

BLACK TUSK RESOURCES INC.
CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIOD ENDED JULY 31, 2019
AND JULY 31, 2018
(UNAUDITED)

Notice of No Auditor Review of Interim Financial Statements

The accompanying unaudited financial statements have been prepared by management and approved by the Audit Committee.

The Company's independent auditors have not performed a review of these financial statements in accordance with the standards established by the Canadian Institute to Chartered Accountants for a review of interim financial statements by an entity's auditors.

BLACK TUSK RESOURCES INC.**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**(Expressed in Canadian Dollars)

	July 31, 2019 (Unaudited)	April 30, 2019 (Audited)
ASSETS		
Current		
Cash	\$ 178,466	\$ 250,209
Other receivables	25,457	20,086
Prepaid expenses	460,566	281,420
	664,489	551,715
Exploration and evaluation assets (Note 5)	455,301	365,249
	\$ 1,119,790	\$ 916,964
LIABILITIES		
Current		
Accounts payable	\$ 71,246	\$ 221,322
	71,246	221,322
SHAREHOLDERS' EQUITY		
Share capital (Note 6)	3,282,613	1,809,324
Share subscription	–	336,559
Reserves	256,169	237,863
Deficit	(2,490,238)	(1,688,104)
	1,048,544	695,642
	\$ 1,119,790	\$ 916,964

NATURE OF CONTINUANCE OF
OPERATIONS (Note 1)
SUBSEQUENT EVENTS (Note 11)

Approved and authorized for issue on behalf
of the board on September 27, 2019:

“Richard Penn” Director

“Roman Rubin” Director

BLACK TUSK RESOURCES INC.**CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

UNAUDITED

	Three months ended July 31, <u>2019</u>	Three months ended July 31, <u>2018</u>
EXPENSES		
Consulting fees	\$ 488,643	\$ 62,773
Investor communication	157,192	—
Management fees	75,000	38,000
Office and miscellaneous	3,677	1,019
Professional fees	20,793	30,950
Stock based compensation	18,896	35,518
Transfer agent and filing fees	17,367	4,211
Travel and promotion	20,566	44,695
<hr/>		
Net loss and comprehensive loss end of period	\$ 802,134	\$ 217,166
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Loss per share (basic and diluted)	\$ (0.03)	\$ (0.02)
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Weighted average number of common share outstanding	25,824,945	13,826,593
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The accompanying notes are an integral part of these condensed interim financial statements

BLACK TUSK RESOURCES INC.**CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY**

(Expressed in Canadian Dollars)

UNAUDITED

	Number of Shares	Amount \$	Share Subscription \$	Reserves \$	Deficit \$	Total \$
Balances, April 30, 2019	19,326,309	1,809,324	336,559	237,863	(1,688,104)	695,642
Issued for cash	9,865,582	1,473,289	(336,559)	(590)	–	1,136,140
Stock based compensation	–	–	–	18,896	–	18,896
Comprehensive loss for the period	–	–	–	–	(802,134)	(802,134)
Balance, July 31, 2019	29,191,891	3,282,613	–	256,169	(2,490,238)	1,048,544
Balance, April 30, 2019	13,758,658	860,412	(5,097)	146,457	(575,382)	426,390
Issued for cash	625,000	93,750	–	–	–	93,750
Stock based compensation	–	–	–	35,518	–	35,518
Share subscription	–	–	41,291	–	–	41,291
Comprehensive loss for for the period	–	–	–	–	(217,166)	(217,166)
Balance, July 31, 2018	14,383,658	954,162	36,914	181,975	(792,548)	379,783

