

GAINEY CAPITAL CORP.

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEARS ENDED MARCH 31, 2020 AND 2019

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Gainey Capital Corp.

Opinion

We have audited the consolidated financial statements of Gainey Capital Corp. and its subsidiaries (the "Company") which comprise the consolidated statement of financial position as at March 31, 2020, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the year then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2020, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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

Other Matters

The consolidated financial statements of Gainey Capital Corp., for the year ended March 31 2019 were audited by another auditor who expressed an unmodified opinion on those statements on July 29, 2019.

Emphasis of Matter - Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

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

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

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 Consolidated Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Fernando J. Costa.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, Canada
July 29, 2020

GAINEY CAPITAL CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

AS AT

	MARCH 31, 2020	MARCH 31, 2019
ASSETS		
Current		
Cash and cash equivalents	\$ 75,459	\$ 992,841
Restricted cash (Note 13)	46,000	46,000
Receivables	5,957	6,880
Due from related party (Note 10)	101,008	-
Prepaid expenses	6,896	10,667
	<u>235,320</u>	1,056,388
Plant and equipment (Note 5)	232,759	264,685
Exploration and evaluation assets (Note 6)	2,484,644	1,999,036
	<u>\$ 2,952,723</u>	<u>\$ 3,320,109</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 7)	\$ 221,186	\$ 94,927
Due to related party (Note 10)	2,625	2,137
Shares subscriptions returnable (Note 8)	2,550	52,550
	<u>226,361</u>	149,614
Shareholders' equity		
Share capital (Note 8)	13,332,970	13,257,970
Share subscriptions receivable (Note 8)	(52,400)	(52,400)
Reserves	1,420,220	1,088,782
Deficit	(11,974,428)	(11,123,857)
	<u>2,726,362</u>	3,170,495
	<u>\$ 2,952,723</u>	<u>\$ 3,320,109</u>

Nature and continuance of operations (Note 1)

Subsequent event (Note 15)

On behalf of the Board:

"David Coburn"

Director

"Brent Omland"

Director

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

GAINEY CAPITAL CORP.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Year ended March 31, 2020	Year ended March 31, 2019
EXPENSES		
Accounting and audit (Note 10)	\$ 93,366	\$ 74,082
Amortization (Note 5)	53,591	67,339
Consulting fees	-	60,650
Legal	4,195	20,027
Management fees (Note 10)	159,978	157,980
Office	45,714	57,899
Repairs and maintenance	10,000	48,806
Shareholder and investor relations	97,776	265,526
Share-based compensation (Note 8)	325,938	-
Transfer agent and regulatory fees	20,136	32,042
Travel	44,536	101,699
	<u>(855,230)</u>	<u>(886,050)</u>
Interest income	606	577
Foreign exchange gain	4,053	1,519
	<u>4,659</u>	<u>2,096</u>
Loss and comprehensive loss for the year	<u>\$ (850,571)</u>	<u>\$ (883,954)</u>
Loss per common share – basic and diluted	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Weighted average number of shares	<u>84,193,136</u>	<u>62,446,392</u>

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

GAINNEY CAPITAL CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED MARCH 31, 2020 and 2019

	Number of Shares	Share Capital		Reserves	Deficit	Total	
		Amount	Share subscriptions received				Share subscriptions receivable
Balance – April 1, 2018	58,618,940	12,113,485	7,200	(190,700)	1,088,782	(10,239,903)	2,778,864
Shares issued for private placement	25,300,000	1,265,000	-	-	-	-	1,265,000
Shares issued	60,000	7,200	(7,200)	-	-	-	-
Share subscriptions received	-	-	-	18,300	-	-	18,300
Share issue costs	-	(7,715)	-	-	-	-	(7,715)
Shares cancelled	(1,000,000)	(120,000)	-	120,000	-	-	-
Loss for the period	-	-	-	-	-	(883,954)	(883,954)
Balance – March 31, 2019	82,978,940	\$ 13,257,970	\$ -	\$ (52,400)	\$ 1,088,782	\$ (11,123,857)	\$ 3,170,495
Balance – April 1, 2019	82,978,940	13,257,970	-	(52,400)	1,088,782	(11,123,857)	3,170,495
Shares issued for property	1,217,532	75,000	-	-	-	-	75,000
Share-based compensation	-	-	-	-	331,438	-	331,438
Loss for the period	-	-	-	-	-	(850,571)	(850,571)
Balance – March 31, 2020	84,196,472	\$ 13,332,970	\$ -	\$ (52,400)	\$ 1,420,220	\$ (11,974,428)	\$ 2,726,362

