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## **American Lithium Corp.**

### **Condensed Interim Consolidated Financial Statements**

For the three and six months ended August 31, 2019 and 2018

(Expressed in Canadian Dollars)

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# American Lithium Corp.

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(Expressed in Canadian Dollars – Unaudited)

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### **NOTICE OF NO AUDIT OR REVIEW OF INTERIM FINANCIAL STATEMENTS**

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

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

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

# American Lithium Corp.

(Expressed in Canadian Dollars – unaudited)

## Condensed Interim Consolidated Statements of Financial Position

	August 31, 2019	February 28, 2019
	\$	\$
<b>ASSETS</b>		
<b>Current</b>		
Cash	20,325	1,040,477
Term deposit (Note 4)	28,814	29,017
Amounts receivable (Note 5)	78,529	94,043
Prepaid expenses and deposits	19,318	188,144
	<b>146,986</b>	<b>1,351,681</b>
<b>Non-current assets</b>		
Exploration and evaluation assets (Note 6)	5,482,616	9,586,805
Reclamation deposits (Note 7)	81,230	77,314
	<b>5,710,832</b>	<b>11,015,800</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 8)	376,584	719,848
Due to related parties (Note 9)	61,665	-
	<b>438,249</b>	<b>719,848</b>
<b>EQUITY</b>		
Share capital (Note 11)	41,358,802	41,190,052
Share subscriptions received (Note 11)	390,000	-
Equity reserves (Note 11)	1,481,790	1,943,265
Deficit	(37,958,009)	(32,837,365)
	<b>5,272,583</b>	<b>10,295,952</b>
	<b>5,710,832</b>	<b>11,015,800</b>

**Nature and continuance of operations** (Note 1)

**Subsequent events** (Note 15)

Approved on behalf of the Board of Directors on October 29, 2019:

/s/ Michael Kobler  
Michael Kobler, Director

/s/ Andrew Squires  
Andrew Squires, Director

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

# American Lithium Corp.

(Expressed in Canadian Dollars – unaudited)

## Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

	For the three months ended August 31,		For the six months ended August 31,	
	2019	2018	2019	2018
	\$	\$	\$	\$
<b>Operating Expenses</b>				
Consulting fees	19,250	254,239	49,250	471,623
Exploration and evaluation	433,811	666,896	751,116	901,190
Filing and listing fees	5,535	8,635	10,830	37,104
Foreign exchange (gain) loss	6,310	5,934	6,048	7,974
General and administrative	12,383	9,701	29,798	16,008
Insurance	3,895	3,530	7,925	10,236
Management fees (Note 9)	97,664	1,354	196,794	1,354
Marketing	57,944	710,569	236,799	893,380
Professional fees	8,373	10,860	22,170	32,985
Registrar and transfer agent fees	6,576	3,224	12,945	23,712
Rent	6,822	13,644	17,055	21,286
Share-based compensation	-	385,080	-	385,080
Travel	13,541	58,996	50,032	110,947
	(672,104)	(2,132,662)	(1,390,762)	(2,912,879)
<b>Other item</b>				
Write off of exploration and evaluation assets (Note 6)	(4,191,357)	-	(4,191,357)	-
<b>Net loss and comprehensive loss for the period</b>	<b>(4,863,461)</b>	<b>(2,132,662)</b>	<b>(5,582,119)</b>	<b>(2,912,879)</b>
<b>Basic and diluted loss per share</b>	<b>(0.08)</b>	<b>(0.05)</b>	<b>(0.09)</b>	<b>(0.07)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>	<b>62,605,742</b>	<b>46,413,933</b>	<b>62,559,818</b>	<b>41,153,607</b>

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

# American Lithium Corp.

(Expressed in Canadian Dollars – unaudited)

