



NICKEL NORTH EXPLORATION

**NICKEL NORTH EXPLORATION CORP.**

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018

# Independent Auditor's Report

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To the Shareholders of Nickel North Exploration Corp.:

## Opinion

We have audited the financial statements of Nickel North Exploration Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2019, and the statements of loss and comprehensive loss, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

## 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 Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that as at December 31, 2019 the Company had a working capital deficiency of \$1,283,768 and an accumulated deficit of \$2,463,699 since inception. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

## Other Matter

The financial statements of the Company for the year ended December 31, 2018 were audited by another auditor who expressed an unmodified opinion on those statements on April 29, 2019.

## Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Jian-Kun Xu.

Vancouver, British Columbia

May 13, 2020

  
Chartered Professional Accountants

**NICKEL NORTH EXPLORATION CORP.**  
**STATEMENTS OF FINANCIAL POSITION**  
**AS AT DECEMBER 31, 2019 AND 2018**  
(Expressed in Canadian Dollars)

	Note	2019	2018
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	4	\$ 32,374	\$ 53,889
Sales tax recoverable and other receivables		6,518	7,127
Prepaid expenses and deposits		6,743	5,706
Restricted cash	5	28,750	28,750
<b>Total current assets</b>		74,385	95,472
Equipment	6	6,108	6,968
Exploration and evaluation assets	7	10,747,866	10,761,711
<b>Total assets</b>		\$ 10,828,359	\$ 10,864,151
<b>LIABILITIES AND EQUITY</b>			
<b>Current liabilities</b>			
Accounts and other payables	8/10	\$ 265,884	\$ 100,843
Loan payable	10	1,092,269	893,470
<b>Total current liabilities</b>		1,358,153	994,313
Deferred income tax liabilities	13	96,334	194,574
<b>Total liabilities</b>		1,454,487	1,188,887
<b>Equity</b>			
Share capital	9	11,101,459	11,101,459
Contributed surplus		736,112	736,112
Deficit		(2,463,699)	(2,162,307)
<b>Total equity</b>		9,373,872	9,675,264
<b>Total liabilities and equity</b>		\$ 10,828,359	\$ 10,864,151

Going concern (Note 2)

Subsequent events (Note 15)

The financial statements were approved and authorized for issue by the board of directors on May 13, 2020 and were signed on behalf by:

“Jingbin Wang”

Director

“Yingting Guo”

Director

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

**NICKEL NORTH EXPLORATION CORP.**  
**STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(Expressed in Canadian Dollars)

	Note	2019	2018
<b>EXPENSES</b>			
Accounting and audit		\$ 17,000	\$ 17,650
Bank charges and interest	10	100,003	70,012
Consulting fees	10	152,002	129,252
Depreciation		860	860
Legal		9,273	9,834
Media and conference		950	2,524
Office administration and miscellaneous		21,355	23,294
Transfer agent and filing fees		11,827	13,589
Travel and promotion		884	1,405
Wages and benefits	10	58,953	113,796
		(373,107)	(382,216)
<b>OTHER ITEMS</b>			
Interest and other income		754	578
Impairment of exploration and evaluation assets	7	(27,278)	-
		(26,524)	578
<b>Net loss before income taxes</b>		(399,631)	(381,638)
Deferred income tax recovery	13	98,239	103,015
<b>Net and comprehensive loss for the year</b>		\$ (301,392)	\$ (278,623)
<b>Basic and diluted loss per common share</b>		\$ (0.00)	\$ (0.00)
<b>Weighted average number of common shares outstanding</b>		76,518,747	76,518,747

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

**NICKEL NORTH EXPLORATION CORP.**  
**STATEMENTS OF CHANGES IN EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance, January 1, 2018	76,518,747	\$ 11,101,459	\$ 736,112	\$(1,883,684)	\$ 9,953,887
Net loss for the year	-	-	-	(278,623)	(278,623)
Balance, December 31, 2018	76,518,747	\$ 11,101,459	\$ 736,112	\$(2,162,307)	\$ 9,675,264
Net loss for the year	-	-	-	(301,392)	(301,392)
Balance, December 31, 2019	76,518,747	\$ 11,101,459	\$ 736,112	\$(2,463,699)	\$ 9,373,872

