

Dixie Gold Inc.

(formerly Clean Commodities Corp.)

Condensed Consolidated Interim Financial Statements
September 30, 2020 and 2019 – Third Quarter
(expressed in Canadian dollars, except where indicated)

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Dixie Gold Inc.

(formerly Clean Commodities Corp.)

Statements of Financial Position

(expressed in Canadian dollars, except where indicated)

	Note	September 30, 2020	December 31, 2019
		\$	\$
Assets			
Current assets			
Cash		950,636	1,281,699
Other receivables		3,646	18,195
Prepaid expenses and deposits		100,000	10,000
Investments	5	75,000	-
		1,129,282	1,309,894
Exploration and evaluation assets ("E&EA")	6	820,210	903,233
Total assets		1,949,492	2,213,127
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		2,487	37,329
Total liabilities		2,487	37,329
Shareholders' equity			
Share capital	7	10,407,849	10,392,849
Reserves		1,477,307	1,477,307
Deficit		(9,938,151)	(9,694,358)
Total shareholders' equity		1,947,005	2,175,798
Total liabilities and shareholders' equity		1,949,492	2,213,127

Nature of operations (note 1)

Subsequent events (note 13)

Approved by the Board of Directors

"Ryan Kalt"

Director

"Brian Hearst"

Director

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

Dixie Gold Inc.

Statements of Loss and Comprehensive Loss

(expressed in Canadian dollars, except where indicated)

	Note	For the three months ended September 30,		For the nine months ended September 30,	
		2020	2019	2020	2019
				\$	\$
Expenses					
General and administrative	9	47,128	118,852	168,591	224,561
Professional fees	9	17,464	10,466	54,486	44,369
Business development expense		-	75,000	-	75,000
Share-based compensation		-	104,000	-	104,000
Loss before other items		(54,592)	(308,318)	(223,077)	(447,930)
Other items					
Interest income		-	6,148	3,034	16,093
Realized loss on disposal of investments	5	-	-	-	(273,450)
Unrealized gain or loss on investments		-	-	(23,750)	-
Derecognition of investments		-	-	-	255,751
Net and comprehensive loss for the year		(64,592)	(302,170)	(243,793)	(449,536)
Loss per share					
Basic and diluted		(0.00)	(0.00)	(0.01)	(0.00)
Weighted average number of shares outstanding					
Basic and diluted		25,708,654	25,662,188	25,737,188	25,662,188

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

Dixie Gold Inc.**Statements of Changes in Shareholders' Equity**

(expressed in Canadian dollars, except where indicated)

			Reserves			
	Common shares outstanding	Share capital	Share based compensation reserves	Warrants reserves	Deficit	Total shareholders' equity
		\$	\$	\$	\$	\$
Balance at December 31, 2019	25,662,188	10,392,849	1,159,027	318,280	(9,694,358)	2,175,798
Warrant exercise	75,000	15,000	-	-	-	15,000
Net and comprehensive loss for the year	-	-	-	-	(243,793)	(243,793)
Balance at September 30, 2020	25,737,188	10,407,849	1,159,027	318,280	(9,938,151)	1,947,005

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

Dixie Gold Inc.**Statements of Changes in Shareholders' Equity**

(expressed in Canadian dollars, except where indicated)

			Reserves			
	Common shares outstanding	Share capital	Share based compensation reserves	Warrants reserves	Deficit	Total shareholders' equity
		\$	\$	\$	\$	\$
Balance at December 31, 2018	25,662,188	10,392,849	1,055,027	318,280	(8,672,846)	3,093,310
Stock-based compensation	-	-	104,000	-	-	104,000
Net and comprehensive loss for the period	-	-	-	-	(449,356)	(449,356)
Balance at September 30, 2019	25,662,188	10,392,849	1,159,027	318,280	(9,122,382)	2,747,774

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

Dixie Gold Inc.
Statements of Cash Flows

(amounts expressed in Canadian dollars, except where indicated)

