

LIONS BAY MINING CORP.

Condensed Interim Financial Statements For the nine months ended July 31, 2019

(Unaudited - Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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 financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Lions Bay Mining Corp. (the "Company") have been prepared by and are the responsibility of management. These condensed interim financial statements for the nine months ended July 31, 2019 have not been reviewed or audited by the Company's independent auditors.

Lions Bay Mining Corp.
Condensed Interim Statement of Financial Position
(Expressed in Canadian dollars)

As at	July 31, 2019 (unaudited)	October 31, 2018 (audited)
ASSETS		
CURRENT ASSETS		
Cash	\$ 261,435	\$ 15,649
GST receivable	3,159	3,228
Prepaid expenses	10,000	14,862
	274,594	33,739
Mineral property interests (note 5)	75,004	75,004
TOTAL ASSETS	\$ 349,598	\$ 108,743
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (notes 6 and 7)	\$ 91,584	\$ 69,600
Due to related party (note 7)	-	115,060
TOTAL LIABILITIES	91,584	184,660
SHAREHOLDERS' DEFICIT		
Share capital (note 8)	571,309	75,004
Reserves (note 8)	10,150	10,305
Deficit	(323,445)	(161,226)
TOTAL SHAREHOLDERS' DEFICIT	258,014	(75,917)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	\$ 349,598	\$ 108,743

These financial statements were authorized for issue by the Board of Directors on September 30, 2019. They are signed on the Company's behalf by:

/s/ Jeremy Poirier

Director

/s/ William Heenan

Director

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

Lions Bay Mining Corp.
Condensed Interim Statement of Comprehensive Loss
(Unaudited - Expressed in Canadian dollars)

	Three months ended July 31, 2019	Three months ended July 31, 2018	Nine months ended July 31, 2019	Period from April 25, 2018 (incorporation) to July 31, 2018
OPERATING EXPENSES				
General and administrative expenses	\$ 1,342	\$ 30	\$ 3,273	\$ 30
Investor relations	-	-	785	-
Management and consulting fees (note 7)	13,500	-	61,431	-
Professional fees	14,074	20,000	59,067	20,000
Share-based compensation	-	10,305	-	10,305
Transfer agent, regulatory and listing fees	5,150	-	31,349	-
Travel and accommodation	3,748	632	6,116	632
	(37,814)	(30,967)	(162,021)	(30,967)
OTHER INCOME (LOSS)				
Foreign exchange loss	(8)	-	(206)	-
Interest income	-	-	8	-
	(8)	-	(198)	-
\$				
COMPREHENSIVE LOSS	\$ (37,822)	\$ (30,967)	(162,219)	\$ (30,967)
Loss per share, basic and diluted	\$ (0.00)	\$ (0.05)	\$ (0.01)	\$ (0.05)
Weighted average number of common shares outstanding	10,785,000	681,649	10,257,344	681,649

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

Lions Bay Mining Corp.
Condensed Interim Statement of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian dollars)

	Number of outstanding shares	Share capital	Reserve	Deficit	Total shareholders' deficit
Balance, April 25, 2018 (date of incorporation)	-	\$ -	\$ -	\$ -	\$ -
Shares issued pursuant to Arrangement	5,510,000	75,004	-	-	75,004
Share based compensation	-	-	10,305	-	10,305
Comprehensive loss	-	-	-	(30,967)	(30,967)
Balance, July 31, 2018	5,510,000	\$ 75,004	\$ 10,305	\$ (30,967)	\$ 54,342
Comprehensive loss	-	-	-	(130,259)	(130,259)
Balance, October 31, 2018	5,510,000	\$ 75,004	\$ 10,305	\$ (161,226)	\$ (75,917)
Shares issued pursuant to private placement	5,000,000	500,000	-	-	500,000
Share issuance costs	-	(18,170)	5,570	-	(12,600)
Exercise of stock options	250,000	6,250	-	-	6,250
Transfer of reserve on exercise of stock options	-	5,725	(5,725)	-	-
Exercise of common share purchase warrants	25,000	2,500	-	-	2,500
Comprehensive loss	-	-	-	(162,219)	(162,219)
Balance, July 31, 2019	10,785,000	\$ 571,309	\$ 10,150	\$ (323,445)	\$ 258,014

