

**LIONS BAY CAPITAL INC.**

**CONSOLIDATED  
FINANCIAL STATEMENTS**

**For the Year Ended May 31, 2020**

**(In Canadian Dollars)**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Lions Bay Capital Inc.

### *Opinion*

We have audited the accompanying consolidated financial statements of Lions Bay Capital Inc. (the "Company"), which comprise the consolidated statement of financial position as at May 31, 2020, and the consolidated statements of operations and comprehensive loss, changes in shareholders' equity, and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated 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 in our audit is sufficient and appropriate to provide a basis for our opinion.

### *Material Uncertainty Related to Going Concern*

We draw attention to Note 1 of the consolidated financial statements, which indicates 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 Matters*

The consolidated financial statements of Lions Bay Capital Inc. for the year ended May 31, 2019 were audited by another auditor who expressed an unmodified opinion on those statements on September 30, 2019.

### *Other Information*

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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



We obtained Management's Discussion and Analysis prior to the date of this auditor's 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 Consolidated Financial Statements***

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

In preparing the consolidated financial statements, management is responsible for assessing 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 Consolidated Financial Statements***

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of 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 consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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 Stephen Hawkshaw.

**“DAVIDSON & COMPANY LLP”**

Vancouver, Canada

Chartered Professional Accountants

September 28, 2020

**LIONS BAY CAPITAL INC.**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
*( in Canadian dollars)*

	Notes	May 31, 2020	May 31, 2019
<b>ASSETS</b>			
<b>Current</b>			
Cash		\$ 6,670	\$ 14,286
Other receivables	5	246,932	293,106
Investments	7	3,449,504	2,434,370
Derivative financial instrument	6	34,631	119,560
		<b>3,737,737</b>	2,861,322
<b>Exploration and evaluation assets</b>	14	-	1,451,332
<b>TOTAL ASSETS</b>		<b>\$ 3,737,737</b>	\$ 4,312,654
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current</b>			
Trade and other payables		\$ 868,872	\$ 845,901
Borrowings	8	500,058	293,259
Taxes payable		50,040	46,244
		<b>1,418,970</b>	1,185,404
<b>Borrowings related party</b>	8	-	145,263
<b>TOTAL LIABILITIES</b>		<b>1,418,970</b>	1,330,667
<b>Shareholders' Equity</b>			
Share capital	9	5,216,492	5,216,492
Share based payment reserve	10	472,557	472,557
Warrant reserve	10	38,497	-
Foreign currency translation reserve		(2,630)	(15,040)
Accumulated profit/(deficit)		(3,406,149)	(3,003,073)
<b>Attributable to owners of parent</b>		<b>2,318,767</b>	2,670,936
Non-controlling interest	14	-	311,051
<b>Total shareholders' equity</b>		<b>2,318,767</b>	2,981,987
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$ 3,737,737</b>	\$ 4,312,654

Note 1 – Nature of operations and going concern

Note 17 – Subsequent events

On behalf of the Board of Directors

“John Byrne”  
 Director

“Ross MacLachlan”  
 Director

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

**LIONS BAY CAPITAL INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**  
*( in Canadian dollars )*

	Year ended	
	May 31, 2020	May 31, 2019
<b>NET REALIZED AND UNREALIZED GAIN/(LOSS)</b>		
Net realized gain on disposal of subsidiary (note 14)	\$ 555,249	-
Net realized gain/(loss) on disposal of marketable securities (note 7)	\$ (13,908)	(1,507,748)
Net change in unrealized gain/(loss) on marketable securities (note 7)	(1,128,890)	(1,000,743)
Fair value gain (loss) on derivative financial instrument (note 6)	(179,302)	119,560
<b>OTHER INCOME</b>		
Interest and other income (note 5,7)	839,703	163,810
<b>EXPENSES</b>		
Professional fees	(122,744)	(339,728)
Director's fees	(174,985)	(306,162)
Share-based payments (note 10)	-	(225,972)
Travel expense	(58,822)	(198,802)
Financing costs	(137,002)	(78,761)
Foreign exchange loss	(38,105)	-
General and administration	(29,704)	(227,864)
Gain on reversal of accounts payable and accrued liabilities	61,000	-
<b>TOTAL EXPENSES</b>	<b>(500,362)</b>	<b>(1,377,289)</b>
<b>LOSS BEFORE TAX</b>	<b>(427,510)</b>	<b>(3,602,410)</b>
<b>INCOME TAX RECOVERY (EXPENSE)</b> (note 15)	<b>(4,811)</b>	<b>(40,057)</b>
<b>NET LOSS AFTER TAX</b>	<b>(432,321)</b>	<b>(3,642,467)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>	<b>56,712</b>	<b>(11,504)</b>
<b>COMPREHENSIVE LOSS FOR THE YEAR</b>	<b>(375,609)</b>	<b>(3,653,971)</b>
<b>NET LOSS ATTRIBUTABLE TO:</b>		
Owners of the Company	(403,076)	(3,533,798)
Non-controlling interest	(29,245)	(108,669)
	<b>(432,321)</b>	<b>(3,642,467)</b>
<b>OTHER COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:</b>		
Owners of the Company	56,712	(11,504)
Non-controlling interest	-	-
	<b>56,712</b>	<b>(11,504)</b>
<b>(Loss) earnings per share - basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.04)</b>
<b>Weighted average number of shares outstanding – basic &amp; diluted</b>	<b>97,304,478</b>	<b>96,415,321</b>