	For the nine months ended September 30,	
	2020	2019
	\$	\$
Cash used from (used in) operating activities		
Net loss for the period	(243,793)	(449,536)
Items not affecting cash		
Stock-based compensation	-	104,000
Unrealized gain (loss) on investment	23,750	-
Realized loss on sale of investments	-	273,450
Derecognition of investment asset		(255,750)
	(220,043)	(129,666)
Change in non-cash operating working capital		
(Increase) decrease in other receivables and prepaid expenses and deposits	(75,451)	(14,025)
Increase (decrease) in accounts payable and accrued liabilities	(34,842)	(15,435)
	(330,336)	(357,296)
Cash flows from (used in) investing activities		
Option payment received		150,000
Expenditures on exploration and evaluation assets	(15,727)	(18,075)
Short-term investment		(7,500)
Proceeds from the sale of investments		89,550
	(15,727)	213,975
Cash flows from (used in) financing activities		
Gross proceeds from warrant exercise	15,000	-
Share subscription received	-	-
	-	-
Increase (decrease) in cash	(331,063)	(143,321)
Cash - beginning of the period	1,281,699	1,608,285
Cash - end of the period	950,636	1,464,964

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

Dixie Gold Inc.

Notes to the Condensed Interim Financial Statements

September 30, 2020 and 2019

(amounts expressed in Canadian dollars, except where indicated)

1 Nature of operations

Dixie Gold Inc. (formerly Clean Commodities Corp.) (the “Company”) was incorporated on August 24, 2011, pursuant to the *Business Corporation Act* (Alberta) and was continued into British Columbia under the *Business Corporation Act* (British Columbia) on November 10, 2015. The Company is extra-provincially registered in the provinces of Saskatchewan and Quebec, as well as in the territories of Nunavut and Northwest Territories. The Company holds mineral tenures for the purpose of exploring for and developing mineral resources and is considered to be in the exploration stage. The Company’s corporate office and principal place of business is Suite 605, 815 Hornby St., Vancouver, B.C., V6Z 2E6. Management believes the Company will realize its assets and discharge its liabilities in the normal course of business however the Company’s ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, more immediately, to obtain the necessary financing to meet its obligations and pay liabilities as they become due. External financing, predominantly by the issuance of equity, will be sought to finance the operations of the Company. These uncertainties cast significant doubts regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The first half of fiscal 2020 saw the outbreak and continuance of the COVID-19 pandemic. The spread of the virus globally has had a material adverse effect on the global economy and has significantly impacted regions in which the Company operates, including, various activity restrictions and constraints imposed by governmental authorities. The pandemic could continue to have a negative and ongoing impact on broader equity markets, the trading value of the Company’s shares and the company’s ability to perform near-term exploration. These factors, among others, could have a significant impact on the Company’s operations. Recent regulatory relief with regards to annual claim assessment requirements is expected to benefit the Company in both Quebec and Ontario, and offset work credits otherwise normally required to maintain the good-standing nature of certain claim licenses

During the third-quarter of 2019, the Company announced an intention to spin-out its wholly-owned subsidiary, Western Hemp Corp. (“WHC”) to the Company’s shareholders for listing on a Canadian securities exchange (see news release dated September 23, 2019). WHC, incorporated in British Columbia on June 24, 2019, was a licensed hemp company under the Cannabis Act (Canada). Due to regulatory constraints and unfavourable market conditions, the Company did not further pursue this transaction and WHC was dissolved on December 31, 2019. The Company incurred \$95,000 in business development expenses and incurred a \$7,500 impairment loss upon dissolution.

2 Basis of presentation

Statement of compliance with International Financial Reporting Standards

The Company applies International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of November 9, 2020, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2019, except as noted below. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ending December 31, 2020 could result in restatement of these unaudited condensed consolidated interim financial statements.

3 Estimates, risks and uncertainties

The preparation of financial statements in compliance with IFRS requires management to make certain judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates and assumptions.