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

GAINEY CAPITAL CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

CASH PROVIDED BY (USED IN):	Year ended March 31, 2020	Year ended March 31, 2019
Cash flows from operating activities:		
Loss for the year	\$ (850,571)	\$ (883,954)
Non-cash items:		
Amortization	53,591	67,339
Share-based compensation	331,438	-
Changes in non-cash working capital:		
Receivables	(23,755)	(204)
Prepaid expense	3,771	(3,584)
Accounts payable and accrued liabilities	76,747	26,359
Due from/to related party	(76,330)	71,219
	<u>(485,109)</u>	<u>(722,825)</u>
Cash flows from investing activities:		
Plant and property purchases	(21,665)	-
Additions to exploration and evaluation assets	(410,608)	(195,728)
	<u>(432,273)</u>	<u>(195,728)</u>
Cash flows from financing activities:		
Shares issued for cash (net)	-	1,265,000
Share subscriptions returnable	-	52,550
Share issue costs	-	(7,715)
Share subscriptions receivable	-	18,300
	<u>-</u>	<u>1,328,135</u>
Change in cash	(917,382)	409,582
Cash – beginning of year	992,841	583,259
Cash – end of year	\$ 75,459	\$ 992,841
Supplemental disclosure on non-cash financing activities:		
Exploration and evaluation asset expenditures included in accrued liabilities	\$ 65,262	\$ -
Shares issued for property	75,000	-
Cancelled shares	-	(120,000)
Shares issued for subscriptions received previously	-	7,200
Share-based compensation included in Exploration & Evaluation	5,500	-

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

GAINEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED MARCH 31, 2020 AND 2019

1. NATURE AND CONTINUANCE OF OPERATIONS

Gainey Capital Corp. (the “Company”) is in the business of mineral property exploration and development in Mexico. The Company was incorporated under the Business Corporations Act (British Columbia) on February 11, 2011 and is publicly listed on the TSX Venture Exchange (the “Exchange”) under the symbol GNC. The Company’s head office is located at Suite 312–125 West 18th Street, Vancouver, BC, Canada V7M 1W5.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether they contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets 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 had a net loss of \$850,571 for the year ended March 31, 2020, an accumulated deficit of \$11,974,428 (2019 – 11,123,857), which has been funded primarily by the issuance of equity. The Company’s ability to continue as a going concern is uncertain and is dependent upon the generation of profits from exploration and evaluation assets, obtaining additional financing or maintaining continued support from its shareholders and creditors. In the event that additional financial support is not received or operating profits are not generated, the carrying values of the Company’s assets may be adversely affected. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

These 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 consolidated financial statements.

2. BASIS OF PREPARATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on July 29, 2020.

Consolidation

The consolidated financial statements include, on a consolidated basis, the assets, liabilities, revenues and expenses of the Company and its wholly-owned dormant subsidiaries, Gainey Mexico, S.A. de C.V. and Minera Buena Fortuna, S.A. de C.V., which were incorporated in Mexico and which carry out the exploration and evaluation activities in Mexico. The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All intercompany transactions and balances are eliminated on consolidation.

Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial assets and financial liabilities measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

GAINEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED MARCH 31, 2020 AND 2019

2. BASIS OF PREPARATION (cont'd)

Use of Estimates and Judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

(i) Critical accounting estimates:

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

The carrying value and the recoverability of exploration and evaluation assets – Management has determined that exploration and evaluation costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, scoping and feasibility studies, accessibility of facilities and existing permits.