## Condensed Interim Consolidated Statements of Cash Flows

	For the six months ended August 31,	
	2019	2018
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss for the period	(5,582,119)	(2,912,879)
Items not affecting cash:		
Foreign exchange	(535)	(925)
Share-based compensation	-	385,080
Write off of exploration and evaluation assets	4,191,357	-
Accrued interest receivable	203	135
Changes in non-cash working capital items:		
Amounts receivable	15,514	(4,656)
Prepaid expenses and deposits	168,826	(587,746)
Accounts payable and accrued liabilities	(343,264)	152,443
Due to related parties	61,665	(73,553)
<b>Cash used in operating activities</b>	<b>(1,488,353)</b>	<b>(3,042,101)</b>
<b>INVESTING ACTIVITIES</b>		
Exploration and evaluation asset expenditures	(87,168)	(453,716)
Reclamation bonds	(3,381)	-
<b>Cash used in investing activities</b>	<b>(90,549)</b>	<b>(453,716)</b>
<b>FINANCING ACTIVITIES</b>		
Share issuance costs	-	(17,540)
Share subscriptions received	390,000	-
Warrants exercised	168,750	-
<b>Cash provided by financing activities</b>	<b>558,750</b>	<b>(17,540)</b>
<b>Change in cash during the period</b>	<b>(1,020,152)</b>	<b>(3,513,357)</b>
<b>Cash, beginning of period</b>	<b>1,040,477</b>	<b>3,934,384</b>
<b>Cash, end of period</b>	<b>20,325</b>	<b>421,027</b>

Supplementary cash flow disclosures (Note 14)

## American Lithium Corp.

(Expressed in Canadian Dollars – unaudited)

### Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

	Number of shares	Share capital \$	Share subscriptions received \$	Reserves			Deficit \$	Total \$
				Warrants \$	Share Options \$	Total \$		
<b>Balance at February 28, 2018</b>	<b>35,730,672</b>	<b>31,550,468</b>	-	<b>488,352</b>	<b>1,034,115</b>	<b>1,522,467</b>	<b>(16,021,347)</b>	<b>17,051,588</b>
Shares issued for asset acquisitions	12,380,000	4,270,500	-	-	-	-	-	4,270,500
Share issue costs	-	(17,540)	-	-	-	-	-	(17,540)
Stock options granted	-	-	-	-	385,080	385,080	-	385,080
Loss for the period	-	-	-	-	-	-	(2,912,879)	(2,912,879)
<b>Balance at August 31, 2018</b>	<b>48,110,672</b>	<b>35,803,428</b>	-	<b>488,352</b>	<b>1,419,195</b>	<b>1,907,547</b>	<b>(18,934,226)</b>	<b>18,776,749</b>
Private placements	11,256,500	4,502,600	-	-	-	-	-	4,502,600
Shares issued for asset acquisitions	500,000	237,500	-	-	-	-	-	237,500
Share issue costs	-	(245,634)	-	79,413	-	79,413	-	(166,221)
Stock options exercised	150,000	90,195	-	-	(43,695)	(43,695)	-	46,500
Warrants exercised	2,138,570	801,963	-	-	-	-	-	801,963
Loss for the period	-	-	-	-	-	-	(13,903,139)	(13,903,139)
<b>Balance at February 28, 2019</b>	<b>62,155,742</b>	<b>41,190,052</b>	-	<b>567,765</b>	<b>1,375,500</b>	<b>1,943,265</b>	<b>(32,837,365)</b>	<b>10,295,952</b>
Share subscriptions received	-	-	390,000	-	-	-	-	390,000
Warrants exercised	450,000	168,750	-	-	-	-	-	168,750
Warrant expired	-	-	-	(461,475)	-	(461,475)	461,475	-
Loss for the period	-	-	-	-	-	-	(5,582,119)	(5,582,119)
<b>Balance at August 31, 2019</b>	<b>62,605,742</b>	<b>41,358,802</b>	<b>390,000</b>	<b>106,290</b>	<b>1,375,500</b>	<b>1,481,790</b>	<b>(37,958,009)</b>	<b>5,272,583</b>

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

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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### 1. NATURE AND CONTINUANCE OF OPERATIONS

American Lithium Corp. (the "Company") was incorporated in the Province of British Columbia. The Company is engaged in the business of identification, acquisition and exploration of mineral interests. The Company's head office is located at 1507 – 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3, Canada, and registered and records office is located at Suite 2200, 885 West Georgia Street, Vancouver, BC, V6C 3E8, Canada.

On May 2, 2018, the Company implemented a share split on its outstanding share capital on a two-for-one basis. The share consolidation and share split have been applied retrospectively and as a result all shares, options, warrants, and per share amounts are stated on an adjusted basis.

At the date of these condensed interim consolidated financial statements, the Company has not identified a known body of commercial grade minerals on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

A number of alternatives are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. In addition, management closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

As at August 31, 2019, the Company was in the process of exploring its principal mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

The Company incurred a loss of \$5,582,119 (August 31, 2018 - \$2,912,879) for the six months ended August 31, 2019. As at August 31, 2019, the Company had an accumulated deficit of \$37,958,009 (February 28, 2019 - \$32,837,365), which has been funded primarily by the issuance of equity. The Company's ability to continue as a going concern and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors give rise to a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern.

These condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed interim consolidated financial statements.

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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### 2. BASIS OF PREPARATION

#### Statement of compliance

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounts Standards (“IAS”) 34, “Condensed Interim Financial Reporting” using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. Therefore, it is recommended that this financial report be read in conjunction with the audited annual financial statements of the Company for the year ended February 28, 2019.

#### Basis of presentation

The condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable.

#### Principles of consolidation

The condensed interim consolidated financial statements include the financial statements of the Company and the following subsidiaries:

Name	Jurisdiction	Parent company
1032701 B.C. Ltd.	British Columbia, Canada	American Lithium Corp.
1032701 Nevada Ltd.	Nevada, USA	1032701 B.C. Ltd.
1065604 B.C. Ltd.	British Columbia, Canada	American Lithium Corp.
1065604 Nevada Ltd.	Nevada, USA	1065604 B.C. Ltd.
1067323 B.C. Ltd.	British Columbia, Canada	American Lithium Corp.
1067323 Nevada Ltd.	Nevada, USA	1067323 B.C. Ltd.
1074654 B.C. Ltd.	British Columbia, Canada	American Lithium Corp.
1074654 Nevada Ltd.	Nevada, USA	1074654 B.C. Ltd.
1134989 B.C. Ltd.	British Columbia, Canada	American Lithium Corp.
1134989 Nevada Ltd.	Nevada, USA	1134989 B.C. Ltd.

All intercompany transactions, balances, revenues and expenses are eliminated on consolidation.

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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### 3. SIGNIFICANT ACCOUNTING POLICIES

#### a) Significant accounting judgments, estimates and assumptions

The preparation of the Company's condensed interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and contingent liabilities at the date of the condensed interim consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The more significant areas are as follows:

- the estimates and assumptions used in the share-based payments;
- the determination that the Company has no decommissioning liabilities; and
- the determination of recoverability on exploration and evaluation assets.

Critical judgments in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the condensed interim consolidated financial statements:

- the determination that the Company will continue as a going concern for the next year; and
- the assessment of the deferred income tax assets and liabilities are probable to be recovered from future income.

#### b) Exploration and evaluation assets

The cost of acquiring and maintaining the Company's interest in its exploration and evaluation assets are capitalized on a property-by-property basis pending determination of the technical feasibility and the commercial viability of the project. The capitalized costs are presented as either tangible or intangible exploration and evaluation assets according to the nature of the assets acquired. When a license is relinquished or a project is abandoned, the related costs are recognized in profit and loss immediately.

Exploration and evaluation costs are expensed as incurred. Costs directly related to the acquisition are capitalized once the legal rights to explore the exploration and evaluation assets are acquired or obtained. When the technical and commercial viability of a mineral resource has been demonstrated and a development decision has been made, the capitalized costs of the related property are first tested for impairment, then transferred to mining assets and depreciated using the units of production method on commencement of commercial production.

Management reviews the carrying value of capitalized exploration and evaluation assets at least annually. The review is based on the Company's intentions for development of an undeveloped property. If a project does not prove viable, all unrecoverable costs associated with the project net of any previous impairment provisions are written off. Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped property. Amounts shown for exploration and evaluation assets, net of write-downs and recoveries, are not intended to represent present or future values.

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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

##### b) Exploration and evaluation assets (continued)

Title to exploration and evaluation assets 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 exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties are in good standing.

##### c) Functional currency

The majority of transactions are in Canadian dollars and therefore the reporting and functional currency of the Company and its subsidiaries is the Canadian dollar.

##### d) Impairment

The Company's tangible and intangible assets are reviewed for indications of impairment at each statement of financial position date. If indications of impairment exist, the asset's recoverable amount is estimated. An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit and loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, as if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### e) Financial instruments

##### Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statements of financial position subsequent to inception and how changes in value are recorded. Amounts receivable and reclamation deposits are measured at amortized cost with subsequent impairments recognized in profit or loss and cash and term deposit are classified as FVTPL.

##### Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

##### Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statements of financial position subsequent to inception and how changes in value are recorded. Accounts payable and due to related parties are classified as other financial liabilities and carried on the statements of financial position at amortized cost.