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.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

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Significant accounting estimates

- a) The inputs used in accounting for share-based compensation in profit or loss.
- b) Amounts of provisions, if any, for environmental rehabilitation and restoration.
- c) The inputs used in the fair value of investments (see note 11)

Significant accounting judgments

- a) The determination of categories of financial assets and financial liabilities.
- b) The assessment of indications of impairment of each mineral property and the related determination of the recoverable amount and write-down of those properties where applicable.
- c) The tax basis of assets and liabilities and related deferred income tax assets and liabilities.
- d) Assessment of the Company's ability to continue as a going concern.

4 Significant accounting policies

The accounting policies set out below have been applied consistently to all years presented in these financial statements. The financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

Cash and cash equivalents

Cash and cash equivalents comprise cash on deposit at banks and other highly liquid short-term investments, which may be settled on demand or within a maximum 90-day period to maturity.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive (loss) income ("FVOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

Measurement

i. Financial assets and liabilities at FVTPL and FVOCI

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive (loss) income. The Company recognizes marketable securities at FVTPL. Elected investments in equity instruments at FVOCI are initially recognized 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 comprehensive (loss) income.

ii. Financial assets and liabilities at amortized cost

A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at amortized cost, unless they are required to be measured at FVTPL or the Company has opted to measure at FVTPL, are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

iii. Impairment of financial assets at amortized cost

The Company recognizes a forward-looking basis on the expected credit losses ("ECL") model on financial assets that are measured at amortized cost, contract assets and debt instruments carried at FVOCI.

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At each reporting date, the Company measures the ECL for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the ECL for the financial asset at an amount equal to twelve month expected credit losses. The Company applies the simplified method and measures a loss allowance equal to the lifetime expected credit losses for trade receivables.

The Company recognizes in the statement of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized. The loss allowance was \$nil as at December 31, 2019.

The following table shows the classification IFRS 9:

Financial assets/liabilities	New classification under IFRS 9
Cash	FVTPL
Investments	FVTPL
Accounts payable and accrued liabilities	Amortized cost

Property, plant and equipment

Property, plant and equipment (“PPE”) are carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of PPE consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Where an item of PPE comprises major components with different useful lives, the components are accounted for as separate items. The depreciation method, useful life and residual values are assessed annually.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the statement of loss and comprehensive loss. The Company did not have any property, plant and equipment as at September 30, 2020 (December 31, 2019 - \$Nil).

Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset’s 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. The impairment loss is recognized in profit or loss in the statement of loss and comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

Exploration and evaluation expenditures

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures (“E&E”) are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

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The Company may occasionally enter into option arrangements, whereby the Company may transfer part of a mineral interest, as consideration, for an agreement by the optionee to meet certain E&E which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash or other consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess consideration accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, E&E in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss in the statement of loss and comprehensive loss. The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount and at each reporting period end.

Under IFRS 6 Exploration for and Evaluation of Mineral Resources, one or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment:

- i. The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- ii. Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
- iii. Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- iv. Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties. As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets.

Rehabilitation obligations

The Company recognizes the fair value of a legal or constructive liability for a rehabilitation obligation in the period in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in profit or loss in the statement of loss and comprehensive loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. The Company does not have significant rehabilitation obligations.

Income taxes

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Dixie Gold Inc.

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Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants, options and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, warrants or options are recognized as a deduction from equity, net of tax.

Valuation of equity units issued in private placements

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 more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of common shares issued in private placements was determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to attached warrants. Any fair value attributed to warrants is recorded to warrants reserves.

Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. 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 bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being renounced, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's year is disclosed separately as flow-through share commitments, if any.

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 Government of Canada flow-through regulations. When applicable, this tax is accrued as a financing expense until qualifying expenditures are incurred.

