

**GAMBIER GOLD CORP.**  
(formerly Canadian Energy Materials Corp.)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended September 30, 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

**NOTICE OF NO AUDITOR REVIEW OF THE  
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim consolidated financial statements of the Company for the six months ended September 30, 2020 have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

**GAMBIER GOLD CORP.**

(formerly Canadian Energy Materials Corp.)

**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

September 30, 2020 and March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	September 30, 2020	March 31, 2020
<b>ASSETS</b>		
Current		
Cash	\$ 102,858	\$ 56,286
Amount receivable	8,583	5,519
Prepaid expenses and deposit (Note 8)	49,173	39,688
	160,614	101,493
Exploration and evaluation assets (Note 6)	87,912	47,912
Equipment	4,580	5,270
	\$ 253,106	\$ 154,675
<b>LIABILITIES</b>		
Current		
Accounts payable and accrued liabilities (Note 8)	\$ 226,112	\$ 255,848
Loans payable	310	310
Premium on flow-through shares	44,276	46,250
	270,698	302,408
<b>SHAREHOLDERS' EQUITY (DEFICIT)</b>		
Share capital (Note 7)	14,132,958	13,906,404
Share subscriptions received	5,100	-
Reserves (Note 7)	3,769,123	3,413,823
Deficit	(17,924,773)	(17,467,960)
	(17,592)	(147,733)
	\$ 253,106	\$ 154,675

Going concern (Note 2)

Commitments (Notes 6 and 7)

APPROVED ON BEHALF OF THE BOARD:

"Michael Schuss"

Director

Michael Schuss

"Geoff Balderson"

Director

Geoff Balderson

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**GAMBIER GOLD CORP.**

(formerly Canadian Energy Materials Corp.)

**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

For the three and six months ended September 30, 2020 and 2019

(Expressed in Canadian Dollars)

(Unaudited Prepared by Management)

	For the three months ended		For the six months ended	
	September 30, 2020	2019	September 30, 2020	2019
Administrative expenses				
Bank charges and interest	\$ 213	\$ 4,148	\$ 330	\$ 4,191
Consulting fees (Note 8)	22,500	11,497	35,000	49,184
Depreciation	345	475	690	950
Management fees (Note 8)	11,500	8,000	17,500	18,500
Office and general	3,331	8,400	8,962	11,605
Exploration expenditures	16,008	13,147	16,008	14,647
Professional fees	7,883	16,291	9,383	19,335
Share-based payments (Notes 7 and 8)	355,300	-	355,300	-
Transfer agent and filing fees	7,711	487	14,000	1,187
Travel and entertainment	114	7,388	1,614	7,603
Loss before other items	(424,905)	(69,833)	(458,787)	(127,202)
Other items:				
Interest income	-	-	-	181
Other income	1,974	3,750	1,974	3,750
	1,974	3,750	1,974	3,931
Net loss and comprehensive loss for the period	\$ (422,931)	\$ (66,083)	\$ (456,813)	\$ (123,271)
Basic and diluted loss per share	\$ (0.02)	\$ (0.00)	\$ (0.02)	\$ (0.00)
Weighted average number of common shares outstanding	26,436,682	25,095,016	26,764,741	25,095,016

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**GAMBIER GOLD CORP.**

(formerly Canadian Energy Materials Corp.)

**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIT)**

For the six months ended September 30, 2020 and 2019

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	<b>Number of Shares</b>	<b>Capital Stock</b>	<b>Share Subscriptions</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total Shareholders' Equity (Deficit)</b>
Balance, March 31, 2019	25,905,016	\$ 13,898,404	\$ 15,000	\$ 3,413,823	\$ (15,241,875)	\$ 2,085,352
Comprehensive loss for the period	-	-	-	-	(123,271)	(123,271)
<b>Balance, September 30, 2019</b>	<b>25,905,016</b>	<b>\$ 13,898,404</b>	<b>\$ 15,000</b>	<b>\$ 3,413,823</b>	<b>\$ (15,365,146)</b>	<b>\$ 1,962,081</b>
Balance, March 31, 2020	26,105,016	\$ 13,906,404	\$ -	\$ 3,413,823	\$ (17,467,960)	\$ (147,733)
Cash						
Private placement	3,793,400	227,604	-	-	-	227,604
Share issue cost	-	(1,050)	-	-	-	(1,050)
Share subscription received	-	-	5,100	-	-	5,100
Share-based payments	-	-	-	355,300	-	355,300
Comprehensive loss for the period	-	-	-	-	(456,813)	(456,813)
<b>Balance, September 30, 2020</b>	<b>29,898,416</b>	<b>\$ 14,132,958</b>	<b>\$ 5,100</b>	<b>\$ 3,769,123</b>	<b>\$ (17,924,773)</b>	<b>\$ 17,592</b>