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

Lions Bay Mining Corp.
Condensed Interim Statement of Cash Flows
(Unaudited - Expressed in Canadian dollars)

	Nine months ended July 31, 2019	Period from April 25, 2018 (incorporation) to July 31, 2018
OPERATING ACTIVITIES		
Net loss	\$ (162,219)	\$ (30,967)
Items not involving cash:		
Share-based payments	-	10,305
Net changes in non-cash working capital items:		
GST receivable	69	-
Prepaid expenses	4,862	(13,500)
Accounts payable and accrued liabilities	21,984	20,000
Due to related parties	(63,000)	-
Cash used in operating activities	(198,304)	(14,162)
FINANCING ACTIVITIES		
Advances from related parties	-	15,132
Repayment of advances from related parties	(52,060)	-
Proceeds from issuance of common shares	500,000	-
Share issuance costs	(12,600)	-
Proceeds from warrants exercised	2,500	-
Proceeds from options exercised	6,250	-
Cash provided by financing activities	444,090	15,132
Change in cash	245,786	970
Cash, beginning of the period	15,649	-
Cash, end of the period	\$ 261,435	\$ 970

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

Lions Bay Mining Corp.
Notes to the Condensed Interim Financial Statements
For the nine months ended July 31, 2019
(Unaudited - Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Lions Bay Mining Corp. (the “Company”) was a wholly-owned subsidiary of Bearing Lithium Corp. (“Bearing”) and was incorporated on April 25, 2018, pursuant to the provisions of the Business Corporations Act of BC. The Company is a mineral exploration company. The Company adopted October 31 as its fiscal year end. Effective November 20, 2018, the Company’s shares are traded on the Canadian Securities Exchange (the “CSE”) under the symbol “LBM”. The registered and records office is located at Suite 2600, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

On July 19, 2018, the Board of Directors of Bearing approved a statutory arrangement (the “Arrangement”) where it distributed the shares of the Company to the shareholders of Bearing on the basis of 0.049921 of the Company’s shares for 1 common share of Bearing. The arrangement resulted in participating shareholders of Bearing holding, immediately following completion of the arrangement, 50% of the outstanding common shares in proportion to their holdings of common shares of Bearing and Bearing holding the remaining 50%. In accordance with the terms of the Arrangement, each holder of Bearing’s options and warrants is entitled to receive a replacement option and warrant, each replacement option or warrant entitles the holder to acquire 0.049921 common share of the Company. At the time of the Arrangement, Bearing had a total of 185,228 outstanding warrants and 3,835,000 outstanding options. As a result of the Arrangement, the Company issued 5,510,000 shares, 191,446 stock options and 9,246 warrants. As at July 31, 2019 Bearing held 25.5% of the outstanding common shares.

Prior to the distribution, Bearing transferred, to the Company, its interest in 81 lode claims (the “Fish Lake Project”) located in Fish Lake Valley, central-western Nevada as well as the Bearing’s interest in 4 additional mineral properties located in the Yukon, Canada.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Accounting Standards (“IAS”) 34 – Interim Financial Reporting. The accounting policies followed in these condensed interim financial statements are consistent with those of the previous financial year.

(b) Basis of preparation

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

(c) Going concern of operation

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company’s ability to continue as a going concern and realize the carrying value of its assets is dependent on its ability to raise capital through equity and debt financing, the outcome of which cannot be predicted at this time. These matters indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. These condensed interim financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

(d) Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the Company’s functional and reporting currency.

Lions Bay Mining Corp.
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3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited annual financial statement for the fiscal year ended October 31, 2018.

4. RECENT ACCOUNTING PRONOUNCEMENTS

IFRS 16, *Leases*, specifies how an entity will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17 *Leases*. The Company does not anticipate the adoption of this standard to have a significant impact on the Company's financial statements. This standard is effective to the Company for the fiscal year beginning on November 1, 2019.

5. MINERAL PROPERTY INTERESTS

On July 19, 2018, immediately prior to the closing of the Arrangement, the Company and Bearing entered into an Asset Purchase Agreement pursuant to which the Company acquired Bearing's interest in the Fish Lake Project located in Nevada, USA and Bearing's interests in the HY and Jay, VM and VBA properties located in the Yukon, Canada (collectively, the "North America Assets").

