



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended September 30, 2020 and 2019
(Unaudited)
(Expressed in Canadian Dollars)

Notice of No Auditor Review of Interim Financial Statements

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

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

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

RILEY GOLD CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Unaudited - Expressed in Canadian Dollars)

	September 30, 2020	December 31, 2019
ASSETS		
Current Assets		
Cash	\$ 43,892	\$ 170,049
Prepaid expenses	10,792	6,532
Taxes receivable	3,873	4,130
Other receivable	-	1,365
	<u>58,557</u>	<u>182,076</u>
Exploration and evaluation assets (Note 3)	<u>213,474</u>	<u>161,129</u>
	<u>\$ 272,031</u>	<u>\$ 343,205</u>
LIABILITIES		
Current Liabilities		
Accounts payable and accrued liabilities	\$ <u>25,769</u>	\$ <u>15,051</u>
	25,769	15,051
SHAREHOLDERS' EQUITY		
Share capital (Note 4)	615,298	615,298
Contributed surplus	110,324	107,081
Currency translation adjustment	(117)	-
Deficit	<u>(479,243)</u>	<u>(394,225)</u>
	<u>246,262</u>	<u>328,154</u>
	<u>\$ 272,031</u>	<u>\$ 343,205</u>

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)

EVENTS AFTER THE REPORTING PERIOD (Note 8)

These condensed interim consolidated financial statements were approved for issue by the Audit Committee of the Board of Directors on November 16, 2020 and are signed on its behalf by:

Approved by "Todd Hilditch", Director "Cyndi Laval", Director

RILEY GOLD CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**
THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
EXPENSES				
Consulting fees	\$ 25,415	\$ 2,325	\$ 35,653	\$ 16,571
Insurance expense	3,338	3,234	9,841	9,472
Investor relations	446	-	446	-
Interest and bank charges	230	14	330	593
Office supplies and rent	7,601	4,776	18,510	17,673
Professional fees	287	2,713	1,997	6,048
Shareholder reporting	(336)	2,208	336	4,395
Share based payments	542	5,103	3,243	19,672
Transfer agent and filing fees	2,511	2,339	14,114	13,012
Travel	548	185	548	1,684
NET LOSS FOR THE PERIOD	<u>(40,582)</u>	<u>(22,897)</u>	<u>(85,018)</u>	<u>(89,120)</u>
OTHER COMPREHENSIVE LOSS				
Items that may be reclassified to profit or loss:				
Currency translation adjustment	<u>(117)</u>	<u>-</u>	<u>(117)</u>	<u>-</u>
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	<u>(40,699)</u>	<u>(22,897)</u>	<u>(85,135)</u>	<u>(89,120)</u>
NET LOSS PER SHARE, BASIC AND DILUTED	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	\$ <u>(0.01)</u>	\$ <u>(0.01)</u>
WEIGHTED AVERAGE SHARES OUTSTANDING	<u>10,681,755</u>	<u>10,681,755</u>	<u>10,681,755</u>	<u>10,681,755</u>

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

RILEY GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited - Expressed in Canadian Dollars)

	Number of Common Shares		Share Capital		Contributed Surplus		Currency Translation Adjustment		Deficit		Total Equity
Balance, December 31, 2018	10,681,755	\$	615,298		85,042		-		(271,972)		428,368
Share-based payments	-		-		19,672		-		-		19,672
Net loss for the period	-		-		-		-		(89,120)		(89,120)
Balance, September 30, 2019	10,681,755	\$	615,298	\$	104,714	\$	-	\$	(361,092)	\$	358,920
Balance, December 31, 2019	10,681,755		615,298		107,081		-		(394,225)		328,154
Share-based payments	-		-		3,243		-		-		3,243
Net loss for the period	-		-		-		-		(85,018)		(85,018)
Currency translation adjustment	-		-		-		(117)		-		(117)
Balance, September 30, 2020	10,681,755	\$	615,298	\$	110,324	\$	(117)	\$	(479,243)	\$	246,262