Per share amounts

Basic earnings per common share is computed by dividing the net income for the period by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to re-purchase common shares of the Company at the average market price during the period. For the current and prior year, this calculation proved to be anti-dilutive.

Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss in the statement of loss and comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss in the statement of loss and comprehensive loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss in the statement of loss and comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

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 use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in share-based compensation reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based compensation reserves is credited to share capital, adjusted for any consideration paid. Share-based payments of options which expire unexercised remain in share-based compensation reserves.

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.

Mineral tax credit

The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction of exploration and evaluation expenditures in the period that the related expenditures were incurred. These accrued credits are subject to review by the relevant authorities and adjustments, if any, resulting from such a review are recorded in the period that the tax filings are amended.

Joint Arrangements

Certain of the Company's activities are conducted through joint arrangements in which two or more parties have joint control. A joint arrangement is classified as either a joint operation or a joint venture, depending on the rights and obligations of the parties to the arrangement.

Joint operations arise when the Company has a direct ownership interest in jointly controlled assets and obligations for liabilities. The financial statements include the Company's interest in the assets, liabilities, revenues, expenses, and cash flows of this type of arrangement. Joint ventures arise when the Company has rights to the net assets of the arrangement. For these arrangements the Company uses the equity method of accounting and recognizes initial and subsequent investments at cost, adjusting for the Company's share of the joint venture's income or loss, less dividends received thereafter. Joint ventures are tested for impairment whenever objective evidence indicates that the carrying amount of the investment may not be recoverable under the equity method of accounting. The impairment amount is measured as the difference between the carrying amount of the investment and the higher of its fair value less costs of to sell and its value in use. Impairment losses are reversed in subsequent periods if the amount of the loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized.

New accounting pronouncements

IFRS 16, Leases, new standard contains a single lessee accounting model, eliminating the distinction between operating and financing leases from the perspective of the lessee. The accounting requirements from the perspective of the lessor remains largely in line with previous IAS 17 requirements, effective for annual reporting periods beginning on or after January 1, 2019. The adoption of this standard did not have a significant effect on the Company's financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

Dixie Gold Inc.

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5 Investments

	Fair value December 31, 2019	Acquisition	Disposition	Realized gain (loss)	Fair value September 30, 2020
	\$	\$	\$	\$	\$
Investments	-	98,750	-	(23,750)	75,000

	Fair value December 31, 2018	Acquisition	Disposition	Realized gain (loss)	Fair value December 31, 2019
	\$	\$	\$	\$	\$
Investments	107,250	-	(89,551)	(17,699)	-

On April 17, 2020, the Company announced that it had entered into amending agreements with Azincourt Energy Corp. and Skyharbour Resources Ltd. concerning the East Preston Uranium Project. Under the amending agreements, Azincourt shall be granted a period extension to March 31, 2021 to 1) deliver the final cash payment and, 2) complete exploration work remaining in connection with respect to Azincourt's earn-in of a 70% interest in certain mineral claims constituting the East Preston Uranium Project. In consideration for the extension, Azincourt issued 2,500,000 of its common shares to the Company.

On February 8, 2018, the Company received 500,000 common shares of Cameo Cobalt Corp. (formerly Cameo Resources Corp.) valued at \$0.24 per share. The shares were part of a November 30, 2017 option agreement entered into by the Company and Cameo. See Note 6 for details of the transaction. During the year ended December 31, 2018, 500,000 of these common shares were sold for proceeds of \$111,995.

On April 4, 2017, the Company received 2,250,000 common shares of Azincourt Energy Inc. valued at \$0.22 per share. The shares were part of a March 8, 2017 option agreement entered into by the Company and Azincourt Energy Corp. (formerly Azincourt Uranium Inc.). See Note 6 for details of the transaction. During the year ended December 31, 2018, 600,000 of these common shares were sold for proceeds of \$41,521. During the year ended December 31, 2019, the remaining 1,650,000 common shares of Azincourt Energy Inc. were sold for gross proceeds of \$89,551.