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

**LIONS BAY CAPITAL INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
*(in Canadian dollars, except share number)*

	Issued Common Shares		Foreign currency translation reserves	Share based payment reserves	Warrant Reserves	Accumulated deficit	Attributable to owners of the Company	Non-controlling interest	Total Equity
	Number	Amount Received							
<b>BALANCE, MAY 31, 2019</b>	<b>97,304,473</b>	<b>5,216,492</b>	<b>(15,040)</b>	<b>472,557</b>	<b>-</b>	<b>(3,003,073)</b>	<b>2,670,936</b>	<b>311,051</b>	<b>2,981,987</b>
Cumulative translation adjustment			56,712	-	-	-	56,712	-	56,712
Non-controlling interest disposition	-	-	(44,302)	-	-	-	(44,302)	(281,806)	(326,108)
Warrants issued – transaction costs	-	-	-	-	38,497	-	38,497	-	38,497
Net loss and comprehensive loss for the year	-	-	-	-	-	(403,076)	(403,076)	(29,245)	(432,321)
<b>BALANCE, MAY 31, 2020</b>	<b>97,304,473</b>	<b>5,216,492</b>	<b>(2,630)</b>	<b>472,557</b>	<b>38,497</b>	<b>(3,406,149)</b>	<b>2,318,767</b>	<b>-</b>	<b>2,318,767</b>
<b>BALANCE, MAY 31, 2018</b>	<b>88,289,406</b>	<b>4,224,835</b>	<b>(3,536)</b>	<b>246,583</b>	<b>-</b>	<b>530,725</b>	<b>4,998,607</b>	<b>419,270</b>	<b>5,418,327</b>
Cumulative translation adjustment	-	-	(11,504)	-	-	-	(11,504)	-	(11,504)
Share-based compensation	-	-	-	225,974	-	-	225,974	-	225,974
Share issuance, net of transaction cost	9,015,067	991,657	-	-	-	-	991,657	-	991,657
Net loss and comprehensive loss for the year	-	-	-	-	-	(3,533,798)	(3,533,798)	(108,669)	(3,642,467)
<b>BALANCE, MAY 31, 2019</b>	<b>97,304,473</b>	<b>5,216,492</b>	<b>(15,040)</b>	<b>472,557</b>	<b>-</b>	<b>(3,003,073)</b>	<b>2,670,936</b>	<b>311,051</b>	<b>2,981,987</b>

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

**LIONS BAY CAPITAL INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*( in Canadian dollars)*

	Year Ended	
	May 31, 2020	May 31, 2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss for the year	\$ (432,321)	\$ (3,642,467)
Items not Affecting Cash:		
Net realized (gain) loss on disposal of subsidiary	(555,249)	1,504,676
Change in unrealized (gain) loss on investment	1,128,890	1,003,815
Derivative – loss	179,302	(119,560)
Gain on reversal of accounts payable and accrued liabilities	(61,000)	-
Share-based payment expense	-	225,972
Gain on debt acquired	(203,850)	(20,930)
Financing cost	60,851	-
Foreign exchange	55,134	158,691
Payment for deposits	-	(60)
Interest received and receivable	-	(138,229)
Other income - dividend received on Eurotin investment	(584,966)	-
Tax balance movement and others	4,811	40,057
	<b>(408,398)</b>	<b>(958,053)</b>
Changes in Non-Cash Working Capital Items:		
Increase in accounts receivable	(29,995)	(167,001)
Increase in accounts payable and accrued liabilities	193,518	819,171
Payment for debt acquired	-	(31,394)
Proceeds from disposal of investment	103,058	2,338,104
Loan to others	-	(341,411)
Payment for exploration and evaluation	-	(184,257)
Purchase of investments	(130,658)	(476,085)
	<b>(272,475)</b>	<b>969,092</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Cash decrease from sale of subsidiary	(5,962)	-
	<b>(5,962)</b>	<b>-</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from borrowings	294,858	98,965
Repayment of borrowings	(157,605)	(1,111,339)
Receipts on loans receivable	99,658	-
	<b>236,911</b>	<b>(1,012,374)</b>
Effect of foreign exchange on cash	33,910	-
<b>Change in Cash, During the Year</b>	<b>(7,616)</b>	<b>(43,282)</b>
<b>Cash, Beginning of Year</b>	<b>14,286</b>	<b>57,568</b>
<b>Cash, End of Year</b>	<b>\$ 6,670</b>	<b>\$ 14,286</b>

Supplemental cash flow information (note 16)

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

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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#### **1. Nature of Operations and Going Concern**

Lions Bay Capital Inc. (the Company) was formed as a Capital Pool Company in 2010 and completed its Qualifying Transaction on November 14, 2017 with Pan Andean Capital Pty Limited (“Pan Andean”). Pan Andean was established as an investment holding company and commenced its current business operations in October 2014.

The Company’s primary objective is to increase shareholder value through the identification of, and investment in, securities of primarily publicly listed and/or private corporations offering capital appreciation potential. Investments will be acquired and held for short-term gains or long-term capital appreciation, dependent upon the specific investment.

The principal place of business is Suite 1201-1166 Alberni Street, Vancouver, BC, V6E 3Z3

At the reporting date the consolidated entity had working capital of \$2,318,767 which includes investments with a fair market value of \$3,449,504 and cash of \$6,670.

- A significant portion of the Company’s accounts payable and borrowings are owed to a related party.
- The Company has a significant holding in investments listed on the Toronto Venture Exchange (“TSXV”) and Australian Stock Exchange (“ASX”), which can be converted to cash to meet the ongoing cash flow needs of the Group.

The Company’s ability to continue as a going concern is dependent upon the Company’s ability to generate returns from its investments or obtaining investor financing to meet its on-going levels of corporate overhead and investment objectives. These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge liabilities in the normal course of business. In the past, the Company has been successful in obtaining financing, although there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in these consolidated financial statements. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations at this time

## **LIONS BAY CAPITAL INC.**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 *(in Canadian dollars)*

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### **2. Basis of Presentation**

#### **Reporting and basis of measurement**

These audited financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These financial statements were authorized for issuance by the Board of Directors of Lions Bay Capital Inc. on September 28, 2020. The following are the significant accounting policies used in the preparation of these financial statements.

#### **Foreign currency translation**

##### **(i) Functional currency**

Items included in the financial statements of each of the Company’s entities are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). The financial statements of Lions Bay Capital Inc. are measured in Canadian Dollars (CAD) which is that entity’s functional currency. The functional currency of Pan Andean Capital Pty Ltd., the Company’s wholly owned subsidiary, is the Australian dollar (AUD).

##### **(ii) Presentation currency**

The consolidated financial statements are presented in Canadian Dollars (CAD), which is the Company’s presentation currency.

##### **(iii) Translation and balances**

Transactions in foreign currencies are converted to the functional currency at the exchange rate at the date of the transaction. Amounts payable to and by the parent and subsidiaries outstanding at year end and denominated in foreign currencies have been converted to local currency using rates prevailing at the end of the financial year. All exchange differences are taken to profit or loss.

##### **(iv) Group companies**

The results of foreign subsidiaries and the parent entity are translated to CAD at the exchange rate at the date of the transaction. Assets and liabilities of foreign subsidiaries are translated to CAD at exchange rates prevailing at year end. All resulting exchange differences are recognised in other comprehensive income and in the foreign currency translation reserve in equity.