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**GAMBIER GOLD CORP.**

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**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the six months ended September 30, 2020 and 2019

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	<b>For the six months ended September 30,</b>	
	<b>2020</b>	<b>2019</b>
<b>Operating Activities</b>		
Net loss for the period	\$ (456,813)	\$ (123,271)
Items not affecting cash:		
Depreciation	690	950
Interest charge	-	4,028
Other income	(1,974)	(3,750)
Share-based payments	355,300	-
	(102,797)	(122,043)
Changes in non-cash working capital items related to operations:		
Amount receivables	(3,064)	66,520
Prepaid expenses	(9,486)	(35,585)
Accounts payable and accrued liabilities	(29,736)	(3,284)
Cash used in operating activities	(145,083)	(94,392)
<b>Financing Activities</b>		
Share subscriptions received	5,100	-
Shares issued for cash	227,604	-
Share issue cost - cash	(1,050)	-
Cash provided by Financing Activities	231,654	-
<b>Investing Activity</b>		
Exploration and evaluation assets	(40,000)	-
Cash (used in) provided by Investing Activity	(40,000)	-
Change in cash during the period	46,571	(94,392)
Cash, beginning of period	56,287	303,363
Cash, end of the period	\$ 102,858	\$ 208,971
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Cash paid during the period:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

There are no non-cash transactions to disclose.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

## **GAMBIER GOLD CORP.**

(formerly Canadian Energy Materials Corp.)

Notes to the Condensed Interim Consolidated Financial Statements

September 30, 2020

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

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### **1. CORPORATE INFORMATION**

The Company was incorporated on March 2, 2006 in British Columbia. The head office, principal address and records office of the Company are located at 750 - 1095 W Pender Street, Vancouver, British Columbia, Canada, V6E 2M6. The Company's registered address is at the same address.

The Company is in the process of acquiring and exploring its resource properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "CIN". On April 12, 2018, the Company changed its name to Canadian Energy Materials Corp. and its trading symbol to "CHEM". On February 3, 2020, the Company changed its name to Gambier Gold Corp. and commenced trading under the new trading symbol "GGAU".

### **2. BASIS OF PREPARATION**

#### **(a) Statement of Compliance**

These condensed interim financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") and in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting.

These condensed interim consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 30, 2020.

#### **(b) Basis of Measurement**

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value, as explained in the accounting policies set out in Note 3. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

#### **(c) Going Concern**

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At September 30, 2020, the Company has not achieved profitable operations, has accumulated losses of \$17,924,773 since inception and expects to incur further losses in the development of its business. The above material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

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

#### **© Going Concern – (cont'd)**

During March 2020, there was a global pandemic outbreak of COVID-19. To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada. The outbreak has caused companies and various governmental bodies to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend. At this point, the extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited consolidated financial statements as March 31, 2020. The accompanying unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended March 31, 2020:

#### Accounting Standards and Amendments Adopted on April 1, 2020

The Company has adopted amendments to IFRS 3, Business Combinations assist in determining whether a transaction should be accounted for as a business combination or an asset acquisition. It amends the definition of a business to include an input and a substantive process that together significantly contribute to the ability to create goods and services provided to customers, generating investment and other income, and it excludes returns in the form of lower costs and other economic benefits. The adoption of IFRS 3 did not have an impact on the Company's condensed interim consolidated financial statements.

