

ARCHON MINERALS LIMITED

Consolidated Financial Statements

May 31, 2019

and

May 31, 2018

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Archon Minerals Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Archon Minerals Limited, which comprise the consolidated statements of financial position as at May 31, 2019 and 2018, and the consolidated statements of loss and comprehensive loss, changes in equity (deficiency) and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

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 Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Archon Minerals Limited in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

Without modifying our opinion, we draw attention to Note 1 in the consolidated financial statements which indicates that the Company has negative working capital, losses since inception and is dependent upon its ability to continue receiving financing from related parties or, alternatively, secure new sources of financing. These conditions, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis", but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

In preparing the consolidated financial statements, management is responsible for assessing Archon Minerals Limited'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 Archon Minerals Limited or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing Archon Minerals Limited's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the 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 auditor's report is G. Cameron Dong.



CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada

September 30, 2019

ARCHON MINERALS LIMITED

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at May 31,	2019	2018
	\$	\$
Assets		
Current Assets		
Cash	5	267,212
Amounts receivable	373,984	3,909
	373,989	271,121
Reclamation bond	31,000	31,000
Buffer Zone royalty interest (note 4)	65,311,944	65,311,944
Exploration and evaluation assets (note 3)	3	3
	65,716,936	65,614,068
Liabilities and Equity		
Current Liabilities		
Accounts payable and accrued liabilities	69,437	54,839
Interest payable	1,997,123	1,261,000
Convertible debenture (note 7)	8,000,000	8,000,000
	10,066,560	9,315,839
Due to related parties (note 6)	56,488,583	57,047,918
	66,555,143	66,363,757
Equity (Deficiency)		
Share capital (note 5 (a))	19,960,114	19,320,164
Obligation to issue shares	-	350,000
Share-based payment reserve (note 5 (d))	2,965,073	3,255,023
Equity component of convertible debt (note 7)	2,190,345	2,190,345
Deficit	(25,953,739)	(25,865,221)
	(838,207)	(749,689)
	65,716,936	65,614,068

See accompanying Notes to the Consolidated Financial Statements

Nature and continuance of operations (note 1)
Contingent liability (note 8)

Approved by the Board of Directors and authorized for issue on September 30, 2019.

"Stewart Blusson"

Stewart Blusson, Director

"Ross Blusson"

Ross Blusson, Director

ARCHON MINERALS LIMITEDConsolidated Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended May 31,	2019	2018
	\$	\$
Royalty income (note 4)	732,393	844,474
Operating costs and expenses		
Accounting and legal	42,104	68,281
Accretion of debt	-	323,154
Automobile	1,442	1,380
Bank charges and interest	115	146
Consulting	-	3,500
General exploration	22,381	3,004
Interest on convertible debenture	736,123	193,315
Office and administration	1,736	1,686
Share-based compensation	-	463,920
Telephone	-	60
Travel and accommodation	625	1,018
Trust and filing fees	16,385	24,062
	(820,911)	(1,083,526)
Net loss for the year	(88,518)	(239,052)
Weighted average number of common shares outstanding	54,378,402	53,916,758
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)

See accompanying Notes to the Consolidated Financial Statements

ARCHON MINERALS LIMITED

Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

For the years ended May 31,	2019	2018
	\$	\$
Cash provided by (used for):		
Operating activities		
Net loss for the year	(88,518)	(239,052)
Items not involving the use of cash:		
Accretion of debt	-	323,154
Interest on convertible debenture	736,123	193,315
Share-based compensation	-	463,920
	647,605	741,337
Changes in non-cash operating capital:		
Amounts receivable	(370,075)	(843)
Prepaid expenses	-	4,822
Accounts payable and accrued liabilities	14,598	(35,380)
Due to related parties	38,100	16,942
	330,228	726,878
Financing activities		
Advances to related parties - net	(597,435)	(813,118)
Obligation to issue shares	-	350,000
	(597,435)	(463,118)
Net cash received (used) during the year	(267,207)	263,760
Cash, beginning of the year	267,212	3,452
Cash, end of the year	5	267,212

See accompanying Notes to the Consolidated Financial Statements

ARCHON MINERALS LIMITED

Consolidated Statements of Changes in Equity (Deficiency)