##### **(v) Foreign currency translation reserve**

The foreign currency translation reserve is used to record exchange differences on translation of foreign controlled subsidiaries. Amounts are reclassified to profit or loss when the investment is disposed of.

#### **Principals of consolidation**

The consolidated financial statements incorporate all of the assets, liabilities and results of the parent company, Lions Bay Capital Inc and all of the subsidiaries. Subsidiaries are entities the

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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parent controls. The parent controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. A list of the subsidiaries is provided in Note 14.

The assets, liabilities and results of all subsidiaries are fully consolidated into the financial statements of Lions Bay Capital and its subsidiaries (“the Group”) from the date on which control is obtained by the Group. The consolidation of a subsidiary is discontinued from the date that control ceases. Intercompany transactions, balances and unrealized gains or losses on transactions between group entities are fully eliminated on consolidation.

Accounting policies of subsidiaries have been changed and adjustments made where necessary to ensure uniformity of the accounting policies adopted by the Group. Equity interests in a subsidiary not attributable, directly or indirectly, to the Group are presented as “non-controlling interests”.

The Group initially recognise non-controlling interests that are present ownership interests in subsidiaries and are entitled to a proportionate share of the subsidiary’s net assets on liquidation at either fair value or at the non-controlling interests’ proportionate share of the subsidiary’s net assets. Subsequent to initial recognition, non-controlling interests are attributed their share of profit or loss each component of other comprehensive income.

Non-controlling interests are shown separately within the equity section of the Statement of Financial Position and Statement of Operations and Comprehensive Loss.

### **3. Summary of Significant Accounting Policies**

#### **Critical accounting estimates and judgments**

The preparation of the Company’s consolidated financial statements in accordance with IFRS requires management to make estimates and exercise judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Key areas of estimation where management has made complex or subjective judgments include:

#### **(i) Determination of investment entity**

The preparation of the financial statements requires management to make significant judgments and assumptions in determining how the Company meets the definition of an investment entity as previously discussed in Note 1. Entities that meet the definition of an investment entity within IFRS 10 are required to measure their subsidiaries at FVTPL in accordance with IFRS 9 rather than to consolidate them. An investment entity is an entity that meets all of the following criteria:

- a) An entity that obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services;
  - o The Company’s main source of financing since inception had been via funds received from investors.
  - o Through ownership of the Company’s shares, these investors are provided with investment management services through their right to investment returns via the performance of the Company’s investments.

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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- b) An entity that commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both;
  - o The Company has communicated to investors via corporate documents that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
  
- c) An entity that measures and evaluates the performance of substantially all of its investments on a fair value basis.
  - o Substantially all of the Company's investment portfolio has been carried at fair value since inception.

Based on the analysis above, management has concluded that the Company meets the definition of an investment entity as all of the criteria are met. This will be reassessed on a continuous basis, in case any of the criteria or characteristics change.

#### **(ii) Fair value of derivative financial instruments and investments**

Derivative financial instruments are initially measured at fair value using the black-scholes valuation method and the subsequently remeasured at fair value with changes in fair value recognized in the statement of operations and comprehensive loss. The Company's investments are initially measured at fair value and subsequently remeasured at fair value with changes in fair value recognized in the statement of operations and comprehensive loss (note 12).

#### **(iii) Income tax**

The group is subject to income taxes in the jurisdiction in which it operates. Significant judgment is required in determining the provision for income tax. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognises liabilities for anticipated tax audit issues based on the group's current understanding of the tax law. Where the final tax outcome of these matters is different from the carrying amounts, such differences will impact the current and deferred tax provisions in the period in which determination is made.

#### **(iv) Share-based payment transactions**

Under IFRS 2 Share Based Payments, the Company must recognise the fair value of shares granted to directors, employees and consultants as remuneration as an expense on a pro-rata basis over the vesting period in profit or loss with a corresponding adjustment to equity.

The Company provides benefits to employees (including directors) of the Company in the form of share based payment transactions, whereby employees render services in exchange for shares of rights over shares ("equity-settled transactions").

Estimating fair value of share-based payment transactions requires determination of the most appropriate valuations model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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the expected life of the share option or appreciation right, volatility and dividend yield and making assumptions about them. For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses the black-scholes model for the options.

#### **Financial instruments**

##### *Investments and other financial assets*

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. Such assets are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on both the business model within which such assets are held and the contractual cash flow characteristics of the financial asset unless, an accounting mismatch is being avoided.

##### *Financial assets at fair value through profit or loss*

Financial assets not measured at amortised cost or at fair value through other comprehensive income are classified as financial assets at fair value through profit or loss. Typically, such financial assets will be either: (i) held for trading, where they are acquired for the purpose of selling in the short-term with an intention of making a profit, or a derivative; or (ii) designated as such upon initial recognition where permitted. Fair value movements are recognised in profit or loss.

##### *Financial assets at fair value through other comprehensive income*

Financial assets at fair value through other comprehensive income include equity investments which the consolidated entity intends to hold for the foreseeable future and has irrevocably elected to classify them as such upon initial recognition.

##### *Non-derivative financial liabilities*

Financial liabilities, other than derivatives, are initially recognized at fair value less directly attributable transaction costs. Subsequently, financial liabilities are measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and allocating the interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities and loan payable are measured at amortized cost.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon recognition as FVTPL. Fair value changes on these liabilities are recognized in profit or loss.

## **LIIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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#### *Derivative financial instruments*

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date.

The classification determines the method by which the financial instruments are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash, other receivables, trade and other payables, borrowings, and taxes payable are measured at amortized cost with subsequent impairments recognized in profit or loss. Investments and derivative financial instruments are classified as FVTPL.

#### *Impairment of financial assets*

The Company recognises a loss allowance for expected credit losses on financial assets which are either measured at amortised cost or fair value through other comprehensive income. The measurement of the loss allowance depends upon the Company's assessment at the end of each reporting period as to whether the financial instrument's credit risk has increased significantly since initial recognition, based on reasonable and supportable information that is available, without undue cost or effort to obtain.

