



**PISTOL BAY**  
TSX-V: PST

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**PISTOL BAY MINING INC.**

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As at and for the three months ended

August 31, 2020 and 2019  
(with comparative audited figures as at May 31, 2020)

Unaudited - Expressed in Canadian Dollars

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## NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Section 4.3(3)(a) of the National Instrument 51-102, Continuous Disclosure Obligations, provides that if an auditor has not performed a review of the interim condensed financial statements, the interim financial statements must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The Company's external auditor, Manning Elliott LLP, have not performed a review of these interim condensed consolidated financial statements of Pistol Bay Mining Inc. for the three-month period ended August 31, 2020.

October 26, 2020

**PISTOL BAY MINING INC.**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)

	Notes	August 31, 2020	May 31, 2020
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash		\$ 506	\$ 10,257
Taxes recoverable		1,567	5,674
Marketable securities		13,265	149,130
		<b>15,338</b>	165,061
<b>NON-CURRENT ASSETS</b>			
Equipment	4	179	194
Exploration and evaluation assets	5	2,328,757	2,363,070
<b>TOTAL ASSETS</b>		<b>\$ 2,344,274</b>	<b>\$ 2,528,325</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Accounts payable and accrued liabilities	6,14,15	\$ 470,616	\$ 507,676
Loan payable	7	96,631	107,199
		<b>567,247</b>	614,875
<b>EQUITY</b>			
Share capital	8	25,416,309	25,416,309
Reserves	9	1,401,766	1,360,950
Deficit		(25,041,048)	(24,863,809)
		<b>1,777,027</b>	1,913,450
<b>TOTAL LIABILITIES AND EQUITY</b>		<b>\$ 2,344,274</b>	<b>\$ 2,528,325</b>

NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY (Note 1)

COMMITMENTS AND CONTINGENCIES (Notes 5 and 14)

SUBSEQUENT EVENTS (Note 17)

APPROVED BY THE BOARD OF DIRECTORS ON October 26, 2020

ON BEHALF OF THE BOARD

<i>"Charles Desjardins"</i>	<i>"Dave Bissoondatt"</i>
Director	Director

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

**PISTOL BAY MINING INC.****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)**

	Notes	Three months ended	
		August 31, 2020	August 31, 2019
<b>EXPENSES</b>			
Amortization		\$ 15	\$ 22
Business development and shareholder communications		19,962	21,694
Consulting fees		60,080	60,217
Office services and miscellaneous		13,039	15,490
Professional fees		5,155	2,375
Rent		8,814	8,784
Share-based payments	8,9,10	40,816	38,156
Transfer agent and filing fees		15,837	5,275
		<b>163,718</b>	<b>152,013</b>
<b>OTHER INCOME (EXPENSES)</b>			
Realized gain on disposal of marketable securities		20,017	-
Unrealized loss on disposal of marketable securities		(32,435)	-
Interest expense	7	-	(1,000)
Taxes and interest related to flow-through shares	6	(1,103)	(1,103)
		<b>(13,521)</b>	<b>(2,103)</b>
<b>NET (LOSS) AND COMPREHENSIVE (LOSS) FOR THE YEAR</b>		<b>\$ (177,239)</b>	<b>\$ (154,116)</b>
<b>BASIC AND DILUTED EARNINGS (LOSS) PER COMMON SHARE</b>		<b>(0.00)</b>	<b>(0.00)</b>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED</b>		<b>68,333,822</b>	<b>50,498,657</b>

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

**PISTOL BAY MINING INC.****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(EXPRESSED IN CANADIAN DOLLARS)**

	Share Capital		Reserves			
	Number of shares issued	Amount	Warrant reserve	Share based payment reserve	Deficit	Total
Balance, May 31, 2019	50,333,822	\$ 25,016,571	\$ 607,203	\$ 807,147	\$ (24,341,210)	\$ 2,089,711
Shares issued for exploration and evaluation assets	500,000	20,000	-	-	-	20,000
Fair value of options granted	-	-	-	38,156	-	38,156
Net loss for the period	-	-	-	-	(154,116)	(154,116)
<b>Balance, August 31, 2019</b>	<b>50,833,822</b>	<b>\$ 25,036,571</b>	<b>\$ 607,203</b>	<b>\$ 845,303</b>	<b>\$ (24,495,326)</b>	<b>\$ 1,993,751</b>
Balance, May 31, 2020	68,333,822	\$ 25,416,309	\$ 609,166	\$ 751,784	\$ (24,863,809)	\$ 1,913,450
Fair value of options granted	-	-	-	40,816	-	40,816
Net loss for the period	-	-	-	-	(177,239)	(177,239)
<b>Balance, August 31, 2020</b>	<b>68,333,822</b>	<b>\$ 25,416,309</b>	<b>\$ 609,166</b>	<b>\$ 792,600</b>	<b>\$ (25,041,048)</b>	<b>\$ 1,777,027</b>

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

**PISTOL BAY MINING INC.****INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(EXPRESSED IN CANADIAN DOLLARS)**

	<b>Three months ended</b>	
	<b>August 31, 2020</b>	<b>August 31, 2019</b>
<b>CASH FLOWS (USED FOR)</b>		
<b>OPERATING ACTIVITIES</b>		
Net (loss)	\$ (177,239)	\$ (154,116)
Adjustments for non-cash items:		
Amortization	15	22
Interest expense	-	1,000
Flow-through tax and interest	1,103	1,103
Share-based payments	40,816	38,156
Unrealized loss on sale of marketable securities	32,435	-
	<b>(102,870)</b>	<b>(113,835)</b>
Changes in non-cash working capital:		
Due to related parties	-	(5,219)
Amounts receivable	4,107	5,273
Accounts payable and accrued liabilities	(38,163)	(27,386)
Net cash flow used for operating activities	<b>(136,926)</b>	<b>(141,167)</b>
<b>INVESTING ACTIVITIES</b>		
Exploration and evaluation assets	(20,687)	(26)
Proceeds from sale of marketable securities	158,430	-
Net cash flow provided by investing activities	<b>137,743</b>	<b>(26)</b>
<b>FINANCING ACTIVITIES</b>		
Proceeds from loans payable	(10,568)	69,631
Net cash flows provided by financing activities	<b>(10,568)</b>	<b>69,631</b>
<b>(DECREASE) INCREASE IN CASH</b>	<b>(9,751)</b>	<b>(71,562)</b>
<b>CASH, BEGINNING OF THE YEAR</b>	<b>10,257</b>	<b>78,848</b>
<b>CASH, END OF THE YEAR</b>	<b>\$ 506</b>	<b>\$ 7,286</b>

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

**PISTOL BAY MINING INC.**  
**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**AS AT AND FOR THE THREE MONTHS ENDED AUGUST 31, 2020 AND 2019**  
(Unaudited – Expressed in Canadian Dollars)

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**1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY**

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Pistol Bay Mining Inc. (the “Company”) was incorporated February 20, 1995 in the Province of British Columbia. The Company’s head office is located at 700 – 838 West Hastings Vancouver, BC, V6C 0A6 and its registered address is 725 Granville Street, Pacific Centre, Suite 400, Vancouver, BC V7Y 1G5.

On January 4, 2018, the Company incorporated a subsidiary, PB Blockchain Inc. (“PB” or “Subsidiary”) under the Business Acts in British Columbia. PB focuses on blockchain applications for mining and resource company management. As at the date of this report, there have been no business activities in PB, and the Company has decided not to pursue any activities in blockchain business in the future. During the year ended May 31, 2020, the Company decided to dissolve its subsidiary.

The Company is engaged in the exploration and development of mineral resources, currently focusing on projects in Ontario, Quebec, British Columbia and Nevada, USA. At this time, the Company does not own any operating mines and has no operating income from mineral production. Funding for operations is raised primarily through public and private share offerings. It is not known whether the Company’s mineral properties contain reserves that are economically recoverable. The recoverability of amounts recorded by the Company for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability to raise funding for continued exploration and development, the completion of property option expenditures and acquisition requirements, or from proceeds from disposition.

