



## **FINANCIAL STATEMENTS**

APRIL 30, 2019 and 2018  
(Expressed in Canadian Dollars)

- Independent Auditors' Report
- Statements of Financial Position
- Statements of Changes in Shareholders' Deficiency
- Statements of Comprehensive Loss
- Statements of Cash Flows
- Notes to the Financial Statements

## Independent Auditors' Report

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To the Shareholders of:

**FORT ST. JAMES NICKEL CORP.**

### Opinion

We have audited the financial statements of Fort St. James Nickel Corp. ("the Company"), which comprise the statements of financial position as at April 30, 2019 and April 30, 2018 and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2019 and April 30, 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of \$811,401 during the year ended April 30, 2019, and as of that date, had accumulated losses since inception of \$14,815,246. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and those Charged with Governance for the Financial Statements

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

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In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those charged with governance are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Mike Kao.

*WDM*

*Chartered Professional Accountants*

Vancouver, B.C.  
August 23, 2019

# FORT ST. JAMES NICKEL CORP.

## Statements of Financial Position

As at April 30, 2019 and 2018

(Expressed in Canadian Dollars)

	Note	2019 \$	2018 \$
<b>ASSETS</b>			
<b>CURRENT</b>			
Cash		1,877	9,701
GST Receivable		8,362	3,314
		<u>10,239</u>	<u>13,015</u>
Exploration and Evaluation Assets	5	<u>1</u>	<u>1</u>
		<u>10,240</u>	<u>13,016</u>
<b>LIABILITIES</b>			
<b>CURRENT</b>			
Accounts Payable and Accrued Liabilities		466,145	142,032
Loans Payable	6	<u>73,257</u>	<u>19,500</u>
		<u>539,402</u>	<u>161,532</u>
<b>SHAREHOLDERS' DEFICIENCY</b>			
Share Capital	7	13,341,450	13,268,279
Contributed Surplus		432,043	432,043
Stock Option Reserve		356,510	98,364
Share Purchase Warrants Reserve		156,081	329,314
Deficit		<u>(14,815,246)</u>	<u>(14,276,516)</u>
		<u>(529,162)</u>	<u>(148,516)</u>
		<u>10,240</u>	<u>13,016</u>

Nature of Operations and Ability to Continue as a Going Concern (Note 1)

Approved on behalf of the Board of Directors:

"Barry Brown"

Barry Brown, Director

"Scott Kent"

Scott Kent, Director

*The accompanying notes are an integral part of these financial statements*



## FORT ST. JAMES NICKEL CORP.

### Statements of Changes in Shareholders' Deficiency

For the Years Ended April 30, 2019 and 2018

(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital \$	Stock Option Reserve \$	Share Purchase Warrant Reserve \$	Contributed Surplus \$	Deficit \$	Total Shareholders' Deficiency \$
<b>Balance, April 30, 2017</b>	8,883,426	12,710,669	108,405	458,596	432,043	(13,886,521)	(176,808)
Shares Issued for Cash	712,500	142,500	-	-	-	-	142,500
Shares Issued for Mineral Properties	500,000	107,500	-	-	-	-	107,500
Exercise of Share Purchase Warrants	5,027,500	270,500	-	-	-	-	270,500
Fair Value of Stock Options Cancelled	-	-	(10,041)	-	-	10,041	-
Share Issuance Costs	-	(9,579)	-	-	-	-	(9,579)
Fair Value of Warrants Issued	-	(106,812)	-	106,812	-	-	-
Fair Value of Warrants Exercised	-	157,263	-	(157,263)	-	-	-
Fair Value of Warrants Expired	-	-	-	(81,773)	-	81,773	-
Fair Value of Agents' Warrants Issued	-	(6,769)	-	6,769	-	-	-
Fair Value of Agents' Warrants Exercised	-	3,007	-	(3,007)	-	-	-
Fair Value of Agents' Warrants Expired	-	-	-	(820)	-	820	-
Net Comprehensive Loss for the Year	-	-	-	-	-	(482,629)	(482,629)
<b>Balance, April 30, 2018</b>	15,123,426	13,268,279	98,364	329,314	432,043	(14,276,516)	(148,516)
Shares Issued for Cash	500,000	125,000	-	-	-	-	125,000
Shares Issued for Mineral Properties	234,375	43,359	-	-	-	-	43,359
Share Issuance Costs	-	(3,750)	-	-	-	-	(3,750)
Fair Value of Stock Options Granted	-	-	266,146	-	-	-	266,146
Fair Value of Stock Options Cancelled	-	-	(8,000)	-	-	8,000	-
Fair Value of Warrants Issued	-	(91,438)	-	91,438	-	-	-
Fair Value of Warrants Expired	-	-	-	(257,902)	-	257,902	-
Fair Value of Agents' Warrants Expired	-	-	-	(6,769)	-	6,769	-
Net Comprehensive Loss for the Year	-	-	-	-	-	(811,401)	(811,401)
<b>Balance, April 30, 2019</b>	15,857,801	13,341,450	356,510	156,081	432,043	(14,815,246)	(529,162)