Where there has not been a significant increase in exposure to credit risk since initial recognition, a 12-month expected credit loss allowance is estimated. This represents a portion of the asset's lifetime expected credit losses that is attributable to a default event that is possible within the next 12 months. Where a financial asset has become credit impaired or where it is determined that credit risk has increased significantly, the loss allowance is based on the asset's lifetime expected credit losses. The amount of expected credit loss recognised is measured on the basis of the probability weighted present value of anticipated cash shortfalls over the life of the instrument discounted at the original effective interest rate.

For financial assets measured at fair value through other comprehensive income, the loss allowance is recognised within other comprehensive income. In all other cases, the loss allowance is recognised in profit or loss.

#### *Equity instruments*

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the de-recognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the group's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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of impairment losses) on equity investments measured at fair value through other comprehensive income (FVOCI) are not reported separately from other changes in fair value.

#### *Impairment*

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition receivables.

#### **Fair value measurement**

The fair value measurements underlying the carrying value of the investments are classified within a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The level in the hierarchy within which the fair value measurement is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. The fair value hierarchy has the following levels:

- |       |         |   |
|-------|---------|---|
| (i)   | Level 1 | Quoted prices (unadjusted) in active markets for identical assets or liabilities. The type of investment and marketable securities include in this category are publicly traded equities, debts and securities sold short;  |
| (ii)  | Level 2 | Inputs other than quoted prices included within Level 1 that are observable for the assets, either directly or indirectly. The type of investments included in this category include less liquid and restricted equity securities and certain over-the-counter derivatives; and |
| (iii) | Level 3 | Inputs for the assets or liability that are not based on observable market data. Investments classified within this category consist of private equity and debts securities.  |

See Note 12, Fair value measurement, for additional disclosure of the Company's investments by the level in the fair value hierarchy into which the fair value measurement is categorized and the Company's valuation techniques that involve unobservable inputs.

#### **Exploration and evaluation assets**

Exploration and evaluation expenditure in relation to separate areas of interest for which rights of tenure are current is carried forward as an asset in the statement of financial position where it is expected that the expenditure will be recovered through the successful development and exploitation of an area of interest, or by its sale; or exploration activities are continuing in an area and activities have not reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves. Where a project or an area of interest has been

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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abandoned, the expenditure incurred thereon is written off in the year in which the decision is made.

The carrying value relating to an area of interest is derecognised upon disposal or when there is no future economic benefit to the consolidated entity. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

#### **Impairment of non-financial assets**

The carrying values of non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffer impairment are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed.

Impairment exists when the carrying value of an asset exceeds its estimated recoverable amount. The asset is then written down to its recoverable amount.

#### **Investments and other financial assets**

Investments and other financial assets are initially measured at fair value. Transaction costs are included as part of the initial measurement, except for financial assets at fair value through profit or loss. They are subsequently measured at either amortised cost or fair value depending on their classification. Classification is determined based on the purpose of the acquisition and subsequent reclassification to other categories is restricted.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the consolidated entity has transferred substantially all the risks and rewards of ownership.

#### **Revenue recognition**

Realized gain or loss on disposal of investments and unrealized gain or loss on investments are determined based on year end value. Interest income is recorded on an accrual basis. Divided income is recognized on the ex-dividend date.

#### **Earnings (loss) per share**

Basic earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated using the weighted average number of shares that would have been outstanding during the period had all potential common shares been issued at the beginning of the period, or when other potential dilutive instruments were granted or issued, if later.

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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#### **Income tax**

Income tax expense is composed of current and deferred tax. Income tax expenses recognized in the Statements of Income (loss) and Comprehensive Income (loss) except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, and the carry forward of non-capital losses, can be utilized.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the tax laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future profit will allow the deferred tax asset to be recovered and/or the carrying value of temporary differences exceed their tax basis. Refer to Note 15 for specific disclosure on income taxes.

#### **4. New Accounting Standards Adopted During the Year**

##### **IFRS 16 – Leases**

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee. The IASB issued IFRS 16, Leases, in January 2016, which replaces the current guidance in IAS 17. Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. IFRS 16 requires lessees to recognize a lease liability reflecting future lease payments and a “right-of-use asset” for virtually all lease contracts. The IASB has included an optional exemption for certain short-term leases and leases of low-value assets. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, and was adopted on June 1, 2019. The adoption did not have an impact on the financial statements.

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 (in Canadian dollars)****5. Other Receivables**

The table below provides a summary of the Company's other receivables:

	<b>May 31 2020</b>	<b>May 31 2019</b>
	<b>\$</b>	<b>\$</b>
Loan receivable from Fidelity Minerals Corp ("FMN"), unsecured (i)	139,433	285,746
Loan receivable from FMN, secured, non-interest bearing (ii)	105,439	-
Other receivables	2,060	7,360
	<u>246,932</u>	<u>293,106</u>

- (i) The loan receivable bears interest at a rate of 6% per annum and is due on demand. Interest income for the year end May 31, 2020 was \$12,580 (2019 - \$15,936). FMN is considered a related party by virtue of the common executive and director.
- (ii) During the year ended May 31, 2020, the Company assumed a loan receivable from an FMN creditor, resulting in a non-cash gain of \$203,850 recorded in interest and other income. This loan receivable is non-interest bearing and is due on demand. The loan is secured by FMN's Cerro Dorado plant in Peru.

**6. Derivative Financial Instrument**

The table below provides a summary of the Company's derivatives, consisting of warrants of FMN.

<b>Issuance Date</b>	<b>Exercise Price \$</b>	<b>Number of warrants exercisable</b>	<b>Expiry date</b>
July 12, 2019	0.30	446,000*	July 11, 2020
December 19, 2019	0.06	1,800,000	December 19, 2021

\*these warrants expired unexercised subsequent to

	<b>May 31, 2020</b>
Expected warrant life	1.27 years
Expected stock price volatility	177%
Dividend payment during life of warrant	Nil
Risk free interest rate	0.28%
Weighted average strike price	\$ 0.11
Weighted average fair value per warrant	\$ 0.015
Weighted average share price	\$ 0.03

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
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	Number of warrants	Weighted average exercise price	Derivative
Balance, May 31, 2018	-	\$ -	\$ -
Warrants acquired	800,000	0.30	119,560
Balance, May 31, 2019	800,000	0.30	119,560
Warrants expired	(800,000)	0.30	(119,560)
Warrants acquired (note 7)	1,800,000	0.06	47,373
Warrants acquired (note 7)	446,000	0.30	47,000
Change in fair value	-	-	(59,742)
Balance, May 31, 2020	2,246,000	0.10	34,631

During the year ended May 31, 2020, the Company has a total loss on derivatives of \$179,302 (2019 – gain of \$119,560).