(Expressed in Canadian dollars)

	Number of shares	Share capital	Obligation to Issue Shares	Share-based payment reserve	Equity component of convertible debenture	Deficit	Total equity (deficiency)
May 31, 2017	53,916,758	\$ 19,320,164	\$ -	\$ 2,791,103	\$ 2,190,345	\$ (25,626,169)	\$ (1,324,557)
Obligation to issue shares	-	-	350,000	-	-	-	350,000
Share based compensation	-	-	-	463,920	-	-	463,920
Net loss for the year	-	-	-	-	-	(239,052)	(239,052)
May 31, 2018	53,916,758	\$ 19,320,164	\$ 350,000	\$ 3,255,023	\$ 2,190,345	\$ (25,865,221)	\$ (749,689)
Options exercised	500,000	639,950	(350,000)	(289,950)	-	-	-
Net loss for the year	-	-	-	-	-	(88,518)	(88,518)
May 31, 2019	54,416,758	\$ 19,960,114	\$ -	\$ 2,965,073	\$ 2,190,345	\$ (25,953,739)	\$ (838,207)

See accompanying Notes to the Consolidated Financial Statements

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Archon Minerals Limited (“the Company” or “Archon”), located at Suite 2801-323 Jervis Street, Vancouver, BC, V6P 3P8, is engaged in the business of diamond exploration in the Northwest Territories of Canada. The Company currently has interests in three property groups.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

Several adverse conditions cast doubt on the validity of this assumption. The Company has incurred significant operating losses and negative operating cash flows over the past several fiscal years, has a working capital deficiency and is currently unable to self-finance from current operations. In addition, the Company is obligated to make cash call payments to operators under the WO Block Project and Monument Diamond Project to maintain its participating interests.

The Company’s continued existence is dependent upon its ability to raise additional financing, the continued support of its related parties and its capacity to generate profitable operations in the future.

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate because management believes that the actions already taken or planned will mitigate the adverse conditions and events which raise doubts about the validity of the going concern assumption used in preparing these consolidated financial statements. However, there can be no assurance that management actions will be successful.

If the going concern assumption is not appropriate for these consolidated financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenue and expenses and the balance sheet classifications used.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

b) Basis of preparation

These consolidated financial statements have been prepared on the historical cost basis. The presentation and functional currency of the Company is the Canadian dollar.

c) Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and the Company’s wholly-owned subsidiary 1012987 BC Ltd., until the companies were amalgamated on March 27, 2018.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

d) Cash and cash equivalents

Cash and cash equivalents include term investments with maturities of three months or less, together with accrued interest thereon, which are readily convertible to known amounts of cash. At May 31, 2019, the Company's cash and cash equivalents consisted of \$5 (May 31, 2018: \$267,212).

e) Use of judgements and estimates

The preparation of consolidated financial statements requires management to make estimates that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Critical judgements in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

i) *Going concern*

Management applies judgment in determining whether the Company will continue as a going concern for the next year.

ii) *Valuation of exploration and evaluation properties and royalty interest*

Management applies judgment in determining whether a property is impaired in relation to costs recognized in respect to it on the Company's statement of financial position. Judgment is also required in determining the fairest basis for measuring and reporting the carrying value of the Company's royalty interest.

iii) *Financial instruments*

Financial assets and liabilities are recognized when the Company becomes party to the contracts that give rise to them. The Company determines the classification of its financial assets and liabilities at initial recognition and, where allowed and appropriate, reevaluates such classification at each financial year end.

iv) *Compound financial instruments*

The Company presents convertible debentures separately in its debt and equity components on the statement of financial position. The fair value of a compound instrument at issuance is assigned to its respective debt and equity components. The fair value of the debt component is established first with the equity component being determined with the residual.

Key sources of estimation uncertainty:

There were no key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next year.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

f) Exploration and evaluation assets

Once a permit to explore an area has been secured, expenditures on exploration and evaluation assets are capitalized to exploration and classified as a non-current asset.

Exploration expenditures relate to the initial search for mineral deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Exploration expenditure costs incurred are included in exploration and evaluation assets and these include any cash consideration and advance earn in payments and the fair market value of shares issued, if any, related to the mineral property interests. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts when the payments are made.