*The accompanying notes are an integral part of these financial statements*

## **FORT ST. JAMES NICKEL CORP.**

Statements of Comprehensive Loss  
For the Years Ended April 30, 2019 and 2018  
(Expressed in Canadian Dollars)

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	Note	2019 \$	2018 \$
<b>EXPENSES</b>			
Advertising and Promotion		2,372	5,429
Consulting Fees		102,000	106,200
Exploration and Evaluation Assets Expenditures	5	247,249	212,096
General and Administration		97,000	77,977
Insurance		14,000	-
Professional Fees		21,917	27,217
Rent		38,000	36,000
Stock-Based Compensation	7(g)	266,146	-
Transfer Agent and Filing Fees		19,073	14,601
Travel		530	3,109
		<hr/>	<hr/>
		(808,287)	(482,629)
Interest Expense	6	<hr/> (3,114)	<hr/> -
<b>NET COMPREHENSIVE LOSS FOR THE YEAR</b>		<hr/> <b>(811,401)</b>	<hr/> <b>(482,629)</b>
<b>BASIC AND DILUTED LOSS PER SHARE</b>		<hr/> <b>(0.05)</b>	<hr/> <b>(0.03)</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>		<hr/> <b>15,557,801</b>	<hr/> <b>13,969,049</b>

*The accompanying notes are an integral part of these financial statements*

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# FORT ST. JAMES NICKEL CORP.

## Statements of Cash Flows

For the Years Ended April 30, 2019 and 2018

(Expressed in Canadian Dollars)

	Note	2019 \$	2018 \$
<b>CASH PROVIDED BY (USED IN):</b>			
<b>OPERATING ACTIVITIES</b>			
Net Loss for the Year		(811,401)	(482,629)
Non-Cash Items:			
Shares issued for Exploration and Evaluation Assets		43,359	107,500
Stock-Based Compensation	7(g)	266,146	-
Change in Non-Cash Working Capital Accounts:			
GST Receivable		(5,048)	(1,747)
Accounts Payable and Accrued Liabilities		324,756	(21,316)
Loan Interest Payable		3,114	-
		<u>(179,074)</u>	<u>(398,192)</u>
<b>FINANCING ACTIVITIES</b>			
Shares Issued for Cash	7(c)	125,000	142,500
Proceeds from Exercise of Warrants	7(e)( f)	-	270,500
Share Issue Costs		(3,750)	(9,579)
Loan Proceeds		50,000	-
		<u>171,250</u>	<u>403,421</u>
<b>(DECREASE) INCREASE IN CASH</b>		<b>(7,824)</b>	<b>5,229</b>
Cash, Beginning of Year		<u>9,701</u>	<u>4,472</u>
<b>CASH, END OF YEAR</b>		<b><u>1,877</u></b>	<b><u>9,701</u></b>
Additional Information:			
Fair Value of Expired Warrants Credited to Deficit		264,671	82,593
Fair Value of Expired Options Credited to Deficit		8,000	10,041
Shares Issued for Exploration and Evaluation		43,359	107,500
Interest Paid		-	-
Income Taxes Paid		-	-