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

RILEY GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019 (Unaudited - Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2020	Nine Months Ended September 30, 2019
CASH (USED IN) PROVIDED BY		
OPERATING ACTIVITIES		
Net income (loss) for the period	\$ (85,018)	\$ (89,120)
Items not affecting cash		
Share-based payments	<u>3,243</u>	<u>19,672</u>
	(81,775)	(69,448)
Changes in non-cash working capital accounts:		
Prepaid expenses	(4,260)	(4,215)
Taxes and other receivable	1,622	(1,248)
Accounts payable and accrued liabilities	<u>10,718</u>	<u>(17,413)</u>
	<u>(73,695)</u>	<u>(92,324)</u>
INVESTING ACTIVITIES		
Exploration and evaluation expenditures	<u>(52,345)</u>	<u>(26,373)</u>
Effect of foreign exchange	<u>(117)</u>	<u>-</u>
NET CHANGE IN CASH	(126,157)	(118,697)
CASH, BEGINNING OF PERIOD	<u>170,049</u>	<u>304,394</u>
CASH, END OF PERIOD	<u>\$ 43,892</u>	<u>\$ 185,697</u>
SUPPLEMENTAL CASH FLOW INFORMATION		
Interest paid in cash	\$ <u>-</u>	\$ <u>-</u>
Income taxes paid in cash	\$ <u>-</u>	\$ <u>-</u>

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

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Riley Gold Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on June 3, 2011. The Company's office is located at Suite 2390 - 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The Company's common shares on the TSX Venture Exchange ("TSXV", or the "Exchange") under the trading symbol RLYG.

The Company is a precious metals exploration company engaged in the acquisition and exploration of mineral properties located in the state of Nevada, USA. To date, no mineral development projects have been completed and no commercial development or production has commenced. Based on the information available to date, the Company has not yet determined whether its mineral property contains economically recoverable reserves. The recoverability of the amounts shown for exploration and evaluation costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development programs and ultimately upon future profitable production.

These financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") appropriate for a going concern. The going concern basis of accounting assumes the Company will continue to realize the value of its assets and discharge its liabilities and other obligations in the ordinary course of business. Should the Company be required to realize the value of its assets in other than the ordinary course of business, the net realizable value of its assets may be materially less than the amounts shown in the financial statements. These financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that may be necessary should the Company be unable to repay its liabilities and meet its other obligations in the ordinary course of business or continue operations.

On March 11, 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which has resulted in a series of public health and emergency measures that have been put in place to combat the spread of the virus. The duration and impact of COVID-19 is unknown at this time and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the Company in future periods.

2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim statements, including IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2019 which have been prepared according to IFRS as issued by the IASB.

The Audit Committee of the Board of Directors authorized for publication the unaudited condensed interim consolidated financial statements on November 16, 2020.

(b) Basis of Presentation

i) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary: RRC Exploration Inc. The financial statements of the Company's subsidiary have been consolidated from the date that control commenced. All inter-company balances and transactions, and income and expenses have been eliminated upon consolidation.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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2. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

i) Basis of Consolidation (cont'd)

The condensed interim consolidated financial statements include the financial statements of the Company and its subsidiary listed in the following table:

Name of Subsidiary	Country of Incorporation	Functional Currency	Ownership Interest	Principal Activity
RRC Exploration Inc.	USA	US dollar	100%	Exploration company

ii) Functional and Presentation Currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of the Company's wholly-owned subsidiary RRC Exploration Inc. is the US dollar.

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate, and non-monetary assets and liabilities, at the historical rates. Exchange differences arising on the settlement of monetary items or on translating monetary items at different rates from those at which they are translated on initial recognition during the period or in previous consolidated financial statements are recognized in profit or loss.

For the purpose of presenting consolidated financial statements, the assets and liabilities of RRC Exploration Inc. are expressed in Canadian dollars using the exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during the period, in which case exchange rates at the dates of the transactions are used. Exchange differences are recognized in other comprehensive income and reported as a currency translation adjustment in equity.