All capitalized exploration and evaluation expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that an expenditure is not expected to be recovered, it is charged to comprehensive income.

Once an economically viable reserve has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to construction in progress within property, plant and equipment.

Amount recorded as exploration and evaluation assets are reflective of actual costs incurred and are not intended to represent current or future fair values.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

g) Impairment

At each reporting period, management reviews all assets for indicators of impairment. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value. If the recoverable amount of the asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for that period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which that asset belongs.

Past impairments are also considered at each reporting period and where there is an indication that an impairment loss may have decreased, the recoverable amount is calculated as outlined above to determine the extent of the recovery. If the recoverable amount of the asset is more than its carrying amount, the carrying amount of the asset is increased to its recoverable amount and the impairment loss is reversed in the profit or loss for that period. The increased carrying amount due to reversal will not be more than what the depreciated historical cost would have been if the impairment had not been recognized.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

h) Income taxes

The Company uses the balance sheet method of accounting for income taxes. Under the balance sheet method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to 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 substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred income tax assets also result from unused loss carry forwards, resource related pools and other deductions. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

i) Share capital

The Company records in share capital proceeds from share issuances, net of issue costs and any tax effects. The fair value of common shares issued as consideration for mineral properties is based on the trading price of those shares on the TSX.V on the date of the agreement to issue shares as determined by the Board of Directors. Stock options and other equity instruments issued as purchase consideration in non-monetary transactions are recorded at fair value determined by management using the Black-Scholes option pricing model. Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair values.

j) Share-based payments

The Company's Stock Option Plan allows employees and consultants to acquire shares of the Company. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of the share-based payment is measured using the Black-Scholes option pricing model. The fair value of the share based payment is recognized as an expense or capitalized to mineral property with a corresponding increase in contributed surplus. Consideration received on the exercise of stock options are recorded as share capital and the related contributed surplus amount are transferred to share capital.

k) Loss per share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. Where the effects of including all outstanding options and warrants would be anti-dilutive, no dilution is calculated and the diluted loss per share is presented as the same as basic loss per share.

l) Reclamation bond

The Company maintains cash deposits, or letters of credit secured by cash deposits, as required by regulatory bodies as assurance for the funding of reclamation costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled or the related property is sold and the obligation is assumed by the buyer.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements
For the years ended May 31, 2019 and 2018
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Financial instruments

Adoption of IFRS 9

On June 1, 2018, the Company adopted IFRS 9 in accordance with the transitional provisions of the standard. IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39, Financial Instruments: Recognition and Measurement. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. The change did not impact the carrying value of any of the Company's financial assets on the transition date.

The impact on the statement of financial position from the changes related to IFRS 9 has been summarized below.

We have assessed the classification and measurement of our financial assets and financial liabilities under IFRS 9 as follows:

Financial Assets	IAS 39	IFRS 9
Cash and cash equivalents	Fair value through profit or loss	Fair value through profit or loss
Amounts receivable	N/A	Amortized cost
Financial Liabilities		
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

The classification of financial assets is based on how the entity manages its financial instruments and contractual cash flow characteristics of the financial asset. Transactions costs with respect to financial instruments classified as fair value through profit or loss are recognized in the statements of loss and comprehensive loss.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of financial instruments measured at fair value, a significant and prolonged decline in the value of the instrument is considered to determine whether impairment has arisen.

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1: Unadjusted quoted prices in active markets for identical assets and liabilities;
- Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3: Inputs that are not based on observable market data.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

n) Provision for closure and reclamation

Provisions for closure and reclamation obligations are recognized when a legal or constructive obligation arises. The liability is recognized at the present value of management's best estimate of the closure and reclamation obligation. The estimate is discounted to the present value using a discount rate specific to the obligation. When the liability is initially recorded the Company capitalizes the cost by increasing the carrying amount of the related long-lived assets. Over time the liability is accreted to its present value each period, and the capitalized cost is amortized on the same basis as the related asset. Upon settlement of the liability, the Company may incur a gain or loss. At May 31, 2019, the Company had no material provisions for closure and reclamation.

o) Accounting standards and interpretations issued but not yet adopted

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended May 31, 2019, and have not been applied in preparing these financial statements. Such standards that may have an impact on the Company's financial statements once adopted include the following:

- Amendments to IFRS 9, "Leases".

