

Sitka Gold Corp.
(An Exploration Stage Corporation)
Consolidated Financial Statements
Quarter Ended September 30, 2019
(Unaudited - prepared by management)
(Expressed in Canadian dollars)

SITKA GOLD CORP.
UNAUDITED FINANCIAL STATEMENTS

NOTICE TO READER
OF THE UNAUDITED INTERIM FINANCIAL STATEMENTS

The interim financial statements of Sitka Gold Corp as of September 30, 2019 are the responsibilities of the Company's management.

These financial statements have not been audited or reviewed on behalf of the shareholders by the independent external auditors.

The financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards.

"Corwin Coe"

Corwin Coe
CEO, Director

" Donald Penner"

Donald Penner
Director

Sitka Gold Corp.
(A Development Stage Corporation)
Consolidated Statement of Financial Position
(Unaudited, expressed in Canadian Dollars)

	September 30, 2019	December 31, 2018 (Audited)
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	106,646	345,586
Prepaid	184,600	31,169
GST receivable	7,466	6,574
	<u>298,712</u>	<u>383,329</u>
Non- Current Assets		
Exploration and evaluation assets (note 4)	481,826	1,092,293
Reclamation bond (note 4)	24,564	24,564
	<u>805,102</u>	<u>1,500,186</u>
LIABILITIES		
Current liability		
Accounts payable and accrued liabilities	2,953	71,962
Flow-through share liabilities (note 5)	55,000	55,000
	<u>57,953</u>	<u>126,962</u>
SHAREHOLDERS' EQUITY		
Share Capital (Note 5)	2,419,965	1,974,005
Reserve	254,433	190,374
Deficit	(1,927,249)	(791,155)
	<u>747,149</u>	<u>1,373,224</u>
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	<u>805,102</u>	<u>1,500,186</u>

Nature and continuance of operations (note 1)

Commitments and contingencies (notes 4)

APPROVED ON BEHALF OF THE BOARD

"Corwin Coe"
 Corwin Coe, Director

"Donald Penner"
 Donald Penner, Director

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

Sitka Gold Corp
(A Development Stage Corporation)
Consolidated Statement of Comprehensive Loss
(unaudited, expressed in Canadian Dollars)

	Quarter ended September 30, 2019	Nine months ended September 30, 2019	Quarter ended September 30, 2018	Nine months ended September 30, 2018
	\$	\$	\$	\$
EXPENSES				
Administration expenses	54,235	92,584	14,978	47,391
Exploration expenses	608,456	608,456	-	-
Listing and filing fees	2,850	13,173	1,400	8,504
Investor relations	30,471	82,210	3,992	77,474
Professional fees	535	3,082	8,164	12,547
Payroll	-	-	6,148	15,463
Share-based payments (note 5)	64,059	64,059	-	24,642
Travel and accomodation	16,922	51,795	8,690	47,381
LOSS BEFORE OTHER ITEMS	(777,528)	(915,359)	(43,372)	(233,402)
OTHER ITEMS				
Foreign Exchange Gain (Loss)	-	(215)	(2,922)	(5,540)
Write down of exploration and evaluation assets	(221,611)	(221,611)	-	-
Interest and other income	151	1,091	1,302	3,677
	(221,460)	(220,735)	(1,620)	(1,863)
LOSS for the period	(998,988)	(1,136,094)	(44,992)	(235,265)
<hr/>				
Basic and diluted loss per share	(0.05)	(0.06)	(0.00)	(0.01)
Weighted average number of shares (basic and diluted)	22,106,826	20,562,143	16,983,739	16,059,235

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

Sitka Gold Corp.**(A Development Stage Corporation)****Consolidated Statement of Changes in Shareholders' Equity****(Unaudited, expressed in Canadian Dollars)**