	Fish Lake Valley	Yukon	Total
Balance, April 25, 2018	\$ -	\$ -	\$ -
Additions	75,000	4	75,004
Balance, October 31, 2018 and July 31, 2019	\$ 75,000	\$ 4	\$ 75,004

Fish Lake Valley property

On May 2, 2018, Bearing entered into an Option Agreement with American Battery Metals Corp. (formerly First Division Ventures Inc.) ("American Battery Metals") whereby American Battery Metals has the option to acquire a 50% interest in the Fish Lake Project (the "Option Agreement"). Bearing transferred its interest in the Fish Lake Project and the Option Agreement to the Company under the Asset Purchase Agreement.

Pursuant to the Option Agreement, in order to exercise its option, American Battery Metals was required to make a cash payment in the initial amount of \$20,000 and issue 20,000 common shares to the Company (both of which have been completed), and thereafter issue an additional 3,000,000 common shares to the Company on or before September 25, 2020. American Battery Metals must incur an aggregate of \$1,500,000 in exploration expenditures on the Fish Lake Project as follows: (a) \$60,000 on or before September 25, 2018 (incurred); (b) \$440,000 on or before September 25, 2019; and (c) \$1,000,000 on or before September 25, 2020. If American Battery Metals exercises the Option, the Company and American Battery Metals will form a joint venture on terms to be negotiated by the parties.

Yukon

The Company acquired, from Bearing, the HY (subject to a 2% Net Smelter Return "(NSR)") and Jay, VM, and VBA properties. As part of these properties, the Company acquired royalties on properties owned by Aben Resources Ltd. (a 2% NSR on the VF property) and Precipitate Gold Corporation (a 2% NSR on the Jay East Property).

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5. MINERAL PROPERTY INTERESTS (continued)

Yukon (continued)

On December 23, 2016, Bearing entered into an agreement with Golden Predator Mining Corp. (“Golden”), pursuant to which Golden has agreed to purchase all of the Company’s interest in certain mineral claims in the Yukon Territory. As partial consideration for the purchase agreement, Golden will pay an aggregate fee of \$275,000, payable over 48 months from the execution date of the purchase agreement. In addition, Golden will issue shares according to the following schedule:

- (i) 35,000 common shares on date of execution with a fair value of \$21,700 (received by Bearing);
- (ii) 50,000 common shares 8 months after date of execution with a fair value of \$44,000 (received by Bearing);
- (iii) Common shares equal to \$100,000 on the 26 month anniversary of the execution date;
- (iv) Common shares equal to \$250,000 on the 32 month anniversary of the execution date; and
- (v) Common shares equal to \$250,000 on the 48 month anniversary of the execution date.

As part of the Arrangement between the Company and Bearing, related to the acquisition by the Company of the Yukon properties, the Company will be the beneficiary of any amounts paid by Golden as well as any share issuance as stated in the agreement.

Under the terms of the agreement, Golden will also grant to the Company a 2% NSR on certain claims and a 1% NSR on the remaining claims. Golden has the right to re-purchase 50% of the NSR for \$1,000,000 at any time.

Golden was issued of notice for a breach of the agreement on March 18, 2019 and had 30 days to make the required \$100,000 anniversary payment. On April 2, 2019, the Company announced that it has terminated the property purchase agreement entered into with Golden Predator Mining Corp.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	July 31, 2019		October 31, 2018	
Accounts payable	\$	29,384	\$	3,874
Accrued liabilities		62,200		65,726
	\$	91,584	\$	69,600

7. RELATED PARTY TRANSACTIONS

The Company and Bearing, its former parent company, entered into an Arrangement described in note 1. The Arrangement provides for the transfer from Bearing of mineral property interests (note 5) to the Company, a wholly-owned subsidiary, and the immediate distribution of a controlling interest in the common shares of the Company to the shareholders of Bearing as at July 19, 2018. The shareholders of Bearing, at the completion of the Arrangement, continued to collectively own the interest in Bearing’s assets, albeit through an altered corporate structure. During the nine months ended July 31, 2019 the company issued additional shares and Bearing’s ownership decreased to 25.5%.