3. EXPLORATION AND EVALUATION ASSETS

Tokop Gold Property:

The Company entered into a Purchase Agreement ("PA") with Loneer USA Corporation ("Loneer") on September 30, 2020 to acquire a 100% interest in Loneer's Tokop Gold Property claims which consists of leased patented mining claims, leased unpatented mining claims and owned unpatented mining claims located in Esmeralda County, Nevada. Under the PA, the Company must incur the following:

- Pay US\$13,000 on execution of the letter of intent (paid);
- Pay US\$15,000 on or before September 30, 2021;
- Grant Loneer a net smelter return ("NSR") royalty of 0.5% on the Tokop Gold Property which the Company has an option to purchase at any time prior to commercial production for US\$500,000.

The majority of the Company's mineral interests acquired under the PA are subject to a 3.0 NSR.

The Company entered into a Mining Lease and Option to Purchase Agreement ("MLOP Agreement") with Nevada Mines LLC ("Nevada Mines") on September 30, 2020, whereby Nevada Mines will lease and grant the option to purchase its 100% interest in certain patented and unpatented mining claims ("Nevada Property") located in Esmeralda County, Nevada, under the following conditions:

RILEY GOLD CORP.

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3. EXPLORATION AND EVALUATION ASSETS

Minimum lease payments:

- US\$25,000 any time after January 1, 2021 but prior to January 7, 2021;
- US\$35,000 on or before the first anniversary of the execution date of the MLOP Agreement;
- US\$45,000 on or before the second anniversary of the execution date of the MLOP Agreement;
- US\$55,000 on or before the third anniversary of the execution date of the MLOP Agreement;
- US\$3,565,000 thereafter.

Work commitment expenditures:

- US\$50,000 on or before the second anniversary of the execution date of the MLOP Agreement;
- US\$100,000 on or before the third anniversary of the execution date of the MLOP Agreement;
- US\$200,000 on or before the fourth anniversary of the execution date of the MLOP Agreement;
- US\$300,000 on or before the fifth anniversary of the execution date of the MLOP Agreement;

The Company shall pay Nevada Mines an NSR royalty of 4.0% on the Nevada Property which the Company has an option to purchase 2.0% of the 4.0% royalty at any time for US\$4,000,000. The Company has the option to purchase the Nevada Property outright for US\$4,000,000 prior to or on the tenth anniversary of the execution of the MLOP Agreement and for US\$6,500,000 prior to or on the fifteen anniversary of the execution of the MLOP Agreement.

Pipeline West/Clipper Property:

The Company entered into an Option Agreement ("Option Agreement") with Desert Pacific Exploration, Inc., MinQuest Ltd. and two individuals (collectively the "Parties") on September 30, 2020, whereby the Parties have granted Riley the option to purchase a 100% interest in certain patented and unpatented mining claims located in Lander County, Nevada, under the following conditions:

Minimum lease payments:

- US\$57,146 within two (2) weeks of the execution of the Option Agreement (paid);
- US\$20,000 on or before the first anniversary of the execution date of the Option Agreement;
- US\$20,000 on or before the second anniversary of the execution date of the Option Agreement;
- US\$25,000 on or before the third anniversary of the execution date of the Option Agreement;
- US\$930,000 thereafter.

Work commitment expenditures:

- US\$200,000 on or before the third anniversary of the execution date of the Option Agreement;
- US\$200,000 on or before the fourth anniversary of the execution date of the Option Agreement;
- US\$250,000 on or before the fifth anniversary of the execution date of the Option Agreement;
- US\$2,000,000 thereafter.

On completion of the option exercise, the Company shall grant an NSR royalty of 3.0% on certain unpatented mining claims and an NSR royalty of 1.5% on certain patented mining claims.

East Manhattan Wash Property:

On October 13, 2016, the Company entered into an exploration and option agreement (the "Agreement") with MSM Resource L.L.C. ("MSM"), pursuant to which the Company has been granted an option to acquire MSM's undivided interest in the East Manhattan Wash Property, located in Nye County, Nevada and is comprised of certain unpatented lode mining claims controlled by MSM.

