(60,000)	0.50	(20,000)	0.50
Outstanding, end of the year	7,141,976	0.50	3,050,810	0.50

On March 29, 2019, the Company granted 2,084,666 warrants pursuant to the private placement described above. The warrants are exercisable at a price of $0.50 per common share and have an expiration period of one year.

On April 9, 2019, the Company entered into agreements with investors from the initial tranche of private placement to extend their warrants by one year to July 18, 2020 and issuing them an additional ½ warrant, such that an aggregate of 2,066,500 warrants issuable, each entitling the holder to acquire one additional common share at a price pf $0.50 per share.

On August 15, 2019, the Company announced that the Board of Directors have determined to extend the expiry date of 680,000 share purchase warrants exercisable at a price of $0.50 from August 16, 2019 to August 16, 2020.

During the year ended November 30, 2018, the Company granted 289,310 warrants to finders for the Placement described above. The fair value of these warrants was calculated as $55,612, using the Black-Scholes model. The fair value was calculated using the following assumptions: share price at grant date - $0.45; exercise price - $0.50; expected life – 1 year; volatility – 120%; annual rate of dividends – 0%; risk-free rate – 1.89%.

NOTE 7 – SHARE CAPITAL (continued)

Warrants (continued)

The following is a summary of warrants outstanding as at November 30, 2019:

Number of warrants	Exercise Price	Expiry date
	$	
4,362,310	0.50	July 18, 2020
680,000	0.50	August 16, 2020
15,000	1.50	October 30, 2020
2,084,666	0.50	March 29, 2020
7,141,976	0.50	

The weighted average useful life of the Company's outstanding warrants as at November 30, 2019 is 0.55 years.

NOTE 8 – RELATED PARTY TRANSLATIONS

Payments to key management personnel including the President and Chief Executive Officer, Chief Financial Officer, Directors and companies directly controlled by key management personnel are for salaries, consulting fees, management fees, or professional fees and are directly related to their position in the Company or to services provided to the Company.

For the year ended November 30, 2019, key management personnel compensation was $48,000 (2018 - $72,000) to directors of the Company for management fees and $20,000 (2018 - $19,340) in consulting fees.

In addition, the Company also settled certain liabilities with directors for the year ended November 30, 2018 as described in Note 7 through the issuance of common shares.

Included in accounts payable and accrued liabilities are amounts owing to related parties totalling $333,500 (2018 - $291,340). Included in notes payable are amounts owing to related parties totalling $1,500 (2018 - $1,500). The Company shares key management personnel with the related parties.

As described in Note 9, during the year ended November 30, 2018, the Company advanced $200,000 to 1151024 B.C. Ltd. ("1151024"). 1151024 and the Company share a common director. During the year ended November 30, 2019, the Company provided for an impairment charge related to the advance to 1151024.

NOTE 9 – PROPOSED TRANSACTIONS

During the year ended November 30, 2018, the Company executed definitive share exchange agreements with 1151024 B.C. Ltd. ("1151024") and 1157630 B.C. Ltd. ("1157630") and their shareholders for the acquisition of all of the issued and outstanding shares of 1151024 and 1157630 (the "Transactions").

The Company has also executed an arrangement agreement dated June 7, 2018 (the "Arrangement Agreement") with a wholly owned subsidiary ("Spinco"), created for the purposes of completing the Spin-Off. Pursuant to the Arrangement Agreement, the Company will transfer to Spinco its existing mineral property assets in exchange for the issuance of common shares of Spinco (the "Spinco Shares") to be distributed to the Company's shareholders by way of a plan of arrangement.

The Transactions and the Arrangement Agreement are subject to various conditions, including approval of the shareholders of each entity and the exchange.

Pursuant to the terms of the Transactions, the Company has received loans of $300,000 from 1157630. The amounts are non-interest bearing, unsecured and due on demand. The additional $50,000 was a loan form an unrelated party that was settled during the year. In addition the Company had made cash advances and paid certain expenses related to 1157630 of $2,243,216 (2018: $1,860,133). These advances are non-interest bearing, unsecured and have no formal terms of repayment. For financial reporting purposes, these advances will form part of the consideration upon the close of the Transactions and will be eliminated upon consolidation. During the year ended November 30, 2018, the Company also advanced $200,000 to 1151024 as part of the acquisition.

On November 9, 2018, the definitive share exchange agreement with 1151024 was terminated (the "Termination"). Pursuant to the Termination, the $200,000 advance is repayable to the Company within one year of the date of Termination. As of November 30, 2019, the advance had not been repaid and as a result the Company provided for an impairment charge of the full amount of the advance.

NOTE 10 - INCOME TAX

In assessing deferred income tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment and concluding the deferred tax assets were not realized.

	2019	2018
Canadian statutory income tax rate	31%	31%
	$	$
Income tax recovery at statutory rate	157,000	36,000
Effect on income taxes of:		
Permanent differences and others	(60,000)	(146,000)
Deferred tax asset not recognized	(97,000)	110,000
Income taxes expense (recovery)	-	-

The nature and effect of the Company's unrecognized deferred tax assets is as follows:

	2019	2018
	$	$
Equipment	5,000	4,000
Exploration and evaluation assets	1,326,000	1,323,000
Non-capital losses carried forward	589,000	488,000
Capital losses carried forward	7,000	7,000
Share issuance costs	13,000	22,000
Deferred tax asset not recognized	(1,940,000)	(1,843,000)
Net deferred tax assets (liabilities)	-	-

As at November 30, 2019, the Company had non-capital losses carried forward of approximately $1,900,000 (2018 - $1,575,000) which may be applied to reduce future years' taxable income, expiring as follows:

	$
2032	235,000
2033	375,000
2034	243,000
2035	119,000
2036	98,000
2037	367,000
2038	138,000
2039	325,000
	1,900,000

NOTE 11 – CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of mineral properties and maintain the necessary corporate and administrative functions to facilitate these activities. As at November 30, 2019, the Company had a working capital deficiency of $773,937 (2018 - $222,910).

The properties in which the Company currently has an interest are in the exploration stage; as such, the Company is dependent on external financing, primarily equity financing, to fund its activities. There can be no assurance that the Company will be able to continue to raise capital in this manner. To carry out the planned exploration and fund administrative costs, the Company will utilize its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and business opportunities and seek to acquire an interest in additional properties or businesses if it believes there is sufficient geologic and economic potential and if it has adequate financial resources to do so.

The Company generally invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid financial instruments, such as cashable guaranteed investment certificates, held with a major Canadian financial institution.

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

NOTE 12 – COMMITTMENT

The Company is committed to certain cash payments, common share issuances and exploration expenditures as descried in note 5.

NOTE 13 – SUBSEQUENT EVENT

On April 8, 2019, the Company entered into a license agreement with Phenome One Corp. ("Phenome"). The license is in respect of a genetic cannabis library of certain cultivars, technical and materials owned by Phenome in order to allow the Company to propagate, cultivate, harvest, process, breed and develop, manufacture, produce and use such licensed property. In consideration for the license, the Company agreed to pay $250,000 in cash and issue 10,000,000 common shares over a nine-month period following the date the Company resumes trading on the CSE after completion of the Transactions described in Note 9. The license agreement is subject to regulatory approval.