	Common Shares Outstanding	Share Capital \$	Reserve \$	Deficit \$	Total Shareholders' Equity \$
Balance, December 31, 2017 (restated)	10,367,000	620,135	83,120	(450,134)	253,121
IPO shares issuance for cash	6,000,000	949,378	68,568		1,017,946
Shares issuance for cash	480,000	113,972			113,972
Warrants exercised	100,000	15,000			15,000
Shares issuance for option agreements	50,000	6,000			6,000
Share issuance for finders fee on property	80,000	9,600			9,600
Share-based payments			24,642		24,642
Loss for the period				(235,265)	(235,265)
Balance, September 30, 2018	17,077,000	1,714,085	176,330	(685,399)	1,205,016
Flow-through shares issuance for cash	2,200,000	204,920			204,920
Shares issuance for option agreements	500,000	55,000			55,000
Share-based payments			14,044		14,044
Loss for the period				(105,756)	(105,756)
Balance, December 31, 2018	19,777,000	1,974,005	190,374	(791,155)	1,373,224
Shares issuance for cash	3,848,000	421,960			421,960
Share-based payments			64,059		64,059
Shares issuance for option agreements	200,000	24,000			24,000
Loss for the period				(1,136,094)	(1,136,094)
Balance, September 30, 2019	23,825,000	2,419,965	254,433	(1,927,249)	747,149

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

Sitka Gold Corp.
(An Exploration Stage Corporation)
Consolidated Statement of Cash Flows
(Unaudited , expressed in Canadian dollars)

	Nine Months ended September 30, 2019	Nine Months ended September 30, 2018
	\$	\$
Cash flows from operating activities		
Loss for the period	(1,136,094)	(235,265)
Items not affecting cash		
Write down of exploration and evaluation assets	221,611	
Expense exploration costs	608,456	
Share-based payments	64,059	24,642
Change in non-cash working capital		
Prepaid	(153,431)	(28,224)
GST receivable	(892)	(5,462)
Loan payable	-	(35,383)
Accounts payable and accrued liabilities	(69,009)	(114,576)
	<u>(465,300)</u>	<u>(394,268)</u>
Cash flows from investing activities		
Exploration and evaluation assets	(195,600)	(579,825)
	<u>(195,600)</u>	<u>(579,825)</u>
Cash flows from financing activities		
Subscription proceeds received		-
Cash payments received from share issuance	421,960	1,146,918
	<u>421,960</u>	<u>1,146,918</u>
Increase (decrease) in cash and cash equivalents	(238,940)	172,825
Cash and cash equivalents , beginning of period	345,586	19,621
Cash and cash equivalents , end of period	<u>106,646</u>	<u>192,446</u>
Cash and cash equivalents consist of		
Cash	44,096	20,896
GIC	62,550	171,550
	<u>106,646</u>	<u>192,446</u>

During the quarter ended September 30, 2019, the Company made no cash payments (2018 -\$nil) for interest and made no cash payments for income taxes (2018- \$nil).

Non-cash investing and financing activity

During the quarter ended September 30, 2019, the Company issued 200,000 common shares (2018 - 130,000) with deemed value of \$24,000 for mineral exploration property agreement (2018 -\$15,600).

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

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

1. Nature and continuance of operations

Sitka Gold Corp. (the "Company"), was incorporated on January 13, 2015 under the laws of the province of British Columbia. The Company's principal business activity is the exploration for mineral resources in Nunavut Canada, Nevada USA and Arizona USA and Yukon Canada.

On January 31, 2018, the Company completed its initial public offering (Note 5) and began trading on the Canadian Securities Exchange (the "CSE") on January 31, 2018 under the trading symbol "SIG".

The Company's registered office and principal place of business is Suite 1500, 409 Granville Street, Vancouver, British Columbia, Canada.

These consolidated Interim financial statements have been prepared on a going concern basis which assumes the Company will realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent upon its ability in the future to achieve profitable operations and, in the meantime, to obtain the necessary financing to meet its obligations and repay its liabilities when they become due. External financing, predominantly by the issuance of equity to the public, will be sought to finance the operations of the Company. Although the Company has a history of raising money, there is no guarantee of this in the future. As a result, there always exists material uncertainty that casts significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

2. Basis of preparation

(a) Statement of compliance

The consolidated interim financial statements for the quarter ended September 30, 2019 have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). Therefore, these financial statements comply with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The consolidated interim financial statements were authorized for issuance on November 18, 2019 by the directors of the Company.