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3. EXPLORATION AND EVALUATION ASSETS

Pursuant to the terms of the Agreement, in order to earn MSM's interest in the East Manhattan Wash Property, the Company must: pay to MSM option payments in the aggregate of C\$57,500 as follows:

- C\$5,000 cash upon execution of the agreement (paid).
- C\$7,500 before the first anniversary date of TSXV final approval of filing QT, March 29, 2018 (the "Anniversary") (paid).
- C\$10,000 before the second Anniversary (paid).
- C\$15,000 before the third Anniversary (complete – the Company paid MSM a one-time payment of C\$5,000 in lieu of the third Anniversary payment); and
- C\$20,000 before the fourth Anniversary.

Work commitments in the aggregate of C\$550,000 must be met as follows:

- C\$50,000 before the first Anniversary (complete).
- C\$50,000 before the second Anniversary (complete – the Company paid MSM a one-time payment of C\$15,000 in lieu of the second Anniversary work commitment).
- C\$100,000 before the third Anniversary (complete – the Company paid MSM a one-time payment of C\$20,000 in lieu of the third Anniversary work commitment).
- C\$150,000 before the fourth Anniversary; and
- C\$200,000 before the fifth Anniversary.

In addition, the Company must grant MSM a 3% NSR royalty on the East Manhattan Wash Property, and finally must pay MSM an additional lump sum payment of C\$200,000 within five years from signing the Agreement.

Exploration and evaluation asset activity during the period:

	Period Ended September 30, 2020	Activity	Year Ended December 31, 2019	Activity	Year Ended December 31, 2018
TOKOP GOLD PROPERTY					
Property acquisition costs and option payments	\$ 17,341	\$ 17,341	\$ -	\$ -	\$ -
PIPELINE WEST/CLIPPER PROPERTY					
Property acquisition costs and option payments	\$ 10,002	\$ 10,002	\$ -	\$ -	\$ -
EAST MANHATTAN WASH PROPERTY					
Property acquisition costs and option payments	\$ 120,817	\$ 25,000	\$ 95,816	\$ 25,000	\$ 70,816
Property maintenance costs	3,803	-	3,803	1,344	2,459
Engineering and consulting	39,995	-	39,995	-	39,995
Assays and analysis	6,764	-	6,764	-	6,764
Geophysical surveys	9,892	-	9,892	-	9,892
Communications, field supplies and expenses	4,860	-	4,860	-	4,860
	<u>186,129</u>	<u>25,000</u>	<u>161,129</u>	<u>26,373</u>	<u>134,756</u>
TOTAL EXPLORATION AND EVALUATION ASSETS	<u>\$ 213,474</u>	<u>\$ 52,345</u>	<u>\$ 161,129</u>	<u>\$ 26,373</u>	<u>\$ 134,756</u>

RILEY GOLD CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(Unaudited - Expressed in Canadian Dollars)

4. SHARE CAPITAL

(a) Authorized

At September 30, 2020, the Company's authorized share capital consisted of an unlimited number of common shares without par value. All issued common shares are fully paid.

(b) Stock Options

The Company has a share purchase option plan under which directors, officers, employees and consultants of the Company are eligible to receive share purchase options. The aggregate number of shares available to be issued upon the exercise of all share purchase options granted under the plan shall not exceed 10% of the issued and outstanding shares of the Company. The plan limits the maximum number of share purchase options issuable in any one 12-month period to any one optionee to 5% of the total common shares outstanding. The Board of Directors shall determine the terms and provisions of the options at the time of grant. The exercise price of each share purchase option shall not be less than the market price of the common shares on the date of the grant less the discount permitted by the Exchange. The maximum term of share purchase options shall not exceed 10 years, or such other term as permitted by the Exchange.

Option-pricing models require the use of estimates and assumptions including the expected volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measures of the fair value of the Company's share purchase options.