### **4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

#### **Critical judgments in applying accounting policies**

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 condensed interim consolidated financial statements within the next financial year are discussed below:

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**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS – (cont'd)****Exploration and Evaluation Asset and Impairment**

The application of the Company's accounting policy for exploration and evaluation assets and impairment of the capitalized expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in profit or loss in the year the new information becomes available.

**Going Concern**

The assessment of the Company's ability to continue as a going concern require significant judgement. See Note 2©.

**Title to Mineral Property Interests**

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

**5. SEGMENTED INFORMATION**

The Company currently operates in one industry segment, being mineral exploration and in one geographic area, being Canada.

**6. EXPLORATION AND EVALUATION ASSETS**

The following tables summarize the Company's exploration and evaluation assets as at September 30, 2020 and March 31, 2020.

<b>As at September 30, 2020 and March 31, 2020</b>	<b>Hemlo Property</b>	<b>Grindstone</b>	<b>Urban Berry</b>	<b>JAM Beryllium</b>	<b>Detour West</b>	<b>Total</b>
Balance, March 31, 2019	\$ -	\$ 1,923,830	\$ -	\$ 3,700	\$ -	\$ 1,927,530
Cash – payment	20,000	-	-	-	-	20,000
Cash – Staking	3,700	-	12,512	-	-	16,212
Renewal fee	-	6,500	-	-	-	6,500
Shares issued	8,000	-	-	-	-	8,000
	31,700	1,930,330	12,512	3,700	-	1,978,242
Impairment	-	(1,930,330)	-	-	-	(1,930,330)
Balance, March 31, 2020	\$ 31,700	\$ -	\$ 12,512	\$ 3,700	\$ -	\$ 47,912
Cash – payment	-	-	-	-	40,000	40,000
Balance, September 30, 2020	\$ 31,700	\$ -	\$ 12,512	\$ 3,700	\$ 40,000	\$ 87,912

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**6. EXPLORATION AND EVALUATION ASSETS – (cont'd)**

The following tables summarize the Company's exploration expenditures for the six months ended September 30, 2020 and 2019.

For the six months ended September 30, 2020	General	Urban Berry	Detour West	Total
Exploration expenditures				
Geological	\$ -	\$ 3,600	\$ 12,408	\$ 16,008
	\$ -	\$ 3,600	\$ 12,408	\$ 16,008

For the six months ended September 30, 2019	General	Grindstone	Total
Exploration expenditures			
Property investigation and miscellaneous	\$ 6,981	\$ 7,666	\$ 14,647
	\$ 6,981	\$ 7,666	\$ 14,647

**(a) Grindstone Claims, New Brunswick**

On August 20, 2018, the Company entered into a mineral property acquisition agreement with Roland J.B. Lovesey, Dick Mann, Norm Pitre and David Mann (the "Vendors") in which the Company will acquire a 100% interest in five mineral claims located in New Brunswick, Canada (also known as "Grindstone claims") in exchange for cash totalling \$15,870 (paid) plus renewal fees and claim transfer fees. The Company paid \$4,760 to transfer the claim and renewal fees. These claims are contiguous to the claims held by CIN Energy Materials Inc.

The Company will pay to the Vendors on commencement of Commercial Production relative to each Vendor's individual Vendor's interest, a Net Smelter return royalty of 2% ("NSR"). The Company shall have the right, at any time, to purchase one-half of the NSR from the Vendors in consideration of the aggregate payment of \$1,000,000 to be distributed to each Vendor based on the individual Vendor interest thereby leaving the Vendors with a one percent (1%) NSR Royalty.

During the year ended March 31, 2019, the Company staked additional claims in New Brunswick, Canada for \$3,200 which are contiguous to the Grindstone Claims.