These interim condensed consolidated financial statements (“Financial Statements”) have been prepared with the assumption that the Company will realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to meet its obligations and maintain its current operations through the ensuing twelve-month period and thereafter is contingent upon successful completion of additional financing arrangements and ultimately upon the discovery of proven reserves and generating profitable operations.

Management expects to be successful in arranging sufficient funding to meet operating commitments for the ensuing year. However, the Company’s future capital requirements will depend on many factors, including the costs of exploring and developing its resource properties, operating costs, the current capital market environment and global market conditions. As at August 31, 2020, the Company has a working capital deficiency of \$551,909 (May 31, 2020 – \$449,814) and a cumulative deficit of \$25,041,048 (May 31, 2020 – \$24,863,809). Consequently, there is a material uncertainty that casts significant doubt on the Company’s ability to continue as a going concern. For significant expenditures and resource property development, the Company will depend almost exclusively on outside capital. Such outside capital will include the issuance of additional equity shares. There can be no assurance that capital will be available, as necessary, to meet the Company’s operating commitments and further exploration and development plans. The issuance of additional equity securities by the Company may result in significant dilution to the equity interests of current shareholders. The Company’s future capital requirements will depend on many factors, including the costs of exploring and developing its resource properties, operating costs, the current capital market environment and global market conditions. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, and ultimately generate profitable operations in the future. The Company has no assurance that it will be successful in its efforts. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the future success of the business could be adversely affected.

**PISTOL BAY MINING INC.**  
**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**AS AT AND FOR THE THREE MONTHS ENDED AUGUST 31, 2020 AND 2019**  
(Unaudited – Expressed in Canadian Dollars)

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**1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY (CONTINUED)**

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These Financial Statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

During the period ended August 31, 2020, the COVID-19 pandemic has caused significant financial market and social dislocation. The situation is dynamic with various cities and countries around the world responding in different ways to address the outbreak. Consequently, the Company has limited access to capital and financing which is the primary source of cash for the Company. While the Company continues to monitor the investment portfolio and assess the impact of the COVID-19 will have on its business activities, the extent of the effect of the COVID-19 pandemic on the Company's future activities is uncertain.

**2. BASIS OF PRESENTATION**

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Basis of consolidation and preparation

These Financial Statements include the accounts of the Company and its wholly owned subsidiary, PB Blockchain Inc. Details of the controlled entity are as follows:

	<b>Country of incorporation</b>	<b>Percentage owned</b>
PB Blockchain Inc.	Canada	100%

The Company's Financial Statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at fair value, and are presented in Canadian dollars, except where otherwise indicated. All intercompany transactions and balances have been eliminated.

Statement of compliance

These Financial Statements have been prepared by management of the Company in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", following the same accounting principles and methods of computation as outlined in the Company's financial statements for the year ended May 31, 2020 and 2019. A description of accounting standards and interpretations that have been adopted by the Company can be found in the notes of the audited consolidated financial statements for the year ended May 31, 2020 and 2019. These financial statements include all necessary disclosures required for interim financial statements but do not include all disclosures required for annual financial statements. Therefore, Financial Statements should be read in conjunction with the most recent audited annual financial statements and the notes thereto for the year ended May 31, 2020 and 2019.

Approval of the consolidated financial statements

The Financial Statements of the Company for the three months ended August 31, 2020 were reviewed by the Audit Committee and approved and authorized for issue on October 26, 2020 by the Board of Directors of the Company.

**3. SIGNIFICANT ACCOUNTING POLICIES**

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Significant accounting judgments, estimates and assumptions

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses.

**PISTOL BAY MINING INC.**  
**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**AS AT AND FOR THE THREE MONTHS ENDED AUGUST 31, 2020 AND 2019**  
(Unaudited – Expressed in Canadian Dollars)

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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*Significant accounting judgments*

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statement are discussed below:

i) Deferred income taxes

The determination of whether it is likely that future taxable profits will be available to utilize against any deferred tax assets.

ii) Provisions

The recognition of provisions for restoration, rehabilitation and environmental obligations.

iii) Going concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

*Significant accounting estimates*

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

i) Share-based payments

Equity-settled share options are recognized as an expense based on their fair value at the date of grant. The fair value of share options is estimated through the use of the valuation model – Black-Scholes, which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life. Using different input estimates or models would produce different fair values and result in the recognition of a higher or lower share-based payment.

ii) Exploration and evaluation costs

The estimated recovery value of the exploration and evaluation costs capitalized on the statement of financial position.

Principles of consolidation:

Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the period are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

All inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

### **3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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#### Foreign currency translation

The Financial Statements are presented in Canadian dollar which is the Company's functional and presentation currency. The functional currency of the Company's subsidiary is the Canadian dollar. Transactions in foreign currencies are translated at rates in effect at the time of the transaction. Monetary assets and liabilities are translated at the exchange rate prevailing at the reporting date. Gains and losses are included in net earnings.

#### Cash

Cash includes cash on hand and deposits held at call with financial institutions.

#### Equipment

##### Recognition and measurement

On initial recognition, equipment is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Equipment is subsequently measured at cost less accumulated amortization, less any accumulated impairment losses.

When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) of equipment.

##### Gains and losses

Gains and losses on disposal of an item of equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net within other income in profit or loss.

##### Amortization

One-half of the normal amortization is taken in the year of acquisition for equipment with declining balance method. The amortization rates applicable to each category of property and equipment are as follows:

Computer equipment	30% - 55% declining balance
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#### Exploration and evaluation assets

Costs incurred before the Company has obtained the legal rights to explore an area are expensed in the period in which they are incurred.

Costs incurred to acquire the legal right to explore a property are capitalized. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized on a property-by-property basis. These direct expenditures include such costs as surveying costs, drilling costs, labor and contractor costs, materials used and licensing and permit fees.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

### **3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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#### Exploration and evaluation assets (continued)

Once the technical feasibility and commercial viability of extracting the mineral resource have been determined the property is considered to be under development and is classified as development properties. The carrying value of exploration and evaluation assets is transferred to development properties after being tested for impairment.

Once commercial production has commenced all capitalized costs related to the property are transferred to producing properties and the costs of acquisition, exploration and development will be amortized over the life of the property based on estimated economic reserves. Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in other income for the period. If a property is abandoned, the acquisition, deferred exploration and development costs will be written off to other expenses.

Currently, all mineral properties of the Company are at the exploration stage.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements.

Exploration costs renounced due to flow-through share subscription agreements remain capitalized; however, for corporate income tax purpose the Company has no right to claim these costs as tax deductible expenses.

Recorded costs of mineral properties and deferred exploration costs are not intended to reflect present or future values of resource properties. The recorded costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge that changes in future conditions could require a material change in the recognized amount.

Payments on mineral property option agreements are made at the discretion of the Company and, accordingly, are recorded as incurred.

#### Impairment of long-lived assets

##### i) Financial assets

Financial assets are assessed at each reporting date to determine whether there is objective evidence that they are impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset, which can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognized in profit or loss and reflected in an allowance account against the asset impaired. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

### **3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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#### Impairment of Long-lived assets (continued)

ii) Non-financial assets

Exploration and evaluation assets are regularly reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of reserve properties may exceed its recoverable amount. When an impairment review is undertaken, the recoverable amount is assessed by reference to the higher of the value in use and fair value less costs to sell. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discounted rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the carrying amount of an asset exceeds the recoverable amount, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

When an impairment subsequently reverses, the carrying amount of the asset is increased to the revised estimate and its recoverable amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

#### Share capital

The Company records proceeds from the issuance of its common shares as equity. Proceeds received on the issuance of units, consisting of common shares and warrants are allocated between the common share and warrant component. The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in the private placement was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted price on the issuance date. The remaining proceeds, if any, are allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrant reserve. Management does not expect to record a value to the warrant in most equity issuances as unit private placements are commonly priced at market or at a permitted discount to market. If the warrants are issued as share issuance costs, the fair value of agent's warrants are measured using the Black-Scholes option pricing model and recognized in equity as a deduction from the proceeds.