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

**NICKEL NORTH EXPLORATION CORP.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(Expressed in Canadian Dollars)

	2019	2018
<b>CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES</b>		
Net loss for the year	\$ (301,392)	\$ (278,623)
Items not affecting cash:		
Depreciation	860	860
Interest	98,799	69,322
Impairment of exploration and evaluation assets	27,278	-
Deferred income tax recovery	(98,239)	(103,015)
Changes in non-cash working capital items:		
Sales tax recoverable and other receivables	608	4,864
Prepaid expenses and deposits	(1,036)	20
Account and other payables	165,040	82,139
Net cash used in operating activities	(108,082)	(224,433)
<b>CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES</b>		
Exploration and evaluation assets, net	(13,433)	(38,172)
Purchase equipment	-	-
Net cash used in investing activities	(13,433)	(38,172)
<b>CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES</b>		
Loan received from a related party	100,000	200,000
Repayment of related party loan	-	-
Net cash provided by financing activities	100,000	200,000
<b>Change in cash and cash equivalents during the year</b>	<b>(21,515)</b>	<b>(62,605)</b>
<b>Cash and cash equivalents, beginning of the year</b>	<b>53,889</b>	<b>116,494</b>
<b>Cash and cash equivalents, end of the year</b>	<b>\$ 32,374</b>	<b>\$ 53,889</b>

**Supplemental cash flow information** (Notes 4 and 11)

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

**NICKEL NORTH EXPLORATION CORP.**  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018  
(Expressed in Canadian Dollars)

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**1. NATURE OF BUSINESS**

Nickel North Exploration Corp. (the “Company”) was incorporated under the laws of British Columbia, Canada on February 27, 2007 as Orient Ventures Capital Inc. and changed its name to Nickel North Exploration Corp. on July 30, 2012. The Company maintains its registered and head office at Suite 890, 580 Hornby Street, Vancouver, British Columbia, Canada, V6C 2E7.

The Company is currently engaged in the acquisition, exploration and evaluation of mineral property interests in Canada. The Company’s common shares are listed on the TSX Venture Exchange (TSX-V) under the symbol “NNX”.

**2. BACKGROUND, BASIS OF PREPARATION AND GOING CONCERN**

**Basis of preparation**

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

**Basis of measurement**

These financial statements have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values. In addition these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

**Functional and presentation currency**

These financial statements are presented in Canadian dollars, which is the Company’s functional currency.

**Going concern**

The Company is an exploration stage company. At present, the Company’s operations do not generate cash flows. As at December 31, 2019, the Company had a working capital deficiency of \$1,283,768 and an accumulated deficit of \$2,463,699. The continuing operations of the Company are dependent upon its ability to raise adequate financing and to commence profitable operations in the future. Although the Company has been successful in raising funds in the past, there is no assurance that it will be able to obtain adequate financing in the near future, which raises material uncertainty and may cast significant doubt about the Company’s ability to continue as a going concern. The directors, after reviewing the current cash position and having considered the Company’s ability to raise funds in the short term, believe that the going concern basis is appropriate in preparing its financial statements.

These financial statements do not include adjustments that would be required if going concern was not deemed an appropriate basis for preparation of the financial statements. These adjustments could be material.

**Use of estimates and judgements**

The preparation of the financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period.

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**2. BACKGROUND, BASIS OF PREPARATION AND GOING CONCERN (continued)**

Actual results could differ from these estimates. Significant areas requiring the use of management estimates and judgments include:

- i) The assessment of indications of impairment for exploration and evaluation assets requires judgements and the measuring of the recoverable amount when impairment tests have been prepared involve estimates.
- ii) The determination of deferred income tax assets or liabilities requires judgment regarding future income tax rates and the likelihood of utilizing tax carry-forwards and temporary differences. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.
- iii) The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its exploration projects and working capital requirements.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

**Cash and cash equivalents**

Cash and cash equivalents consist of cash held at banks and highly liquid investments that are readily convertible to known amounts of cash.

**Restricted cash**

Restricted cash consist of term deposit held as collateral for corporate credit card.

**Equipment**

Equipment is recorded at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset into operation and an initial estimate of any rehabilitation obligation. Depreciation of the equipment is calculated using the straight line basis, net of any estimated residual value, over their estimated useful lives. Computer equipment is depreciated over 10 years.

An item of equipment is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statement of comprehensive loss. The Company conducts an annual assessment of the residual balances, useful lives and depreciation methods being used for equipment and any changes arising from the assessment are applied by the Company prospectively.