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7. RELATED PARTY TRANSACTIONS (continued)

Key management compensation

Key management consists of the Officers and Directors who are responsible for planning, directing and controlling the activities of the Company. The following expenses were incurred to the Company's key management:

	Three months ended July 31, 2019	Nine months ended July 31, 2019	Period from April 25, 2018 (incorporation) to July 31, 2018
Management and consulting fees	\$ 13,500	\$ 40,500	\$ -
Share-based compensation	-	-	9,618
	\$ 13,500	\$ 40,500	\$ 9,618

As at July 31, 2019, included in accounts payable and accrued liabilities is \$46,500 (October 31, 2018 - \$9,000) owing to related parties. The amount is non-interest bearing and has no terms of repayments.

As at July 31, 2019 the Company was indebted to Bearing for a total of \$Nil (October 31, 2018 - \$115,060). The amount is unsecured, non-interest bearing, and due on demand.

8. SHARE CAPITAL

(a) Authorized common shares

Unlimited number of common shares without par value authorized for issue.

(b) Issued

Share capital activity for the nine months ended July 31, 2019:

- (i) On November 21, 2018, the Company issued 5,000,000 units for total proceeds of \$500,000. Each unit consists of one common share and one share purchase warrant exercisable for a period of two years at an exercise price of \$0.10 per share. The Company paid cash commissions of \$12,210, other share issuance costs of \$390 and issued 122,100 brokers' warrants with a fair value of \$5,570. The brokers' warrants are exercisable for a period of two years at an exercise price of \$0.10 per share.
- (ii) During the nine months ended July 31, 2019, 250,000 stock options were exercised for an exercise price of \$0.025 for total proceeds of \$6,250.
- (iii) During the nine months ended July 31, 2019, 25,000 common share purchase warrants were exercised for an exercise price of \$0.10 for total proceeds of \$2,500.

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8. SHARE CAPITAL (continued)

(c) Stock options

The Company has a stock option plan (the "Plan") that permits the grant of share purchase options up to 10% of the issued and outstanding common shares of the Company to directors, officers, key employees and consultants. Terms and pricing of options are determined at the date of grant in accordance with the Plan.

	Number	Weighted Average Exercise Price \$
Balance, April 25, 2018	-	-
Replacement options pursuant Arrangement	191,446	0.028
Options granted	450,000	0.025
Balance, October 31, 2018	641,446	0.026
Exercised	(250,000)	(0.025)
Cancelled	(31,700)	(0.027)
Balance, July 31, 2019	359,746	0.027

Date of Expiry	Exercise Price \$	Number of Options Issued and Exercisable
August 1, 2019	0.0100	1,248
October 24 to 30, 2021	0.0130	29,953
December 2, 2021	0.0250	6,240
January 4, 2022	0.0275	6,240
January 5, 2022	0.0310	6,240
January 6, 2022	0.0290	11,232
May 25, 2022	0.0414	7,488
October 6 to 10, 2021	0.0399	59,904
May 4, 2022	0.0190	31,201
July 5, 2023	0.0250	200,000
Balance, July 31, 2019		359,746

As of July 31, 2019, the weighted average remaining life for outstanding options was 3.24 years.

At the time of the Arrangement (note 1), Bearing had a total 3,835,000 outstanding options. As a result of the Arrangement, the Company issued 191,446 stock options which would be exercised concurrently with the exercise of the related Bearing stock option from under which the entitlement was granted.

(d) Common share purchase warrants

During the nine months ended July 31, 2019, the following transactions related to share purchase warrants occurred:

	Number	Weighted Average Exercise Price \$
Balance, April 25, 2018	-	-
Replacement warrants pursuant to the Arrangement	9,246	0.04
Balance, October 31, 2018	9,246	0.04
Issued	5,000,000	0.10
Exercised	(25,000)	(0.10)
Expired	(9,246)	(0.04)
Balance, July 31, 2019	4,975,000	0.10

Lions Bay Mining Corp.
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(Unaudited - Expressed in Canadian dollars)

8. SHARE CAPITAL (continued)

(d) Common share purchase warrants (continued)

Expiry Date	Exercise Price	Number of Warrants
November 21, 2020	\$0.10	4,975,000
Balance, July 31, 2019		4,975,000

During the nine months ended July 31, 2019, common share purchase warrants granted were valued using the residual value method and had a fair value of \$nil.