If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount remains in warrant reserve.

Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that shares are issued.

### **3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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#### Flow-through shares

The Company may from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company allocates the proceeds from flow-through shares into 1) share capital based on the fair value of the Company's shares at the date of issuance, and 2) a flow-through share premium, calculated based on the share issuance price and market price at the time of closing, if any, which is recognized as a liability. In accordance with IAS 12, Income Taxes, a deferred tax liability is recognized, with certain specific exceptions, for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset in the statement of financial position and its tax base. Upon expenditures being incurred, the flow-through share premium is drawn down proportionately and recorded to either other income or deferred tax recovery. In instances where the Company has sufficient deductible temporary differences available to offset the deferred income tax liability created from renouncing qualifying expenditures, the realization of the deductible temporary differences will be shown as a recovery in profit or loss in the period of renunciation.

Proceeds received from the issuance of flow-through shares must be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-Back Rule, in accordance with Canada Revenue Agency flow-through regulations. When applicable, this tax is accrued as a financial expense.

#### Earnings (loss) per share

Earnings (loss) per share is calculated on the basis of the weighted average number of common shares outstanding during the year. The Company follows the treasury share method to calculate the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Existing share options and share purchase warrants have not been included in the computation of diluted loss per share, as it would be anti-dilutive. Accordingly, basic and diluted loss per share is the same for the periods presented.

#### Share-based payments

When equity instruments are granted to non-employees, they are recorded at the fair value of the goods and services received, unless the fair value of the goods and services received cannot be reasonably measured, in which case they are measured using the fair value of the equity instruments issued. Expenses are recorded in the statement of comprehensive loss. Amounts related to the cost of issuing shares are recorded as a reduction of share capital. Amounts related to the issuance of shares for mineral interests are capitalized in mineral interests on the statement of financial position.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by using a valuation model.

All equity-settled share-based payments are reflected in share-based payments reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payment reserve is credited to share capital, adjusted for any consideration paid.

### **3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

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#### Share-based payments

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

#### Deferred Income taxes

Deferred income tax is recorded using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

#### Financial instruments and risks

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income (FVTOCI) and FVTPL.

#### Measurement – initial recognition

All financial assets and financial liabilities are initially recorded on the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument. All financial asset and liabilities are initially recorded at fair value, net of attributable transaction costs, except for those classified as FVTPL. Subsequent measurement of financial assets and financial liabilities depends on the classifications of such assets and liabilities.

#### Classification – financial assets

##### *Amortized cost:*

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are measured subsequent to initial recognition at amortized cost.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. Interest income is recognized using the effective interest method, and is recognized in Interest and other income, on the statements of comprehensive income (loss).

**PISTOL BAY MINING INC.**  
**NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**AS AT AND FOR THE THREE MONTHS ENDED AUGUST 31, 2020 AND 2019**  
(Unaudited – Expressed in Canadian Dollars)

**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

As at August 31, 2020, the Company did not have any financial assets classified as amortized cost.

*FVTOCI:*

Financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and selling financial assets, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings.

The Company currently has no financial assets designated as FVTOCI.

*FVTPL:*

By default, all other financial assets are measured subsequently at FVTPL. The Company's cash is designated as FVTPL.

Classification – financial liabilities

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading or designated as at FVTPL, are measured at amortized cost using the effective interest method. Financial liabilities at amortized cost include accounts payable, loans payable and due to related parties.

Financial liabilities classified FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statements of loss and comprehensive loss. The Company does not have any financial liabilities at FVTPL.

The Company has no hedging arrangements and does not apply hedge accounting.

The impact on the classification and measurement of its financial instruments is set out below.

	IAS 39	IFRS 9
<u>Financial Asset</u>		
Cash	FVTPL	FVTPL
<u>Financial Liabilities</u>		
Accounts payable	Other financial liabilities	Amortized cost
Loans payable	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost

There was no material impact on the implementation of changes in the Company's Financial Statements.

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**3. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**New accounting standards and amendments adopted during the period**

IAS 1 – Presentation of Financial Statements (“IAS 1”) and IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors (“IAS 8”) were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general-purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020. Earlier adoption is permitted.

IFRIC 23 – Uncertainty over Income Tax Treatments – clarifies the accounting for uncertainties in income taxes. This Interpretation clarifies how to apply the recognition and measurement requirements in IAS 12 Income Taxes when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognize and measure its current or deferred tax asset or liability applying the requirements in IAS 12 based on taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined applying this Interpretation. The standard is effective for annual reporting periods beginning on or after January 1, 2020.

The new and amended standards do not have a material impact on the Company’s Financial Statements as at and for the period ended August 31, 2020.

**4. EQUIPMENT**

	August 31, 2020			May 31, 2020		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Computer	\$ 41,370	\$ 41,191	\$ 179	\$ 41,370	\$ 41,176	\$ 194

**5. EXPLORATION AND EVALUATION ASSETS**

**a) Dixie Property, Ontario**

**Dixie 17-18-19 properties:**

On May 26, 2015 and amended on March 22, 2016, the Company entered into an option agreement to acquire 100% Zinc-Copper properties located in the Red Lake, Ontario region. The Dixie 17-18-19 properties consist of 1,072 hectares located in the Confederation Lake greenstone belt, 35 kilometers southeast of Red Lake, Ontario. To earn the 100% interest in the Dixie 17-18-19 properties, the Company has made total cash payments of \$76,000 and issued a total of 1,200,000 common shares of the Company over a four-year period.

The vendors of the Dixie 17-18-19 properties will retain a 0.5% net smelter royalty, which may be repurchased for \$400,000 at any time up to when a production decision is made.

On January 27, 2020, the Company entered into an option agreement with Infinite Ore Corp. (formally Infinite Lithium Corp.) under which Infinite Ore Corp. can acquire up to a 90% interest in the Dixie 17-18-19 properties. As per the terms of the agreement, the Company will transfer as initial 75% interest in the Dixie 17-18-19 properties in lieu of a total cash receipts of \$60,000, a total of 1,000,000 fully assessed

## **5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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### **a) Dixie Property, Ontario (continued)**

common shares of Infinite Ore Corp and Infinite Ore Corp. will incur exploration expenditures of \$550,000 over a two-year period as follows:

- Received \$15,000 (received) on or before the date that is five business days after the Exchange Approval Date (February 12, 2020).
- Receive \$15,000 (subsequently received on September 03, 2020) on or before the date that is six months after the Exchange Approval Date (August 07, 2020).
- Receive \$30,000 on or before the date that is twelve months after the Exchange Approval Date (February 07, 2021).
- Receive 500,000 common shares (received on June 25, 2020) of Infinite Ore Corp. on or before the date that is five business days after the Exchange Approval Date (February 12, 2020).
- Receive 500,000 common shares of Infinite Ore Corp. on or before the date that is twelve months after the Exchange Approval Date (February 07, 2021).
- Infinite Ore Corp. will incur \$250,000 in exploration expenditures on or before the date that is twelve months after the Exchange Approval Date (February 07, 2021).
- Infinite Ore Corp. will incur \$300,000 in exploration expenditures on or before the date that is twenty-four months after the Exchange Approval Date (February 07, 2022).

Upon satisfaction of the above terms, Infinite Ore Corp. will have earned an initial 75% interest in the Dixie 17-18-19 properties. Infinite Ore Corp. will then have the right to acquire an additional 15% in the Dixie 17-18-19 properties by paying \$30,000 and issuing 500,000 common shares of Infinite Ore Corp. to the Company on or before the date that is twenty four months after the Exchange Approval Date.

Under the option agreement with Infinite Ore Corp. the Company and the vendors of the Dixie 17-18-19 properties will each retain a 0.5% net smelter royalty. Infinite Ore Corp. has the option to purchase the net smelter royalty from the vendors for \$400,000 at any time up to when a production decision is made.

