



CARLYLE
COMMODITIES

(formerly Delrey Metals Corp.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
(Unaudited)

FOR THE THREE MONTHS ENDED MAY 31, 2020

NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

CARLYLE COMMODITIES CORP. (formerly Delrey Metals Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars - Unaudited)

As at	May 31, 2020	February 29, 2020
ASSETS		
Current assets		
Cash	\$ 554,426	\$ 55,973
Amounts receivable	17,845	20,082
Loan receivable (Note 8)	48,500	17,500
Prepaid expenses	137,713	7,250
Total current assets	758,484	100,805
Property, equipment, and right-of-use assets (Notes 4)	6,153	6,576
Exploration and evaluation assets (Note 5)	1,605,906	1,605,906
Total Assets	\$ 2,370,543	\$ 1,713,287
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$ 331,728	\$ 540,538
Accrued liabilities	10,000	63,500
Total liabilities	341,728	604,038
Shareholders' Equity		
Share capital (Note 7)	6,735,573	5,491,724
Subscriptions received in advance (Note 7)	-	72,750
Reserves (Note 7)	767,959	590,660
Deficit	(5,474,717)	(5,045,885)
Total Shareholders' Equity	2,028,815	1,109,249
Total Liabilities and Shareholders' Equity	\$ 2,370,543	\$ 1,713,287

Nature of Operations and Going Concern (Note 1)
Subsequent Event (Note 11)

APPROVED ON BEHALF OF THE BOARD ON JULY 29, 2020

"Morgan Good"

Director

"Mike Blady"

Director

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

CARLYLE COMMODITIES CORP. (formerly Delrey Metals Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars - Unaudited)

For the three months ended	May 31, 2020	May 31, 2019
General and administrative expenses		
Bank and interest charges	\$ 1,749	\$ 768
Consulting fees (Note 8)	68,525	100,125
Depreciation (Note 4)	423	24,134
Investor relations fees	81,912	378,870
Management fees (Note 8)	46,500	53,000
Office costs	2,557	6,967
Professional fees	8,829	10,608
Share-based payments (Notes 7 and 8)	177,299	80,262
Transfer agent and filing fees	8,151	6,798
Travel and entertainment	4,918	39,046
	(400,863)	(700,578)
Other items		
Foreign exchange loss	-	(4,667)
Loss on shares issued on settlement of accounts payable (Note 7)	(27,969)	-
Lease accretion (Note 6)	-	(3,396)
Loss and comprehensive loss for the period	\$ (428,832)	\$ (708,641)
Loss per common share, basic and diluted	\$ (0.04)	\$ (0.15)
Weighted average number of common shares outstanding	10,910,751	4,844,173

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

CARLYLE COMMODITIES CORP. (formerly Delrey Metals Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars - Unaudited)

For the three months ended	May 31, 2020	May 31, 2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (428,832)	\$ (708,641)
Items not affecting cash		
Depreciation	423	24,134
Lease accretion	-	3,396
Loss on shares issued on settlement of accounts payable	27,969	-
Share-based payments	177,299	80,262
Changes in non-cash working capital items:		
Amounts receivable	2,237	(20,074)
Prepaid expenses	(130,463)	82,893
Accounts payables and accrued liabilities	(108,860)	(351,679)
Net cash used in operating activities	(460,227)	(889,709)
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures on exploration and evaluation assets	(41,575)	(55,124)
Loans issued	(31,000)	(17,500)
Net cash used in investing activities	(72,575)	(72,624)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of common shares	1,114,275	-
Share issuance costs	(83,020)	-
Net cash provided by financing activities	1,031,255	-
Change in cash for the period	498,453	(962,333)
Cash, beginning	55,973	1,231,092
Cash, ending	\$ 554,426	\$ 268,759

Supplemental Cash Flow Information (Note 9)

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

CARLYLE COMMODITIES CORP. (formerly Delrey Metals Corp.)
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars - Unaudited)