(b) Basis of measurement

These financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. These consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is also the Company's functional currency.

(c) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Arctic Copper Corp. and Sitka Gold (US) Corp. The controlled entity is fully consolidated from the date of acquisition, being the date on which the Company obtains control and continues to be consolidated until the date such control ceases. All intercompany transactions and balances have been eliminated upon consolidation.

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

2. Basis of preparation (continued)

(d) Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to use judgment in applying its accounting policies and make estimates and assumptions about reported amounts at the date of the financial statements and in the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumption where there is significant risk of material adjustments to assets and liabilities in future accounting period include the recoverability of the carry value of the exploration and evaluation assets, the measurements for financial instrument, the recoverability of deferred tax assets and the measurement of Flow-through share premium liabilities.

The preparation of financial statements in accordance with IFRS required the Company to make judgements, apart from those involving estimates, in applying accounting policies. The following are the most significant judgements that management has made in applying the Company's financial statements: the assessment of the Company's ability to continue as a going concern and the classification of exploration and evaluation assets.

3. Significant accounting policies

(a) Exploration and evaluation assets

Exploration costs incurred prior to the Company obtaining the legal right to explore an area are expensed in the period in which they are incurred.

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Exploration and evaluation costs are capitalized. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying option.

Property option agreements are exercisable entirely at the option of the optionee. Therefore, option payments (or recoveries) are recorded when payment is made (or received) and are not accrued.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

3. Significant accounting policies (continued)

(b) Impairment of non-financial assets

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

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

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

(c) Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax:

Deferred tax is recognized on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that future taxable income will be available to allow all or part of the temporary differences to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted and are expected to apply by the end of the reporting period. Deferred tax assets and deferred income tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

3. Significant accounting policies (continued)

(d) Foreign currency translation

The functional currency of each entity is determined using the currency of the primary economic environment in which that entity operates.

The functional and presentation currency, as determined by management, of the Company and its subsidiary is the Canadian dollar.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in the statement of comprehensive loss in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

(e) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants, options and flow-through shares are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax.

(f) Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until qualifying expenditures are incurred.

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

3. Significant accounting policies (continued)

(g) Financial instruments

The Company has opted to early adopt IFRS 9, "Financial Instruments" and its financial instruments are accounted for in accordingly.

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

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

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash and cash equivalent is measured at FVTPL. Receivables are measured at amortized cost.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

Impairment

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

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

Financial liabilities

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

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

3. Significant accounting policies (continued)

(h) Share-based payments

Share-based payments to employees are measured at the 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 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 corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

(i) Asset retirement obligation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising for the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying value of the asset, as soon as the obligation to incur such costs arises. Risk-free discount rates using pre-tax rates that reflect the time value of money are used to calculate the net present value. The Company records a provision for environmental rehabilitation in the financial statements when it is incurred and capitalizes this amount as an increase in the carrying amount of the related asset. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The related liability is adjusted each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

(i) Accounting Standards and Interpretations Issued but Not Yet Adopted

The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 16 - Leases was issued in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. This standard is effective for reporting periods beginning on or after January 1, 2019. The Company has not yet assessed the impact of the standard.

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position. Disclosure changes are anticipated.

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

For the Quarter Ended September 30, 2019

(Unaudited - Expressed in Canadian dollars)

4. Exploration and evaluation assets

The Company has classified its exploration properties into four separate geographical locations, namely Nunavut Canada, Nevada USA and Arizona USA and Yukon Canada.

A continuity of the Company's exploration and evaluation assets is as follows:

	Coppermine River Property, Nunavut	Adobe Gold Property, Nevada	Burro Creek Property, Arizona	RC Gold Property, Yukon	Total
Balance, December 31, 2017	\$151,977	\$206,122	\$ -	\$ -	\$358,099
Claim fees and Staking costs	-	67,016	22,547	-	89,563
Geological and analytical costs	-	89,051	7,254	-	96,305
Drilling costs	-	294,644	-	-	294,644
Geophysical costs	-	65,445	-	-	65,445
Assay and Geochemical costs	-	32,481	-	-	32,481
Transportation	-	27,056	-	-	27,056
Travel and accommodation	-	4,154	2,048	-	6,202
Equipment and supplies	-	1,898	-	-	1,898
Total exploration costs	-	581,745	31,849	-	613,594
Acquisition costs	-	15,600	105,000	-	120,600
Total 2018 additions	-	597,345	136,849	-	734,194
Balance, December 31, 2018	\$151,977	\$803,467	\$136,849	\$ -	\$1,092,293
Claim fees and Staking costs	-	-	17,350	-	17,350
Geological and analytical costs	30,000	-	-	70,180	100,180
Geophysical costs	21,668	-	-	-	21,668
Transportation	-	-	-	4,681	4,681
Travel and accommodation	-	-	-	11,484	11,484
Equipment and supplies	-	-	-	3,637	3,637
Total exploration costs	51,668	-	17,350	89,982	159,000
Acquisition costs	-	26,600	-	34,000	60,600
Total 2019 additions	203,645	830,067	154,199	123,982	1,311,893
Expense exploration costs	-	(608,456)	-	-	(608,456)
Write down of exploration and evaluation assets	-	(221,611)	-	-	(221,611)
Balance, September 30, 2019	\$203,645	\$ -	\$154,199	\$123,982	\$481,826

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements
For the Quarter Ended September 30, 2019
(Unaudited - Expressed in Canadian dollars)

4. Exploration and evaluation assets (continued)

(a) *Coppermine River Property, Nunavut*

The Company has staked 45 mineral claims which form the Coppermine River Project in the northwest region of Nunavut.

As of September 30, 2019, the Company incurred total acquisition and exploration expenditures of \$203,645 relating to the Coppermine River Property.

(b) *Adobe Gold Property, Nevada, USA*

On December 8, 2015, the Company entered into an option agreement with Intercept Minerals Corporation ("Intercept"), whereby the Company has the option to acquire 60% of Intercept's interest in the Adobe Gold Property subject to the following terms:

(1) issue and deliver an aggregate of 500,000 common shares of the Company to Intercept as follows:

- (i) 100,000 shares on signing of the agreement (issued);
- (ii) 100,000 shares on or before December 1, 2016 (issued);
- (iii) 100,000 shares on or before September 1, 2017 (issued);
- (iv) 200,000 shares on or before September 1, 2018;

Clause (iv) was amended on July 19, 2018 that 50,000 shares are due September 1st, 2018 (issued) and the remaining 150,000 shares are due September 1st, 2019.

(2) incur US\$100,000 in exploration expenditures on the Adobe Property on or before December 8, 2016;

The Company did not incur US\$100,000 on the Adobe Property before December 8, 2016. On April 10, 2017, Intercept agreed to accept 150,000 shares (issued) in lieu of the expenditure requirement.

(3) incur at least an aggregate of US\$600,000 in exploration expenditures on the Adobe Property on or before September 1, 2018;

On July 19, 2018, Intercept agreed to extend the due date to incur exploration expenditures of US\$600,000 to September 1, 2019

(4) The Adobe Property is subject to a 1.5% Net Smelter Royalty ("NSR").

If the Company exercises the First Option, the Company shall have the right to earn an additional 10% interest ("Second Option") so that the Company holds a 70% interest by issuing an additional 500,000 common shares on or before September 1, 2019.

The Company shall have the right to earn an additional 30% interest ("Third Option") so that the Company holds a 100% interest by issuing an additional 2,000,000 common shares and granting a royalty equal to 1% of the NSR. The Company may at any time purchase the 1% NSR from Intercept for US\$2,000,000.

The Company assumed all the obligations and commitments that Intercept had, pursuant to an underlying agreement, starting March 12, 2018 as follows:

- US\$20,000 on or before March 12, 2018;
- US\$40,000 on or before September 12, 2018;
- US\$60,000 on or before September 12, 2019; and
- US\$110,000 on or before September 12, 2020.
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Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements
For the Quarter Ended September 30, 2019
(Unaudited - Expressed in Canadian dollars)

4. Exploration and evaluation assets (continued)

These payments will be deducted from the NSR payable by the Company once commercial production begins. Such payments can be made as shares, cash or a combination thereof.