**7. Schedule of investments**

The table below provides a summary of the Company's public listed investments:

	May 31, 2019 Fair value	Acquired	Disposed	Gain/(Loss)	CTA	May 31, 2020 Fair Value
Kalina Power Ltd	\$ 479,255	\$ -	\$ -	\$ 123,462	\$ 3,465	\$ 606,182
Fidelity Minerals Corp(i)(ii)	1,690,657	221,285	(120,100)	(1,567,365)	-	271,477
Eurotin Inc	133,334	-	-	66,667	-	200,001
Elementos Ltd (iv)	131,124	584,966	-	(291,525)	5,653	430,218
Parkway Minerals (iii)	-	1,014,868	-	402,050	9,864	1,426,782
Partly Paid Parkway Minerals (iii)	-	49,615	-	98,078	1,386	149,079
Devenport Resources (iii)	-	373,022	-	(7,257)	-	365,765
<b>Total</b>	<b>\$ 2,434,370</b>	<b>2,243,756</b>	<b>(120,100)</b>	<b>(1,128,890)</b>	<b>20,368</b>	<b>3,449,504</b>

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 (in Canadian dollars)**

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	<b>Cost</b>	<b>Fair Value</b>	<b>Cost</b>	<b>Fair Value</b>
	<b>May 31</b>	<b>May 31</b>	<b>May 31</b>	<b>May 31</b>
	<b>2020</b>	<b>2020</b>	<b>2019</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Kalina Power Ltd	1,204,569	606,182	1,204,569	479,255
Fidelity Minerals Corp (i)(ii)	1,907,835	271,477	1,712,277	1,690,657
Eurotin Inc	700,000	200,001	700,000	133,334
Elementos Ltd (iv)	744,180	430,218	159,214	131,124
Parkway Minerals (iii)	1,014,868	1,426,782	-	-
Partly Paid Parkway Minerals (iii)	49,616	149,079	-	-
Devenport Resources (iii)	373,022	365,765	-	-
<b>Total</b>	<b>5,994,090</b>	<b>3,449,504</b>	<b>3,776,060</b>	<b>2,434,370</b>

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- (i) During the year ended May 31, 2020, the Company settled receivables with FMN for total of \$185,000 at \$0.05/share for a total of 1,780,000 shares and participated in private placements for a total of \$126,808 for total shares of 912,000. The Company also bought from public markets 75,000 shares at a cost of \$3,850. As part of the private placement the Company received 2,246,000 warrants fair valued at \$94,373 netted in the cost of the investment (note 6). The fair value of the warrants received were calculated using the Black-Scholes option pricing model with the following weighted average assumptions: 1.65% risk free interest rate, expected life of 2 years, 176% annualized volatility and 0% dividend rate.
- (ii) During the year ended May 31, 2020, the Company sold 2,402,000 common shares for proceeds of \$120,100. The proceeds were used in the additional purchase of FMN shares in the private placement.
- (iii) On September 17, 2019, the Company sold its equity and debt position of Consolidated Potash Corporation. The Company received common shares Parkway Minerals, Partly Paid Parkway Minerals and Devenport Resources as considerations. Please see note 14 for details.
- (iv) On December 24, 2019, the Company received 124,912,569 Elementos shares by way of dividend from Eurotin Inc. related to a transaction between Eurotin and Elementos. The fair value of the shares received was \$584,966 and has been recorded in interest and other income.

As at May 31, 2020 the Company's investments consisted of the following:

- 1) Parkway Minerals Ltd - listed on the ASX (PWN). The Company owns 277,628,667 (2019 – nil) which represents 16.14% of the outstanding common shares of Parkway valued at \$1,575,861 (2019 - \$nil).
- 2) Kalina Power Ltd - listed on the ASX (KPO). The Company owns 23,258,900 (2019 – 16,758,900) which represents 2.38% of the outstanding common shares of Kalina valued at \$606,182 (2019 - \$479,255).

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 (in Canadian dollars)**

- 3) Elementos Ltd. - listed on the ASX (ELT). The Company owns 152,912,569 (2019 – 28,000,000) which represents 5.15% of the outstanding common shares of Elementos valued at \$430,218 (2019 - \$131,124).
- 4) Davenport Resources Ltd - listed on the ASX (DAV). The Company owns 10,150,000 (2019 – nil) which represents 5.15% of the outstanding common shares of Davenport valued at \$365,765 (2019 - \$nil).
- 5) Fidelity Minerals Corp - listed on the TSXV (FMN). The Company owns 9,049,229 (2019 – 6,762,628) which represents 28.49% of the outstanding common shares of Fidelity valued at \$271,447 (2019 - \$1,690,657). FMN is considered a related party by virtue of a common officer and director.
- 6) Eurotin Inc. - listed on the TSXV (TIN). The Company owns 13,333,334 (2019 – 13,333,334) which represents 12.49% of the outstanding common shares of Eurotin valued at \$200,001 (2019 - \$133,334).

**8. Borrowings - current**

	May 31, 2019	Draw	Interest	Repayments	FX	May 31, 2020
Borrowings – secured (i)	\$ 53,570	\$ 259,787	\$ 47,676	\$ (81,169)	\$ 9,227	\$ 289,091
Borrowings – unsecured (ii)	138,116	-	9,700	-	-	147,816
Borrowings – related party (iii)	101,573	35,070	5,199	(76,436)	(2,255)	63,151
<b>Total</b>	<b>\$ 293,259</b>	<b>\$ 294,857</b>	<b>\$ 62,575</b>	<b>\$ (157,605)</b>	<b>\$ 6,972</b>	<b>\$ 500,058</b>

- (i) On July 1, 2019, the Company borrowed an additional USD \$200,000 at an interest rate of 12% per annum. USD \$36,383 was used to repay the previous loan outstanding and USD \$21,500 was paid in transaction costs. The loan had a repayment schedule of USD \$100,000 on November 30, 2019 and December 31, 2019. The loan is secured by a guarantee from the Company’s wholly owned subsidiary, Pan Andean and a pledge by Pan Andean of certain of the investments held by Pan Andean. On December 12, 2019, the Company entered into an agreement to extend the maturity date of the facility where USD \$11,046 was paid upon execution and monthly interest of USD \$5,000 would be paid monthly January to June in addition to principal payments of USD \$100,000 to be paid on May 31, 2020 and June 30, 2020. There was no gain or loss realized upon modification of the borrowing. In addition, 2,358,000 warrants were issued at an exercise price of \$0.05

## LIONS BAY CAPITAL INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 *(in Canadian dollars)*

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expiring July 9, 2020. The fair value of \$38,497 was recorded as borrowing costs (note 10). On June 16, 2020, the loan was further extended with principal repayments of USD \$100,000 now due on November 30, 2020 and December 31, 2020.