### **Dixie 3 property:**

On September 1, 2016, the Company executed an option agreement to acquire a 100% interest in additional Zinc-Copper property located in the Red Lake, Ontario region. The 640-hectare (1,580 acre) Dixie 3 property is located in northwest Ontario region. To earn the 100% interest in the Dixie 3 property, the Company has made total cash payments of \$56,000 and issued a total of 1,200,000 common shares over a three-year period.

The vendors of the Dixie 3 property will retain a 0.5% net smelter returns royalty, which may be repurchased for \$400,000 at any time up to when a production decision is made.

On December 11, 2019, the Company entered into an option agreement with Infinite Ore Corp. (formally Infinite Lithium Corp.) under which Infinite Ore Corp. can acquire a 100% interest in the Dixie 3 property and the previously staked Ben Lake property. As per the terms of the agreement, the Company will transfer 100% interest in the Dixie 3 and Ben Lake property in lieu of a total cash receipts of \$100,000 and a total of 2,000,000 fully assessed common shares of Infinite Ore Corp. over a six month period as follows:

- Receive 2,000,000 common shares of Infinite Ore Corp. (received) on or before the date that is five days from Exchange Approval Date (January 7, 2020).
- Receive \$10,000 (received) on or before the date that is five days from Exchange Approval Date (January 7, 2020).

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**5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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**a) Dixie Property, Ontario (continued)**

- Receive \$40,000 (received) on or before the date that is the earlier of (i) five days from the closing of the private placement of Infinite Ore Corp common shares for gross proceeds of at least \$250,000 and (ii) March 31, 2020.
- Receive \$50,000 (received) to the Company on or before the date that is six months from Exchange Approval Date (July 2, 2020).

The option agreement between the Company and Infinite Ore Corp. was approved by the Exchange on January 2, 2020.

**b) AurCrest Property, Ontario**

On October 21, 2016, and as amended on February 08, 2019, October 01, 2019 and subsequently on January 21, 2020, the Company entered into an option agreement with AurCrest Gold Inc. to acquire a 100% interest in the AurCrest properties located in the Confederation Lake greenstone belt southeast of Red Lake, Ontario. The AurCrest property comprises the Confederation Lake Property and the Fredart Lake Property. To earn the 100% interest, the Company has made total cash payments of \$250,000 and issued a total of 2,500,000 common shares of the Company over a four-year period.

Additionally, pursuant to the option agreement, the Company has to pay a 2.0% net smelter return to the vendors of the property and an annual advance royalty payment of \$10,000 to the vendors.

On February 3, 2020, the Company entered into an option agreement with Infinite Ore Corp. under which Infinite Ore Corp. can acquire an 80% interest in the Fredart Lake property. As per the terms of the agreement, the Company will transfer 80% interest in the Fredart lake property in lieu of a total cash receipts of \$150,000, receipt of a total 2,500,000 fully assessed common shares of Infinite Ore Corp. and Infinite Ore Corp. will incur \$1,000,000 in exploration expenditures over a thirty six month period as follows:

- Receive \$30,000 (received) on or before the date that is five business days from Exchange Approval Date (June 21, 2020).
- Receive \$50,000 on or before the date that is six months from Exchange Approval Date (December 15, 2020).
- Receive \$70,000 on or before the date that is twelve months from Exchange Approval Date (June 15, 2021).
- Receive 750,000 common shares of Infinite Ore Corp. on or before the date that is five business days from Exchange Approval Date (June 21, 2020).
- Receive 750,000 common shares of Infinite Ore Corp. on or before the date that is twelve months from Exchange Approval Date (June 15, 2021).
- Receive 1,000,000 common shares of Infinite Ore Corp. on or before the date that is twenty-four months from Exchange Approval Date (June 15, 2022).
- Infinite Ore Corp. will incur \$300,000 in exploration expenditures on or before the date that is twelve months from Exchange Approval Date (June 15, 2021).
- Infinite Ore Corp. will incur \$300,000 in exploration expenditures on or before the date that is twenty-four months from Exchange Approval Date (June 15, 2022).
- Infinite Ore Corp. will incur \$400,000 in exploration expenditures on or before the date that is thirty-six months from Exchange Approval Date (June 15, 2023).

Under the option agreement, Infinite Ore Corp shall pay to the Company a royalty of 1.0% on all mineral products produced from certain claims and an annual advance royalty payment of \$10,000 to the vendors. Infinite Ore Corp. has the right to purchase one-half (50%) of the royalty in consideration of paying \$500,000 to the Company.

## **5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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### **b) AurCrest Property, Ontario (continued)**

On February 3, 2020, the Company entered into an option agreement with Infinite Ore Corp. under which Infinite Ore Corp. can acquire an 80% interest in the Garnet Lake property. As per the terms of the agreement, the Company will transfer an 80% interest in the Garnet lake property in lieu of a total cash receipts of \$300,000, receipt of a total of 4,000,000 fully assessed common shares of Infinite Ore Corp. and Infinite Ore Corp. to incur \$1,500,000 in exploration expenditures over a thirty six month period as follows:

- Receive \$75,000 (received) on or before the date that is five business days from Exchange Approval Date.
- Receive \$75,000 on or before the date that is six months from Exchange Approval Date.
- Receive \$150,000 on or before the date that is twelve months from Exchange Approval Date.
- Receive 1,000,000 common shares of Infinite Ore Corp. on or before the date that is five business days from Exchange Approval Date.
- Receive 1,000,000 common shares of Infinite Ore Corp. on or before the date that is twelve months from Exchange Approval Date.
- Receive 2,000,000 common shares of Infinite Ore Corp. on or before the date that is twenty-four months from Exchange Approval Date.
- Infinite Ore Corp. will incur \$400,000 in exploration expenditures on or before the date that is twelve months from Exchange Approval Date.
- Infinite Ore Corp. will incur \$400,000 in exploration expenditures on or before the date that is twenty-four months from Exchange Approval Date.
- Infinite Ore Corp. will incur \$700,000 in exploration expenditures on or before the date that is thirty-six months from Exchange Approval Date.

Under the option agreement, Infinite Ore Corp shall pay to the Company a royalty of 1.0% on all mineral products produced from certain claims. Infinite Ore Corp. has the right to purchase one-half (50%) of the royalty in consideration of paying \$500,000 to the Company.

The Exchange has requested a NI 43-101 property report from Infinite Ore Corp. in reference to this option agreement and the parties are currently waiting for the report to be submitted and Exchange approval.

### **c) Joy North Property, Ontario**

On February 9, 2017 and amended on September 4, 2019, the Company entered into an option agreement with an arm's length vendor to acquire a 100% interest in the Joy North Property. The 64-hectare Joy North Property located in the Gerry Lake Area, approximately 50km southeast of Red Lake, Ontario.

To earn the 100% interest in the Joy North Property, the Company is required to make total cash payments of \$40,500 and issue a total of 1,205,000 common shares of the Company over a four-year period as follows:

- Pay \$3,000 (paid) and issue 27,500 common shares (issued at a fair value of \$3,850) to the optionor upon Exchange approval (approved date was on February 21, 2017)
- Issue 50,000 common shares (issued at a fair value of \$5,500) to the optionor on or before the first-year anniversary of the approval date (February 21, 2018)
- Issue 50,000 common shares (issued at a fair value of \$3,000) to the optionor on or before the second-year anniversary of the approval date (February 21, 2019)

## **5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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### **c) Joy North Property, Ontario (continued)**

- Issued 100,000 common shares (issued at a fair value of \$4,000) to the optionor upon the Exchange approval (September 12, 2019).
- Issue 150,000 common shares (issued at a fair value of \$4,500) to the optionor on or before the third-year anniversary of the approval date (February 21, 2020)
- Issue 100,000 common shares (subsequently issued on October 21, 2020 at a fair value of \$4,000) on or before one year from the approval of the amendment by the Exchange (September 12, 2020).
- Pay \$37,500 and issue 600,000 common shares to the optionor on or before the fourth-year anniversary of the approval date (February 21, 2021)

In addition to the cash payments and issuance of common shares, the Company is required to drill a minimum of two diamond drill holes with score of BTW or larger size by February 21, 2022, to a minimum aggregate depth of 600 meters on the property, subject to the Company being granted an Early Exploration Permit by the Ministry of Northern Development and Mines.