Recovery of deferred tax assets – Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The Company has not recorded any deferred tax assets.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Determination of functional currency

In accordance with IAS 21, “The Effects of Changes in Foreign Exchange Rates” management determined that the functional currency of the parent Company as well as the Company’s Mexican subsidiaries is the Canadian dollar.

Going concern

The assessment of the Company’s ability to execute its strategy by funding future working capital requirements involves judgement. The management monitor future cash requirements to assess the Company’s ability to meet these future funding requirements. Further information regarding going concern is outlined in Note 1.

GAINEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED MARCH 31, 2020 AND 2019

3. SIGNIFICANT ACCOUNTING POLICIES

Exploration and evaluation assets

All property payments and all costs related to the exploration permitting process, exploration and development of evaluation and exploration assets are capitalized by property until the commencement of commercial production. Properties that have close proximity and have the possibility of being developed as a single mine are grouped as projects and are considered separate cash generating units (“CGU”) for the purpose of determining future mineral reserves and impairments.

Management reviews the capitalized costs on its evaluation and exploration assets at least annually to consider if there is an impairment in value to take into consideration from current exploration results and management’s assessment of the future probability of profitable operations from the property, or likely gains from the disposition or option of the property. If a property is abandoned, or considered to have no future economic potential, the acquisition and accumulated exploration and evaluation costs are written off to profit or loss. If the carrying value of a project exceeds its estimated value, an impairment provision is recorded.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the exploration and evaluation asset is considered to be a mine under development and is classified as “Mining Assets”. Exploration and evaluation expenditures accumulated are also tested for impairment before the property costs are transferred to mining assets.

Plant and equipment

Plant and equipment are recorded at cost less accumulated amortization and, where applicable, impairment losses. The cost less residual value is amortized over the estimated useful life. The estimated useful lives, residual values and depreciation method are reviewed at the end of each annual period of financial reporting and the impact of any change in estimates is recognized prospectively. Depreciation is calculated using the declining balance method at a rate of 20% for processing plant and equipment and mining equipment, and at 30% for transportation equipment.

Impairment of long-lived assets

At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there are any indicators of impairment. If any such indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where the asset does not generate cash inflows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit (“CGU”) to which the asset belongs. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset or CGU’s value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Estimated future cash flows are calculated using estimated recoverable reserves, estimated future commodity prices and the expected future operating and capital costs. The pre-tax discount rate applied to the estimated future cash flows reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Determining the discount rate includes appropriate adjustments for the risk profile of the country in which the individual asset or CGU operates.

GAINNEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED MARCH 31, 2020 AND 2019

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment of long-lived assets (cont'd)

If the carrying amount of an asset or CGU exceeds its recoverable amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in profit or loss.

Assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstance indicate that the impairment may have reversed. Where an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortization or depletion) had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of impairment is recognized as a gain in profit or loss.

Provision for environmental rehabilitation

The Company recognizes the liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets in the period when the liability arises. The net present value of future rehabilitation costs is capitalized to the long-lived asset to which it relates with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision.

The increase in the provision due to the passage of time is recognized as interest expense.

The Company has no known restoration, rehabilitation or environmental costs related to its long-lived assets.

Share-based payments

The Company grants stock options to certain directors and employees of the Company. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. Fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. Compensation expense is recognized over the tranche's vesting period by increasing reserves based on the number of awards expected to vest. The number of awards expected to vest is reviewed at least annually, with any impact being recognized immediately. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of the goods or services received.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

GAINEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income taxes

Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years. Deferred tax is recognized in respect of temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it does not recognize the asset. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVTOCI”), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company has classified its financial assets and liabilities as at March 31, 2020 as follows:

Financial assets/liabilities	Classification
Cash and cash equivalents	FVTPL
Restricted cash	FVTPL
Due from related parties	Amortized cost
Due to related parties	Amortized cost
Receivables	Amortized cost
Accounts payable	Amortized cost

Measurement

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise.

GAINEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment of financial assets at amortized cost

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.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss.

Foreign exchange

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian dollar ("CAD" or "\$") are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

4. NEW STANDARDS PRONOUNCEMENTS

The Company adopted the following IFRS standard effective April 1, 2019.

IFRS 16 – Leases

The Company applies IFRS 16 to its leases. The Company assesses whether a contract is or contains a lease at inception of a contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term unless another systematic basis is more representative of the usage of the economic benefits from the leased asset.

GAINEY CAPITAL CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED MARCH 31, 2020 AND 2019

4. NEW STANDARDS PRONOUNCEMENTS (cont'd)

The lease liability is initially measured at the present value of the future lease payments at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrow rate. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, payments made on or before the lease commencement and any direct costs. They are subsequently measured at cost less depreciation and any impairment losses. Right-of-use assets are depreciated over the shorter period of the lease term and useful life of the underlying asset.

The Company has assessed all contracts greater than 12 months of duration and concluded that none of its contracts meet the definition of a lease in the context of IFRS 16 and as a result the adoption of this standard did not have any significant impact on the Company's consolidated financial statements.

5. PLANT AND EQUIPMENT

	Processing plant and equipment	Mining equipment	Transportation equipment	Total
Cost				
Balance March 31, 2018	\$ 612,354	\$ 25,100	\$ 31,269	\$ 668,723
Additions	-	-	-	-
Balance, April 1, 2019	\$ 612,354	\$ 25,100	\$ 31,269	\$ 668,723
Additions	-	-	21,665	21,665
Balance, March 31, 2020	\$ 612,354	\$ 25,100	\$ 52,934	\$ 690,388
Accumulated amortization				
Balance, March 31, 2018	\$ (302,336)	\$ (12,436)	\$ (21,927)	\$ (336,699)
Amortization	(62,004)	(2,533)	(4,004)	(78,811)
Balance, April 1, 2019	(364,340)	(14,968)	(24,730)	(404,038)
Amortization	(49,603)	(2,027)	(1,961)	(53,591)
Balance, March 31, 2020	\$ (413,943)	\$ (16,995)	\$ (26,691)	\$ (457,629)
Net book value, March 31, 2019	\$ 248,014	\$ 10,132	\$ 6,539	\$ 264,685
Net book value, March 31, 2020	\$ 198,411	\$ 8,105	\$ 26,243	\$ 232,759

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6. EXPLORATION AND EVALUATION ASSETS

	El Colomo Property	Las Margaritas Property	Totals
Acquisition costs:			
Beginning balance: April 1, 2019	\$ 161,397	\$ 32,375	\$ 193,772
Cash payments	-	40,813	40,813
Share issue payments	-	75,000	75,000
Accrued payments	-	34,654	34,654
Acquisition costs – March 31, 2020	161,397	182,842	344,239
Exploration costs - Beginning balance:			
Deferred exploration costs:	\$ 1,722,535	\$ 82,729	\$ 1,805,264
Concession taxes	-	12,273	12,273
Drilling	-	53,120	53,120
Equipment rental	-	41,077	41,077
Field expenses	-	102,050	102,050
Geological consulting	-	116,031	116,031
Share-based compensation	-	5,500	5,500
Site personnel	-	1,748	1,748
Travel	-	3,342	3,342
Total deferred exploration costs:	-	335,141	335,141
Cumulative exploration costs, March 31, 2020	1,722,535	417,870	2,140,405
Acquisition and Explorations costs	\$ 1,883,932	\$ 600,712	\$ 2,484,644
	El Colomo Property	Las Margaritas Property	Totals
Acquisition costs:			
Beginning balance: March 31, 2018	\$ 161,397	\$ -	\$ 161,397
Cash payments	-	32,375	32,375
Acquisition costs – March 31, 2019	161,397	32,375	193,772
Exploration costs - Beginning balance:			
Deferred exploration costs:	\$ 1,646,168	\$ -	\$ 1,646,168
Assaying	1,115	2,115	3,230
Consulting	3,046	6,205	9,251
Duties and taxes on mineral claims	35,645	11,372	47,017
Field expenses	6,173	4,839	11,012
Geological consulting	25,199	29,572	54,771
Legal fees	1,235	28,626	29,861
Travel	3,954	-	3,954
Total deferred exploration costs:	76,367	82,729	159,096
Cumulative exploration costs, March 31, 2019	1,722,535	82,729	1,805,264
Acquisition and Explorations costs	\$ 1,883,932	\$ 115,104	\$ 1,999,036