(e) Brokers' warrants

During the nine months ended July 31, 2019, the following transactions related to brokers' warrants occurred:

	Number	Weighted Average Exercise Price \$
Balance, April 25, 2018 and October 31, 2018	-	-
Issued	122,100	0.10
Balance, July 31, 2019	122,100	0.10

Expiry Date	Exercise Price	Number of Warrants
November 21, 2020	\$0.10	122,100
Balance, July 31, 2019		122,100

During the nine months ended July 31, 2019, brokers' warrants granted were valued at \$5,570 using the following Black-Scholes pricing assumptions: risk free rate of 2.23%, estimated annualized volatility of 75.55%, expected life of 2 years, exercise price of \$0.10, expected dividend yield of 0% and share price of \$0.105.

(f) Reserves

The reserve records items recognized as share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

9. FINANCIAL INSTRUMENTS

Fair value

As at July 31, 2019, the Company's financial instruments consist of cash and accounts payable. The fair values of these financial instruments approximate their carrying values because of their current nature.

IFRS 13, *Fair Value Measurement*, establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. IFRS 13 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).

Level 3 – Prices or valuation techniques that are not based on observable market data and require inputs that are both significant to the fair value measurement and unobservable market data.

Lions Bay Mining Corp.
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(Unaudited - Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS (continued)

The fair value of cash and marketable securities are based on Level 1 inputs. There are no financial instruments subject to level 2 or level 3 fair value measurements

The Company's financial assets and liabilities recorded at fair value as of July 31, 2019 and October 31, 2018 were calculated as follows:

	July 31, 2019		October 31, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets				
<i>Loans and receivables:</i>				
Cash	\$ 261,435	\$ 261,435	\$ 15,649	\$ 15,649
Total financial assets	\$ 261,435	\$ 261,435	\$ 15,649	\$ 15,649
Financial liabilities				
<i>At amortized cost:</i>				
Accounts payable	\$ 29,384	\$ 29,384	\$ 3,874	\$ 3,874
Due to related party	-	-	115,060	115,060
Total financial liabilities	\$ 29,384	\$ 29,384	\$ 118,934	\$ 118,934

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

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. The functional and reporting currency of the Company is the Canadian dollar. The Company is not exposed to significant foreign exchange risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. The does not have significant exposure to credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at July 31, 2019, the Company is not exposed to significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date.

As of July 31, 2019, the Company had cash of \$261,435 and accounts payable and accrued liabilities of \$91,584. The Company's accounts payable and accrued liabilities are due within 90 days. The amounts due to related party are due on demand. The Company addresses its liquidity through debt and equity financing obtained through the sale of common shares and the exercise of warrants and options. There is no assurance that it will be able to do so in the future.

10. MANAGEMENT OF CAPITAL

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern. As at July 31, 2019, the Company does not have any externally imposed capital requirements. The Company defines its capital as share capital and reserves. The Company has financed its capital requirements primarily through share issuances, option grants, warrant issuances and obtaining loans. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or obtain new loans.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. Given sentiment and capital market conditions in the mining sector, there exists an uncertainty as to the Company's ability to raise additional funds on favorable terms in order to continue as a going concern.

11. SUBSEQUENT EVENTS

As a result of the Arrangement (note 1), the Company issued 191,446 stock options ("Bearing Options") which would be exercised concurrently with the exercise of the related Bearing stock option from under which the entitlement was granted. In August 2019 25,000 Bearing Options were exercised which triggered 1,248 Company shares to be issued.

Subsequent to July 31, 2019, as a result of the Arrangement (note 1), the Company cancelled and returned to treasury 58,820 common shares, which related to the cancellation of Bearing shares from under which the original Company shares were issued. Following completion of a merger between Li3 Energy Inc. ("Li3") and Bearing on September 28, 2017 the Li3 shareholders had two years to exchange their shares. As of September 28, 2019, any former shareholders of Li3 who did not exchange their shares, ceased to have any entitlement to common shares of Bearing and the related Lions Bay Mining common shares.