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

**Exploration and evaluation assets**

Once a license to explore an area has been secured, all direct costs related to the acquisition, exploration and evaluation of mineral property interests are capitalized into intangible exploration and evaluation assets on a property by property basis until such time that technical feasibility and commercial viability of extracting a mineral resource has been determined for a property, in which case the capitalized exploration and evaluation costs that give rise to future economic benefits are transferred and capitalized into property, plant and equipment. The Company records expenditures on exploration and evaluation activities at cost. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Proceeds received from a partial sale or option of any interest in a property is credited against the carrying value of the property. When the proceeds exceed the carrying costs, the excess is recorded in profit or loss in the period the excess is received. When all of the interest in a property is sold, subject only to any retained royalty interests which may exist, the accumulated exploration and evaluation costs are written-off, with any gain or loss included in profit or loss in the period the transfer takes place. No initial value is assigned to any retained royalty interest. A royalty interest is subsequently assessed for value by reference to developments on the underlying mineral property.

**Impairment of non-financial assets**

Management assesses the exploration and evaluation assets and equipment for indicators of impairment at each statement of financial position date or whenever events or conditions indicate that its carrying amount may not be recoverable. If, after management review, it is determined that there are events or conditions that indicate the carrying amount of an asset is impaired, that asset is written down to its estimated recoverable amount. The recoverable amount of an asset is determined as the higher of its fair value less costs to sell and its 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 assets. An impairment loss is reversed if 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 amortisation, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

**Provision for decommissioning and restoration obligations**

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of mineral properties in the year in which it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount can be made. Initially, a provision for a decommissioning liability is recognized based on expected future cash flows required to settle the obligation and discounted at a pre-tax rate specific to the liability. Such costs arise from the decommissioning of site preparation work, discounted to their net present value which is capitalized to the carrying amount of the asset. The capitalized amount is depreciated on the same basis as the related asset. Following the initial recognition of the decommissioning liability, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate and the amount or timing of the underlying cash flows needed to settle the obligation. The increase in the provision due to passage of time is recognized as interest expense. Significant judgments and estimates are involved in forming expectations of the amounts and timing of future closure and reclamation cash flows. As at December 31, 2019 and 2018, the Company has no known restoration, rehabilitation or environmental liabilities related to its mineral properties.

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

**Government assistance**

Mining tax credits and mining duties are recorded in the year of receipt. Quebec mining exploration tax credits for certain exploration expenditures incurred in Quebec are treated as a reduction of the exploration and evaluation costs of the respective mineral property.

**Financial instruments**

i) Financial assets

All financial assets are initially recorded at fair value net of transaction costs, if applicable, and are classified as measured at amortized cost, fair value through other comprehensive income (“FVTOCI”) or fair value through profit or loss (“FVTPL”).

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortized cost using the effective interest rate method. The Company does not have any financial assets measured at amortized cost.

Upon initial recognition of equity securities, the Company may make an irrevocable election (on an instrument-by-instrument basis) to designate its equity securities that would otherwise be measured at FVTPL to present subsequent changes in fair value in other comprehensive income. Designation at FVTOCI is not permitted if the equity investment is held for trading or if it is contingent consideration recognized by an acquirer in a business combination. Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other OCI. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to retained earnings. The Company does not have any financial assets classified as FVTOCI.

By default, all other financial assets are measured subsequently at FVTPL. The Company’s cash and cash equivalents and restricted cash are measured at FVTPL.

ii) Financial Liabilities

All financial liabilities are initially recorded at fair value and classified as measured at amortized cost or FVTPL.

Financial are subsequently measured at amortized cost using the effective interest rate method except for financial liabilities at FVTPL, financial guarantee contracts, loan commitments as below-market interest rate, and liabilities related to contingent consideration of an acquirer in a business combination. The Company’s accounts and other payables and loan payable are measured at amortized cost.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized in the statement of comprehensive loss. The Company does not have any financial liabilities classified as FVTPL.

**NICKEL NORTH EXPLORATION CORP.**  
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**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Financial instruments (continued)**

iii) Impairment of financial assets

The Company recognizes loss allowances for expected credit losses (“ECLs”) on:

- Financial assets measured at amortized cost; and
- Debt investments measured at FVOCI;

*Credit-impaired financial assets*

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- Significant financial difficulty of the borrower or issuer;
- A breach of contract such as a default or being more than 90 days past due;
- The restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- It is probable that the borrower will enter bankruptcy or other financial reorganization; or
- The disappearance of an active market for a security because of financial difficulties.