The Company has assessed this revised standard and has determined that this standard will have no impact on the financial statements.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

3. EXPLORATION AND EVALUTATION ASSETS

The Company's projects are located in the Mackenzie Mining Division, Northwest Territories, Canada.

	May 31, 2017	Transfer (refer to note 4)	May 31, 2018	Expenditures	May 31, 2019
	\$	\$	\$	\$	\$
Buffer Zone Project and Buffer Zone West					
Acquisition	24,104,619	(24,104,618)	1	-	1
Aircraft, rental and fuel	184,808	(184,808)	-	-	-
Assay	450,651	(450,651)	-	-	-
Camp accommodations and travel	3,303,652	(3,303,652)	-	-	-
Claim maintenance fees	1,231,210	(1,231,210)	-	-	-
Community engagement	563,787	(563,787)	-	-	-
Drilling	6,686,104	(6,686,104)	-	-	-
Field office	950,825	(950,825)	-	-	-
Geological and geophysical	7,447,326	(7,447,326)	-	-	-
Management fees	463,776	(463,776)	-	-	-
Cash advances	19,925,187	(19,925,187)	-	-	-
	65,311,945	(65,311,944)	1	-	1
WO Block Project					
Acquisition	1	-	1	-	1
Aircraft, rental and fuel	-	-	-	-	-
Assay	-	-	-	-	-
Camp accommodations and travel	-	-	-	-	-
Drilling	-	-	-	-	-
Environmental	-	-	-	-	-
Field office	-	-	-	-	-
Geological and geophysical	-	-	-	-	-
Management fees	-	-	-	-	-
	1	-	1	-	1
Monument Diamond Project					
Acquisition	1	-	1	-	1
	1	-	1	-	1
Total Mineral Property Costs	65,311,947	(65,311,944)	3	-	3

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements

For the years ended May 31, 2019 and 2018

(Expressed in Canadian dollars)

3. EXPLORATION AND EVALUATION ASSETS *(continued)*

Buffer Zone Project

- In the Buffer Zone Project, the Company had acquired a participating joint venture interest of 192 mineral leases by the issuance of 40,000,000 shares of the Company at a value of \$70,000,000. As this was a related party transaction, the acquisition was recorded at \$997,049, being the cost expended by the related party to obtain and maintain the participating interest. The participating interest is comprised of the following:

A 29.25% participating interest in the first kimberlite pipe to be developed in the Buffer Zone

A 31.20% participating interest in all other kimberlite pipes subsequently developed in the Buffer Zone.

- After March 16, 2002, all financing was obtained via cash calls from the participants. The Company had to provide pro-rata funding or suffer dilution of its participating interest. If the participating interest was reduced to less than 5%, the interest would be replaced with a gross production royalty of 1.25% of the gross value of diamonds produced on the property.
- During the year ended May 31, 2010, the joint venture dropped 86 mineral leases, and the Company elected, pursuant to the terms of the joint venture agreement, to acquire a 100% interest in all 86 leases by agreeing to pay aggregate annual lease maintenance fees of approximately \$176,000.
- During the 2015 year, the Company exercised its pre-emptive right to acquire, on a pro rata basis, C. Fipke Holdings Ltd.'s ("FipkeCo") interest in the Buffer Zone of the Ekati diamond mine. The pre-emptive right was triggered by an offer from Dominion Diamond Corporation ("Dominion"), the operator of the Buffer Zone Joint Venture, to acquire FipkeCo's 10% interest in the Buffer Zone. By exercising its pre-emptive right, the Company increased its interest in the buffer zone from 31.2% to 34.67%. The purchase price for this additional 3.47% interest was US\$7,614,571 (CDN\$8,572,484) and the funds for this acquisition were provided by convertible loans from two of the Company's directors (refer to note 7).
- Subsequent to their acquisition of FipkeCo's interest, the participating joint venture interests of Dominion and the Company were 65.33 % and 34.67%, respectively.