	Shares	Amount	Subscriptions received in advance	Reserves	Deficit	Total
Balance, February 28, 2019	4,818,086	\$ 5,104,960	\$ -	\$ 510,398	\$ (3,119,190)	\$ 2,496,168
Shares issued for exploration and evaluation assets	171,427	240,000	-	-	-	240,000
Share-based payments	-	-	-	80,262	-	80,262
Loss and comprehensive loss for the period	-	-	-	-	(708,641)	(708,641)
Balance, May 31, 2019	4,989,513	5,344,960	-	590,660	(3,827,831)	2,107,789
Subscriptions received in advance	-	-	72,750	-	-	72,750
Stock options exercised	85,712	146,764	-	(68,764)	-	78,000
Share-based payments	-	-	-	68,764	-	68,764
Loss and comprehensive loss for the period	-	-	-	-	(1,218,054)	(1,218,054)
Balance, February 29, 2020	5,075,225	5,491,724	72,750	590,660	(5,045,885)	1,109,249
Shares issued for private placements	15,827,000	1,187,025	(72,750)	-	-	1,114,275
Share issuance costs	-	(83,020)	-	-	-	(83,020)
Shares issued to settle accounts payable	932,291	139,844	-	-	-	139,844
Share-based payments	-	-	-	177,299	-	177,299
Loss and comprehensive loss for the period	-	-	-	-	(428,832)	(428,832)
Balance, May 31, 2020	21,834,516	\$ 6,735,573	\$ -	\$ 767,959	\$ (5,474,717)	\$ 2,028,815

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Carlyle Commodities Corp. (formerly Delrey Metals Corp.) the “Company”) was incorporated on October 18, 2017 under the Business Corporations Act of British Columbia. The Company’s head office address is 3707 – 1111 Alberni Street, Vancouver, BC. The registered office address is located at 4302 – 1151 West Georgia Street, Vancouver, BC. The Company’s common shares began trading on the Canadian Securities Exchange (the “CSE”) on October 24, 2018, under the symbol “DLRY”. On February 18, 2020, the Company changed its name to Carlyle Commodities Corp and continued trading under the symbol “CCC”. The Company’s consolidated financial statements include the financial statements of the following subsidiaries:

Company	Place of Incorporation	Effective Interest
BC Vanadium Corp. (“BCVC”)	British Columbia	100%
WEM Western Energy Metals Ltd. (“WEM”)	British Columbia	100%

The principal business of the Company is the exploration and evaluation of mineral property interests. The success of the Company will be dependent on obtaining the necessary financing to evaluate and pursue these opportunities.

On February 18, 2020, the Company consolidated its issued and outstanding capital on the basis of one (1) post-consolidation share for each seven (7) pre-consolidation shares. All per share amounts have been retroactively restated.

These condensed consolidated interim financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company’s ability to continue in the normal course of operations is dependent on its ability to raise equity financing or through the sale of its investments at amounts favorable to the Company. This indicates the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. These condensed consolidated interim financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

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. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations this time.

2. BASIS OF PREPARATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim financial statements are prepared using accounting policies consistent with the Company’s annual audited consolidated financial statements issued under International Financial Reporting Standards (“IFRS”) for the year ended February 29, 2020.

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. BASIS OF PREPARATION (*cont'd...*)

Use of Estimates and Critical Judgments

The preparation of financial statements in accordance with IFRS requires the Company to use judgment in applying its accounting policies and make estimates and assumptions about reported amounts at the date of the financial statements and in the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumption where there is significant risk of material adjustments to assets and liabilities in future accounting period include the recoverability of the carrying value of exploration and evaluation assets, the measurements for financial instrument, the measurement of share-based payments and the recoverability of deferred tax assets.

The preparation of financial statements in accordance with IFRS required the Company to make judgements, apart from those involving estimates, in applying accounting policies. The following are the most significant judgements that management has made in applying the Company's financial statements: the assessment of the Company's ability to continue as a going concern and the classification of exploration and evaluation assets.

Basis of Consolidation

These condensed consolidated interim financial statements include the financial statements of the Company and its controlled and wholly owned subsidiaries BCVC and WEM. Control is achieved where the Company has power over an entity, has exposure or rights to variable returns from its involvement with the entity and has the ability to use its power over the entity to affect the amount of the investor's returns. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases. All inter-company balances and transactions have been eliminated on consolidation.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company's accounting policies are the same as those applied in the Company's audited annual financial statements for the year ended February 29, 2020. These condensed consolidated interim financial statements should be read in conjunction with the Company's most recent audited annual financial statements for the year ended February 29, 2020.