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to the statement of comprehensive loss and is recognized in OCI.

*Write-off of financial assets*

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company’s procedures for recovery of amounts due.

iv) Derecognition of financial assets and financial liabilities

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the statement of comprehensive loss

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

**Financial instruments (continued)**

v) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Share capital**

The Company records proceeds from the issuance of its common shares as equity. Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on their market value at the date that shares are issued.

**Loss per share**

Basic earnings/loss per share is calculated by dividing the earnings/loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the earnings/loss attributable to common shareholders equals the reported earnings/loss attributable to owners of the Company. The diluted earnings/loss per share reflects all dilutive potential common shares equivalents, which comprise outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

**Share-based payments**

Share-based payments to employees and others providing similar services are measured at the grant date fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of options expected to vest. The offset to the recorded cost is to contributed surplus. The number of options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount ultimately recognized as an expense is based on the number of options that eventually vest. Consideration received on the exercise of stock options is recorded as share capital and the related contributed surplus is transferred to share capital.

The fair value of the stock options is determined using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility), weighted average expected life of the instruments (based on historical experience), expected dividends, expected forfeitures, and the risk-free interest rate (based on government bonds).

**Income taxes**

Current income taxes receivable or payable are estimated on taxable income or loss for the current year at the statutory tax rates enacted or substantively enacted at the reporting date.

Deferred income tax is recognized on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. Deferred income tax assets also result from unused loss carry forwards and other deductions. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. Deferred income tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, only to the extent that it is probable that future taxable profit will be available against which they can be utilized.

**NICKEL NORTH EXPLORATION CORP.**  
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(Expressed in Canadian Dollars)

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

**Income taxes (continued)**

Deferred income tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

**Flow-through shares**

Canadian tax legislation permits a company to issue flow-through shares whereby the deduction for tax purposes relating to qualified resource expenditures is claimed by the investors rather than the Company. On issue, share capital is recorded at the trading value of an ordinary common share. The difference between the proceeds and the ordinary common share value is recorded as a flow-through share premium liability. The flow-through share premium liability is reduced upon incurring qualifying expenditures and renouncement by the Company of the tax benefits associated with the related expenditures. To the extent that suitable deferred income tax assets are available, the Company will reduce any deferred income tax liability and record a deferred income tax recovery or expense.

**Adoption of new accounting standards effective January 1, 2019**

**IFRS 16 Leases** - In June 2016, the IASB issued IFRS 16 – Leases. IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17.

The adoption of this standard did not have an impact on the Company's financial statement.

**IFRIC 23 Uncertainty over Income Tax Treatments** - In June 2017, the International Accounting Standards Board (IASB) issued a new International Financial Reporting Interpretations Committee (IFRIC) interpretation, incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in September 2017, to specify how to reflect the effects of uncertainty in accounting for income taxes. IAS 12 Income Taxes provides requirements on the recognition and measurement of current or deferred income tax liabilities and assets. However, it does not provide a specific requirement for the accounting for income tax when the application of tax law to a particular transaction or circumstance is uncertain. As a result, the interpretation aims to reduce the diversity in how entities recognise and measure a tax liability or tax asset when there is uncertainty over income tax treatments.

The adoption of this standard did not have an impact on the Company's financial statement.

**New accounting standards issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods beginning on or after January 1, 2020, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

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

**IAS 1 Presentation of Financial Statements (Amendment)** - In October 2018, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in February 2019. The amendments clarify the definition of material and how it should be applied, as well as align the definition of material across IFRS standards and other publications. The amended definition of material states:

Information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity.

The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. Earlier application is permitted. The Company does not expect the adoption of this standard to have a significant impact on the Company’s financial statements.

**IFRS 7 Financial Instruments: Disclosure (Amendment)** - In September 2019, the International Accounting Standards Board (IASB) issued amendments to IFRS 7 Financial Instruments: Disclosures, which were incorporated into Part I of the CPA Canada Handbook – Accounting by the Accounting Standards Board (AcSB) in November 2019. The amendments to IFRS 7 arise as a result of amendments made to IAS 39 Financial Instruments: Recognition and Measurement and IFRS 9 Financial Instruments to provide temporary relief from applying specific hedge accounting requirements that could have resulted in the discontinuation of hedge accounting solely due to the uncertainty arising from interest rate benchmark reform. Accordingly, IFRS 7 has been amended to provide specific disclosure requirements regarding uncertainty arising from interest rate benchmark reform, which include:

- Significant interest rate benchmarks to which the entity’s hedging relationships are exposed.
- The extent of the risk exposure the entity manages that is directly affected by the interest rate benchmark reform.
- How the entity is managing the process to transition to alternative benchmark rates.
- A description of significant assumptions or judgments the entity made.
- The nominal amount of the hedging instruments in those hedging relationships.