A 2% net smelter returns royalty (“NSR”) is payable to the optionor, of which 1% may be purchased at any time by the Company for \$500,000 and the remaining 1% at any time for \$1,500,000.

### **d) Lucky 7 Property, Ontario**

On March 20, 2017, the Company entered into an option agreement to acquire a 100% interest in the Lucky 7 Property located in the Confederation Lake greenstone belt, southeast of Red Lake, Ontario. The property covers 640 hectares.

To earn the 100% interest in the property, the Company is required to make total cash payments of \$72,000 and issue a total of 1,150,000 common shares over a three-year period as follows:

- Pay \$12,000 (paid) and issue 200,000 common shares (issued at a fair value of \$28,000) to the optionors upon Exchange approval (approval date was on April 27, 2017)
- Pay \$16,000 (paid) and issue 250,000 common shares (issued at a fair value of \$20,000) to the optionors on or before the first anniversary of the approval date (April 27, 2018)
- Pay \$20,000 (paid \$7,500) and issue 300,000 common shares (issued at a fair value of \$18,000) to the optionors on or before the second anniversary of the approval date (April 27, 2019)
- Pay \$24,000 (outstanding) and issue 800,000 common shares (issued at a fair value of \$8,000) to the optionors on or before the third anniversary of the approval date (April 27, 2020).

A 1.5% net smelter return royalty is payable to the optionors, of which 0.75% may be purchased at any time for \$400,000.

The Company is currently negotiating an extension for the outstanding \$12,500 cash payment which was due on April 27, 2019 and \$24,000 cash payment which was due on April 27, 2020 and remains unpaid as of August 31, 2020.

## **5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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### **e) Mitchell, Gerry Lake and Karas Lake Property, Ontario**

On December 28, 2017, the Company entered into an option agreement to acquire a 100% interest in the Mitchell, Gerry Lake and Karas Lake Property, located in the Karas Lake area, Red Lake Mining Division, Ontario. The properties cover approximately 3,700 hectares.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company is required to pay a total of \$104,000 and issue an aggregate 250,000 common shares over a four-year period as follows:

- Pay \$20,000 (paid) to the optionor upon signing the agreement (December 28, 2017)
- Issue 150,000 common shares (issued at a fair value of \$27,000) to the optionor within five days of the acceptance date (January 30, 2018)
- Pay \$16,000 (outstanding) and issue 100,000 common shares (issued at a fair value of \$4,000) to the optionor on the first anniversary of the acceptance date (January 30, 2019)
- Pay \$18,000 (outstanding) to the optionor on the second anniversary of the acceptance date (January 30, 2020)
- Pay \$20,000 to the optionor on the third anniversary of the acceptance date (January 30, 2021)
- Pay \$30,000 to the optionor on the fourth anniversary of the acceptance date (January 30, 2022)

A 1.5% NSR has been granted to the optionors, of which 0.75% may be purchased at any time by the Company for \$400,000. All shares issued will be subject to a hold period expiring four months and one day from the day of issuance.

The Company is currently negotiating an extension for the outstanding \$16,000 cash payment which was due on January 30, 2019 and \$18,000 which was due on January 30, 2020 and remains unpaid as of August 31, 2020.

On September 04, 2019, the Company entered into an agreement with Belmont Resources to option out 65% right and title in certain claims in Red Lake, Ontario. Belmont Resources is required to pay a total of \$140,000 in cash and issue an aggregate of 3,500,000 common shares to the Company over a three-year period. On October 22, 2019, the Company announced that it will not proceed with this agreement.

### **f) Vanadium Project, Nevada, USA**

On April 03, 2019, the Company entered into an option agreement to acquire a 100% interest in the 49 mineral claims located in Clark County Nevada, USA.

Pursuant to the option agreement to acquire a 100% interest in the property, the Company is required to pay a total of \$150,000 USD upon Exchange approval and issue an aggregate 8,000,000 common shares as follows:

- \$15,000 USD (outstanding) on the date of execution of the agreement (April 03, 2019).
- \$50,000 USD (outstanding) upon Exchange approval (April 16, 2019).
- \$100,000 USD (outstanding) six months post Exchange approval (October 16, 2019)
- 8,000,000 common shares (issued at a fair value of \$480,000) on the five dates following the approval (April 20, 2019)

A 2% Net Milling Returns Royalty on the Properties (the "Royalty"); including the right of Pistol Bay Mining Inc. to purchase one and one half (1.5%) of the Royalty at any time for USD \$1,000,000.

Subsequent to Exchange approval, the Company paid a finder's fee of 800,000 common shares (issued at a fair value of \$48,000).

## **5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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### **f) Vanadium Project, Nevada, USA (Continued)**

The Company is currently negotiating an extension for the outstanding \$165,000 USD cash payment which was due upon execution of the agreement and Exchange approval and remains unpaid as of August 31, 2020.

### **g) Cabin Bay Area, Red Lake, Ontario**

On July 26, 2019, the Company entered into an option agreement to acquire a 100% interest in the 104 mining cells located in Cabin Bay Area, Red Lake Mining Division, Ontario. Pursuant to the option agreement to acquire 100% interest in the property, the Company is required to pay a total of \$82,500 USD and upon Exchange approval and issue an aggregate of 3,000,000 common shares in a period of three years.

The Optionee shall have the right at any time to purchase one-half (1/2) of the NSR Royalty, being one percent (1%), from the Optionor in consideration of the payment to the Optionor of \$1,000,000, thereby leaving the Optionor with a one percent (1%) NSR Royalty. On December 31, 2019, the Company decided that it will not be proceeding with the 100% option on the Cabin Bay Area, Red Lake Ontario property also known as the Pakwash South Property.

On January 6, 2020, the directors in their meeting decided to terminate the option agreement. An amount of \$25,00 has been charged to the Income statement to impair this property.

### **h) North Pakwash Lake, Ontario**

On September 9, 2019, the Company entered into an option agreement to acquire 100% right, title, and interest in the North Pakwash Lake Area, Ontario. Pursuant to the option agreement, the Company is required to pay an aggregate of \$45,000 in cash and issue 500,000 common shares over a period of three years as follows:

- Pay \$7,500 (outstanding) upon execution of the agreement (September 9, 2019)
- Issue 250,000 common shares (Issued at a fair value of \$7,500) upon the approval from Exchange (September 26, 2019)
- Pay \$7,500 and issue 250,000 common shares (subsequently issued on October 21, 2020 at a fair value of \$10,000) on or before one year from the date of approval from Exchange (September 25, 2020)
- Pay \$10,000 on or before the two years from the date of approval from Exchange (September 25, 2021)
- Pay \$20,000 on or before three years from the date of approval from Exchange (September 25, 2022)

Immediately on the optionee satisfying all the condition set out as above, the optionee will be deemed to have exercised the option and to have earned a 100% interest in and to the property which will vest to the optionee, subject to the NSR royalty.

**5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

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**h) North Pakwash Lake, Ontario (Continued)**

The Company is currently negotiating an extension for the outstanding \$7,500 cash payment which was due upon execution of the agreement and remains unpaid as of August 31, 2020.

**i) James Bay, Quebec**

On January 15, 2020, the Company announced that it has entered into an option agreement with an arm's length vendor to acquire a land package in the James Bay Region of Quebec. The Company can earn a 100% interest in the Property by issuing 1,000,000 common shares (issued at a fair value of \$30,000) and paying a total of \$7,000 (paid) on the date of approval. A 2% NSR has been granted to the vendor. The Company has an option to buyback 1% NST from the vendor by paying \$500,000 to the vendor.