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)

EL COLOMO PROPERTY

On October 2, 2013, the Company completed the acquisition from Golden Anvil S.A. de C.V. (“Golden Anvil”) of certain assets comprising of the El Colomo concessions, a concentration plant, and other associated assets and equipment (the “Assets”) all located in Mexico. The Company’s consideration for acquiring the Assets was as follows:

- Issued 12,000,000 common shares in the capital of the Company to Golden Anvil nominees at a value of \$6,000,000.
- Issued a special warrant of the Company to Golden Anvil convertible, for no additional consideration, from time to time, into that number of common shares of the Company equal to the number of ounces of gold or gold-equivalent, categorized as measured and indicated mineral resources (as such terms are defined by the Canadian Institute of Mining, Metallurgy and Petroleum), upon receipt by the Company and/or Golden Anvil of a technical report prepared in accordance with National Instrument 43-101 by an independent qualified person (as defined in NI 43-101) in relation to the El Colomo concessions on or before September 27, 2019, subject to an aggregate maximum of 3,000,000 common shares. No value was attributed to the special warrant due to the uncertainty in establishing the required measured and indicated mineral resources.

The shares and special warrant issued are subject to surplus escrow agreements pursuant to Exchange policy. The shares, and any shares issued on the conversion of the special warrant were to be released from escrow on a trickle-out basis over a period of three years from the date of the final Exchange bulletin (the “Bulletin”).

The Company also issued 665,000 common shares at a value of \$332,500 to Avonlea Ventures Inc., an arm’s length party, as a finder’s fee with respect to the acquisition of the Assets.

The Company has not registered the concessions under the Company name with the Public Registry of Mines (“PRM”) in Mexico. These mineral concessions are registered with the PRM under the name of Golden Anvil and the Company has been assigned the rights to explore the concessions.

Promissory Note

As part of the El Colomo acquisition, the Company could recover property costs incurred by the Company on behalf of Golden Anvil through a promissory note (“Note”). Due to uncertainty in collecting the Note, the Company accounted for the costs incurred as part of exploration and evaluation assets. Any amounts received from the Note will be offset against exploration and evaluation assets.

The Note has an interest rate of 12% per annum compounded monthly. The Note is secured by 800,000 common shares issued as part of the El Colomo acquisition (“Pledged Shares”) and personally guaranteed by Marco Antonio Rincon-Valdes (a former director of the Company) and Francisco Rolando Rincon-Romo. Pursuant to the Note, Golden Anvil agreed to repay 50% of the original balance on or before October 2, 2014, and the remaining 50% on or before April 2, 2015. Payment was not made, and the Company has taken action pursuant to the personal guarantees and if necessary, the Company may realize on the Pledged Shares.

During the year ended March 31, 2017, the Company received notice of a claim from Marco Antonio Rincon-Valdes seeking the delivery of 571,337 escrowed common shares of the Company pursuant to the terms of the El Colomo purchase agreement, as well as for general damages associated with a claimed breach of the purchase agreement. As at March 31, 2020, no provisions have been recorded for any potential liability arising from this matter, as management believes the claim to be without merit, with the likelihood of the Company being required to pay general damages being remote.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)

LAS MARGARITAS PROPERTY

On July 30, 2018, the Company entered into an option agreement with First Mining Gold Corp. (“First Mining”) granting the Company the right to earn a 100% interest in the Las Margaritas property located in the State of Durango, Mexico. The property is comprised of two mineral concessions.