- (ii) Interest payable at 8% per annum (2019 - 8%) and is due on demand.
- (iii) Interest payable at 10% per annum and is due on demand.

#### **Borrowings - non-current**

	<b>May 31</b>	<b>May 31</b>
	<b>2020</b>	<b>2019</b>
	\$	\$
Borrowings – unsecured (i)(ii)	-	145,263
	<u>-</u>	<u>145,263</u>

- (i) Interest payable at 10% per annum payable after one year.
- (ii) On September 17, 2019, the Company sold its equity and debt position of Consolidated Potash Corporation. The Company received common shares of Parkway Minerals, Partly Paid Parkway Minerals and Devenport Resources as consideration. This unsecured borrowing was deconsolidated as part of the sale. Please see note 14 for details. This loan is considered a related party loan as the Company's previous CFO was also the CFO of the debtor.

#### **9. Share Capital**

##### a) Authorized:

Unlimited number of common shares, without par value.  
Unlimited number of preferred shares, without par value.

The Company is authorized to issue unlimited number of preferred shares without par value. No preferred shares have been issued since the Company's inception.

##### b) Escrow shares:

(i) At May 31, 2020, 9,337,132 (May 31, 2019 - 27,988,907) common shares were held in escrow by the Company's transfer agent to be released in accordance with the escrow agreements entered into by the shareholders. In addition of the 500,000 common shares held in escrow prior to the closing of the Qualifying Transaction, 10% (50,000) were released at the closing of the QT on 14 November 2017 and the balance will be released on the same terms as the Pan Andean purchase shares. Under the escrow agreements, 10% of the common shares issued to purchase Pan Andean were released on 14 November 2017 with an additional 15% to be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release.

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 (in Canadian dollars)****10. Stock Options and Warrants**

The Company has established a stock option plan for its directors, officers and consultants under which the Company may grant options from time to time to acquire a maximum of 10% of the common shares issued and outstanding. Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within one year thereafter. Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option. Unless otherwise stated, the options fully vest when granted.

On July 9, 2019, the Company issued 2,358,000 warrants pursuant to the loan amendment. The fair value of \$38,497 was recorded as borrowing costs during the year (note 8).

The fair value of the warrants is calculated using the Black-Scholes Option Pricing Model. Option pricing models require the input of highly speculative assumptions, including the expected future price volatility of a Company's shares. Changes in these assumptions can materially affect the fair value estimate and, therefore, existing models do not necessarily provide a reliable single measure of the fair value of the Company's warrants.

	<b>May 31, 2020</b>
Expected warrant life	1 year
Expected stock price volatility	150%
Dividend payment during life of warrant	Nil
Expected forfeiture rate	Nil
Risk free interest rate	1.41%
Weighted average strike price	\$ 0.05
Weighted average fair value per warrant	\$ 0.016
Weighted average share price	\$ 0.035

A summary of the status of stock and warrant option activity under Company's Stock Option Plan and changes to outstanding and exercisable stock and warrant options during the year is presented below:

	<b>May 31, 2020</b>		<b>May 31, 2019</b>	
	<b>Number of options</b>	<b>Exercise price \$</b>	<b>Number of options</b>	<b>Exercise price \$</b>
Options outstanding beginning of the year	5,015,000	0.06	150,000	0.20
Options granted	-	-	4,865,000	0.06
Options cancelled	-	-	-	-
Options outstanding	<u>5,015,000</u>	<u>0.06</u>	<u>5,015,000</u>	<u>0.06</u>

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 (in Canadian dollars)**

	<b>Number of warrants</b>	<b>Exercise price \$</b>	<b>Number of warrants</b>	<b>Exercise price \$</b>
Warrants outstanding, beginning of the year	10,000,000	0.05	13,750,000	0.12
Warrants granted	2,358,000	0.05	-	-
Warrants expired	(10,000,000)	0.05	(3,750,000)	0.12
Warrants outstanding	<u>2,358,000</u>	<u>0.05</u>	<u>10,000,000</u>	<u>0.05</u>

The following table summarizes stock options and warrants currently outstanding and exercisable:

<b>Number of options and warrants outstanding</b>	<b>Exercise Price \$</b>	<b>Number of options and warrants exercisable</b>	<b>Weighted average remaining life (years)</b>	<b>Expiry date</b>
Options - 150,000	0.20	150,000	0.48	Nov 23, 2020
Options - 4,865,000	0.06	4,865,000	3.73	Feb 20, 2024
Warrants - 2,358,000	0.05	2,358,000	0.11	July 9, 2020*

\*the warrants expired unexercised subsequent to May 31, 2020

**11. Capital Management**

The Company's objectives in managing capital are to maintain a capital structure that allows the Company to meet its growth objectives and build long-term shareholder value, while satisfying its financial obligations and meeting its working capital needs.

The Company's capital consists of shareholder's equity. The Company's management is responsible for the management of capital. The Company's Board of Directors is responsible for reviewing and approving the Company's capital policy and management.

The Company continued to prudently manage its liquidity and capital and, where desirable deleverage its statement of financial position.

The Company does not have any externally imposed capital requirements.

**LIONS BAY CAPITAL INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MAY 31, 2020 (in Canadian dollars)****12. Fair value measurement**

The following tables summarize the valuation of the Company's financial assets and liabilities reported at fair value by the fair value hierarchy levels:

<b>As at May 31, 2020</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Investments	3,449,504	-	-	3,449,504
Derivative financial instrument	-	-	34,631	34,631
	<b>3,449,504</b>	<b>-</b>	<b>34,631</b>	<b>3,484,135</b>

<b>As at May 31 2019</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Investments	2,434,370	-	-	2,434,370
Derivative financial instrument	-	-	119,560	119,560
	<b>2,434,370</b>	<b>-</b>	<b>119,560</b>	<b>2,553,930</b>

Transfers between levels of the fair value hierarchy are deemed to have occurred at the date of the event or change in circumstance that caused the transfer. There were no transfers between the various levels of the fair value hierarchy for the year ended May 31, 2020 and 2019.