As at September 30, 2020, the Company had outstanding share purchase options enabling holders to acquire common shares of the Company as follows:

Number	Vested	Price per share	Expiry date
705,000	705,000	\$ 0.10	January 8, 2025
240,000	240,000	\$0.145	September 20, 2028
100,000	100,000	\$0.15	March 12, 2029
1,045,000	1,045,000		

A summary of the Company's options and the changes for the period/year are as follows:

	September 30, 2020		December 31, 2019	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, beginning of the period/year	1,045,000	\$ 0.12	945,000	\$0.11
Granted	-	-	100,000	\$0.15
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding, end of the period/year	1,045,000	\$0.12	1,045,000	\$0.12

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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4. SHARE CAPITAL (Cont'd)

(b) Stock Options (cont'd)

During the period ended September 30, 2020, the Company did not grant any stock options.

During the year ended December 31, 2019, the Company granted 100,000 stock options to a director of the Company. The weighted average grant-date fair value of the stock options granted during the year ending December 31, 2019 is \$0.13.

The weighted average remaining contractual life of the outstanding stock options at September 30, 2020 was 5.53 (December 31, 2019 – 6.28) years.

The weighted average fair value of the stock options granted was determined by using the Black-Scholes option pricing model with the following assumptions:

	Period ended September 30, 2020	Year ended December 31, 2019
Risk-free interest rate	-	1.75%
Estimated volatility	-	98.42%
Expected life	-	9.25 years
Expected dividend yield	-	Nil

5. FINANCIAL INSTRUMENTS

Financial instruments consist of cash, taxes receivable and accounts payable and accrued liabilities:

a) Fair value

The carrying value of cash and accounts payable and accrued liabilities approximate their fair value due to the short-term nature of these instruments.

b) Credit risk

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash and taxes receivable. Management believes that the credit risk concentration with respect to financial instruments included in cash and taxes receivable is remote.

6. CAPITAL RISK MANAGEMENT

The Company manages, as capital, the components of shareholders' equity and its cash. The Company's objectives, when managing capital, are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its 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 common shares, borrow or adjust the amount of cash. The Company does not anticipate the payment of dividends in the foreseeable future.

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7. RELATED PARTY DISCLOSURES

As at September 30, 2020, \$25,753 (December 31, 2019 - \$2,847) of accounts payable and accrued liabilities was payable to companies controlled by a director and/or officer in common.

As at September 30, 2020, \$Nil (December 31, 2019 - \$1,365) of accounts receivable was receivable from a company with a director and/or officer in common.

During the period ended September 30, 2020, \$287 (September 30, 2019 - \$1,973) was paid to a law firm in which a director is a partner. During the period ended September 30, 2020, the Company incurred rental fees and shared office expenses of \$13,928 to companies with a director and/or officer in common (September 30, 2019 - \$14,382). During the period ended September 30, 2020, the Company incurred consulting fees of \$22,500 to companies with directors and officers in common (September 30, 2019 - \$9,000).

During the period ended September 30, 2020, the Company incurred share-based payments of \$3,182 (September 30, 2019 - \$19,037) to officers and directors of the Company.

8. EVENTS AFTER THE REPORTING PERIOD

Subsequent to September 30, 2020, the Company closed a private placement issuing 15,001,125 units at \$0.20 per unit for total gross proceeds of \$3,000,225. Each unit is comprised of one common share of the Company and one-half of one share purchase warrant. Each whole warrant will entitle the holder thereto to purchase for a period of twenty-four (24) months one additional common share at an exercise price of \$0.40. If the closing price of the common shares of Riley quoted on the TSXV is greater than \$0.60 for 10 consecutive trading days, Riley may accelerate the expiry date of the warrants to the 30th day after the date on which Riley gives notice to the warrant holders of such acceleration. All securities issued under the private placement are subject to a hold period of four months and one day from the closing date, being February 16, 2021. The Company has paid cash finders' fees in connection with the private placement of \$93,660.

Subsequent to September 30, 2020, the Company granted 1,225,000 incentive stock options to members of the board of directors, management and consultants of the Company subject to certain vesting provisions. These options will be exercisable at a price of \$0.30 per common share and will expire on October 15, 2025.