*The accompanying notes are an integral part of these financial statements*

# **FORT ST. JAMES NICKEL CORP.**

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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## **1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN**

Fort St. James Nickel Corp. (the “Company”) was incorporated under the Canada Business Corporation Act on March 22, 1988. The Company is listed on the TSX Venture Exchange, having the symbol FTJ.V and its primary business is the acquisition, exploration and evaluation of mineral properties in North America.

The address of the Company’s registered office and its principal place of business is 888 Dunsmuir Street, Suite 888, Vancouver, BC, V6C 3K4.

These financial statements have been prepared on a going concern basis, which contemplates continuity of normal business activities and the realization of assets and discharge of liabilities in the normal course of business. The Company has not generated revenues from operations. The Company is considered to be in the exploration stage as it has not placed any of its mineral properties into production. The underlying value of the Company’s mineral properties is dependent upon the existence and economic recovery of such reserves in the future and the ability of the Company to raise financing to complete future exploration.

While these financial statements have been prepared on the assumption that the Company is a going concern and will be able to realize its assets and meet its obligations in the normal course of operations, there are conditions and events that cast doubt on the validity of that assumption. As at April 30, 2019, the Company has net working capital deficit of \$529,163 and has an accumulated deficit of \$14,815,246. During the year ended April 30, 2019, the Company incurred a loss of \$811,401 and a net cash out-flows from operations of \$179,074. The Company’s ability to continue as a going concern is dependent on management’s ability to raise required funding through future equity issuances, asset sales or a combination thereof. There is no assurance that such financing will be sufficient to sustain operations in the foreseeable future.

The current cash resources are not adequate to pay the Company’s accounts payable and to meet its minimum commitments at the date of these financial statements, including planned corporate and administrative expenses, and other project implementation costs, accordingly, there is significant doubt about the Company’s ability to continue as a going concern. These financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classifications of assets and liabilities should the Company be unable to continue as a going concern.

## **2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION**

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

These financial statements of the Company for the year ended April 30, 2019 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The financial statements of the Company as at April 30, 2019 were approved and authorized for issue by the Board of Directors on August 23, 2019.

### **b) Basis of Preparation**

These financial statements have been prepared on a historical cost basis except for financial instruments classified as available-for-sale that have been measured at fair value. Cost is the fair value of the consideration given in exchange for net assets.

## **FORT ST. JAMES NICKEL CORP.**

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all years presented in these financial statements, unless otherwise indicated.

#### **a) Mineral Exploration and Evaluation Assets**

Expenditures related to the acquisition, exploration, and development of exploration and evaluation assets are expensed and charged to earnings in the period in which they are incurred. Any option payments received by the Company from third parties or tax credits refunded to the Company are charged against exploration expenses in the statement of comprehensive loss.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest in accordance with general industry standards, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and, as such, title may be affected.

#### **b) Impairment of Non-Financial Assets**

Other non-financial assets, including exploration and evaluation assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one cash generating unit for which impairment testing is performed.

Impairment loss is charged to profit or loss; except to the extent they reverse gains previously recognized in accumulated other comprehensive loss/income.

#### **c) Share Capital**

Share capital includes cash consideration received for share issuances, net of commissions and issue costs. Proceeds received for shares that have not yet been issued as at the reporting date are recorded as share subscriptions.

Shares issued for other than cash consideration are valued at the quoted price on the TSX Venture Exchange based on the earlier of: (i) the date the shares are issued, and (ii) the date the agreement to issue the shares is reached.