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

BLACK TUSK RESOURCES INC.**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

UNAUDITED

	Three months ended July 31, 2019	Three months ended July 31, 2018
CASH PROVIDED BY (USED IN):		
OPERATING ACTIVITIES		
Net loss for the period	\$ (802,134)	\$ (217,166)
Items not involving cash:		
Stock - based payments	18,896	35,518
	<u>(783,238)</u>	<u>(181,648)</u>
Changes in non-cash working capital balances:		
Other receivable	(5,371)	2,536
Prepaid expenses	(179,146)	52,248
Accounts payable and accrued liabilities	(150,666)	28,939
	<u>(1,118,421)</u>	<u>(97,925)</u>
Cash used in operating activities	(1,118,421)	(97,925)
INVESTING ACTIVITY		
Mineral property acquisition and exploration costs	(90,052)	(15,144)
	<u>(90,052)</u>	<u>(15,144)</u>
Cash used in investing activity	(90,052)	(15,144)
FINANCING ACTIVITIES		
Share subscription	(336,559)	41,291
Shares issued for cash	1,473,289	93,750
	<u>1,136,730</u>	<u>135,041</u>
Cash used in by financing activity	1,136,730	135,041
INCREASE IN CASH DURING THE PERIOD	(71,743)	21,972
CASH, BEGINNING OF PERIOD	250,209	152,615
CASH, END OF PERIOD	\$ 178,466	\$ 174,587
SUPPLEMENTAL DISCLOSURES		
Interest paid	\$ —	\$ —
Income taxes paid	\$ —	\$ —
Shares issued for and evaluation and exploration costs	\$ —	\$ —

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

1. NATURE OF OPERATIONS

Black Tusk Resources Inc. ("the Company") was incorporated on November 18, 2016 under the laws of British Columbia. The address of the Company's corporate office and its principal place of business is 200-666 Burrard Street, Vancouver, British Columbia, Canada.

The Company's principal business activities include the acquisition and exploration of mineral property assets. As at July 31, 2019, the Company had not yet determined whether the Company's mineral property asset contains ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The Company had a deficit of \$2,490,238 as at July 31, 2019, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

These financial statements do not give affect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

The financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended April 30, 2019.

The financial statements are prepared in accordance with accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretation of the International Financial Reporting Interpretation Committee ("IFRIC").

The financial statements were authorized for issue by the Board of Directors on September 27, 2019.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

There have been no material revisions to the nature of judgments and estimates of amounts reported in the Company's April 30, 2019 annual financial statements.

4. NEW ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

IFRS 16 – Leases

In June 2016, the IASB issued IFRS 16 – Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17. The standard is effective for annual periods beginning on or after January 1, 2019.

IFRIC Interpretation 22 Foreign Currency Transactions and Advance Consideration ("IFRIC 22"): On December 8, 2016, the IASB issued IFRIC 22, which addresses the exchange rate to use in transactions that involve advance consideration paid or received in a foreign currency. The Standard provides guidance on how to determine the date of the transaction for the purpose of determining the spot exchange rate used to translate the asset, expense or income on initial recognition that relates to, and is recognized on the de-recognition of, a non-monetary prepayment asset or a non-monetary deferred income liability. It is effective January 1, 2018. The Company is currently assessing the impact on the adoption of this interpretation.

5. EXPLORATION AND EVALUATION ASSET

Goldsmith Property

On November 30, 2016, the Company entered into an option agreement to purchase the claims in Goldsmith Property. In order to exercise its option, the Company must make cash payment of \$100,000 as follows:

- \$5,000 upon execution of the agreement; (paid)
- an additional \$7,000 on the Initial Public Offering of the Company; (paid)
- an additional \$13,000 on or before November 30, 2017; (paid)
- an additional \$20,000 on or before November 30, 2018; (paid)
- an additional \$25,000 on or before November 30, 2019; and
- an additional \$30,000 on or before November 30, 2020.

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5. EXPLORATION AND EVALUATION ASSETS (continued)

The Company must also issue 400,000 common shares of the Company as follows:

- 200,000 common shares on the Initial Public Offering of the Company; (issued) and
- an additional 200,000 common shares on or before November 30, 2020.