As at August 31, 2019, the Company does not have any derivative financial liabilities.

# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

### 4. TERM DEPOSIT

The Company has a \$28,750 term deposit which earns interest at 1.25% per annum and matures on June 28, 2020. The term deposit has been assigned as security to the BMO Bank of Montreal. As at August 31, 2019, the Company accrued \$64 in interest receivable.

### 5. AMOUNTS RECEIVABLE

	August 31, 2019	February 28, 2019
	\$	\$
GST receivable	78,529	94,043

### 6. EXPLORATION AND EVALUATION ASSETS

	Colorado Property	Fish Lake Valley	Atlantis	Fish South Property	Gap Lode Claim Block Property	TLC Property	Extinction Ridge Property	Total
	\$	\$	\$	\$	\$	\$	\$	\$
Balance, February 28, 2018	4,826,000	1,490,511	4,999,028	1,966,851	-	-	-	13,282,390
Additions:								
Common shares issued	-	76,500	32,000	22,000	4,140,000	130,000	107,500	4,508,000
Option payments in cash	-	128,940	12,828	-	39,201	131,785	131,115	443,869
Maintenance fees	54,309	122,080	32,294	25,674	12,156	14,739	-	261,252
Write-off	-	(1,818,031)	(5,076,150)	(2,014,525)	-	-	-	(8,908,706)
Balance, February 28, 2019	4,880,309	-	-	-	4,191,357	276,524	238,615	9,586,805
Additions:								
Maintenance fees	-	-	-	-	-	74,650	12,518	87,168
Write-off	-	-	-	-	(4,191,357)	-	-	(4,191,357)
<b>Balance, August 31, 2019</b>	<b>4,880,309</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>351,174</b>	<b>251,133</b>	<b>5,482,616</b>

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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

##### Colorado Property - Nevada, USA

On May 24, 2016, the Company entered into an agreement to acquire all the outstanding share capital of 1067323 B.C. Ltd. ("1067323 BC"), a privately-held British Columbia based mineral exploration company, by issuing 1,200,000 common shares with a fair value of \$8,340,000. 1067323 BC has a wholly-owned subsidiary, 1067323 Nevada Ltd. For accounting purposes, this transaction was considered to be outside the scope of IFRS 3 *Business Combinations* since 1067323 BC was inactive prior to the transaction and was limited to the holding of the Colorado Property and accordingly did not constitute a business. The transaction was accounted for in accordance with IFRS 2 *Share-based Payment* whereby the Company was deemed to issue shares in exchange for the net assets of 1067323 BC together with its right to earn a 100% interest in mineral claims of the Colorado Property.

1067323 BC is a party to an earn-in option agreement with Colorado Exploration Inc. ("Colorado Optionor") to acquire a series of 193 placer and 44 lode claims, over 4,870 acres (1,971 hectares) in Fish Lake Valley, Nevada, USA (the "Colorado Property"). Under an earn-in option agreement, the Company has the right to acquire a 100% interest in the Colorado property, subject to a one percent (1.0%) net smelter returns royalty, by making a payment of \$200,000 and issuing 80,000 common shares to the Colorado Optionor. During the year ended February 28, 2017, the Company issued a total of 80,000 common shares at a fair value of \$556,000 to the Colorado Optionor. The payment of \$200,000 was paid prior to the acquisition of 1067323 BC.

##### Fish Lake Valley Project - Nevada, USA

On March 8, 2016 and amended subsequently on February 14, 2018, the Company entered into a Share Purchase Agreement to acquire 100% of 1032701 B.C. Ltd. ("1032701 BC") by issuing 800,000 common shares at a fair value of \$1,000,000. 1032701 BC has a wholly-owned subsidiary, 1032701 Nevada Ltd. ("1032701 Nevada"), which holds the earn-in option as described below. For accounting purposes, this transaction was considered to be outside the scope of IFRS 3 *Business Combinations* since 1032701 BC was inactive prior to the transaction and its only asset was the Fish Lake Valley property and accordingly did not constitute a business. The transaction was accounted for in accordance with IFRS 2 *Share-based Payment* whereby the Company was deemed to issue shares in exchange for the net assets of 1032701 BC together with its right to earn a 100% interest in the mineral claims of the Fish Lake Valley project.