#### *Flow-through Shares*

The Company may from time to time, issue flow-through common shares to finance a significant portion of its exploration programs in Canada. 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 incurred, 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.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the lookback rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

## **FORT ST. JAMES NICKEL CORP.**

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **c) Share Capital (continued)**

##### *Warrants*

Cash consideration received from the issuance of units, consisting of common shares and share purchase warrants, are first allocated to common shares based on the quoted market value of the common shares at the time the units are priced, and the balance, if any, is allocated to the attached warrants under the residual method. Share issue costs are netted against share capital. The fair value assigned to warrants is recorded as a reduction to share capital and an increase in warrant reserve. If the warrants are exercised the entry is reversed. If the warrants expire unexercised, the value is reallocated to deficit.

#### **d) Stock-based Compensation**

The Company has a stock option plan under which it grants stock options to directors, employees, consultants and service providers.

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of 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.

Where the terms and conditions of options are modified before they vest, the increase or decrease in fair value of the options, measured immediately before and after the modification, is also charged to the statement of 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 the statement of comprehensive loss. If the fair value of the goods or services received cannot be reliably estimated, the Company measures the services received by reference to the fair value of the equity instruments granted, measured at the date the Company receives the goods, or the counterparty renders the services. Options or warrants granted related to the issuance of shares are recorded as a reduction of share capital.

Upon exercise of options the fair value of the option exercised is credited to share capital, along with the cash consideration, with an offsetting reduction in the share-based payment reserve. When options expire unexercised the fair value of the options expiring is credited to deficit with an offsetting reduction in the share-based payment reserve.

#### **e) Share Issuance Costs**

Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issuance costs incurred in advance of share subscriptions are recorded as deferred costs until the close of subscriptions and upon completion of the share issuance transferred to equity. Share issuance costs related to uncompleted share subscriptions are charged to operations.

#### **f) Loss per Share**

Basic loss per share is calculated by dividing net loss by the weighted average number of common shares issued and outstanding during the reporting period. Diluted loss per share is the same as basic loss per share, as the issuance of shares on the exercise of stock options and share purchase warrants is anti-dilutive.

## **FORT ST. JAMES NICKEL CORP.**

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **g) Income Taxes**

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

#### **i) Current Income Tax**

Current income tax assets and/or liabilities comprise those claims from, or obligations to, fiscal authorities relating to the current or prior reporting periods that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

#### **ii) Deferred Income Tax**

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

#### **h) Provisions**

##### *Provision for Site Restoration*

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and revegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related exploration properties. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or change in rehabilitation costs will be recognized as additional to the corresponding assets and rehabilitation liability in the period in which they occur.

As at April 30, 2019, the Company has no site restoration obligations.

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

#### i) Adoption of New Accounting standards

Commencing April 1, 2018, the Company adopted IFRS 9. The adoption of this new accounting standard did not have material impact to the Company's consolidated financial statements.

IFRS 9 covers classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 Financial Instruments. The new standard contains three classifications for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI"), and fair value through profit and loss ("FVTPL"). The new standard eliminates the previous IAS 39 categories of held to maturity, loan and receivables, and available for sale.

Recognition and Measurement for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. Requirements for financial liabilities are largely carried forward from the existing requirements in IAS 39 except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income.

Following is the new accounting policy for financial instruments under IFRS 9:

#### i) Classification

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 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 FVTOCI. 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 if the Company has opted to measure them at FVTPL.

The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial Assets	Classification under IAS 39	Classification under IFRS 9
Cash	FVTPL	Amortized Cost
GST Receivable	Notes and Receivable	Amortized Cost
Financial Liabilities	Classification under IAS 39	Classification under IFRS 9
Accounts payable and accrued liabilities	Other financial liabilities	Amortized Cost
Loans Payable	Other financial liabilities	Amortized Cost

There were no adjustments to the carrying amounts of financial instruments as a result of the change in classification from IAS39 to IFRS 9.

#### ii) Measurement

- **Financial Assets and Liabilities at amortized cost** – Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.
- **Financial Assets and Liabilities at FVTPL** – Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the Consolidated Statements of Comprehensive 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 Consolidated Statements of Comprehensive Income in the period in which they arise.