Under IFRS 11, the Company accounted for its working interest in the Buffer Zone Joint Venture as a joint operation. However the Company had neither joint control of, nor any rights to assets or obligations of, that joint operation. Accordingly the Company accounted for its joint venture interest at cost in accordance with IFRS standards applicable to the exploration costs that were being funded by its cash advances to Dominion.

Refer to note 4.

Buffer Zone West

The Company separately has a 100% interest in approximately 80,000 hectares of land, carried at a nominal value as an exploration and evaluation asset.

ARCHON MINERALS LIMITED

Notes to the Consolidated Financial Statements
For the years ended May 31, 2019 and 2018
(Expressed in Canadian dollars)

3. EXPLORATION AND EVALUATION ASSETS *(continued)*

WO Block Project, Lac de Gras area

The Company has an approximate 17.57% working interest in mineral claims known as the WO Block Project.

The Company must continue to fund its portion of exploration costs or be subject to dilution for non-participation.

The Company accounts for its interest in this joint operation at cost as well, with the cash advances paid to the operator recorded as exploration costs as incurred.

During the 2016 year, the Company impaired the carrying value of the WO Block Project to \$1 due to limited exploration activities and no planned expenditures by the operator.

Monument Diamond Project, Lac de Gras area

The Company has an agreement for three of the former leases of mineral claims, known as the DHK claim block, by which it can acquire a 10% interest in the leases for \$15,000 and the option to earn an additional 10.4% interest by contributing its proportionate share of costs to each work program. The property is subject to a 2% Gross Overriding Royalty. During the year ended May 31, 2005, the Company increased its interest to 20.4%. The Company must continue to fund its 20.4% portion of exploration costs by way of cash calls demanded by its operator or its interest will be subject to dilution.

The Company has written-down the carrying value of the Monument Diamond Project to \$1 due to limited exploration activities.

4. BUFFER ZONE ROYALTY INTEREST

On June 5, 2017, the Company reached an agreement with Dominion to convert its working interest in the Buffer Zone Joint Venture into a 2.3% gross production royalty. Under this agreement, Archon will receive a royalty equal to 2.3% of the gross value of diamonds produced from the Buffer Zone. The Buffer Zone Joint Venture was terminated, and Archon is no longer required to contribute any further capital expenditures nor will it have to pay for any operating costs related to the Buffer Zone.

The royalty interest acquired has been capitalized as a tangible asset with a finite life. It is reported at cost less accumulated depletion and accumulated impairment provisions, if any, with depletion recorded based on diamond recoveries relative to total reserves. Cost has been determined in accordance with the standards of IAS 16 – Property, Plant and Equipment. In the opinion of management, the variables that would be involved in an independent determination of the fair value of the royalty interest are currently such that this amount is not reliably measurable and is therefore not determinable. Accordingly, the Company has recorded its interest at the historical cost associated with its previous investment in the Buffer Zone Joint Venture. However, the Company also follows the guidance of IAS 36 in connection with impairment indicators associated with non-current assets, and believes that no such indicators are currently present.

The Company records royalty income, which is payable in cash only, on an accrual basis in accordance with the terms of its royalty agreement with Dominion, and when the receipt of such income is determinable or has already occurred.

Royalty income aggregating \$732,393 (May 31, 2018: \$844,474) has been recognized or received during the current fiscal year.

Portions of the property applicable to this royalty interest are subject to a feasibility study completed in 2016, and a related positive development decision by Dominion. However, to date, royalty income earned reflects pre-commercial production levels from the mine and accordingly no provisions for depletion have been recorded.

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5. SHARE CAPITAL

- a) The authorized share capital of the Company consists of an unlimited number of common shares.

During the year ended May 31, 2019:

The Company issued 500,000 common shares pursuant to the exercise of 500,000 share purchase options at an exercise price of \$0.70 per share, raising gross proceeds of \$350,000. These proceeds were received prior to May 31, 2018.

During the year ended May 31, 2018:

No shares were issued during the year.

- b) Stock-based compensation and share purchase options

The Company has established a share purchase option plan whereby the board of directors may grant up to a total of 10% of the issued and outstanding common shares of the Company to directors, officers, employees or consultants. Options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's board of directors.