The "Fish Lake Valley Project" consists of a series of 98 placer claims comprising a total of 7,840 acres in Esmeralda County, Nevada, USA. As at April 30, 2019, the Company decided not to proceed with the acquisition and terminated the option agreement. The Company wrote-off the related costs it had incurred resulting in a write-off of \$1,818,031 being recognized during the year ended February 28, 2019.

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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

#### Atlantis Property - Nevada, USA

On May 6, 2016, the Company entered into a Share Purchase Agreement to acquire 100% of 1065604 B.C. Ltd. ("1065604 BC") by issuing 906,666 common shares at a fair value of \$4,760,000. For accounting purposes, this transaction was considered to be outside the scope of IFRS 3 *Business Combinations* since 1065604 BC was inactive prior to the transaction and was limited to the holding of the Atlantis Property and accordingly did not constitute a business. The transaction was accounted for in accordance with IFRS 2 *Share-based Payment* whereby the Company was deemed to issue shares in exchange for the net assets of 1065604 BC together with its right to earn an 80% interest in the mineral claims of the Atlantis Property.

Prior to the above noted acquisition, 1065604 BC entered into a Property Option Agreement with Nevada Sunrise Gold Corporation ("Atlantis Optionor") to acquire a 80% undivided interest in the Atlantis property. The Atlantis property consists of a series of 69 placer claims and 19 association placer claims, comprising a total of 2,882 acres, located in Esmeralda County, Nevada, USA. As at April 30, 2019, the Company decided not to proceed with the acquisition and terminated the option agreement. The Company wrote-off the related costs it had incurred resulting in a write-off of \$5,076,150 being recognized during the year ended February 28, 2019.

#### Fish South Property - Nevada, USA

On June 1, 2016, the Company, through 1032701 Nevada Ltd., finalized an option agreement with TY & Sons Explorations (Nevada), Ltd. ("FS Optionor"), who has the right to acquire a 100% interest in a series of mineral claims located in Esmeralda County, Nevada, USA (the "Fish South Property"), subject to a 2.5% NSR.

As at June 1, 2018, the Company fulfilled its commitments and acquired an 80% undivided interest in the Fish South property. As at April 30, 2019, the Company decided not to proceed with the acquisition and terminated the option agreement. The Company wrote-off the related costs it had incurred resulting in a write-off of \$2,014,525 being recognized during the year ended February 28, 2019.

#### Gap Lode Claim Block Property - Nevada, USA

On March 6, 2018, the Company entered into a share purchase agreement to acquire 100% of 1134989 B.C. Ltd. ("1134989 BC"), an arm's length party to the Company, by issuing 12,000,000 common shares at a fair value of \$4,140,000. 1134989 BC has a wholly-owned subsidiary, 1134989 Nevada Ltd. ("1134989 Nevada"). For accounting purposes, this transaction was considered to be outside the scope of IFRS 3 *Business Combinations* since 1134989 BC was inactive prior to the transaction and was limited to the holding of the Gap Lode Claim Block properties and accordingly did not constitute a business. The transaction was accounted for in accordance with IFRS 2 *Share-based Payment* whereby the Company was deemed to issue shares in exchange for the net assets of 1134989 BC together with its right to earn an 100% interest in the mineral claims of the Gap Lode Claim Block Property. The Gap Lode Claim Block Property consists of a series of 54 unpatented lode claims located in Esmeralda County, Nevada, USA.

Prior to the above noted acquisition, 1134989 BC entered into a mineral property option agreement with David Mough to acquire a 100% undivided interest in the Gap Lode Claim Block Property. The required cash payment of \$13,295 (US\$10,000) was paid by 1134989 BC prior to the acquisition. Subsequent to the six months ended August 31, 2019, the Company decided not to proceed with the acquisition of the property, resulting in a write-off of \$4,191,357 being recognized during the six months ended August 31, 2019.