The Company must make all government payments in order to maintain the mineral claims in good standing. The Optionors retain a 2% net smelter royalty ("NSR") on the Goldsmith Property. The Company may purchase the first 1% of the NSR by paying the Optionors \$500,000. As at April 30, 2019, the project is still at an early exploration stage. The Company has incurred the following exploration expenditures as at April 30, 2019 and 2018:

	Goldsmith Property
	\$
Balance, April 30, 2017	5,000
Acquisition Costs	
Cash	20,000
200,000 shares issued at \$0.10 per share (Note 9)	20,000
Total Acquisition Costs	45,000
Deferred Exploration Costs	
Balance April 30, 2017	76,815
Exploration costs	11,175
Total Deferred Exploration Costs	87,990
Balance, April 30, 2018	132,990
Acquisition Costs	
Cash	20,000
Deferred Exploration Costs	
Exploration costs	37,259
Balance, April 30, 2019 and July 31, 2019	190,249

5. EXPLORATION AND EVALUATION ASSETS (continued)

Cluster Project

On February 5, 2019, the Company entered into a mineral claim purchase agreement to purchase 100% interest in the mineral property called the Cluster Project, located in Val-D'Or, Quebec. In consideration of the Property, the Company made a cash payment of \$25,000 and issued 1,000,000 common shares to the vendor during the year ended April 30, 2019.

As at April 30, 2019, the project is still at an early exploration stage. The Company has incurred the following exploration expenditures as at April 30, 2019.

Cluster project

	\$
Balance, April 30, 2018	-
Acquisition Costs	
Cash	25,000
1,000,000 shares issued at \$0.15 per	150,000
Total Acquisition Costs	175,000
Deferred Exploration Costs	
Balance April 30, 2019	-
Exploration costs	90,052
Total Deferred Exploration Costs	90,052
Balance, July 31, 2019	265,052

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent and the expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

6. SHARE CAPITAL

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Escrow Shares:

The Company entered into an escrow agreement, whereby common shares will be held in escrow and are scheduled for release at 10% on the listing date and 15% on every six month from date of listing. At July 31, 2019, there were 3,154,031 common shares held in escrow.

c) Issued and Outstanding:

As at July 31, 2019 there were 29,134,021 common shares issued and outstanding.

During the period ended July 31, 2019, the Company had the following share capital transactions:

- (i) The Company issued 3,346,999 common shares at a price of \$0.15 per share for gross proceeds of \$502,050 pursuant to a private placement.
- (ii) The Company issued 2,983,733 common shares at a price of \$0.15 per share for gross proceeds of \$447,560 pursuant to a private placement.
- (iii) The company issued 3,344,758 common shares at a price of \$0.17 per share for gross proceeds of \$568,609 pursuant to a private placement.
- (iv) The Company issued 56,900 common shares pursuant to the exercise of warrants for gross proceeds of \$5,690.
- (v) The Company issued 133,192 shares to an exempt market dealer at a deemed value of \$0.17 per share.

d) Stock options

During the year ended April 30, 2018, the Company adopted a Stock Option Plan (the "Plan"). Under the Plan, the Company can issue up to 10% of the issued and outstanding common shares as incentive stock options to directors, officers, employees and consultants to the Company. The Plan limits the number of stock options which may be granted to any one individual to not more than 5% of the total issued common shares of the Company in any 12 month period. The Plan also limits the stock options which may be granted to any one individual if the exercise would result in the issuance of common shares more than 2% in any 12 month period. The number of options granted to any one consultant or a person employed to provide investor relations activities in any 12 month period must not exceed 2% of the total issued common shares of the Company. As well, stock options granted under the Plan may be subject to vesting provisions as determined by the Board of Directors.

During the period ended July 31, 2019, The Company granted 200,000 stock option to a consultant of the Company. The option are exercised at \$0.16 per share for a period of 2 years.