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**5. EXPLORATION AND EVALUATION ASSETS**

As at August 31, 2020 and May 31, 2020, the exploration and evaluation assets consist of the following:

	Dixie Property, Ontario	Aurcrest Property, Ontario	Joy North Property, Ontario	Lucky 7 Property, Ontario	Mitchell, Gerry Lake, Karas Lake Property, Ontario	Red Lake, Cabin Bay Property, Ontario	Vanadium Project, Nevada, USA	North pakwash Lake, Ontario	James Bay Property	Icefield Gold Property	Total
<b>BALANCE MAY 31, 2019</b>	\$ 520,154	\$ 1,159,226	\$ 83,949	\$ 142,899	\$ 51,000	\$ -	\$ 528,000	\$ -	\$ -	\$ -	\$ 2,485,228
<b>ACQUISITION COSTS:</b>											
Cash	43,000	57,500	-	7,500	-	-	-	-	7,000	-	115,000
Shares	10,500	66,000	8,500	8,000	-	20,000	-	7,500	30,000	-	150,500
Revaluation of shares	-	-	-	-	-	5,000	-	-	-	-	5,000
Total acquisition costs	53,500	123,500	8,500	15,500	-	25,000	-	7,500	37,000	-	270,500
<b>EXPLORATION COSTS:</b>											
Groundwork	-	6,140	-	2	5,000	-	-	-	-	-	11,142
Consulting expenses	-	(10,000)	-	-	-	-	-	-	-	-	(10,000)
Staking	1,200	-	-	-	-	-	-	-	-	-	1,200
Total exploration costs	1,200	(3,860)	-	2	5,000	-	-	-	-	-	2,342
<b>Option Out</b>	(265,000)	(105,000)	-	-	-	-	-	-	-	-	(370,000)
<b>Impairment of mineral property</b>	-	-	-	-	-	(25,000)	-	-	-	-	(25,000)
<b>BALANCE MAY 31, 2020</b>	\$ 309,854	\$ 1,173,866	\$ 92,449	\$ 158,401	\$ 56,000	\$ -	\$ 528,000	\$ 7,500	\$ 37,000	\$ -	\$ 2,363,070

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**5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

	Dixie Property, Ontario	Aurcrest Property, Ontario	Joy North Property, Ontario	Lucky 7 Property, Ontario	Mitchell, Gerry Lake, Karas Lake Property, Ontario	Vanadium Project, Nevada, USA	North pakwash Lake, Ontario	James Bay Property	Icefield Gold Property	Total
<b>BALANCE MAY 31, 2020</b>	\$ 309,854	\$ 1,173,866	\$ 92,449	\$ 158,401	\$ 56,000	\$ 528,000	\$ 7,500	\$ 37,000	\$ -	\$ 2,363,070
<b>ACQUISITION COSTS:</b>										
Cash	-	-	-	-	-	-	-	-	2,500	2,500
Total acquisition costs	-	-	-	-	-	-	-	-	2,500	2,500
<b>EXPLORATION COSTS:</b>										
Consulting expenses	-	1,197	-	-	399	-	-	-	-	1,596
Staking	-	4,250	-	-	-	12,341	-	-	-	16,591
Total exploration costs	-	5,447	-	-	399	12,341	-	-	-	18,187
Option Out	(55,000)	-	-	-	-	-	-	-	-	(55,000)
<b>BALANCE August 31, 2020</b>	\$ 254,854	\$ 1,179,313	\$ 92,449	\$ 158,401	\$ 56,399	\$ 540,341	\$ 7,500	\$ 37,000	\$ 2,500	\$ 2,328,757
<b>TOTAL COSTS:</b>										
Acquisition costs	357,500	418,500	23,850	109,500	51,000	-	7,500	37,000	2,500	1,007,350
Exploration costs	217,354	865,813	68,599	48,901	5,399	540,341	-	-	-	1,746,407
Receipts from option out	(320,000)	(105,000)	-	-	-	-	-	-	-	(425,000)
<b>BALANCE August 31, 2020</b>	\$ 254,854	\$ 1,179,313	\$ 92,449	\$ 158,401	\$ 56,399	\$ 540,341	\$ 7,500	\$ 37,000	\$ 2,500	\$ 2,328,757

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**6. ACCOUNTS PAYABLES AND ACCRUED LIABILITIES**

	<b>August 31, 2020</b>	May 31, 2020
Accounts payable and accrued liabilities	\$ 336,206	\$ 374,369
Flow through tax liabilities	23,041	23,041
Penalties assessed <sup>(1)</sup>	111,369	110,266
	<b>\$ 470,616</b>	<b>\$ 507,676</b>

<sup>(1)</sup> The amount of accounts payable as at August 31, 2020 mainly comprises of the expenditure on mineral properties, accounting fees, rent, consulting fees and an accrual towards a contingent liability (Note 15).

<sup>(2)</sup> During the year ended May 31, 2015, the Canada Revenue Agency conducted an audit of the Company's corporate and payroll records and assessed total penalties of \$88,213 under the Income Tax Act. During the periods ended August 31, 2020 and 2019, the Company has accrued interest and penalties of \$1,103 for each period towards the amounts owing.

**7. LOANS PAYABLE**

Loan Date	Principal amount	Outstanding balance as at August 31, 2020	Outstanding balance as at May 31, 2020
2018-11-29	\$ 92,056	\$ 33,131	\$ 33,131
2019-03-29	60,000	60,000	60,000
2019-07-02	17,500	3,500	3,500
2019-11-05	10,000	-	10,568
	<b>\$ 169,556</b>	<b>\$ 96,631</b>	<b>\$ 107,199</b>

**8. SHARE CAPITAL**

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

The balance of share capital as at August 31, 2020 and May 31, 2020 comprises of the following:

Description	Balance as at	
	August 31, 2020	May 31, 2020
Common Stock	\$ 27,389,828	\$ 27,389,829
Subscription receivable	-	-
Share Issuance cost	(1,973,520)	(1,973,520)
<b>Total</b>	<b>\$ 25,416,308</b>	<b>\$ 25,416,309</b>

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**8. SHARE CAPITAL (CONTINUED)**

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During the three months ended August 31, 2020

No activities during the three months ended August 31, 2020.

During the year ended May 31, 2020

- i. On August 1, 2019, the Company issued 500,000 common shares valued at \$20,000 for the acquisition of exploration and evaluation assets. Subsequent to the issuance, the shares were revalued at \$25,000 (note 5).
- ii. On September 1, 2019, the Company issued 100,000 common shares valued at \$4,000 for the acquisition of exploration and evaluation assets (note 5).
- iii. On September 26, 2019, the Company issued 250,000 common shares valued at \$7,500 for the acquisition of exploration and evaluation assets (note 5).
- iv. On October 1, 2019, the Company issued 300,000 common shares valued at \$6,000 for the acquisition of exploration and evaluation assets (note 5).
- v. On December 20, 2019, the Company closed this private placement and issued an aggregate of 12,550,000 units at a price of \$0.02. Each unit consists of one common share and one-half of one transferrable warrant, with each full warrant entitling the holder to acquire an additional common share of the Company at a price \$0.05 for a period of twelve months from the date of issuance.

In connection with the private placement, the Company paid a total finder fees of \$4,800 and issued 160,000 non-transferrable broker warrants. Each broker warrant entitles the holder to acquire one common share of the Company at an exercise price of \$0.05 for a period of twelve months of closing.

- vi. On January 15, 2020, the Company issued 350,000 common shares valued at \$10,500 for the acquisition of exploration and evaluation assets (note 5).
- vii. On February 5, 2020, the Company issued 3,000,000 common shares valued at \$90,000 for the acquisition of exploration and evaluation assets (note 5).
- viii. On February 21, 2020, the Company issued 150,000 common shares valued at \$4,500 for the acquisition of exploration and evaluation assets (note 5).
- ix. On April 27, 2020, the Company issued 800,000 common shares valued at \$8,000 for the acquisition of exploration and evaluation assets (note 5).

**Share Options**

Under the Company's share option plan, the Company may grant options to employees, consultants and directors up to 10% of the issued and outstanding share capital at the date of grant. The exercise price of the options granted will be no less than the discounted market price of the Company's shares and the maximum term of the options will be 10 years or such longer term as permitted by the Exchange.