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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

##### Tonopah Claystone Claims ("TLC") Property - Nevada, USA

On August 13, 2018, the Company finalized a purchase/royalty agreement with Nevada Alaska Mining Co., Inc. ("TLC Royalty Holder"), who has the claims and title to a series of unpatented lode mining claims located in Nye County, Nevada, USA (the "TLC Property"), subject to an overriding 2.5% gross royalty, of which 1.25% can be purchased within 3 years for \$1 million. Under the agreement, the terms of the purchase is outlined below:

	Common Shares	Cash
	#	US\$
On or before three business days following receipt of the approval of the TSX-V to the transaction ("TLC Closing Date") (issued and paid)	250,000	50,000
Within 90 days of the TLC Closing Date (paid)	-	50,000
Total	250,000	100,000

In addition, if the Company calculates a mineral resource on the TLC Property exceeding 500,000 tons of Lithium Carbonate Equivalent ("LCE") in all reserve categories, the Company will issue a bonus payment of 250,000 shares to TLC Royalty Holder. An additional 250,000 shares will be issued to TLC Royalty Holder if the calculation exceeds 1,500,000 tons of LCE on the TLC Property. As at November 21, 2018, the Company fulfilled its commitments and acquired a 100% undivided interest in the TLC property. During the year ended February 28, 2019, the Company issued 250,000 common shares at a fair value of \$130,000 and paid \$131,785 (US\$100,000) to TLC Royalty Holder.

##### Extinction Ridge Property - Nevada, USA

On November 5, 2018, the Company finalized a purchase/royalty agreement with Nevada Alaska Mining Co., Inc. ("Extinction Ridge Royalty Holder"), who has the claims and title to a series of unpatented lode mining claims located in Eureka County, Nevada, USA (the "Extinction Ridge Property"), subject to an overriding 2% gross royalty, of which 1% can be purchased within 6 years for \$1 million. Under the agreement, the terms of the purchase is outlined below:

	Common Shares	Cash
	#	US\$
On or before five business days following receipt of the approval of the TSX-V to the transaction ("Extinction Ridge Closing Date") (issued and paid)	250,000	50,000
Within 90 days of the Extinction Ridge Closing Date (paid)	-	50,000
Total	250,000	100,000

In addition, if the Company calculates a mineral resource on the Extinction Ridge Property exceeding 50,000,000 pounds of Vanadium Pentoxide ("V2O5") in all reserve categories, the Company will issue a bonus payment of 250,000 shares to Extinction Ridge Royalty Holder. An additional 250,000 shares will be issued to Extinction Ridge Royalty Holder if the calculation exceeds 150,000,000 pounds of V2O5 on the Extinction Ridge Property. As at February 4, 2019, the Company fulfilled its commitments and acquired a 100% undivided interest in the Extinction Ridge Property. During the year ended February 28, 2019, the Company issued 250,000 common shares at a fair value of \$107,500 and paid \$131,115 (US\$100,000) to Extinction Ridge Royalty Holder.

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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#### 7. RECLAMATION DEPOSITS

Reclamation deposits consist of a term deposit and bonds recorded at cost and held as security by the Provincial Government of British Columbia and the State of Nevada respectively, with regards to certain exploration properties described in Note 6.

#### 8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	August 31, 2019	February 28, 2019
	\$	\$
Accounts payable	333,547	670,811
Accrued liabilities	43,037	49,037
	<b>376,584</b>	<b>719,848</b>

#### 9. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

	For the six months ended August 31,	
	2019	2018
	\$	\$
Consulting fees	-	30,000
Management fees	196,794	135,061
Share-based compensation	-	112,315
	<b>196,794</b>	<b>277,376</b>

During the six months ended August 31, 2019, the Company entered into the following transactions with key management personnel:

- Paid or accrued management fees of \$136,794 (August 31, 2018 – \$105,061) to the Chief Executive Officer of the Company and to a company controlled by the Chief Executive Officer.
- Paid or accrued management fees of \$60,000 (August 31, 2018 – \$30,000) and consulting fees of \$nil (August 31, 2018 - \$30,000) to a director of the Company and a company controlled by the director.
- As at August 31, 2019, the Company owed \$61,665 (February 28, 2019 - \$nil) to related parties for unpaid fees.

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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### 10. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders, to maintain creditworthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares. The Company includes the components of shareholders' equity in its management of capital.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares to raise cash and obtain bridging loans from related parties. The Company's investment policy is to invest its cash in investment instruments in financial institutions with terms to maturity selected with regards to the expected time of expenditures from continuing operations.

There were no changes in the Company's management of capital during the six months ended August 31, 2019.

### 11. SHARE CAPITAL

#### Authorized

Unlimited number of common shares, without par value.

#### Issued

*During the six months ended August 31, 2019:*

The Company issued 450,000 common shares in connection with the exercise of 450,000 warrants with an exercise price of \$0.375 for total proceeds of \$168,750.