Under the terms of the four-year option agreement, the Company can elect to make either annual share or cash payments to First Mining in the following amounts:

Payment Term	CAD\$ Aggregate Value of Common Shares (applicable Mexican VAT to be paid in cash)	CAD\$ Cash Payment (inclusive of applicable Mexican VAT @ 16%)
Upon approval by the TSX Venture Exchange (received on January 25, 2019)	\$75,000 in Shares (\$12,000 in Cash – VAT)	N/A
First anniversary date of the agreement (Not Paid)	\$175,000 in Shares (\$28,000 in Cash – VAT)	\$174,000 in Cash
Second anniversary date of the agreement	\$250,000 Shares (\$40,000 in Cash – VAT)	\$261,000 in Cash
Third anniversary date of the agreement	\$225,000 Shares (\$36,000 in Cash – VAT)	\$232,000 in Cash
Fourth anniversary date of the agreement	\$225,000 Shares (\$36,000 in Cash – VAT)	\$232,000 in Cash

In addition, as per the terms of the option agreement, the Company will make annual cash payments to First Mining of USD\$25,000 from September 2018 (paid) to September 2020, and USD\$250,000 in September 2021 in connection with an existing agreement on the property, and will incur exploration expenditures on the Las Margaritas property totaling USD\$1,000,000 over the four-year option period. Upon completion, Gainey will obtain 100% ownership of the Las Margaritas project and First Mining will retain a 2% net smelter returns (“NSR”) royalty, with Gainey having the right to buy back 1% of the NSR royalty for USD\$1,000,000 up until the first anniversary of the commencement of commercial production at the project.

As a result of the COVID-19 pandemic, the local communities have restricted access to both the El Colomo and Las Margaritas properties. The Company is closely monitoring the COVID-19 virus and is actively negotiating with the various community leaders in order to lift the restrictions, but access is still restricted at this point of time. As a result, the first anniversary payments were not made with respect to the Las Margaritas property. The Company is negotiating with the option owner and until such time that this matter is resolved, the Company will defer making the required first anniversary property payments.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	March 31, 2020	March 31, 2019
Accounts payable	\$ 86,528	\$ 29,283
Accrued liabilities	134,658	65,644
	\$ 221,186	\$ 94,927

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8. SHARE CAPITAL

Authorized share capital

Unlimited number of common shares without par value.

Share issuances

Year ended March 31, 2020

On April 2, 2019, the Company issued 1,217,532 common shares to First Mining Gold Corp as per the terms of the Option Agreement on the Las Margaritas property (described in Note 6) with a recorded fair value of \$75,000.

Year ended March 31, 2019

On April 19, 2018, the Company issued 60,000 shares at a price of \$0.12 per share for subscription funds of \$7,200 received during the year ended March 31, 2018.

On January 9, 2019, the Company closed the first tranche of the non-brokered private placement. The Company issued 15,000,000 Units at a price of \$0.05 per Unit. Each Unit consisted of one common share and one non-transferable common share purchase warrant exercisable at \$0.10 to purchase an additional common share for a period of 48 months from closing.

On February 28, 2019, the Company closed the second and final tranche of a non-brokered private placement and issued a further 10,300,000 Units. The Company raised gross proceeds of \$1,265,000 for both tranches.

During the fiscal year, \$18,300 of prior year subscriptions were received. In addition, 1,000,000 shares at \$120,000 relating to subscriptions receivable were returned to treasury and cancelled.

The Company also received \$52,550 of share subscriptions that are returnable of which \$50,000 has been returned to the subscribers during the year ended March 31, 2020.

Shares held in escrow

Included in the shares outstanding at March 31, 2020 are 6,673,698 (2019 – 7,633,698) common shares held in escrow, which may not be transferred, assigned or otherwise dealt without the consent of the regulators.