The amendments are effective for annual periods beginning on or after January 1, 2020. Earlier application is permitted. The Company does not expect the adoption of this standard to have a significant impact on the Company’s financial statements.

**4. CASH AND CASH EQUIVALENTS**

	2019	2018
Cash	\$ 32,374	\$ 13,889
Guaranteed investment certificates	-	40,000
	<b>\$ 32,374</b>	<b>\$ 53,889</b>

As at December 31, 2018, the Company’s guaranteed investment certificate of \$40,000 bears interest at 1.3% per annum and matured in 2019.

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**5. RESTRICTED CASH**

The Company has provided corporate credit cards to its directors with a credit limit totalling \$25,000 to pay the Company's expenses. As collateral for the credit cards, the Company has a one-year term deposit of \$28,750 earning annual interest at the prime rate minus 2.7% per annum. As at December 31, 2019, the credit cards had a payable balance of \$7,301 (2018– \$343) in total, which is included in accounts and other payables.

**6. EQUIPMENT**

	Office Equipment	
<b>Cost</b>		
Balance as at January 1, 2018	\$	15,100
Addition		-
Balance as at December 31, 2018		15,100
Addition		-
Balance as at December 31, 2019	\$	15,100
<b>Accumulated depreciation</b>		
Balance as at January 1, 2018	\$	7,272
Depreciation for the year		860
Balance as at December 31, 2018		8,132
Depreciation for the year		860
Balance as at December 31, 2019	\$	8,992
<b>Net book value</b>		
Net book value as at December 31, 2018	\$	6,968
Net book value as at December 31, 2019	\$	6,108

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**7. EXPLORATION AND EVALUATION ASSETS**

	December 31, 2017	Additions	December 31, 2018	Additions	December 31, 2019
<b>Hawk Ridge Property, Quebec</b>					
Acquisition costs					
Option payments	\$ 2,817,657	\$ -	\$ 2,817,657	\$ -	\$ 2,817,657
Other property costs	214,384	9,295	223,679	37,486	261,165
	3,032,041	9,295	3,041,336	37,486	3,078,822
Exploration costs					
Accommodation/camp	654,291	-	654,291	-	654,291
Assays	597,146	9,528	606,674	10,385	617,059
Drilling	1,919,144	-	1,919,144	-	1,919,144
Field supplies	823,250	-	823,250	-	823,250
Geological consulting	2,487,656	12,250	2,499,906	6,300	2,506,206
Miscellaneous	329,053	-	329,053	-	329,053
Transportation	1,740,024	-	1,740,024	-	1,740,024
Travel	365,263	-	365,263	-	365,263
	8,915,827	21,778	8,937,605	16,685	8,954,290
Impairment	-	-	-	(27,278)	(27,278)
Mining exploration tax credits	(1,217,231)	-	(1,217,231)	(40,738)	(1,257,969)
Balance, end of the year	10,730,637	31,073	10,761,710	(13,845)	10,747,865
<b>Nairn Property, Ontario</b>					
Acquisition costs	242,182	-	242,182	-	242,182
Exploration costs					
Geological consulting	650	-	650	-	650
Miscellaneous	5,460	-	5,460	-	5,460
	248,292	-	248,292	-	248,292
Impairment	(248,291)	-	(248,291)	-	(248,291)
Balance, end of the year	1	-	1	-	1
Total balance, end of the year	\$ 10,730,638	\$ 31,073	\$ 10,761,711	\$ (13,845)	\$ 10,747,866

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**7. EXPLORATION AND EVALUATION ASSETS (continued)**

Hawk Ridge Property:

On March 29, 2012, the Company entered into an option agreement with Anthem Resources Inc. (“Anthem”) and its wholly-owned subsidiary (together the “Optionors”), which was subsequently amended on May 15, 2012 (the “First Amendment”), on February 15, 2013 (the “Second Amendment”), and on April 17, 2013 (the “Third Amendment”) whereby the Optionors granted the Company an option to acquire a 100% interest in the Hawk Ridge Ni-Cu-PGE Project in Northern Quebec (the “Hawk Ridge Property”) by making staged payments totaling \$2,000,000 in cash, \$907,919 equivalent in common shares of the Company and \$92,081 by services in kind to Anthem by December 31, 2013 as follows:

- Pay \$500,000 in cash (paid) and \$250,000 in common shares (issued) within five business day of TSX-V final approval of the transaction;
- Pay \$500,000 in cash (paid) and \$250,000 in common shares (issued) by December 31, 2012; and
- Pay \$1,000,000 in cash (reduced by \$92,081 for 20% of geophysical survey costs paid by the Company) and issue \$500,000 in common shares (\$500,000 divided by the greater of (A) the price per consideration share (“Share”), equal to 10% discount to the Share’s moving average trading price for the 20 day period immediately preceding the date of issuance, and (B) \$0.20) on or before December 31, 2013 (issued).

During the year ended December 31, 2013, under the Third Amendment, in lieu of paying \$1,000,000 in cash on or before December 31, 2013, the Company issued to the Optionors 3,631,675 units (the “Conversion Units”) equal to \$907,919 (\$1,000,000 less \$92,081 for the geophysical survey costs) divided by \$0.25 per Conversion Unit. Each Conversion Unit consists of one common share and one half of one common share purchase warrant with each whole warrant entitling the holder to acquire one additional common share for a period of two years, at an exercise price of \$0.35 per share in the first year and \$0.60 per share in the second year. In addition, the Company issued 2,500,000 common shares equal to \$500,000 divided by the greater of \$0.20 or a 10% discount to the 20 day moving average trading price of the Company for the 20 day period immediately preceding the date of issuance.

On May 1, 2013, the Company has fulfilled all option payments and acquired 100% ownership of the Hawk Ridge Property.

The property is subject to a 3% net smelter returns royalty (“NSR”) and the Company has the option to purchase one-third of the NSR (1%) for \$1,000,000.

During the year ended December 31, 2019, the Company determined that 55 claims in the outer boundaries of the Hawk Ridge Property have lapsed and impaired the property accordingly and recorded an impairment loss of \$27,278 (December 31, 2018 – nil).

Nairn Property:

On August 23, 2013, pursuant to a property purchase agreement with Sino Minerals Corp. (“Sino Minerals”) entered into on June 27, 2013, the Company acquired all of Sino Mineral’s 100% interest in 14 mining claims covering a total area of approximately 2,860 hectares located in the Province of Ontario and known as the Nairn Property (the “Nairn Property”), subject to a 2% net smelter returns royalty over six of the claims and third party freehold patent surface rights over eight of the claims. In consideration for the Nairn Property, the Company issued to Sino Minerals 2,000,000 common shares at a market price of \$0.12 per share for a fair value of \$240,000.

The Company has no future planned exploration activity on the property and has recorded a write-down of \$248,291 for the year ended December 31, 2017 for the difference between the estimated recoverable amount as at December 31, 2017 of \$1 and the carrying value of the property.

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**8. ACCOUNTS AND OTHER PAYABLES**

The Company's accounts and other payables are as follows:

	2019	2018
Accounts payable	\$ 97,463	\$ 20,073
Accrued expenses	161,120	80,427
Other payable	7,301	343
	<b>\$ 265,884</b>	<b>\$ 100,843</b>

Please also refer to note 10 for breakdown of due to related party balances included in accounts and other payables.

**9. SHARE CAPITAL**

**Authorized**

The Company has authorized an unlimited number of common shares with no par value and an unlimited number of non-voting, non-participating, non-cumulative preferred shares without par value issuable in series.

**Shares issued and outstanding**

	Note	Number of Common Shares	\$
Balance, January 1, 2019, December 31, 2019 and 2018		76,518,747	11,101,459

During the years ended December 31, 2019 and 2018, the Company had no common share transactions. As at December 31, 2019 and 2018, the Company does not have any preferred shares outstanding.

**Stock options**

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. The exercise price of each option shall not be less than the market price of the Company's stock at the date of grant. The options can be granted for a maximum term of 5 years and vest as determined by the board of directors.

During the years ended December 31, 2019 and 2018, no stock options were granted.

No outstanding and exercisable option at January 1, 2019, December 31, 2019 and 2018.