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### **6. EXPLORATION AND EVALUATION ASSETS – (cont'd)**

#### **(a) Grindstone Claims, New Brunswick – (cont'd)**

On August 31, 2018, the Company entered into a share exchange agreement (the “Agreement”) to purchase 100% of the issued and outstanding common shares of CIN Energy Materials Inc., a private company, (“CIN”), which holds 100% interest in Grindstone Copper-nickel-cobalt project in an unexplored region of Northwestern New Brunswick, Canada. The acquisition has been accounted for as an asset acquisition. In consideration for the net assets acquired, the Company agreed to issued to the Shareholders of CIN a total of 12,000,000 common shares of the Company valued at \$1,800,000 (\$0.15 per share) pursuant to the terms of the Agreement. The Company also issued 666,666 units as finders fees in connection with this transaction which was valued at the same price of the non-flow-through private placement of \$0.15 per unit totalling \$100,000. As a result of this transaction CIN became a wholly-owned subsidiary of the Company. This transaction was completed on December 21, 2018. The purchase price of \$1,900,000 was allocated to the value of exploration and evaluation assets.

During the year ended March 31, 2020, management of the Company has decided not to pursue with this project and have written-off the \$1,930,330 in acquisition cost to profit or loss.

#### **(b) JAM Beryllium Property, British Columbia**

During the year ended March 31, 2019, the Company purchased three claims in JAM Beryllium Property in Northern British Columbia, Canada for \$3,700.

#### **(c) Urban Berry Property, Quebec**

During the year ended March 31, 2020, the Company staked 190 claim cells for a total of 10,714 hectares in Urban Berry Property in Quebec, Canada for \$12,512.

#### **(d) Hemlo Property, Ontario**

##### Hemlo West

On January 23, 2020, and as amended on February 15, 2020, the Company entered into a mineral property acquisition agreement with Rudolf Wahl (“Vendor”) in which the Company will acquire a 100% interest in 125 mineral claims located in Cotte, Pic & Lecours Townships, Thunder Bay Mining District, Ontario, Canada (also known as “Hemlo Property”) in exchange for cash of \$120,000, issuance of 1,000,000 common shares and incur \$200,000 in exploration expenditures as follows:

- i) Cash payment of \$20,000 upon signing (paid) and issuance of 200,000 common shares (issued);
- ii) Cash payment of \$25,000 and issuance of 200,000 common shares on or before January 24, 2021;
- iii) Cash payment of \$25,000 and issuance of 200,000 common shares on or before January 24, 2022;
- iv) Cash payment of \$25,000 and issuance of 200,000 common shares on or before January 24, 2023; and
- v) Cash payment of \$25,000, issuance of 200,000 common shares and incur a minimum of \$200,000 in exploration expenditures on or before January 24, 2024.

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September 30, 2020

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**6. EXPLORATION AND EVALUATION ASSETS – (cont'd)**

**(d) Hemlo Property, Ontario – (cont'd)**

Hemlo West – (cont'd)

The Company will pay to the Vendor a royalty of 3% Gross Overriding Royalty (“GOR”) with respects to diamonds extracted. The Company shall have the right, to purchase 2% of the GOR from the Vendor in consideration of \$2,000,000. The Company shall have first right of offer to obtain the remaining 1%.

The Company will pay to the Vendor a royalty of 3% Net Smelter Royalty (“NSR”) with respects to any non-diamond minerals and/or metals. The Company shall have the right, to purchase 2% of the NSR from the Vendor in consideration of \$2,000,000.

Upon completion of a NI 43-101 compliant resource exceeding 1,000,000 ounces of Gold, the Company will issue 500,000 common shares to the Vendor. Upon completion of a positive bankable feasibility study, the Company will issue 1,000,000 common shares to the Vendor.

In the event the Company sells or options the property to a third party, the Company shall pay the Vendor an additional 5% of the sale price in cash or shares of the Company.

Hemlo South

During the year ended March 31, 2020, the Company staked another 74 claims in the Hemlo South project located in the Archean Schreiber-Hemlo greenstone belt for a total of \$3,700.

Detour West

On July 27, 2020, the Company entered into a property option agreement with Altus Capital Partners and Luke Schuss (“Optionors”) to acquire 100% interest in 1,012 mineral titles located in Ontario, Canada also know as Detour West property. As consideration the Company will pay cash payments of \$40,000 and issue 6,000,000 common shares of the Company as follows:

- i) Cash payment of \$40,000 (paid) and issuance of 2,000,000 common shares within five days of TSX-V acceptance (The shares were issued on November 24, 2020);
- ii) Issue 2,000,000 common shares within one year from TSX-V acceptance; and
- iii) Issue 2,000,000 common shares within two years from TSX-V acceptance.