The following is a summary of the changes in the Company's outstanding stock options:

	2019		2018	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance at the beginning of the year	2,300,000	\$ 1.20	1,500,000	\$ 1.46
Granted	-	-	800,000	0.70
Exercised	(500,000)	0.70	-	-
Expired	(800,000)	1.08	-	-
Outstanding, end of the year (1)	1,000,000	1.54	2,300,000	1.20

(1) At May 31, 2019, the weighted-average remaining contractual life of stock options outstanding is 2.05 years (2018 – 2.58 years).

- c) Share purchase warrants

There are no share purchase warrants outstanding at May 31, 2019 and 2018.

- d) Share-based payment reserve

There were no stock options granted during the year ended May 31, 2019.

During the year ended May 31, 2018, the Company granted 800,000 stock options with a fair value of \$463,920, or \$0.58 per option.

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Notes to the Consolidated Financial Statements
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5. SHARE CAPITAL (continued)

d) Share-based payment reserve (continued)

The following weighted average assumptions were used for the Black Scholes valuation of stock options granted in:

	2019	2018
Risk-free interest rate	-	2.00%
Expected life	-	5 years
Expected volatility	-	76.21%
Dividend rate	-	-

6. RELATED PARTY TRANSACTIONS

	2019	2018
	\$	\$
Due to the President	56,468,372	57,031,698
Due to the Chief Financial Officer	20,211	16,220
	56,488,583	57,047,918

These amounts are unsecured non-interest bearing and have no specific terms of repayment.

Related party transactions not noted elsewhere in these consolidated financial statements are as follows:

- During the current year, the president and director of the Company advanced \$17,244 (2018 - \$354,237), received \$614,679 (2018 - \$1,167,355) for repayments of shareholder advances, and incurred \$34,109 (2018 - \$12,681) for mineral property costs and administration expenses.
- During the current year, a director of the Company advanced \$nil (2018 - \$nil) and incurred \$3,991 (2018 - \$4,261) for mineral property costs and administration expenses.

These transactions occurred in the normal course of operations and are therefore measured at their exchange amounts.

7. CONVERTIBLE DEBENTURE

On November 7, 2014, the Company issued unsecured convertible debentures to two directors of the Company with a face value of \$8,000,000.

The convertible loan bears interest at 5% per year, compounded annually, and matured on November 7, 2017. At any time before the convertible debt matures, each lender may convert the outstanding indebtedness of their loan into the Company's common shares at a rate of \$1.35 per share during the first year, \$1.45 per share during the second year, and \$1.55 per share during the third year. On the loan's maturity date, if the total indebtedness outstanding at that time has not been paid in full, the Company may at its discretion convert the outstanding amounts into common shares at the higher of \$1.55 per share and the Discounted Market Price (as that term is defined under the TSX Venture Exchange policies) at the time of conversion.

In accordance with IFRS relating to the presentation of convertible debt instruments, the debenture has been classified into its separate loan liability and conversion feature components in the Company's financial statements. The Company valued the liability portion at \$5,809,655 (being the present value of the future cash flow streams) with the residual amount being allocated to the conversion feature, or \$2,190,345. Over the term of the debenture, this carrying value has been accreted to the \$8,000,000 principal amount using the effective interest rate method. After maturity, the debenture continues to accrue interest at 5% per year, compounded annually.

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7. CONVERTIBLE DEBENTURE *(continued)*

The following is a summary of the convertible debenture at May 31, 2019:

	Proceeds	Debt Component	Equity Component
	\$	\$	\$
Balance at May 31, 2017	8,000,000	7,676,846	2,190,345
Accretion expense during the year	-	323,154	-
Balance at May 31, 2018	8,000,000	8,000,000	2,190,345
Accretion expense during the year	-	-	-
Balance at May 31, 2019	8,000,000	8,000,000	2,190,345

8. CONTINGENT LIABILITY

The Company had received a notice of civil claim from C. Fipke Holdings Ltd. ("FipkeCo") with respect to an alleged cost-sharing arrangement involving FipkeCo and the Company. FipkeCo alleges that the Company and its President were collectively responsible for paying a portion of FipkeCo's legal costs incurred during FipkeCo's lawsuit against BHP Billiton Canada Inc. (the former operator of the Ekati diamond mine) during 2012 and 2013. The aggregate amount claimed by FipkeCo from the Company and its President was \$423,000.