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6 Exploration and evaluation assets

	Syndicate – Preston Lake	Labrador Trough	Whabouchi Project	Torp Lake & Phoenix Project	Juliet Lithium Project	Red Lake Gold Project	Other	Total
	\$	\$	\$	\$	\$	\$	\$	\$
December 31, 2018	242,492	303,340	-	426,723	111,223	-	308,456	1,392,234
Tenure and acquisition	-	-	-	8,648	-	52,200	14,714	75,562
Cost recovery	(150,000)	-	-	-	-	-	-	(150,000)
Impairment	-	(303,340)	-	-	(111,223)	-	-	(414,563)
December 31, 2019	92,492	-	-	435,371	-	52,200	323,170	903,233
Tenure and acquisition	-	-	-	2,558	-	9,850	3,319	15,727
Cost recovery	(98,750)	-	-	-	-	-	-	(98,750)
September 30, 2020	(6,258)	-	-	437,929	-	62,050	326,489	820,210

Dixie Gold Inc.

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7 Exploration and evaluation assets (continued)

Red Lake Gold Project (Ontario)

During the fourth quarter of 2019, the Company acquired a large portfolio of mineral claims situated in the emerging Dixie Gold District near Red Lake, Ontario in exchange for a cash payment of \$52,200 and the assumption of a pre-existing two percent royalty. The Red Lake Gold Project held by the Company is located immediately adjacent to the Dixie Project being advanced by Great Bear Resources Ltd. The acquired project covered approximately 21,258 ha (52,507 acres) across 1,044 mining claims (see news release, Dixie Gold Inc. Announces Dixie Gold Project, dated December 31, 2019).

During the first quarter of 2020, the Company expanded its Red Lake Gold Project through the purchase of an additional 197 mining claims covering approximately 4,011 ha (9,907 acres) in exchange for a cash payment of \$9,850 and the assumption of a pre-existing two percent royalty. Subsequent to the transaction, the Company now holds a combined total of 1,241 mining claims in the project area (see news release, Dixie Gold Inc. Announces 9,907 Acre Expansion of Red Lake Project, dated January 14, 2020).

Preston Uranium Project / Preston East Uranium Project

On March 7, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour Resources Ltd. (“**Skyharbour**”), executed an option agreement with Orano Canada Inc. (formerly AREVA Resources Canada Inc.) which provides Orano an earn-in option to acquire up to a 70-per-cent working interest in a portion of the Preston Uranium Project. Under the agreement, Orano will contribute cash and exploration program consideration totalling up to \$8-million in exchange for up to 70 per cent of the applicable project area over six years (see various news disclosures relating to the Preston Uranium Project as available on SEDAR.com).

On March 27, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour, executed an option agreement with Azincourt Energy Corp. (formerly Azincourt Uranium Inc.) (“**Azincourt**”) which provides Azincourt an earn-in option to acquire a 70-per-cent working interest in a portion of the Preston uranium project known as the East Preston property. Under the agreement, Azincourt will issue 4.5 million listed common shares and contribute cash and exploration expenditure consideration totalling up to \$3.5 million in exchange for up to 70 per cent of the applicable property area over three years (see various news disclosures relating to the East Preston Uranium Project as available on SEDAR.com).

On April 17, 2020, the Company announced that it had entered into amending agreements with Azincourt and Skyharbour regarding the East Preston Uranium Project. Under the amending agreements, Azincourt was granted a period extension to March 31, 2021 to a) deliver the final cash payment and b) complete certain exploration work remaining in connection with respect to Azincourt’s earn-in of a 70% interest in certain mineral claims constituting the East Preston Uranium Project. In consideration for the extension, Azincourt has issued 2,500,000 of its common shares to the Company, which the Company presently holds as an investment.

Isko Gold Project

During 2017, the Company acquired the Isko Gold Project located in the Windfall gold exploration area of Quebec in exchange for a cash payment of staking fees and the granting of a two percent royalty. The Company performed a soil sampling program at the Isko Gold Project in 2017 which the Company views as providing opportunity for a follow-up exploration program.