During the year ended March 31, 2020 and 2019, certain escrow releases were not completed pursuant to escrow agreements because of non-payment issues regarding the Note with Golden Anvil (Note 6). A special warrant (as described in Note 6) exercisable for up to 3,000,000 common shares of the Company is also held in escrow.

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8. SHARE CAPITAL (cont'd)

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life (years)
Balance, March 31, 2018	28,780,486	0.27	1.27
Expired	(14,367,500)	0.30	-
Cancelled	(1,416,667)	0.24	-
Granted	25,360,000	0.08	2.45
Balance, March 31, 2019	38,356,319	\$ 0.13	3.01
Balance, March 31, 2020	38,356,319	\$ 0.13	2.05

The Company applies the fair value method using the Black-Scholes Option Pricing Model in accounting for agent warrants.

The fair value of the finder warrants granted was calculated using the following weighted average assumptions:

	2020	2019
Expected life (years)	-	4.00
Risk-free interest rate	-	0.73%
Expected annualized volatility	-	157%
Dividend yield	-	N/A
Stock price at grant date	-	\$0.15
Exercise price	-	\$0.10
Weighted average grant date fair value	-	\$0.12

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility to estimate the volatility of the share price.

Additional information regarding warrants outstanding as at March 31, 2020 is as follows:

Number of warrants	Exercise Price	Expiry Date
12,806,319	\$0.24	August 23, 2020
250,000	\$0.18	August 23, 2020
15,000,000	\$0.10	January 3, 2023
10,300,000	\$0.10	March 18, 2023

The weighted average remaining contractual life of warrants outstanding at March 31, 2020 is 2.32 years (2019 – 3.65 years).

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9. SHARE-BASED PAYMENTS

Stock options

The Company follows the policies of the Exchange, under which it is authorized to grant options to officers, directors, employees and consultants, enabling them to acquire a number of shares equal to up to 10% of the issued and outstanding common shares of the Company. The exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the Exchange. The options can be granted for a maximum term of 10 years and vest at the discretion of the board of directors.

The changes in stock options are as follows:

	Number of Options	Weighted Average Exercise Price
Balance, March 31, 2018	4,225,000	0.22
Cancelled	(2,030,000)	0.22
Balance, March 31, 2019	2,195,000	\$ 0.22
Granted	3,500,000	0.12
Balance, March 31, 2020	5,695,000	\$ 0.16

The Company applies the fair value method using the Black-Scholes Option Pricing Model in accounting for stock options granted to employees. Stock options granted to non-employee are valued using the Black-Scholes Option Pricing Model as the fair values of services received were not reliably measurable.

The fair value of the options granted was calculated using the following weighted average assumptions:

	2020	2019
Expected life (years)	5.00	-
Risk-free interest rate	1.15%	-
Expected annualized volatility	129%	-
Dividend yield	N/A	-
Stock price at grant date	\$0.10	-
Exercise price	\$0.12	-
Weighted average grant date fair	\$0.11	-

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility to estimate the volatility of the share price.

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9. SHARE-BASED PAYMENTS (cont'd)

The following stock options were outstanding and exercisable at March 31, 2020:

Number of Options Outstanding	Number of Options Exercisable	Weighted Average Exercise Price	Expiry Date
925,000	925,000	\$ 0.04	June 1, 2020
1,270,000	1,270,000	0.05	September 8, 2021
1,350,000	1,350,000	0.03	April 1, 2024
2,150,000	2,150,000	0.05	September 17, 2024
5,695,000	5,695,000	\$ 0.17	

The weighted average remaining contractual life of stock options outstanding at March 30, 2020 is 3.32 years (2019 – 4.32 years).

Reserves

The stock option reserve records items recognized as share-based compensation expense within reserves until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital.