During the year, the civil claim was settled by the President for the amount of \$335,000. No amounts were owing or recorded in the Company's accounts.

9. CAPITAL MANAGEMENT

The Company's primary objective for managing its capital structure is to maintain financial capacity for the purpose of sustaining the future development of the business and maintaining investor, creditor and market confidence.

The Company considers its capital structure to include shareholders' equity and working capital. To effectively manage its resources and minimize risks, the Company prepares annual expenditure budgets that are updated as necessary depending on factors including success of programs and general industry conditions. In the event that adjustments to the capital structure are necessary, the Company may consider issuing additional equity, raising debt or revising its capital investment programs.

The Company's share capital is not subject to any external restrictions. The Company has not paid or declared any dividends since the date of incorporation, nor are any currently contemplated. There have been no changes to the Company's approach to capital management during the year.

10. FINANCIAL INSTRUMENT RISKS

The Company's financial instruments are exposed to the following risks:

Credit Risk

The Company's primary exposure to credit risk is the risk of illiquidity of cash and cash equivalents, amounting to \$5 at May 31, 2019 (2018 - \$267,212). As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, the credit risk is considered by management to be negligible.

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10. FINANCIAL INSTRUMENT RISKS (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet operating accounts payable requirements. The Company has maintained sufficient current asset balances and financing from related parties to meet these needs at May 31, 2019.

Foreign Exchange Risk

The Company has virtually no foreign exchange risk as all its activities are carried out in Canada and all its financial assets and liabilities are denominated in Canadian dollars.

Interest Rate Risk

The Company has been exposed to interest rate risk on its cash and cash equivalents. The majority of these deposits have been in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases. At May 31, 2019, the Company maintained all of its cash balance on deposit in a chequing account with a major Canadian bank.

Fair Value of Financial Instruments

The fair value classification of the Company's financial instruments as at May 31, 2019 and 2018 are as follows:

	2019			2018	
	Fair value level	Fair value through profit or loss	Loans and receivables and other financial liabilities at amortized cost	Fair value through profit or loss	Loans and receivables and other financial liabilities at amortized cost
		\$	\$	\$	\$
<i>Financial assets:</i>					
Cash and cash equivalents	1	5	-	267,212	-
Reclamation bond		-	31,000	-	31,000
		5	31,000	267,212	31,000
<i>Financial liabilities:</i>					
Accounts payable and accrued liabilities		-	69,437	-	54,839
Due to related parties		-	56,488,583	-	57,047,918
Convertible debenture		-	8,000,000	-	8,000,000
		-	64,558,020	-	65,102,757

During the years ended May 31, 2019 and 2018, there were no transfers between level 1, level 2 and level 3 classified assets.

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Notes to the Consolidated Financial Statements

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11. INCOME TAXES

The Company is subject to income taxes in Canada. The provision for income tax varies from the amount that would be computed from applying the combined federal and provincial income tax rate to loss before taxes as follows:

	2019	2018
	\$	\$
Net loss for the year	(88,518)	(239,052)
Expected income tax recovery	(23,899)	(63,150)
Net adjustment for deductible and non-deductible amounts	6,127	208,847
Recognized benefit of non-capital losses	-	(145,697)
Unrecognized benefit of non-capital losses	17,772	-
Total income taxes	-	-

The significant components of the Company's deferred income tax assets are as follows:

	2019	2018
	\$	\$
Exploration and evaluation assets	17,088,400	17,088,400
Non-capital losses carried forward	2,125,000	2,059,000
	19,213,400	19,147,400

Subject to certain restrictions, the Company has mineral property expenditures of approximately \$73 million (2018 - \$73 million) available to reduce taxable income in future years. The Company also has non-capital losses of approximately \$2,125,000 (2018 - \$2,059,000). The Company has not recognized any future benefit for these tax losses and resource deductions as it is not considered likely that they will be utilized. If unused, the non-capital losses will expire as follows:

Year	Amount
	\$
2031	438,000
2032	64,000
2034	95,000
2035	360,000
2036	531,000
2037	571,000
2038	-
2039	66,000
	2,125,000