**Risk Associated with Financial Instruments**

The Company's business activities expose to a variety of financial risks: market risk (which includes interest rate risk, currency risk, and price risk), credit risk and liquidity risk. The following is a description of these risks and how they are managed.

*Market risk*

Market risk is defined for these purposes as the risk that the fair value or future cash flows of a financial instrument held by the Company will fluctuate because of changes in market prices. Market risk includes the risk of changes in the interest rates, currency exchange rates and changes in market prices due to factors other than interest rates or currency exchange rates, such changes in equity prices, commodity prices or credit spreads.

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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#### *Interest rate risk*

The observable impacts on the fair values and future cash flows of financial instruments that can be directly attributable to interest rate risk include change in net income from financial instruments whose cash flows are determined with reference to floating interest rates and changes in value of financial instruments whose cash flows are fixed in nature.

As at May 31, 2020, if interest rates were higher by 1% per annum, the potential effect to the Company would be a decrease in net income of approximately \$5,000 (2019: \$3,456). If interest rates were lower by 1% per annum, the potential effect would be an increase in net income of approximately \$5,000 (2019: \$3,456).

#### *Currency risk*

Changes in currency rates will impact the carrying value of instruments denominated in currencies other than the Canadian dollar. As at May 2020, the Company is primarily exposed to foreign exchange risk through Australian dollar denominated investments of \$2,978,027 (2019: \$610,380), which represent approximately 79.7% (2019: 14.6%) of total assets. The Company does not currently hedge its foreign currency exposure. If the Canadian dollar strengthened or weakened by 5% in relation to the foreign currencies, the investments would decrease or increase in value by approximately \$148,910 respectively (2019: \$30,519).

#### *Price risk*

Price risk is the risk of variability in fair value due to movements in equity or market prices. The Company's investments are susceptible to price risk arising from uncertainties about their future values. If the fair value for these financial assets were to increase or decrease by 10%, the Company would incur an associated increase or decrease in net gain of approximately \$344,950 (2019: \$243,437).

The fair value of the Company's investments are determined as follows:

#### *Listed securities*

The fair value of securities traded on active markets are based on quoted market prices at the close of trading on the reporting date. The Company uses the last traded market price where the last trade price falls within the bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Company determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The fair value of securities that are subject to trading restrictions are recorded at a value that takes into account the length and nature of the restrictions.

## **LIONS BAY CAPITAL INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MAY 31, 2020 (in Canadian dollars)**

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#### Unlisted securities

For investments that are not publicly traded, subsequent to initial recognition, the fair value of these investments is determined by the Company using the most appropriate valuation methodology in light of the nature, facts and circumstances of the investment and its materiality in the context of the total investment portfolio.

For unlisted equity instruments:

- Investments are valued at cost for a limited period after the date of acquisition, if the purchase price remains representative of the fair value at the reporting date; otherwise, investments are valued using one of the other methodologies detailed below.
- Investments in which there has been recent or in-progress funding round involving significant financing from external investors are valued at the price of the recent funding, whereby the various shareholder categories rights are taken into account in the valuation. The price is adjusted, where appropriate, if an external investor is motivated by strategic considerations.
- Investments in which there has been a recent financing round involving only existing investor participating proportionally to their existing investment are examined as to whether specific conditions exist that could reduce the reliability of this financing round as an indication of real value. An internal financing with investors at a lower price than the valuation at the previous reporting date may indicated a decrease in value and is taken into consideration.
- Investments that have achieved an exit after the valuation date but before finalization of the financial statements are valued based on the exit valuation, if the exit valuation was reasonably evident at the measurement date.
- Investment in which there has been a recent private secondary market trade of meaningful volume and the transaction is undertaken by sophisticated, arm's length investor are valued at the price of the recent trade and are adjusted, as appropriated, if the purchaser is motivated by strategic considerations.
- Investments in early-stage companies not generating sustainable revenue or earnings and for which there has not been any recent independent funding are valued using alternative methodologies. The Company considers investee company performance relative to plan, going concern risk, continued funding availability, comparable peer group valuations, exit market conditions and general sector conditions and calibrates its valuation of each investment as appropriate.
- For public company warrants (i.e., the underlying security of which is traded on a recognized stock exchange), valuation models such as the Black-Scholes model are used when there are sufficient and reliable observable market inputs. These market inputs include risk-free interest rate, exercise price, market price at date of

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valuation, expected dividend yield, expected life of the instrument and expected volatility of the underlying security. To the extent that the market inputs are insufficient or unreliable, the warrants are valued at their intrinsic value, which is equal to the higher of the closing price of the underlying security less the exercise price of the warrant, or nil. For private company warrants, the underlying security is not traded on a recognized stock exchange, therefore fair value is determined consistent with other investments that do not have an active market, as described above.

Fair values for unlisted debt instruments are determined as follows:

- Loans, debentures and promissory notes issued by investees are generally valued at the price at which the instrument was issue. The Company regularly considers whether any indications of deterioration in the value of the underlying business exist, which suggest that the debts instrument will not be fully recovered. The Company may employ discounted cash flow analysis, market comparable analysis, market comparable analysis of listed debt instruments with similar credit quality or liquidation value analysis to determine the fair value of the debts instrument.

The Company may apply a further illiquidity discount to the fair value of an investment if conditions exist that could make it challenging to monetize the investment in the near term at a price indicated by the valuation models. The amount illiquidity discount applied requires considerable judgment and is based on the facts and circumstances of each investment. As at March 31, 2020 and 2019, the Company does not have any investments in unlisted securities.

**13. Related party transactions**

The key management personnel of the Company are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including Directors and management.

	2020	2019
	\$	\$
Stock options	-	225,972

During the year ended May 31, 2020, Twenty-Second Yeneb Pty Limited, a company controlled by John Byrne, President and CEO of the Company for the provision of services of John Byrne. During the year ended May 31, 2020, total fee charged was \$168,000 (2019 - \$168,000).

On November 1, 2019, Anthony Balic was appointed as the new CFO of the Company. A company controlled by him charged \$35,000 for the year ended May 31, 2020 (2019 - \$nil). As at May 31, 2020, the amount owed was \$26,250 (May 31, 2019 - \$nil).