## **FORT ST. JAMES NICKEL CORP.**

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

#### **i) Adoption of New Accounting standards (continued)**

##### **iii) Impairment of Financial Assets**

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance 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 loss allowance for the financial asset at an amount equal to twelve month expected credit losses. The Company shall recognize in the Consolidated Statements of Comprehensive 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

#### **j) Accounting Standards Issued But Not Yet Effective**

A number of new accounting standards, amendments to standards, and interpretations have been issued but not yet effective up to the date of issuance of the Company's consolidated financial statements. The Company intends to adopt the following standards when they become effective.

##### **IFRS 16 – Leases**

IFRS 16 provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting remains largely unchanged from IAS 17 "Leases", and the distinction between operating and finance leases is retained. The standard is effective for annual period beginning on or after May 1, 2019. The Company has not yet determined the impact of this standard on its financial statements.

#### **k) Comparative Figures**

Certain comparative figures have been reclassified to conform to the financial statement presentation adopted for the current period. These reclassifications have no effect on the net loss for the year ended April 30, 2018.

### **4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

In the application of the Company's accounting policies which are described in Note 3, management is required to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are 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 future periods, if the revision affects both current and future periods.

Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the financial statements are described as follows.

#### **a) Stock-based Compensation**

The fair value of stock-based compensation is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

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(Expressed in Canadian Dollars)

### 4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

#### b) Exploration and Evaluation Asset and Impairment

The application of the Company's accounting policy for exploration and evaluation asset 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 through profit or loss in the year the new information becomes available.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. 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.

#### c) Deferred Tax Assets

Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

The Company has recorded a full valuation allowance against its deferred tax assets due to the uncertainty in the realization of these assets.

### 5. EXPLORATION AND EVALUATION ASSETS

Cumulative acquisition and exploration costs incurred and expensed by the Company to date on its mineral properties are summarized below.

	Kilometer 26 \$	Porcupine \$	Total \$
Balance, April 30, 2017	1,922,692	-	1,922,692
Acquisition Costs	-	107,500	107,500
Exploration Costs	40,880	63,716	104,596
Balance, April 30, 2018	1,963,572	171,216	2,134,788
Acquisition Costs	1,368	95,000	96,368
Exploration Costs	50,633	100,248	150,881
Balance, April 30, 2019	2,015,573	366,464	2,382,037

Management has determined that due to uncertainty on future recoverability of its mineral exploration and evaluation assets, acquisition and exploration costs are expensed as incurred.

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

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### 5. EXPLORATION AND EVALUATION ASSETS (continued)

#### a) Kilometer Property, British Columbia, Canada

The Company has a 100% interest in the Kilometer 26 property consisting of 5,778 hectares in the Omineca Mining Division, British Columbia.

#### b) Porcupine Property, New Brunswick, Canada

In August 2017, the Company signed an option agreement with Great Atlantic Resources Corp. (“GR”) to acquire GR’s Porcupine property located in the province of New Brunswick. Under the terms of the option agreement, the Company is required to make the following cash and share payments to earn a 100% interest in the property:

- Pay \$15,000 in cash (paid) and issue 500,000 common shares (issued) within five days of the TSX Venture approval of the transaction (the “Approval Date”);
- Pay \$20,000 in cash (paid) and issue \$75,000 in common shares on or before October 6, 2018. The Company issued 234,375 common shares with a fair value of \$43,359 on February 12, 2019 and has set up a payable of \$31,641 to GR.
- Pay \$20,000 in cash and issue \$75,000 in common shares on or before October 6, 2019;
- Pay \$20,000 in cash and issue \$75,000 in common shares on or before October 6, 2020; and
- Pay \$75,000 in cash and issue \$200,000 in common shares on or before October 6, 2021.

The Company is also required to spend \$1,000,000 in exploration expenditures on the property over a four-year period with a minimum of \$150,000 each year.

For the year ended April 30, 2019, the Company incurred acquisition and exploration expenditures totaling \$195,248 (2018 – \$171,216) with respect to its Porcupine Property and \$52,001 (2018 - \$40,880) on the Kilometer 26 Property.