**Warrants**

The Company uses the residual value approach when allocating the fair value of the share purchase warrants issued in conjunction with the offering of units through a private placement. The Company determines the fair value of the common share and the residual value is allocated to the share purchase warrant for unit offerings that contain a common share and a share purchase warrant. Agents' warrants are measured at fair value on the date of the grant as determined using a Black-Scholes option pricing model.

During the years ended December 31, 2019 and 2018, the Company did not issue any warrants or have any warrant transactions.

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**10. RELATED PARTY TRANSACTIONS AND BALANCES**

The Company entered into the following related party transactions for the years ended December 31, 2019 and 2018:

- a) Incurred consulting fees of \$35,750 (2018 - \$78,000) from a company controlled by the former Chief Executive Officer (“CEO”) of the Company.
- b) Incurred consulting fees of \$35,000 (2018 - \$nil) from a company controlled by the Chief Executive Officer (“CEO”) of the Company.
- c) Incurred corporate consulting fees of \$30,000 (2018 - \$30,000) from the Company’s majority shareholder.
- d) On November 2, 2016 the Company entered into a loan agreement with its majority shareholder, Sinotech (Hong Kong) Corporation Limited. (“Sinotech”) for the principal amount of \$300,000. The loan was unsecured, bore interest at 8% per annum and matured on December 31, 2016. On December 30, 2016 and June 28, 2017, the Company and Sinotech entered into loan amendment agreements and as of December 31, 2017, the total loan payable to Sinotech from the Company including accrued interest was \$624,148.

On May 31, 2018, the Company and Sinotech entered into Amendment No.3 to the Loan Agreement (“Amendment No.3”) to further extend the repayment term of the loan to December 31, 2018, increase the principal amount of the loan to \$844,005 and increase the interest rate on the loan from 8% per annum to 10% per annum. On December 27, 2018, the Company and Sinotech entered into Amendment No.4 to the Loan Agreement (“Amendment No.4”) to further extend the repayment term of the loan to March 31, 2019 and increase the principal amount of the loan to \$892,248. On March 18, 2019, the Company and Sinotech entered into Amendment No.5 to the Loan Agreement (“Amendment No.5”) to further extend the repayment term of the loan payable to June 30, 2019 and increase the principal amount of the loan to \$1,021,620. The Company subsequently received the \$100,000 loan principal from Sinotech on April 26, 2019. On July 16, 2019, the Company and the Sinotech entered into Amendment No.6 to the Loan Agreement (“Amendment No. 5”) to further extend the repayment term of the loan to the Company to December 31, 2019, while also increasing the principal amount of the loan to \$1,039,849. On January 13, 2020, the Company and the Sinotech entered into Amendment No.7 to the Loan Agreement (“Amendment No. 6”) to further extend the repayment term of the loan to the Company to December 31, 2020, while also increasing the principal amount of the loan to \$1,092,269. The new principal amount comprises the current principal amount of the loan advanced to the Company to date and accrued interest thereon. The new principal amount will bear interest at a fixed rate of 10% per annum. All other terms and conditions of initial loan agreement between the Company and the Lender dated November 2, 2016 remain in force and are unamended except to the extent amended by the parties.

During the year ended December 31, 2019, the Company incurred interest expense of \$98,799 (December 31, 2018 - \$69,322) in relation to this loan payable. As at December 31, 2019, the total loan payable to Sinotech from the Company including accrued interest was \$1,092,269 (December 31, 2018 - \$893,470).

- e) Incurred director fees of \$21,252 (2018 - \$21,252) from the directors of the Company which have been included in consulting fees in the statement of comprehensive loss.
- f) Included in account and other payables is \$258,582 (2018 - \$94,077) due to directors, officers and companies controlled by directors and officers for services rendered and unpaid director fees. These amounts are unsecured, non-interest bearing, and have no specific terms of repayment.

Key management includes directors (executive and non-executive) and senior officers of the Company, including the CEO and Chief Financial Officer. The compensation paid or payable to key management personnel for the years ended December 31, 2019 and 2018 are as follows:

	2019	2018
Wage and consulting fees	\$ 184,926	\$ 209,250

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**11. SUPPLEMENTAL CASH FLOW INFORMATION**

	2019	2018
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -

**Significant non-cash investing and financing transactions**

There were no significant non-cash investing or financing transactions for the years ended December 31, 2019 and 2018.