4. PROPERTY, EQUIPMENT, AND RIGHT-OF-USE ASSETS

A continuity of the Company's property and equipment is as follows:

	Furniture and Fixtures	Computer Equipment	Right-of-Use Assets	Total
Cost				
Balance, February 28, 2019	\$ 3,783	\$ 6,044	\$ -	\$ 9,827
Adoption of IFRS 16 (Note 6)	-	-	149,310	149,310
Extinguishment of lease (Note 6)	-	-	(149,310)	(149,310)
Balance, February 29, 2020 and May 31, 2020	\$ 3,783	\$ 6,044	\$ -	\$ 9,827
Accumulated Depreciation				
Balance, February 29, 2020	\$ 349	\$ 882	\$ -	\$ 1,231
Depreciation expense (Note 6)	637	1,383	66,796	68,816
Extinguishment of lease (Note 6)	-	-	(66,796)	(66,796)
Balance, February 29, 2020	986	2,265	-	3,251
Depreciation expense (Note 6)	140	283	-	423
Balance, May 31, 2020	\$ 1,126	\$ 2,548	\$ -	\$ 3,674
As at February 29, 2020	\$ 2,797	\$ 3,779	\$ -	\$ 6,576
As at May 31, 2020	\$ 2,657	\$ 3,496	\$ -	\$ 6,153

5. EXPLORATION AND EVALUATION ASSETS

Sunset Mining Property, British Columbia

On November 7, 2017, the Company entered into an agreement to have the right to earn a 100% interest in the Sunset Property consisting of four mineral claims.

The Company will earn a 100% interest in the Sunset Property subject to a 2% Net Smelter Royalty, by completing \$1,000,000 in exploration, making cash payments of \$15,000 (paid) and issuing 95,238 common shares (issued during the year ended February 28, 2019). If there is a shortfall in exploration in any one year, the agreement can be maintained in good standing by making a payment in the equivalent cash, of the shortfall. On June 25, 2018, the \$100,000 in exploration expenditures to incur by June 30, 2018 was extended to September 30, 2018.

During the period ended May 31, 2020, the Company entered into an amending agreement. Pursuant to the terms of the amending agreement, the Company has extended the second and third scheduled payments of exploration expenditures from June 30, 2019 and June 30, 2020 respectively to December 31, 2020 (as to \$200,000) and December 31, 2021 (as to \$700,000).

The Company will incur \$1,000,000 of exploration as follows:

By June 30, 2018	\$ 100,000	<i>(completed during the year ended February 28, 2019)</i>
By December 31, 2020	200,000	
By December 31, 2021	700,000	
	<u>\$ 1,000,000</u>	

Excess expenditures from one year can be applied to the next period.

5. EXPLORATION AND EVALUATION ASSETS (*cont'd...*)

BCVC acquisition, British Columbia

On December 6, 2018, pursuant to the terms of an agreement, the Company acquired 100% of issued and outstanding common shares of BCVC in exchange for 785,714 common shares and agreed to pay \$10,000 of BCVC's existing payables. The acquisition of BCVC was accounted for as an asset acquisition. BCVC owns a 100% interest in the Star and the Porcher vanadium properties, located in northwestern British Columbia. The Company determined that of the 785,714 common shares issued, 500,000 common shares with a fair value of \$1,260,000 were compensatory in nature and recognized these as share-based payments for the year ended February 28, 2019. The remaining 285,714 common shares issued were considered as the purchase price consideration of BCVC.

WEM acquisition, British Columbia

On December 12, 2018, pursuant to the terms of an agreement the Company acquired 100% of issued and outstanding common shares of WEM in exchange for 607,143 common shares and agreed to pay \$10,000 in WEM's existing payables. The acquisition of WEM was accounted for as an asset acquisition. WEM owns a 100% interest in the Blackie and the Penece vanadium properties, located in northwestern British Columbia. The Company determined that of the 607,143 common shares issued, 321,429 common shares with a fair value of \$551,250 were compensatory in nature and recognized these as share-based payments for the year ended February 28, 2019. The remaining 285,714 common shares issued were considered as the purchase price consideration of WEM.