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During the year ended May 31, 2020, the Company was charged directors fees of \$24,000 (2019 - \$24,000) by Ross MacLachlan. As at May 31, 2020, the Company had \$61,517 (2019 - \$nil) payable to Ross.

During the year ended May 31, 2020, the Company was charged directors fees of \$63,000 (2019 - \$nil) by Bahay Ozcakmak. As at May 31, 2020, the Company had \$30,037 (2019 - \$nil) payable to Bahay.

As at May 31, 2020, the Company charged management fees to Fidelity Minerals Corp. of \$30,000 (2019 - \$nil). Fidelity Minerals Corp. is a related party by virtue of a common executive and director.

Total amount accrued for Twenty-Second Yeneb Pty Limited as at May 31, 2020, which included fees and business expenses was \$588,922 (May 31, 2019 - \$361,569).

During the year ended May 31, 2019, Twenty-Second Yeneb Pty Limited, a company controlled by John Byrne advanced a loan to the Company. Interest payable at 10% per annum. As at May 31, 2020, total loan and interest outstanding is \$63,152 (May 31, 2019 - \$101,573).

**14. Interest in subsidiaries**

	<b>Country of incorporation</b>	<b>Equity holding – May 31, 2020</b>	<b>Equity holding – May 31, 2019</b>
Lion's Bay Capital inc. (Parent Entity)	Canada	N/A	N/A
Pan Andean Capital Pty Ltd.	Australia	100%	100%
Activated Water Technologies Pty Ltd.	Australia	0% (Sold)	46.49%
Consolidated Potash Corporation Ltd. (i)	Australia	0% (sold)	46.49%

- (i) On September 17, 2019, the Company sold its 46.49% shareholding in Consolidated Potash Corporation Limited (CPC) to Parkway Minerals NL, an ASX listed company. Lions Bay received 223,094,414 new ordinary shares in Parkway Minerals, 54,534,253 partly paid shares (deemed paid to \$0.001 and \$0.019 unpaid) and 10,000,000 Davenport Resources Limited shares from Parkway Minerals, which are also listed on the ASX. The total consideration received by Lions Bay for its shares and debt in Consolidated Potash Corporation, based on market value on 17 September 2019, amounted to \$1,437,505. During the year ended May 31, 2020 the gain on disposition recognized was \$555,249.

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<b>Consideration</b>	\$
Parkway Minerals NL	1,014,868
Parkway Minerals NL – partly paid	49,615
Davenport Resources Limited.	373,022
<b>Total Consideration</b>	<b>1,437,505</b>
<b>Assets and liabilities disposed</b>	
Cash	(5,962)
Other receivables	(1,323)
Exploration and evaluation assets	(1,451,332)
Borrowings	141,108
Accounts payable	109,145
Cumulative translation adjustment	44,302
Non-controlling interest	281,806
<b>Gain on disposition</b>	<b>555,249</b>

**15. Income Taxes**

Taxation in the Company's operational jurisdiction is calculated at the rate prevailing in its respective jurisdiction. There is no tax charge arising for the Company for the year in Canada and Australia. Based on its likely future income the Company has for the first time has recognised deferred tax assets and deferred tax liabilities

	<b>2020</b>	<b>2019</b>
	\$	\$
Net loss before tax per the accounts	(427,510)	(3,602,410)
Income taxed at local statutory rates - 27% (2019: 27%)	(115,000)	(972,650)
Change in unrecognized deductible temporary differences	(67,000)	1,012,707
Permanent differences	54,000	-
Change in statutory, foreign tax, foreign exchange and other	132,811	-
Income tax expense/(benefit)	4,811	40,057

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The Canadian Federal corporate tax rate remained at 15.00% and the British Columbia provincial tax rate remained at 11.00%. The tax rate of the subsidiaries operating in Australia remained at 27.00%.

**Deferred Tax Assets and Liabilities**

The nature and tax effect of the temporary differences giving rise to the deferred tax assets and liabilities at May 31, 2020 and May 31, 2019 are summarized as follows:

	<b>2020</b>	<b>2019</b>
	\$	\$
Deferred tax assets:		
-Tax loss	43,000	-
-Provisions	33,000	-
Deferred tax liabilities:		
-Investments	(76,000)	-
-Forex variance	-	-
Deferred tax asset/(liability) at year end	-	-

Significant components of deductible and taxable temporary differences, unused tax losses and unused tax credits are as follows:

	<b><u>2020</u></b>	<b><u>Expiry date</u></b>	<b><u>2019</u></b>
Property and equipment	\$74,000	No expiry	\$74,000
Share issuance costs	20,000	2040 to 2044	30,000
Investments	2,249,000	No expiry	2,003,000
Accruals and other	53,000	No expiry	34,000
Losses available for future periods	947,000	2030 to 2040	1,459,000

**16. Supplemental cash flow information**

	<b><u>2020</u></b>	<b><u>2019</u></b>
Shares received on settlement of other receivables (note 7)	\$ 185,000	\$ -
Cash paid for interest	35,058	-
Cash paid for taxes	-	-

## **LIONS BAY CAPITAL INC.**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
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### **17. Subsequent Events**

- (i) Subsequent to year end on September 14, 2020, the Company entered into a heads of agreement with Salamander Mining International Limited (“Salamander”), which is conditional on Salamander reaching an agreement with the Business Rescue Practitioner and certain other creditors. Should this transaction proceed, the Company will have the right, subject to various conditions, to acquire an interest in a South African gold mine and milling complex. The companies that currently own the mines and mills are under bankruptcy protection and Salamander is a major creditor. Salamander has submitted a proposal to the administrator under which operations would resume and Salamander would acquire the assets. Under the heads of agreement, the Company will be mandated to arrange the funding required to acquire and restart the mines. To secure the funding mandate, the Company will be obliged to arrange a USD \$1 million loan.
- (ii) Subsequent to year end on June 3, 2020, the Company acquired an additional 4,000,000 units of FMN at a price of \$0.025. Each unit consists of one common share and one transferable share purchase warrant with each warrant exercisable into an additional common share at \$0.05 per share until December 17, 2021.
- (iii) Subsequent to year end on August 10, 2020, the Company acquired an additional 5,015,583 units of FMN at a price of \$0.06. Each unit consists of one common share and one transferable share purchase warrant with each warrant exercisable into an additional common share at \$0.07 per share until August 10, 2021.