Torp Lake & Phoenix Lithium Projects

On May 20, 2016, the Company acquired the Torp Lake and Phoenix claims from North Arrow Minerals Inc. (“**North Arrow**”). As consideration for the Torp Lake and Phoenix lithium claims, North Arrow received 2,500,000 pre-consolidated common shares of Company at a fair value of \$0.08 as well as 1,000,000 pre-consolidated common share purchase warrants with an exercise price of \$0.20 per common share exercisable for a two-year period. The warrants expired during the year 2018. During the year ended December 31, 2017, the Company sold a 1% gross royalty on both the Torp Lake and Phoenix Lithium projects to a related party, the proceeds of which were spent at the projects to complete certain ground surveying then necessary to convert the claims into long-term leases under which the Company is able to make certain annual cash payments to keep the projects in good-standing.

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Whabouchi Lithium Project

During the year ended December 31, 2016, the Company acquired tenure related to the Whabouchi Lithium Project (Dumont and Spodumene Lake claim sets) located in Quebec through the payment of certain licensing fees and the granting of a two percent royalty. An exploration program was conducted on the property during calendar 2016.

On November 30, 2017, the Company entered into an option agreement with Cameo Cobalt Corp. (“Cameo”)(formerly Cameo Resources Corp.), whereby Cameo has the option to acquire an 80% interest in the Dumont and Spodumene Lake projects by completing \$5,000,000 of exploration work over a four year period (being the completion of \$500,000 of work in year one, \$1,000,000 of work in year two, \$1,500,000 of work in year three and \$2,000,000 of work in year four), issuing 500,000 common shares (received on February 8, 2018) of Cameo and payment of \$25,000 (received December 29, 2017). As of November 30, 2018 (being the one year anniversary of the option agreement), Cameo had not completed the necessary exploration work required during the first year of the option agreement and as such the Whabouchi Project reverted back to the Company in whole.

Labrador Trough Project

During the year ended December 31, 2016, the Company acquired the tenure related to the Labrador Trough Project located in Quebec through the payment of certain licensing fees and the granting of a two percent royalty. An exploration program was conducted on the property during calendar 2016. This project was discontinued during the year ended December 31, 2019.

Juliet Lithium Project

During the year ended December 31, 2016, the Company acquired the tenure related to the Juliet Lithium Project located in Quebec through the payment of certain licensing fees and the granting of a two percent royalty. An exploration program for the Juliet Lithium Project was conducted during the third quarter of 2017 with results announced on September 26, 2017. This project was discontinued by the Company during the year ended December 31, 2019.

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8 Share Capital

- a) The Company's authorized share capital consists of an unlimited number of common shares without par value and unlimited number of first and second preference shares without nominal or par value, with the rights, privileges and conditions thereof determined by the directors of the Company at the time of issuance.
- b) 2020 share capital activities:
- i) On July 23, 2020, the 75,000 share purchase warrants were exercised at \$0.20 per share for gross proceeds of \$15,000.
- c) 2019 share capital activities:
- i) On December 17, 2019, the Company consolidated its common shares on a 4-old-for-1-new basis.
- d) Warrants

	September 30, 2020		December 31, 2019	
	Number of warrants (000's)	Weighted average exercise price	Number of warrants (000's)	Weighted average exercise price
Outstanding - beginning	300	\$ 0.20	3,042	\$ 0.40
Exercised	(75)	0.20		
Expired	(225)	0.20	(2,742)	0.40
Outstanding - ending	-	-	300	0.20

9 Share-based Compensation

- a) Stock options

The Company has a stock option plan for employees, directors, officers and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price of options granted is not less than the market price of the common shares traded less the available discount under TSX Venture Exchange policies, and is determined by the Board of Directors. Options granted can have a term of up to 10 years.