Four Corners Property, British Columbia

During the year ended February 29, 2020 the Company entered into a mineral property option agreement to acquire an undivided 80% right, title, and interest in the Four Corners Project, located in west-central Newfoundland. The option will be deemed to be exercised by the Company upon the Company:

(i) paying the following amounts to the optionor:

- \$25,000 upon entry into the term sheet (*paid*);
- \$25,000 upon executing the option agreement (*paid*);
- \$50,000 on or before the first anniversary date;
- \$50,000 on or before the second anniversary date;
- \$50,000 on or before the third anniversary date; and
- \$250,000 on or before the earlier of the fourth anniversary date or the 30th day after completion of an approved exploration program.

(ii) issuing the following amounts of common shares to the optionor:

- 171,427 upon executing the option agreement (*issued with a fair value of \$240,000 – Note 7*);
- 371,429 on or before the first anniversary date;
- 514,286 on or before the second anniversary date;
- 371,429 on or before the third anniversary date; and
- 285,714 on or before the fourth anniversary date.

(iii) incurring the following exploration expenditures:

- \$1,000,000 on or before the first anniversary date;
- \$2,000,000 on or before the second anniversary date;
- \$1,000,000 on or before the third anniversary date; and
- \$1,000,000 on or before the fourth anniversary date.

5. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Four Corners Property, British Columbia (cont'd...)

During the year ended February 29, 2020, due to unfavourable market conditions, the Company terminated the option agreement. Accordingly, as at February 29, 2020 all acquisition and exploration costs related to the property have been written-off and \$397,228 was recognized to the statement of loss and comprehensive loss for the year then ended.

A continuity of the Company's exploration and evaluation assets is as follows:

	Sunset	Star / Porcher	Blackie / Penece	Four Corners	Total
Acquisition costs:					
Balance, February 28, 2019	\$ 65,000	\$ 730,000	\$ 500,000	\$ -	\$ 1,295,000
Additions	-	-	-	290,000	290,000
Write-off	-	-	-	(290,000)	(290,000)
Balance, February 29, 2020 and May 31, 2020	\$ 65,000	\$ 730,000	\$ 500,000	\$ -	\$ 1,295,000
Exploration costs:					
Balance, February 28, 2019	103,495	-	-	-	103,495
Field Personnel	-	23,675	9,825	29,605	63,105
Sampling	-	68,488	74,368	2,325	145,181
Geological consulting	-	-	-	29,850	29,850
Supplies and other	-	3,661	300	36,573	40,534
Travel and meals	-	14,919	12,175	8,875	35,969
Write-off	-	-	-	(107,228)	(107,228)
Balance, February 29, 2020 and May 31, 2020	\$ 103,495	\$ 110,743	\$ 96,668	\$ -	\$ 310,906
Balance, February 29, 2020	\$ 168,495	\$ 840,743	\$ 596,668	\$ -	\$ 1,605,906
Balance, May 31, 2020	\$ 168,495	\$ 840,743	\$ 596,668	\$ -	\$ 1,605,906

6. LEASE LIABILITIES

As at February 29, 2019, the Company held one office lease with a remaining term of 19 months. Pursuant to the adoption of IFRS 16 during the year ended February 29, 2020, using an annual discount rate of 10%, the Company has recognized the impact of off-balance lease obligations as of March 1, 2020 of \$149,310.

On November 15, 2019, the Company entered into an agreement with the lessor to terminate the lease term by paying a break-fee of \$8,500. On the extinguishment of the lease, the Company reduced lease liabilities by \$73,537 and right-of-us assets by \$82,514 (Note 4) and recognized a corresponding loss on extinguishment of lease of \$8,997 to the statement of loss and comprehensive loss. As at February 29, 2020, the Company has no further commitments or obligations with respect to leases.

6. LEASE LIABILITIES (*cont'd...*)

The following is a reconciliation of the changes in the lease liabilities:

Lease liabilities	February 28, 2019
Balance, February 28, 2019	\$ -
Adoption of IFRS 16	149,310
Lease accretion	9,227
Lease payments	(85,000)
Extinguishment of remaining lease liabilities	(73,537)
Balance, February 29, 2020 and May 31, 2020	\$ -

7. CAPITAL STOCK

Authorized capital stock

An unlimited number of common shares without par value, issuable in series.

Issued share capital

During the period ended May 31, 2020, the Company:

- a) Closed three tranches of a private placement by issuing 15,827,000 units (each, a "Unit") at a price of \$0.075 per Unit for gross proceeds of \$1,187,025, of which \$72,750 had been collected as at February 29, 2020, as follows:
 - a. 2,666,667 Units on March 27, 2020;
 - b. 8,628,333 Units on April 29, 2020; and
 - c. 4,532,000 Units on May 15, 2020.