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**8. SHARE CAPITAL (CONTINUED)**

**Share Options (continued)**

Share options granted to directors, employees and consultants, other than employees or consultants engaged in Investor Relations activities, will vest fully on the date of grant. Share options granted to employees or consultants engaged in Investor Relations activities will vest in stages over a minimum period of twelve months with no more than one-quarter of the share options vesting in any three-month period.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate. The pricing models adopted by management do not necessarily provide a consistent single measure of the fair value of the Company's share options and other share-based transactions.

A summary of share options outstanding is as follows:

	Outstanding and exercisable	Weighted Average Exercise Price (\$)	Weighted Average Years to Expiry
Balance at May 31, 2019	3,137,500	0.11	2.83
Granted	1,750,000	0.05	
Expired and Cancelled	(375,000)		
Balance at May 31, 2020	4,512,500	0.08	1.73
Granted	2,750,000	0.05	
Expired	(150,000)		
Cancelled	(812,500)		
<b>Balance at August 31, 2020</b>	<b>6,300,000</b>	<b>0.07</b>	<b>3.12</b>

As at August 31, 2020, the Company had share purchase options outstanding to directors, officers, employees and consultants as follows:

Outstanding and Exercisable	Exercise Price	Expiry Date	Contractual life (in years)
50,000	0.14	04-Jan-21	0.35
100,000	0.12	09-Mar-21	0.52
100,000	0.10	20-Apr-21	0.64
75,000	0.11	06-Jul-21	0.85
1,350,000	0.05	17-Jul-21	0.88
12,500	0.11	28-Jul-21	0.91
150,000	0.16	18-Aug-21	0.96
400,000	0.17	02-Sep-21	1.01
37,500	0.10	12-Jan-22	1.37
50,000	0.16	22-Feb-22	1.48
475,000	0.07	14-Sep-23	3.04
750,000	0.05	08-Nov-23	3.19
2,750,000	0.05	28-Aug-25	4.99
<b>6,300,000</b>	<b>0.07</b>		<b>3.12</b>

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**8. SHARE CAPITAL (CONTINUED)**

**Share Options (continued)**

During the three months ended August 31, 2020

- i. On August 28, 2020, the Company granted 2,750,000 share options, which are exercisable for a period of five years, at a price of \$0.05 per share. The fair value of \$63,923 was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.04, volatility range from 108% to 113%, risk-free rate 0.28%, dividend yield 0%, and expected list of 2.50 years.

During the three months ended August 31, 2020, 150,000 of the stock options expired unexercised and 812,500 stock options were cancelled.

During the year ended May 31, 2020:

- i. On July 17, 2019, the Company granted 1,750,000 share options, which are exercisable for a period of five years, at a price of \$0.05 per share. The fair value of \$38,157 was estimated using the Black-Scholes pricing model with estimated, stock price of \$0.03, volatility 173.81%, risk-free rate 2.26%, dividend yield 0%, and expected list of 2 years.

**Warrants**

A summary of changes in share purchase warrants outstanding is as follows:

<b>Outstanding and Exercisable</b>	<b>Exercise price (\$)</b>	<b>Expiry Date</b>	<b>Weighted average life (in years)</b>
8,500,000	0.06	October 25, 2023	1.21
7,110,000	0.06	November 28, 2020	0.08
6,275,000	0.05	December 20, 2020	0.09
160,000	0.05	December 20, 2020	0.00
<b>22,045,000</b>			<b>1.38</b>

<sup>[1]</sup> 8,500,000 share warrants exercise price was reduced from \$0.08 to \$0.06 pursuant to Exchange approval on February 19, 2019. On April 09, 2020, the Company extended the expiry of the share warrants (originally issued on November 09, 2018 and amended February 19, 2019) from April 25, 2020 to October 25, 2023

Details of warrants outstanding as at August 31, 2020 are as follows:

	<b>Outstanding and exercisable</b>	<b>Weighted average exercise price</b>	<b>Weighted average number of years to expiry</b>
Balance at May 31, 2019	15,650,000	\$ 0.06	0.54
Granted	6,435,000	0.01	0.24
Expired	(40,000)		
<b>Balance at May 31 and August 31, 2020</b>	<b>22,045,000</b>	<b>\$ 0.06</b>	<b>0.28</b>

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**8. SHARE CAPITAL (CONTINUED)**

**Warrants (continued)**

During the year ended May 31, 2020

During the year ended May 31, 2020, 40,000 warrants expired unexercised.

On December 20, 2019, the Company granted 6,435,000 warrants to investors and 160,000 finders' warrants to brokers for the private placement closed on December 23, 2019.

**9. RESERVES**

**Share-based payment reserve**

The share option reserve records items recognized as share-based payments expense until such time that the share options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire or are forfeited, the corresponding amount previously recorded is transferred from share-based payments reserve to deficit.

Balance, May 31, 2019	\$	807,147
Granted		25,986
Fair value of share options expired and cancelled		(81,349)
Balance, May 31, 2020	\$	751,784
Granted		40,816
<b>Balance, August 31, 2020</b>	<b>\$</b>	<b>792,600</b>

**Warrant reserve**

The warrant reserve records items recognized as warrants until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount previously recorded remains in warrant reserves.

Balance, May 31, 2018	\$	606,655
Agent warrants granted		548
Balance at May 31, 2019		607,203
Agent warrants granted		1,963
<b>Balance, May 31, and August 31, 2020</b>	<b>\$</b>	<b>609,166</b>

**10. RELATED PARTY TRANSACTIONS**

Related party transactions are in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed by the related parties. Amounts due to or from related parties are non-interest bearing and unsecured. As at August 31, 2020, due to related parties amounted to \$Nil (May 31, 2020 – \$Nil).

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**10. RELATED PARTY TRANSACTIONS (CONTINUED)**

During the three months ended August 31, 2020 and 2019, the Company incurred the following amounts through transactions with directors and officers of the Company:

	August 31, 2020	August 31, 2019
	\$	\$
Consulting fees	10,000	7,500
	<b>10,000</b>	<b>7,500</b>

**Key Management Compensation:**

Key management includes directors (executive and non-executive) and officers of the Company. The compensation paid or payable to key management is as follows:

During the three months ended August 31, 2020, the Company paid or accrued \$10,000 to a director of the Company (May 31, 2019 - \$7,500) in consulting fees.

**11. ADDITIONAL CASH FLOW INFORMATION**

During the three months ended August 31, 2020 and 2019, the Company incurred non-cash financing and investing activities as follows:

	<b>For three months ended</b>	
	August 31, 2020	August 31, 2019
	\$	\$
Non-cash financing activities:		
Fair value of options granted and vested	40,816	38,156

**12. CAPITAL MANAGEMENT**

The Company considers its capital structure to include net residual equity of all assets, less liabilities. The Company's objectives when managing capital are to (i) maintain financial flexibility in order to preserve its ability to meet financial obligations and continue as a going concern; (ii) maintain a capital structure that allows the Company to pursue the development of its mineral properties; and (iii) optimize the use of its capital to provide an appropriate investment return to its shareholders commensurate with risk. The Company's financial strategy is formulated and adapted according to market conditions in order to maintain a flexible capital structure that is consistent with its objectives and the risk characteristics of its underlying assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and receivables. The Company is not subject to any externally imposed capital requirements.

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**13. FINANCIAL INSTRUMENTS AND RISKS**

The Company's financial instruments are comprised of cash, marketable securities, accounts payable, loans payable and due to related parties. The carrying value of cash and cash equivalents as presented in the statement of financial position is a reasonable estimate of its fair value.

Financial assets and liabilities measured at fair value on a recurring basis are classified in their entirety based on the lowest level of input that is significant to their fair value measurement. Certain non-financial assets and liabilities may also be measured at fair value on a non-recurring basis. There are three levels of the fair value hierarchy that prioritize the inputs to valuation techniques used to measure fair value, with Level 1 inputs having the highest priority. The levels and the valuation techniques used to value financial assets and liabilities are described below.

*Level 1 - Quoted Prices in Active Markets for Identical Assets*

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

Cash and marketable securities are valued using quoted market prices in active markets. Accordingly, it is included in Level 1 of the fair value hierarchy.