Upon exercise of the Option, the Company will pay to the Vendor a royalty of 2.5% Net Smelter Royalty (“NSR”). The Company shall have the right, to purchase 1.0% of the NSR from the Vendor in consideration of \$500,000.

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**7. SHARE CAPITAL****(a) Authorized**

Unlimited common shares with no par value.

**(b) Issued**

During the six months ended September 30, 2020

On July 14, 2020, the Company completed a non-brokered private placement 3,793,400 units at a price of \$0.06 per unit for total proceeds of \$227,604. Each unit consist of one common share and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share at a price of \$0.15 per common share expiring on September 14, 2023. The Company paid a cash finders fee of \$1,050.

For the year ended March 31, 2020

On March 6, 2020, the Company issued 200,000 common shares pursuant to the terms of the Hemlo mineral property acquisition agreement fair valued at \$8,000.

**(c) Stock options**

The Company has established a stock option plan for directors, employees and consultants which is administered by the board of directors with full and final authority with respect to the granting of all options. The exercise prices shall be determined by the board, but shall, in no event, be less than the closing market price of the Company's shares on the grant date, less the maximum discount permitted under the TSX Venture Exchange's policies. The number of common shares issuable under the plan may not exceed 10% of the issued and outstanding common shares. In addition, the number of common shares which may be reserved for issuance to any one individual may not exceed 5% of the issued common shares on a yearly basis. Options may be exercisable for a maximum of ten years from the date of grant.

On September 17, 2020, the Company granted 2,090,000 stock options to directors, officers and consultants exercisable at \$0.15 per share expiring on September 17, 2025. These stock options vest on grant date. The fair value of the stock option was \$355,300 or \$0.17 was determined using the Black Scholes option pricing model with the following assumptions – Share price on grant date of \$0.18; Risk-free interest rate of 0.36%; Dividend yield of Nil; Expected volatility of 160%; Expected life of 5 years and forfeiture rate of 0%. Volatility was determined based on the Company's historical data.

(i) The changes in stock options were as follows:

	<b>September 30, 2020</b>	<b>Weighted Average Exercise Price</b>	<b>March 31, 2020</b>	<b>Weighted Average Exercise Price</b>
Balance, beginning of period	892,000	\$0.36	922,000	\$0.38
Expired	-	-	(30,000)	1.00
Granted	2,090,000	\$0.15	-	-
Balance, end of period	2,982,000	\$0.21	892,000	\$0.36

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**7. SHARE CAPITAL – (cont'd)****(c) Stock options**

(ii) The following table summarizes information about stock options outstanding at September 30, 2020:

<b>Exercise price</b>	<b>Number outstanding</b>	<b>Number exercisable</b>	<b>Weighted average remaining contractual life (years)</b>
\$ 1.00	180,000	180,000	0.58
\$ 0.20	712,000	712,000	2.53
\$ 0.15	2,090,000	2,090,000	4.97
	2,982,000	2,982,000	4.05

**(d) Warrants**

(i) The changes in warrants were as follows:

	<b>September 30, 2020</b>	<b>Weighted Average Exercise Price</b>	<b>March 31, 2020</b>	<b>Weighted Average Exercise Price</b>
Balance, beginning of period	2,076,366	\$0.32	4,141,366	\$0.30
Expired	(67,500)	1.00	(2,065,000)	0.27
Issued	1,896,700	0.15	-	-
Balance, end of period	3,905,566	\$0.23	2,076,366	\$0.32

(ii) The following table summarizes information about warrants outstanding at September 30, 2020.