Each unit consists of one common share and one warrant entitling the holder to purchase one additional common share at a price of \$0.20 per common share for five years from the date of issuances. In connection with the offering, the Company paid an aggregate of \$65,304 in finders' fees and incurred an additional \$17,716 in other closing costs. All common shares issued in connection with the offering will be subject to voluntary escrow, pursuant to which 35% of the common shares will be released four months and one day from the issuance date, 35% of the common shares will be released seven months and one day from the issuance date, and the remaining 30% of the common shares will be released ten months and one day from the issuance date; and

- b) Issued 932,291 common shares valued at \$139,844 to Directors of the Company to settle accounts payable and accrued liabilities valued at \$111,875. The Company recognized a loss on the issuance of \$27,969 to the statement of loss and comprehensive loss.

During the year ended February 29, 2020, the Company:

- c) Issued 171,427 common shares with a fair value of \$240,000 in connection with the Four Corners option agreement (Note 5).
- d) Issued 85,712 common shares at a price of \$0.91 per common share for proceeds of \$78,000 on the exercise of stock options.

CARLYLE COMMODITIES CORP. (formerly Delrey Metals Corp.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the period ended May 31, 2020
(Expressed in Canadian Dollars)

7. CAPITAL STOCK (cont'd...)

Stock options

During the year ended February 28, 2019, the Company adopted a stock option plan. The stock option plan provides that, the aggregate number of securities reserved for issuance will be 10% of the number of common shares of the Company issued and outstanding from time to time. In addition, the number of common shares which may be reserved for issuance on a yearly basis to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued shares calculated at the time of grant. All options granted under the stock option plan will expire no later than the date that is five years from the date that such options are granted.

The following is a summary of stock options outstanding as at May 31, 2020 and February 29, 2020 and changes during the periods ended:

	Number of Stock Options	Weighted Average Exercise Price
Balance, February 28, 2019	420,573	\$ 1.68
Granted	157,141	1.29
Exercised	(85,714)	0.91
Balance, February 29, 2020 – outstanding and exercisable	492,000	\$ 1.69
Granted	1,600,000	0.15
Balance, May 31, 2020 – outstanding and exercisable	2,092,000	\$ 0.51

At May 31, 2020 the following stock options were outstanding:

Number outstanding	Number outstanding and exercisable	Exercise Price	Expiry Date
83,009	83,009	\$ 1.40	October 23, 2020
337,564	337,564	\$ 1.75	October 29, 2023
57,142	57,142	\$ 1.75	March 21, 2024
14,285	14,285	\$ 1.75	March 24, 2024
1,600,000	1,600,000	\$ 0.15	May 15, 2025 ⁽¹⁾
2,092,000	2,092,000		

(1) Subsequent to the period ended May 31, 2020, 175,000 of these options were exercised for gross proceeds of \$26,250

The weighted average fair value of incentive options granted during the period ended May 31, 2020 was \$0.11 (year ended February 29, 2020 - \$0.95). Total share-based payments recognized in the statement of shareholders' equity for the period ended May 31, 2020 was \$177,299 (2019 - \$80,262) for incentive options was recognized in the statement of loss and comprehensive loss. The fair value of incentive options at the date of grant was estimated using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	May 31, 2020	February 29, 2020
Weighted average exercise price	\$0.15	\$1.29
Risk-free interest rate	0.35%	1.49%
Expected life of option	5 years	5 years
Expected annualized volatility	100%	100%
Expected dividend rate	Nil	Nil

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
For the period ended May 31, 2020
(Expressed in Canadian Dollars)

7. CAPITAL STOCK (cont'd...)

Warrants

The following is a summary of warrants as at May 31, 2020 and February 29, 2020 and changes during the periods ended:

	Number of Stock Options	Weighted Average Exercise Price
Balance, February 29, 2020	-	\$ -
Granted	15,827,000	0.20
Balance, May 31, 2020	15,827,000	\$ 0.20

At May 31, 2020 the following warrants were outstanding:

Number outstanding	Number outstanding and exercisable	Exercise Price	Expiry Date
2,666,667	2,666,667	\$ 0.20	March 27, 2020
8,628,333	8,628,333	\$ 0.20	April 29, 2020
4,532,000	4,532,000	\$ 0.20	May 15, 2020
15,827,000	15,827,000		

8. RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, the Chief Executive Officer, and Chief Financial Officer. Key management personnel payments for the period ended May 31, 2020 included:

	Management fees	Consulting fees	Share-based payments	Total
Chief Executive Officer	\$ 37,500	\$ -	\$ 27,703	\$ 65,203
Chief Financial Officer	9,000	-	-	9,000
Non-executive directors	-	15,000	33,244	48,244
	\$ 46,500	\$ 15,000	\$ 60,947	\$ 122,447

Key management personnel payments for the period ended May 31, 2019 included:

	Management fees	Consulting fees	Share-based payments	Total
Chief Executive Officer	\$ 35,000	\$ -	\$ -	\$ 35,000
Chief Financial Officer	9,000	-	-	9,000
Non-executive directors	-	20,125	-	20,125
	\$ 44,000	\$ 20,125	\$ -	\$ 64,125

8. RELATED PARTY TRANSACTIONS (*cont'd...*)

As at May 31, 2020, \$74,440 (February 29, 2020 - \$184,846) was included in trade payables and accrued liabilities for fees owed to related parties. During the period ended May 31, 2020, the Company issued an aggregate of 932,291 common shares with a value of \$139,844 to Directors of the Company to settle accounts payable of \$111,875 (Note 7). The Company recognized a loss on the settlement of \$27,969.

During the period ended May 31, 2020, the Company issued a loan of \$31,000 (year ended February 29, 2020 - \$17,500) to a Company with an officer in common. The loan is non-interest bearing and repayable on demand.

9. SUPPLEMENTAL CASH FLOW INFORMATION

The Company had the following non-cash transactions:

	May 31, 2020	May 31, 2019
Prepaid expenses applied to lease payments	\$ -	\$ 25,500
Impact of IFRS 16 on property, equipment, and right-of-use assets	\$ -	\$ 149,310
Exploration and evaluation assets included in accounts payable	\$ 229,828	\$ 199,449
Exploration and evaluation assets included in accounts payable – opening	\$ 271,403	\$ -
Accounts payable settled by share issuance	\$ 111,875	\$ -
Fair value of common shares issued for exploration and evaluation asset	\$ -	\$ 240,000

10. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- 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).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying value of amounts receivable and accounts payable and accrued liabilities approximates fair value due to the short-term nature of the financial instruments. Cash is valued at a level 1 fair value measurement and is carried at fair value through profit or loss. Amounts receivable and trade payables and accrued liabilities are carried at amortized cost.

Risk management

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of an unexpected loss of a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash is held at a large Canadian financial institution in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of Goods and Services Tax receivable from the government of Canada and the Company considers credit risk associated with these amounts to be low.

10. FINANCIAL AND CAPITAL RISK MANAGEMENT (*cont'd...*)

Risk management (*cont'd...*)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's practice has been to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash as they are generally held with large financial institutions. As at May 31, 2020, the Company is not exposed to significant interest rate risk.

b) Foreign currency risk

The majority of purchases are transacted in the Canadian dollar. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition, exploration and evaluation of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of shareholders' equity.

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, issue debt, acquire or dispose of assets or adjust the amount of cash.

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

11. SUBSEQUENT EVENT

Subsequent to the period ended May 31, 2020, the Company entered into an option agreement (the “Option Agreement”) with Riverside Resources Inc. (“Riverside”), an arm’s length TSX Venture Exchange (“TSXV”) listed issuer trading under the symbol “RRI”, to purchase an undivided 100% interest in and to the 7,739 hectare Cecilia Gold-Silver Project (the “Property”) located in the State of Sonora, Mexico.

Under the terms of the Option Agreement, the Company has the option to acquire a 100% interest in the Property by:

- a) making aggregate cash payments of \$200,000 (*\$50,000 paid as at the date of this report*);
- b) issuing 1,500,000 common shares of the Company;
- c) issuing 3,000,000 non-transferable special warrants; and
- d) incurring an aggregate of \$2,500,000 in exploration expenditures within 36 months of closing.

Upon completion of the Option Payments, the Company will be deemed to have exercised the Option and will have earned an undivided 100% legal and beneficial interest in and to the Property, subject to a 2.5% net smelter return royalty (“NSR Royalty”) to be granted to Riverside.