*During the year ended February 28, 2019:*

On March 20, 2018, the Company issued 180,000 common shares with a fair value of \$76,500 in accordance to the amended option agreement for Fish Lake Valley Project as described in Note 6.

On May 2, 2018, the Company implemented a share split on its outstanding share capital on a two-for-one basis. This share split has been applied retrospectively and as a result all shares, options, warrants, and per share amounts are stated on a post-split basis.

On May 11, 2018, the Company issued 100,000 common shares with a fair value of \$32,000 in accordance to the option agreement for the Atlantis Property as described in Note 6.

On June 1, 2018, the Company issued 100,000 common shares with a fair value of \$22,000 in accordance to the option agreement for the Fish South Property as described in Note 6.

On June 13, 2018, in accordance with a share purchase agreement dated March 6, 2018, the Company issued 12,000,000 common shares with a fair value of \$4,140,000 to the shareholders of 1134989 BC, to acquire all of the outstanding share capital of 1134989 BC as described in Note 6.

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# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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### 11. SHARE CAPITAL (continued)

#### Issued (continued)

*During the year ended February 28, 2019: (continued)*

On September 20, 2018, the Company completed a private placement of 11,256,500 units at a price of \$0.40 per unit for gross proceeds of \$4,502,600. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant is exercisable to acquire one additional common share at an exercise price of \$0.75 per share for a period of two years. Finders' fees of \$140,182 were paid and 350,455 common share purchase warrants, having the same terms as the warrants issued under the private placement, were issued in connection with completion of the private placement. The finders' warrants were valued at an aggregate of \$79,413 or \$0.22 per warrant using the Black-Scholes pricing model with the following assumptions: estimated life of two years, risk-free rate of 2.19%, volatility of 130%, and nil forecasted dividend yield.

On October 3, 2018, the Company issued 250,000 common shares with a fair value of \$130,000 in connection with the purchase/royalty agreement for the TLC Property.

On January 29, 2019, the Company issued 250,000 common shares with a fair value of \$107,500 in connection with the purchase/royalty agreement for the Extinction Ridge Property.

The Company issued 2,138,570 common shares in connection with the exercise of 2,138,570 warrants with an exercise price of \$0.375 for total proceeds of \$801,963. In addition, the Company issued 150,000 common shares in connection with the exercise of 150,000 stock options with an exercise price of \$0.31 for total proceeds of \$46,500. As a result, the Company transferred \$43,695 representing the fair value of the exercised share options from reserves to share capital.

#### Warrants

During the year ended February 28, 2019, the Company issued the following warrants:

- In connection with the September 2018 private placement, 5,628,250 warrants with an exercise price of \$0.75 per warrant plus 350,455 agents' warrants with an exercise price of \$0.75 per warrant having a total value of \$79,413.

Details of common share purchase warrants outstanding at August 31, 2019 are as follows:

Number of warrants	Exercise price	Remaining life	Expiry date
	\$	(years)	
130,000	0.50	1.05	September 17, 2020
595,000	2.50	0.60	April 6, 2020
2,041,232	1.25	0.50	February 28, 2020
21,411,430	0.375	0.42	February 1, 2020
5,978,705	0.75	1.07	September 25, 2020
<b>30,156,367</b>			

# American Lithium Corp.

## Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

### 11. SHARE CAPITAL (continued)

#### Warrants (continued)

A summary of changes of warrants outstanding is as follows:

	Warrants	Weighted average exercise price
		\$
Balance, February 28, 2018	27,303,898	0.56
Issued	5,978,705	0.75
Exercised	(2,138,570)	0.375
Expired	(136,000)	0.35
Balance, February 28, 2019	27,303,898	0.61
Exercised	(450,000)	0.375
Expired	(401,666)	5.07
<b>Balance, August 31, 2019</b>	<b>30,156,367</b>	<b>0.55</b>

#### Stock Options

The Company has established a stock option plan for directors, employees, and consultants. Under the Company's stock option plan, the exercise price of each option is determined by the Board, subject to the Discounted Market Price policies of the TSX Venture Exchange. The aggregate number of shares issuable pursuant to options granted under the plan is limited to 10% of the Company's issued shares at the time the options are granted. The aggregate number of options granted to any one optionee in a 12 month period is limited to 5% of the issued shares of the Company. The options vest on the date of grant.