10. RELATED PARTY TRANSACTIONS AND BALANCES

The remuneration of key management personnel, being those persons determined as having authority and responsibility for planning, directing and controlling the activities of the Company during the years ended March 31, 2020 and 2019 is as follows:

	Years ended	
	March 31, 2020	March 31, 2019
Management fees paid/accrued to the CEO	\$ 159,978	\$ 157,980
Accounting fees paid/accrued to the CFO	30,000	30,000
Share-based compensation	134,804	-
	\$ 324,782	\$ 163,370

Related party balances

As at March 31, 2020, a total of \$76,330 (2019 – \$Nil) had been advanced to the CEO and is included in due from related party. Due from related party also includes \$24,678 (2019 – \$Nil) from a company with a Director in common. Included in due to related party at March 31, 2020 were \$2,625 (2019 - \$2,137) payable to the CFO.

11. MANAGEMENT OF CAPITAL

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional mineral

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property interests 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 its components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company may issue new shares or issue debt in the near future to meet its current obligations.

At this stage of the Company's development, in order to maximize ongoing development efforts, the Company does not pay out dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended March 31, 2020. The Company is not subject to externally imposed capital requirements.

12. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2020	2019
	\$	\$
Loss for the year	(850,571)	(883,954)
Expected income tax (recovery)	(229,654)	(239,000)
Change in statutory, foreign tax, foreign exchange rates and other	8,812	41,000
Permanent differences	2,000	5,000
Share issue costs	(2,082)	(2,000)
Change in unrecognized deductible temporary differences	220,924	195,000
Total income tax expense (recovery)	-	-

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rates:

	2020	Expiry Date Range	2019	Expiry Date Range
Temporary Differences				
	\$		\$	
Share issue costs	19,161	2039 to 2043	22,000	2038 to 2042
Non-capital losses available for future period	4,535,871	2031 to 2040	3,734,000	2031 to 2039
Canada	4,535,871	2031 to 2040	3,734,000	2031 to 2039

Tax attributes are subject to review, and potential adjustment, by tax authorities.

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13. FINANCIAL RISK MANAGEMENT

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making fair value measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at March 31, 2020, the carrying values of the Company's receivables, accounts payable and accrued liabilities and due from to related party approximate their fair values due to their short terms to maturity. The Company's cash and cash equivalents and restricted cash, under the fair value hierarchy is based on level one quoted inputs.

Financial Risks

The Company has exposure to the following risks from its use of financial instruments:

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consist of bank accounts held with reputable financial institutions, from which management believes the risk of loss to be remote. Federal deposit insurance covers balances of up to \$100,000 in Canada and the Company holds nominal amounts in Mexican accounts as at March 31, 2020 and 2019. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions. Accordingly, as at March 31, 2020, the Company's exposure to credit risk is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

At March 31, 2020, the Company had a cash balance of \$75,459 (2019 - \$992,841) to settle current liabilities of \$226,361 (2019 - \$149,614). The Company has corporate credit cards with various credit limits not exceeding \$35,000. As collateral for the credit cards, the Company has a restricted one-year term deposit of \$46,000 earning annual interest at Canadian prime rate less 2.25%.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements and loans from related and other parties. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The Company is exposed to liquidity risk.

Market risk

The Company is subject to normal risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, it has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure. At March 31, 2020, the Company was not exposed to significant interest rate risk.

The Company is principally engaged in the acquisition and exploration of exploration and evaluation assets in Mexico. To date the operating expenditures have been denominated in Canadian dollars. In the future, due to the location of operations, the Company may experience exposure to foreign exchange rate fluctuations for expenditures in foreign currencies against the Canadian dollar as the functional currency of the business entity.

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14. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition and exploration of mineral properties in Mexico. As at March 31, 2020, all of the Company's exploration and evaluation assets and plant and equipment are located in Mexico.

15. SUBSEQUENT EVENT

Subsequent to year-end, there was a global outbreak of COVID-19, which has had a significant impact on businesses through the restrictions put in place by the Canadian and Mexican governments regarding travel, business operations and isolation/quarantine orders. At this time, the extent of the impact that the COVID-19 outbreak may have on the Company is unknown 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 implemented. As a precaution against the risk of COVID-19 the Company and Resolution temporarily suspended drilling operations at the Las Margaritas property.