*Level 2 - Significant Other Observable Inputs*

Quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability. There are no items in Level 2 of the fair value hierarchy.

*Level 3 - Significant Unobservable Inputs*

Unobservable (supported by little or no market activity) prices. There are no items in Level 3 of the fair value hierarchy.

Fair Values

The following table outlines the Company's financial instruments measured at fair value by level with the fair value hierarchy described in Note 3. Assets and liabilities are classified based on the lowest level of input that is significant to the fair measurement.

As at August 31, 2020 and May 31, 2020, the Company's financial instruments measured at fair value are as follows:

	Level 1	Level 2	Level 3	Total
<b>August 31, 2020</b>				
Cash	\$ 506	\$ -	\$ -	\$ 506
Marketable securities	13,265	-	-	13,265
<b>May 31, 2020</b>				
Cash	10,257	-	-	10,257
Marketable securities	\$ 149,130	\$ -	\$ -	\$ 149,130

### **13. FINANCIAL INSTRUMENTS AND RISKS (CONTINUED)**

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#### **Financial Instrument Risks**

The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, market risk, liquidity risk and currency risk.

a) Credit risk

The Company is exposed to credit concentration risk by holding cash. This risk is minimized by holding the investments in large Canadian financial institutions. The Company has no accounts receivable exposure.

b) Interest rate risk

The Company is exposed to minimal interest rate risk. Fluctuations in market interest rates do not have a significant impact on the Company's operations.

c) Market risk

The Company is exposed to market risk for fluctuating values of its publicly traded marketable securities and other company investments. The Company has no control over these fluctuations and does not hedge its investments.

d) Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. As at August 31, 2020, the Company manages this risk by monitoring its working capital to ensure its expenditures will not exceed available resources. As at August 31, 2020, the Company had cash of \$506 (2020 - \$10,257) and a working capital deficiency of \$551,909 (2020 - \$449,814). The Company may not be able to settle accounts payable of \$470,616 (2020 - \$507,676) and loans payable of \$96,631 (2020 - \$107,199) which fall due for payment within twelve months of the statement of financial position date.

e) Currency risk

Currency risk is the risk from fluctuations in foreign exchange rates and the degree of volatility of these rates. At August 31, 2020, the Company's cash is held in Canadian dollars and accordingly the Company's exposure to foreign currency risks on cash balances held in foreign currencies is not expected to be significant.

### **14. COMMITMENTS AND CONTINGENCIES**

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#### Flow-through shares tax liabilities

The Company entered into Flow-through Share Subscription Agreements in the calendar year ended December 31, 2010 and December 31, 2011 whereby it was committed to incur on or before December 31, 2012 a total of \$1,502,719 of qualifying Canadian Exploration Expenses ("CEE") as described in the Income Tax Act of Canada. As at December 31, 2012, \$648,625 of the total amount was required to be fulfilled. As the Company did not fulfil the expenditure obligation, an aggregate of \$395,672 was accrued towards the penalties to be assessed by Canada Revenue Agency and the indemnification of the shareholders for the unfulfilled commitments.

#### **14. COMMITMENTS AND CONTINGENCIES (CONTINUED)**

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The probability of settlement of the potential liability decreased sufficiently for the Company allowing it to derecognize the provision over the years. As at August 31, 2020, the Company has an accrual of \$23,041 towards the flow-through liabilities. The Company may be required to settle this potential liability in the future. The amount of actual claim, if any, is contingent on future assessments to the Company and its investors.

##### Contingencies

From time to time, the Company is involved in litigation in the normal course of its business. The outcome of ongoing litigation is undeterminable and no amount of loss or gain resulting from ongoing litigation can be reasonably estimated other than those already disclosed in these Financial Statements. Management does not believe that the impact of any outstanding lawsuits will have a significant impact on its Financial Statements.

#### **15. LEGAL JUDGEMENT**

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On June 8, 2015, Pacific Centre Leaseholds Limited (the “Landlord”) filed a civil claim against the Company and three related companies for the unpaid lease payments and assessed damages pursuant to the amended lease agreements dated June 16, 2014. The assessed damages claimed by the Landlord for the breaches of the lease agreement are \$156,424 for arrears of rent prior to termination of the lease, \$70,316 for accelerated rent for December 2014, \$52,737 for accrued rent from April 2015 to July 2015, cost on a full indemnity basis, and accruing interest on the assessed amounts. The total amount claimed is \$279,477. As at August 31, 2020 and May 31, 2020, the Company has accrued \$113,001 (Note 6) in connection with the outstanding amounts. In the Company’s opinion, it will not be liable for the other related companies’ portion of the amount claimed.

#### **16. SEGMENTED INFORMATION**

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The Company currently operates in a single reportable operating segment, as its Subsidiary has no activities: the acquisition, exploration and development of mineral properties in Canada. All of the Company’s assets and expenditures are located in Canada. Since the Company does not have any revenue producing activities, there is no segment information by revenues.

#### **17. SUBSEQUENT EVENTS**

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Subsequent to the period ended August 31, 2020, the COVID-19 pandemic is causing significant financial market and social dislocation. The situation is dynamic with various cities and countries around the world responding in different ways to address the outbreak. The Company continues to monitor the investment portfolio and assess the impact COVID-19 will have on its business activities. The extent of the effect of the COVID-19 pandemic on the Company is uncertain.

On September 3, 2020, the Company issued 525,000 incentive stock options to consultants of the Company exercisable for a period of five years at a price of \$0.05.

On September 9, 2020, the Company entered into an option agreement with DG Resource Management Ltd. (“the Optionor”) to acquire a 100% right, title and interest in and to the 7 mining claims in Icefield Gold Project, British Columbia. Pursuant to the option agreement, the Company is required to pay a total of \$50,000 in cash, issue 7000,000 common shares and 2,000,000 share warrants in a period of two years as follow:

**17. SUBSEQUENT EVENTS (continued)**

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- (i) Pay \$10,000 (outstanding) upon signing of the agreement (September 9, 2020).
- (ii) Pay \$15,000 in cash, issue 1,000,000 common shares (issued on September 21, 2020 at a fair value of \$60,000), and 1,000,000 share warrants within five days of the exchange approval date (September 16, 2020).
- (iii) Pay \$25,000 in cash, issue 1,000,000 common shares, and 1,000,000 share warrants on the first anniversary of the exchange approval date (September 10, 2021).
- (iv) Issue 5,000,000 common shares on the second anniversary of the Exchange approval date (September 10, 2022).

Immediately on the Optionee satisfying all of the conditions set out in subsection 3.1, the Optionee will be deemed to have exercised the Option and to have earned a 100% interest in and to the Property which will vest to the Optionee, subject to the NSR Royalty.

The Optionee shall have the right at any time to purchase one-half (1/2) of the NSR Royalty, being one and one percent (1%), from the Optionor in consideration of the payment to DGRM of \$1,000,000, thereby leaving DGRM with a one percent (1%) NSR Royalty.

In the event that a gold equivalent resource of more than 1 million ounces is outlined within a NI 43-101 Resource Estimate, the Optionee shall pay to DGRM \$1,000,000 within 30 days of receiving such Resource Estimate, payable in Shares or cash or a combination of both, at the Optionee's discretion and subject to the policies of the Exchange.

The Optionee agrees to engage the Optionor for all exploration work conducted on the Property during the term of this Agreement plus 12 months.

On September 28, 2020, the Company signed a promissory note with 685733 BC Ltd. to receive \$25,000. Pursuant to the promissory note, the Company is required to repay the principal amount along with an interest of \$5,000 on or before November 1, 2020. If the amount is not paid at the due date, an interest of \$1,000 will be charged for each period of 30 days the amount remains outstanding.

On October 21, 2020, pursuant to the option agreement for North Pakwash Lake Area, the Company issued 250,000 common shares to EMX Royalty Corporation at a fair value of \$10,000.

On October 21, 2020, pursuant to the option agreement for Joy North Area, the Company issued 100,000 common shares to EMX Royalty Corporation at a fair value of \$4,000.