### 6. LOANS PAYABLE

	2019	2018
	\$	\$
Promissory Note Payable	50,000	-
Loan Payable	19,500	19,500
Accrued Interest	3,757	-
	<u>73,257</u>	<u>19,500</u>

On September 19, 2018, the Company entered into an agreement with an arm’s length individual for a loan of \$50,000. The loan has a term of six months and is subject to an interest rate of 10% per annum. The loan remains outstanding as of April 30, 2019.

The loan payable of \$19,500 is unsecured with no terms of repayment and interest, and is due on demand.

For the year ended April 30, 2019, the Company recorded interest expense of \$3,114 (2018 – \$Nil)

### 7. SHARE CAPITAL

#### a) Authorized

The Company’s authorized capital consists of:

- an unlimited number of common shares without par value; and
- an unlimited number of preferred shares without par value, issuable in series and having special rights and restrictions

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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### 7. SHARE CAPITAL (continued)

#### b) Nature and Purpose of Equity and Reserves

The reserves recorded in equity on the Company's balance sheet include "Stock Option Reserve", "Share Purchase Warrant Reserve", "Contributed Surplus", and "Accumulated Deficit".

- "Stock Option Reserve" is used to recognize the fair value of stock option grants prior to exercise, expiry or cancellation.
- "Share Purchase Warrant Reserve" is used to recognize the fair value of share purchase warrants prior to exercise or expiry.
- "Contributed Surplus" recognizes amounts contributed to the Company shareholders either by way of direct contribution of cash or assets to the Company or delivery of assets to the Company having a fair value in excess of consideration paid by the Company.
- "Accumulated Deficit" is used to record the Company's change in deficit from net losses from period to period.

#### c) Issued

*Year ended April 30, 2018*

On June 21, 2017, the Company issued 4,900,000 common shares upon the exercise of share purchase warrants. Cash proceeds received totaled \$245,000.

On July 20, 2017, the Company completed the 1st tranche a non-brokered private placement, raising gross proceeds of \$83,000 by issuing 415,000 units at \$0.20 per unit. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the Company at \$0.25 per share for a period of 1 year expiring July 20, 2018. Finder's fees of \$8,300 were paid and 41,500 agent's warrants with a fair value of \$6,770 were granted.

On August 1, 2017, the Company completed the 2nd tranche a non-brokered private placement, raising gross proceeds of \$59,500 by issuing 297,500 units at \$0.20 per unit. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one additional common share of the Company at \$0.25 per share for a period of 1 year expiring August 1, 2018.

On October 5, 2017, the Company issued 500,000 common shares with a fair value of \$107,500 pursuant to an option agreement for the Porcupine Property, New Brunswick (Note 5(b)).

On November 22, 2017, the Company issued 127,500 common shares upon the exercise of 100,000 share purchase warrants and 27,500 Agents' warrants. Cash proceeds received totaled \$25,500.

*Year ended April 30, 2019*

On July 23, 2018, the Company completed a non-brokered private placement of 500,000 units at a price of \$0.25 per unit for gross proceeds of \$125,000. Each unit consists of one common share and one transferable common share purchase warrant. Each warrant entitles the holder to purchase one additional share of the Company at a price of \$0.30 per warrant share for a period of three years.

On February 12, 2019, the Company issued 234,375 common shares with a fair market value of \$43,359 pursuant to an option agreement for the Porcupine Property, New Brunswick (Note 5(b)).

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

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(Expressed in Canadian Dollars)

### 7. SHARE CAPITAL (continued)

#### d) Stock Option Plan Details

The Company has a stock option plan under which directors, officers and employees of the Company are eligible to receive stock options. The aggregate number of shares to be issued upon the exercise of all options granted under the plan shall not exceed 10% of the issued shares of the Company at the time of granting the options. The maximum number of common shares optioned to any one optionee shall not exceed 5% of outstanding common shares of the Company. Options granted under the plan generally have a term of five years but may not exceed five years and typically vest on the grant or at terms to be determined by the directors at the time of grant. The exercise price of each option shall be determined by the directors at the time of grant but shall not be less than the price permitted by the policies of the TSX-V stock exchange on which the Company's common shares are listed.