<b>Number of warrants outstanding</b>	<b>Exercise price</b>	<b>Expiry date</b>
1,071,366	\$0.25	December 21, 2020
575,000	\$0.35	December 21, 2020
362,500	\$0.35	December 28, 2020
1,896,700	\$0.15	September 14, 2023
3,905,566		

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**7. SHARE CAPITAL – (cont'd)****(e) Agent's Warrants**

(i) The changes in Agent's warrants were as follows:

	September 30, 2020	Weighted Average Exercise Price	March 31, 2020	Weighted Average Exercise Price
Balance, beginning of period	513,285	\$0.26	859,285	\$0.26
Expired	-	-	(346,000)	0.25
Balance, end of period	513,285	\$0.26	513,285	\$0.26

(ii) The following table summarizes information about Agent's warrants outstanding at September 30, 2020.

Number outstanding	Exercise price	Expiry date
461,285	\$0.25	December 21, 2020
52,000	\$0.35	December 28, 2020
513,285		

**8. RELATED PARTY TRANSACTIONS AND BALANCES**

The following expenses were incurred with key management personnel of the Company and companies controlled by key management personnel. Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain current and former directors and officers. Key management compensation comprises:

For the six months ended	September 30, 2020	September 30, 2019
Consulting fees		
– Harmony Corporate Services – Geoff Balderson, CFO and Director	\$ 18,000	\$ 18,000
– Hard Rock Consulting – Rafael Vaudrim, Director	12,000	7,184
Management fees		
– Michael Schuss, CEO and Director	17,500	18,500
Share-based payments		
– Michael Schuss, CEO and Director	84,469	-
– Geoff Balderson, CFO and Director	56,419	-
– Michael Burns, Director	56,419	-
– Rafael Vaudrin Director	56,419	-
	\$ 301,226	\$ 43,684

## **GAMBIER GOLD CORP.**

(formerly Canadian Energy Materials Corp.)

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(Expressed in Canadian Dollars)

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### **8. RELATED PARTY TRANSACTIONS AND BALANCES – (cont'd)**

Included in prepaid expenses is \$20,367 (March 31, 2020: \$16,644) paid to a director of the Company for advances on expenses.

As at September 30, 2020 accounts payable and accrued liabilities included \$32,429 (March 31, 2020 - \$22,793) owing to a former officer, a director of the Company and a company with a director in common. The amounts due are non-interest bearing, unsecured and with no stated terms of repayment.

### **9. CAPITAL DISCLOSURES**

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of resource properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain credit worthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject, other than flow-through commitments. Capital of the Company comprises cash and shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

The Company's investment policy is to invest its cash in financial instruments in high credit quality financial institutions with terms to maturity selected with regards to the expected timing of expenditures from continuing operations.

There were no changes to the Company's approach to capital management during the six months ended September 30, 2020.

### **10. FINANCIAL INSTRUMENTS AND RISKS**

The company is exposed through its operations to the following financial risks:

- Liquidity risk
- Market risk
- Credit risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

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**10. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)****Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage as outlined in the note.

The Company monitors its ability to meet its short-term administrative expenditures by matching investment income received to expenditures to be incurred, and by disposing of its investments when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

As at September 30, 2020, the Company had a cash balance of \$102,858 and GST receivable of \$8,583 to settle accounts payable and accrued liabilities and loans payable of \$270,698.

**Market Risk**

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Interest rate risk**

The Company is not exposed to significant interest rate risk.

**Price risk**

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Credit Risk**

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

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**10. FINANCIAL INSTRUMENTS AND RISKS – (cont'd)****Fair Values**

The Company's financial instruments include cash, accounts payable and accrued liabilities and loans payable. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. It is impractical to determine the fair value of these financial instruments with sufficient reliability due to the nature of these financial instruments, the absence of secondary market and the significant cost of obtaining external appraisals. The fair value of these financial instruments approximates their carrying value under the effective interest method.

**Fair Value Hierarchy**

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

Level 2 fair value measurements are those derived from inputs other than quoted prices included within 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 fair value measurements are those derived from valuation techniques that include 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 as follows:

At September 30, 2020	Level 1	Level 2	Level 3	Total
Cash	\$102,858	\$ -	\$ -	\$102,858

  

At March 31, 2020	Level 1	Level 2	Level 3	Total
Cash	\$56,286	\$ -	\$ -	\$56,286