**12. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the exploration and evaluation of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of shareholders' equity in the definition 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 its capital structure, the Company may attempt to issue new shares, issue new debt, and acquire or dispose of assets. The Board of Directors does not establish quantitative return on capital criteria for management.

There were no changes in the Company's approach to capital management from the prior year. The Company is not subject to externally imposed capital requirements.

**13. INCOME TAXES**

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of operations and comprehensive loss for the years ended December 31, 2019 and December 31, 2018:

	2019	2018
	\$	\$
Net loss before tax	(399,631)	(381,638)
Statutory tax rate	27.0%	27.0%
Expected income tax (recovery)	(107,900)	(105,918)
Non-deductible items	16	27
Change in tax rates	-	2,876
Change in estimates	9,645	-
Total income tax expense (recovery)	(98,239)	(103,015)
	2019	2018
	\$	\$
Current tax expense (recovery)	-	-
Deferred tax expense (recovery)	(98,239)	(103,015)
Total tax expense (recovery)	(98,239)	(103,015)

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**13. INCOME TAXES (continued)**

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Details of deferred tax assets (liabilities) are as follows:

	<b>2019</b>	<b>2018</b>
	<b>\$</b>	<b>\$</b>
Non-capital losses carryforwards	1,366,976	1,266,689
Intangible Assets	(1,464,253)	(1,461,974)
Fixed Assets	943	711
Net deferred tax assets (liabilities)	<u>(96,334)</u>	<u>(194,574)</u>

**14. FINANCIAL INSTRUMENTS**

**Fair values**

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts and other payables, and loan payable. The fair value of these financial instruments approximates their carrying value due to their current nature or short term to maturity.

The following table summarizes the carrying values of the Company's financial instruments:

	2019	2018
FVTPL financial assets (i)	\$ 61,124	\$ 82,639
Amortized cost liabilities (ii)	\$ 1,358,153	\$ 994,313

- (i) Cash and cash equivalents and restricted cash
- (ii) Accounts and other payables and loan payable

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and
- Level 3 – Inputs that are not based on observable market data

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

	Level 1	Level 2	Level 3	Total
	2019			
Cash and cash equivalents	\$ 32,374	\$ -	\$ -	\$ 32,374
Restricted cash	\$ 28,750	\$ -	\$ -	\$ 28,750

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**14. FINANCIAL INSTRUMENTS (continued)**

**Financial risk management**

The Company's financial risks arising from its financial instruments are credit risk, liquidity risk, and interest rate risk. The Company's exposures to these risks and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

*Credit risk*

Credit risk is the risk of potential loss to the Company if the counter party to a financial instrument fails to meet its contractual obligations. The credit risk of the Company is associated with cash and cash equivalents. The credit risk with respect to its cash and cash equivalents is minimal as they are held with high-credit quality financial institutions. Management does not expect these counterparties to fail to meet their obligations.

*Liquidity risk*

Liquidity risk is the risk that the Company will not meet its obligations associated with its financial liabilities as they fall due. As at December 31, 2019, the Company had a working capital deficiency of \$1,283,768 (2018 – \$898,841). All of the Company's financial liabilities are classified as current.

At present, the Company's operations do not generate positive cash flow. The Company's primary source of funding has been the issuance of equity securities through private placements, issuance of debt, and the exercise of stock options and warrants. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

Significant contractual obligations in years subsequent to December 31, 2019 are as follows:

	Carrying value	Contractual cash flows	< 1 year	1 – 3 years
Accounts and other payables	\$ 265,884	\$ 265,884	\$ 265,884	\$ -
Loan payable	\$ 1,092,269	\$ 1,092,269	\$ 1,092,269	\$ -

*Interest rate risk*

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents and restricted cash maintained at the financial institutions. The interest rate risks on cash and cash equivalents are not considered significant due to their short-term nature.

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**15. SUBSEQUENT EVENTS**

**Loan Amendment**

On January 13, 2020, the Company and Sinotech entered into Amendment No.7 to the Loan Agreement (“Amendment No.5”) to further extend the repayment term of the loan payable to December 31, 2020 and increase the principal amount of the loan to \$1,092,269 (Refer to Note 10(d)).

**COVID-19 Outbreak**

Subsequent to year-end, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. We anticipate this outbreak may increase difficulties in financing and increased government regulations, all of which may negatively impact the Company’s business and financial condition.