As at April 30, 2019, 1,100,000 options, with an average exercise price of \$0.36 per share and an average remaining life of 3.32 years, were vested.

Expiry Date	Exercise Price	April 30, 2018	Granted	Exercised	Expired/Cancelled	April 30, 2019
February 18, 2019	\$0.50	40,000	-	-	(40,000)	-
October 5, 2021	\$0.15	450,000	-	-	-	450,000
April 5, 2023	\$0.50	-	650,000	-	-	650,000
		490,000	650,000	-	(40,000)	1,100,000

As at April 30, 2018, 490,000 options, with an average exercise price of \$0.18 per share and an average remaining life of 3.22 years, were vested.

Expiry Date	Exercise Price	April 30, 2017	Granted	Exercised	Expired/Cancelled	April 30, 2018
February 18, 2019	\$0.50	40,000	-	-	-	40,000
October 5, 2021	\$0.15	500,000	-	-	(50,000)	450,000
		540,000	-	-	(50,000)	490,000

#### e) Share Purchase Warrants

As at April 30, 2019, 1,116,970 share purchase warrants, with an average exercise price of \$0.41 per share and an average remaining life of 2.45 years, were outstanding.

Expiry Date	Exercise Price	April 30, 2018	Granted	Exercised	Expired/Cancelled	April 30, 2019
June 27, 2018	\$1.00	162,582	-	-	(162,582)	-
July 20, 2018	\$0.25	415,000	-	-	(415,000)	-
August 1, 2018	\$0.25	297,500	-	-	(297,500)	-
March 28, 2019	\$0.50	482,000	-	-	(482,000)	-
May 20, 2019	\$0.50	216,970	-	-	-	216,970
July 20, 2020	\$0.50	400,000	-	-	-	400,000
July 23, 2021	\$0.30	-	500,000	-	-	500,000
		1,974,052	500,000	-	(1,357,082)	1,116,970

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

### 7. SHARE CAPITAL (continued)

#### e) Share Purchase Warrants (continued)

As at April 30, 2018, 1,974,052 share purchase warrants, with an average exercise price of \$0.45 per share and an average remaining life of 0.89 years, were outstanding.

Expiry Date	Exercise Price	April 30, 2017	Granted	Exercised	Expired/Cancelled	April 30, 2018
August 23, 2017	\$0.05	5,000,000	-	(4,900,000)	(100,000)	-
November 21, 2017	\$0.20	950,000	-	(100,000)	(850,000)	-
June 27, 2018	\$1.00	162,582	-	-	-	162,582
July 20, 2018	\$0.25	-	415,000	-	-	415,000
August 1, 2018	\$0.25	-	297,500	-	-	297,500
March 28, 2019	\$0.50	482,000	-	-	-	482,000
May 20, 2019	\$0.50	216,970	-	-	-	216,970
July 20, 2020	\$0.50	400,000	-	-	-	400,000
		7,211,552	712,500	(5,000,000)	(950,000)	1,974,052

#### f) Agents' Warrants

As at April 30, 2019, Nil agents' warrants were outstanding.

Expiry Date	Exercise Price	April 30, 2018	Granted	Exercised	Expired/Cancelled	April 30, 2019
July 20, 2018	\$0.25	41,500	-	-	(41,500)	-
		41,500	-	-	(41,500)	-

As at April 30, 2018, 41,500 agents' warrants, with an average exercise price of \$0.25 per share and an average remaining life of 0.22 years, were outstanding.