During the year ended December 31, 2019

On July 22, 2019, 750,000 common share purchase options were granted to officers, directors with a fair value measurement of \$104,000 using Black-Scholes option pricing model with the following weighted average assumptions: share price on issue date of \$0.16, expected life of stock option of 5 years, volatility of 137%, annual rate of dividends of 0.00% and a risk free rate of 2.04%.

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	September 30, 2020		December 31, 2019	
	Number of options (000's)	Weighted average exercise price	Number of options (000's)	Weighted average exercise price
Outstanding - beginning	1,800	\$ 0.31	1,736	\$ 0.36
Granted	-	-	750	0.20
Expired or Cancelled	(219)	(0.20)	(686)	(0.30)
Outstanding - ending	1,581	0.32	1,800	0.31

The following table discloses the number of options and vested options outstanding as at September 30, 2020:

Number of options outstanding (‘000s)	Number of options exercisable (‘000s)	Price per share (\$)	Expiry Date
325	325	0.20	March 21, 2021
281	281	0.48	June 28, 2021
250	250	0.26	October 26, 2021
300	300	0.56	December 5, 2022
425	425	0.20	July 22, 2024
1,581	1,581		

10 Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. The Company has identified its directors and officers as its key management personnel.

	September 30, 2020	September 30, 2019
	\$	\$
Professional fees	22,500	22,500
Consulting	90,000	90,000

As at September 30, 2020, there was \$Nil (2019 - \$Nil) balance owing to related parties.

11 Capital Management

The Company includes cash and shareholders' equity, comprising of issued common shares, share-based compensation reserves and warrants reserves, deficit and accumulated other comprehensive income (loss) in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors do not establish quantitative return on capital criteria for management, but rather rely on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has interests are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended September 30, 2020. The Company is not subject to externally imposed capital requirements.

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12 Financial Instruments

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

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

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy:

	Level 1	Level 2	Level 3	Total September 30, 2020
Cash	\$ 950,636	\$ -	\$ -	\$ 950,636

	Level 1	Level 2	Level 3	Total December 31, 2019
Cash	\$ 1,281,699	\$ -	\$ -	\$ 1,281,699

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk, credit risk, liquidity risk, commodity price risk, and foreign exchange risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

Concentration Risk

At September 30, 2020, substantially all the Company's cash was held at Canadian national financial institutions. As a result, the Company was exposed to all of the risks associated with these institutions.

Credit Risk

The Company is exposed to credit risk, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The Company's maximum exposure to credit risk is the carrying amount of cash and other receivables on the statement of financial position.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by forecasting its cash flows from operations and anticipating investing and financing activities. Senior management is actively involved in the review and approval of planned expenditures. As at September 30, 2020, the Company's working capital of \$1,126,795 (December 31, 2019 - \$1,272,565) is sufficient to meet its short-term business requirements. Future operations or exploration programs will require additional financing primarily through equity markets.

Commodity Price Risk

The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

Foreign Exchange Risk

Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at September 30, 2020, the Company has no monetary assets or liabilities in foreign currencies.

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13 Tax losses

As of December 31, 2019, and 2018, subject to confirmation by income tax authorities, the Company has approximately the following available tax pools, deductible from future income at rates prescribed by the Canadian Income Tax Act:

	2019	2018
Non-capital losses carried forward	\$ 3,331,000	\$ 3,407,000
Capital losses carried forward	1,433,000	1,383,000
Cumulative Canadian exploration and development expenses	1,625,000	1,106,000
	\$ 6,389,000	\$ 5,896,000

At December 31, 2019, there are non-capital tax losses of \$3,330,830 (2018 - \$3,405,285) available for carry-forward to reduce future years' taxable income, expiring as follows:

Expiry year	Balance
2031	\$ 296,014
2032	428,795
2033	226,586
2034	266,837
2035	710,878
2036	333,646
2037	352,222
2038	213,987
2039	501,865
	\$ 3,330,830