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6. SHARE CAPITAL (continued)

d) Stock options (continued)

As at July 31, 2018, the Company had options outstanding enabling holders to acquire the following:

	Options Outstanding	Weighted Average Exercise Price
		\$
Balance, April 30, 2019	1,840,000	0.15
Options granted	200,000	0.16
Outstanding and Exercisable, July 31, 2019	2,040,000	0.15

Details of stock options outstanding at July 31, 2019 are as follows:

Number of Stock Options	Exercise Price (\$)	Remaining Contractual Life (years)	Expiry Date
300,000	0.20	0.78	May 11, 2020
390,000	0.21	1.36	November 7, 2020
150,000	0.18	1.63	March 8, 2021
200,000	0.16	1.83	May 14, 2021
1,000,000	0.10	3.16	November 9, 2022

The following assumptions were used for the Black-Scholes valuation of options issued:

	2019
Share price	\$0.16
Risk – free interest rate	1.60%
Expected life of warrants	2 years
Dividend rate	0%
Annualized volatility	115%

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6. SHARE CAPITAL (continued)

e) Warrants

A Summary of the Company's share purchase warrants are as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding and exercisable, April 30, 2018	4,495,513	\$0.16
Issued	1,529,713	\$0.20
Exercised	(56,900)	\$(0.10)
Outstanding and exercisable, July 31, 2019	14,707,369	\$0.16

A summary of warrants outstanding at July 31, 2019 is as follows:

Expiry Date	Weighted Average Remaining Contractual Life in Years	Exercise Price	Warrants issued and exercisable
November 9, 2019	0.27	\$0.14	99,980
February 1, 2020	0.50	\$0.20	692,000
April 19, 2020	0.72	\$0.20	670,833
May 10, 2020	0.78	\$0.20	339,800
September 27, 2020	1.40	\$0.30	2,547,000
December 28, 2020	1.40	\$0.30	549,000
May 21, 2021	1.80	\$0.25	3,346,999
June 3, 2021	1.81	\$0.25	2,983,777
June 13, 2021	1.84	\$0.25	1,689,200
July 9, 2021	1.94	\$0.25	1,788,780
	1.25	\$0.23	14,707,369

The weighted average remaining contractual life of the warrants is 1.25 years.

7. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The following amounts are due to related parties and have been included in accounts payable and accrued liabilities:

	July 31, 2019	April 30, 2019
	\$	\$
Accounts payable and accrued liabilities	—	13,575

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UNAUDITED

7. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

The amounts are due to a company controlled by the Chief Executive Officer (“CEO”) of the Company. The amounts are non-interest bearing, unsecured and are due upon demand.

The Company had the following related party transactions for the three month period ended:

	July 31, 2019	July 31, 2018
	\$	\$
Management fees	75,000	38,000
Geological fees	10,844	4,119

Key management includes directors and key officers of the Company, including the President, CEO and Chief Financial Officer. Management fees were provided by a company owned or controlled by the CEO.

8. MANAGEMENT OF CAPITAL

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, contributed surplus and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 7, *Financial Instruments: Disclosures*, establishes 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).

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9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at July 31, 2019 are as follows:

	Fair Value Measurements Using			Total
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	\$	\$	\$	\$
Cash	178,466	–	–	178,466

Fair value

The fair value of the Company's financial instruments approximates their carrying value as at July 31, 2019 because of the demand nature or short-term maturity of these instruments.

Financial risk management objectives and policies

The Company's financial instruments include cash and accounts payable. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) *Currency risk*

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities. The principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by regulatory authorities.

(ii) *Interest rate risk*

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

(iii) *Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(iv) *Liquidity risk*

In the management of liquidity risk of the Company, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations.

10. COMMITMENT

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

11. SUBSEQUENT EVENTS

Subsequent to July 31, 2019 the Company issued 1,708,489 shares to settle to certain debts at a deemed price of \$0.08 per share.

Subsequent to July 31, 2019 the Company issued 1,111,111 units at \$0.135 per unit. Each unit consists of one flow-through common share and one share purchase warrant entitling the holder to purchase one additional common share for a period of two years at \$0.20 per common share.