Expiry Date	Exercise Price	April 30, 2017	Granted	Exercised	Expired/Cancelled	April 30, 2018
November 21, 2017	\$0.20	35,000	-	(27,500)	(7,500)	-
July 20, 2018	\$0.25	-	41,500	-	-	41,500
		35,000	41,500	(27,500)	(7,500)	41,500

#### g) Stock-Based Compensation

On April 05, 2018, the Company granted 650,000 stock options with a fair value of \$266,146. The options have a four-month vesting period, therefore, no share-based compensation was recorded for the year ended April 30, 2018. Share-based compensation expense of \$266,146 was recorded for the year ended April 30, 2019. The fair value of the stock options granted was determined using the Black-Scholes option pricing model based on the following weighted average assumptions:

	2019	2018
Risk-free interest rate	2.04%	2.04%
Expected life of options	5 years	5 years
Annualized volatility	142.59%	142.59%
Dividend yield	0%	0%

## FORT ST. JAMES NICKEL CORP.

Notes to the Financial Statements

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### 8. RELATED PARTY TRANSACTIONS AND BALANCES

Key management includes directors (executive and non-executive) and senior management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). There were no amounts paid nor payable for CEO or CFO services for the year ended April 30, 2019 or 2018.

### 9. INCOME TAXES

#### a) Provision for Income Taxes

The income tax expense of the Company is reconciled to the net loss for the year as reported in the statements of comprehensive loss as follows:

	2019	2018
	\$	\$
Loss Before Income Tax	811,402	482,629
Expected Income Tax Recovery	(219,000)	(127,000)
Permanent Differences	72,000	-
Effect of Change in Tax Rate	-	(48,000)
Change in Unrecognized Deductible Temporary Differences	148,000	245,000
Change in Opening Tax Balances	-	(66,000)
Share Issuance Costs	(1,000)	(4,000)
Income Tax Expense	-	-

#### c) Deferred Tax Assets and Liabilities

As at April 30, 2019 and 2018, the Company has temporary differences between the carrying value of the assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Company’s deferred tax assets not recognized consist of the following amounts:

Capital Assets	19,000	19,000
Exploration and Evaluation Assets	1,136,000	1,069,000
Capital Losses	539,000	539,000
Non-Capital Losses	1,548,000	1,464,000
Share Issuance Costs	5,000	8,000
Net Deferred Tax Assets	3,247,000	3,099,000

As at April 30, 2019, the Company has non-capital losses of approximately \$5,732,000 and share issuance costs of approximately \$20,000 that may be applied against future income for Canadian income tax purposes. The share issuance costs expire through to 2023. The non-capital losses expire as follows:

2028	978,000
2029	949,000
2030	757,000
2031	632,000
2032	704,000
2033	397,000
2034	401,000
2035 - 2039	914,000
	5,732,000

## **FORT ST. JAMES NICKEL CORP.**

Notes to the Financial Statements

April 30, 2019 and 2018

(Expressed in Canadian Dollars)

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### **10. CAPITAL MANAGEMENT**

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 resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company manages its share capital as capital, which as at April 30, 2019 was \$13,341,450 (2018 – \$13,268,279). Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period ended April 30, 2019.

### **11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The fair value of the Company's accounts payable and accrued liabilities and amounts due to related parties approximate their carrying value, which is the amount recorded on the statements of financial position. The Company's cash under the fair value hierarchy is recorded at fair value based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

#### **a) Credit Risk**

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. Management believes that its credit risk is not significant.

#### **b) Liquidity Risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at April 30, 2019, the Company had a cash balance of \$1,877 to settle current liabilities of \$539,402. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Management expects to fund those liabilities through equity financing and loans from related parties over the coming year.

#### **c) Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's amounts due to related parties are non-interest bearing, and as such, the Company is not exposed to significant interest rate risk.

#### **d) Commodity Price Risk**

The Company is subject to price risk from fluctuations in the market prices of commodities as it relates to the possible underlying values of its commodity based mineral properties and the corresponding ability to raise funds for future operations. Management closely monitors commodity prices to determine the appropriate course of actions to be taken in its investing and financing activities. As the Company has not yet developed commercial mineral interests, it is not exposed to significant commodity price risk.