On June 29, 2018, the Board of Directors of the Company approved the issuance 1,200,000 stock options to certain officer, directors, and consultants at an exercise price of \$0.35. These options were granted for a period of five years and vest upon issuance. The estimated fair value, \$385,080, was calculated using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate of 1.93%, forfeiture rate of 0%, no annual dividends, expected volatility of 153% and a market price of shares at grant date \$0.35.

On February 9, 2018, the Board of Directors of the Company approved the issuance 3,550,000 stock options to certain officer, directors, and consultants at an exercise price of \$0.31. These options were granted for a period of five years and vest upon issuance. The estimated fair value, \$1,034,115, was calculated using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate of 2.18%, forfeiture rate of 0%, no annual dividends, expected volatility of 165% and a market price of shares at grant date \$0.31.

As at August 31, 2019, the following options were outstanding and exercisable:

Number of options	Exercise price	Remaining life	Expiry date
	\$	(years)	
3,400,000	0.31	3.45	February 9, 2023
1,200,000	0.35	3.83	June 29, 2023
<b>4,600,000</b>			

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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#### 11. SHARE CAPITAL (continued)

##### Stock Options (continued)

A summary of changes of stock options outstanding is as follows:

	Options	Weighted average exercise price
		\$
Balance, February 28, 2018	3,550,000	0.31
Granted	1,200,000	0.35
Exercised	(150,000)	0.31
<b>Balance, February 28 and August 31, 2019</b>	<b>4,600,000</b>	<b>0.32</b>

These options entitle the holder thereof the right to acquire one common share for each option held.

##### Share Subscriptions Received

As at August 31, 2019, the Company received share subscriptions totalling \$390,000 related to a private placement completed subsequently (Note 15).

#### 12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's condensed interim consolidated financial instruments consist of cash, term deposit, amounts receivable, accounts payable and due to related parties. As at August 31, 2019, the Company classifies its cash and term deposit as fair value through profit and loss, its amounts receivable, reclamation deposits, accounts payable, and due to related parties at amortized cost. The fair values of these financial instruments approximate their carrying values because of their current nature.

The Company classifies the fair value of these financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Cash and term deposit is classified under Level 1.

Level 2 – Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices). The Company does not have any financial instruments classified under Level 2.

Level 3 – Valuations in the level are those with inputs for the asset or liability that are not based on observable market data. Accounts payable and accrued liabilities are classified under Level 3.

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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#### 12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The Company's financial instruments are exposed to the following risks:

##### Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and term deposit. The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at August 31, 2019 relating to cash and term deposit of \$49,139. The cash and term deposit is held at a Canadian chartered bank and the Company considers the credit risk to be minimal.

##### Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. As at August 31, 2019, the Company had a cash balance of \$20,325 to settle liabilities of \$438,249. Liquidity risk is assessed as high.

##### Foreign Exchange Risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable that are denominated in a foreign currency. As at August 31, 2019, a 10% fluctuation in the foreign exchange rate of the United States dollar against the Canadian dollar would affect the Company's cash and account payable by approximately \$15,000.

##### Interest Rate Risk

The Company has cash balances and term deposits with interest based on the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

##### Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of lithium. The Company closely monitors commodity prices to determine the appropriate course of actions to be taken.

During the six months ended August 31, 2019, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities.

#### 13. SEGMENTED INFORMATION

As of August 31, 2019, the Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. All of the Company's interests in mineral properties are located in Nevada, USA.

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## American Lithium Corp.

### Notes to Condensed Interim Consolidated Financial Statements

For the three and six months ended August 31, 2019

(Expressed in Canadian Dollars)

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#### 14. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

	For the six months ended August 31,	
	2019	2018
	\$	\$
<b>Supplemental cash-flow disclosure:</b>		
Interest	-	-
Income taxes	-	-
<b>Supplemental non-cash disclosure:</b>		
Shares issued for exploration and evaluation assets (Note 6)	-	4,270,500
Exploration and evaluation assets included in accounts payable and accrued liabilities	-	12,837
Reclassification of expired warrants	<b>461,475</b>	-

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#### 15. SUBSEQUENT EVENTS

In October 2019, the Company closed a non-brokered private placement financing of 5,796,331 units at a price of \$0.15 per unit for gross proceeds of \$869,450. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company with an exercise price of \$0.25 for a period of 24 months from the closing date.

In October 2019, the Company decided not to proceed with the acquisition Gap Lode Claim Block Property. As a result, the Company wrote-off the related costs it had incurred. (Note 6)