During the year ended December 31, 2018, the Company paid \$24,564 for a reclamation bond with the Bureau of Land Management in the State of Nevada to insure the completion of future asset retirement obligations as estimated utilizing a standardized reclamation cost estimating system for the State of Nevada.

During the quarter ended September 30, 2019, the Company relinquished its option on the Adobe Gold Property, and wrote off all acquisition costs of \$221,611 and all exploration expenditures of \$608,456 incurred by the Company on the property.

(c) *Alpha Gold Property, Nevada, USA*

In January 2018, the Company entered into an agreement with Objective Exploration LLC ("Objective") to acquire 100% of Objective's interest in the Alpha Gold Property located in Eureka County, Nevada, subject to the following terms:

- (i) grant a 1.5% NSR with the right to purchase all of the NSR for US\$3,000,000;
- (ii) pay US\$10,000 annually, starting May 7, 2019, as an advance royalty until 2039 or until purchase of NSR;
- (iii) pay US\$10,000 annually in cash or shares after 10,000 feet of drilling has been conducted on the property until 2039 or until purchase of the NSR;
- (iv) pay an additional US\$20,000 annually in cash or shares after 50,000 feet of drilling has been conducted on the property until 2039 or until purchase of the NSR; and
- (v) pay all fees to file and maintain the property

No expenditures have been incurred on this property as at September 30, 2019.

(d) *Burro Creek Property, Arizona, USA*

On September 17, 2018, the Company entered into an option agreement ("Option Agreement") with Coelton Ventures Ltd. ("Coelton") to acquire a 100% interest in the Burro Creek Property located in Mohave County, Arizona, USA, by completing the following:

- (i) Within 30 days of the Company receiving conditional acceptance of this Option Agreement from the CSE making a payment of \$50,000 and issuing 500,000 common shares of the Company to Coelton (paid and issued);
- (ii) Making a further cash payment of \$50,000 and a further share disbursement of 500,000 common shares to Coelton (paid and issued subsequent to quarter end), and completing a cumulative total of \$100,000 in expenditures on the Property by September 17, 2019 (extended to September 17, 2020);
- (iii) Making a further cash payment of \$150,000, a further share disbursement of 500,000 common shares to Coelton and completing a cumulative total of \$250,000 in expenditures on the Property by September 17, 2020;
- (iv) Making a further cash payment of \$200,000, a further share disbursement of 500,000 common shares to Coelton and completing a cumulative total of \$1,000,000 in expenditures on the Property by September 17, 2021;
- (vi) Making a further cash payment of \$250,000, a further share disbursement of 500,000 common shares to Coelton and completing a cumulative total of \$2,000,000 in expenditures on the Property by September 17, 2022;

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(Unaudited - Expressed in Canadian dollars)

4. Exploration and evaluation assets (continued)

- (vii) Making a further cash payment of \$300,000, a further share disbursement of 500,000 common shares to Coelton and completing a cumulative total of \$3,000,000 in expenditures on the Property by September 17, 2023 ;
- (vii) Making a further share disbursement of 1,000,000 Common Shares to Coelton and completing a cumulative total of \$4,000,000 in expenditures on the Property by September 17, 2024;
- (Viii) Making a further share disbursement of 1,000,000 common shares to Coelton by September 17, 2025.

(e) *RC Gold Property, Yukon*

In July 2019, the Company entered into two separate option agreements to acquire RC Gold Property located in the Clear Creek district within the heart of the Yukon's Tintina Gold Belt and within the Tombstone Gold Belt as follows:

The Company entered the first option agreement with William Mann to acquire a 100% interest in the BEE and BOP Property subject to the following terms:

- (1) Pay William Mann \$100,000 in aggregate:
 - (i) \$2,500 within five business days of the Approval Date (paid);
 - (ii) \$2,500 on or before December 31, 2019;
 - (iii) \$5,000 on or before December 31, 2020;
 - (iv) \$10,000 on or before December 31, 2021;
 - (v) \$15,000 on or before December 31, 2022;
 - (vi) \$25,000, on or before December 31, 2023; and
 - (vii) \$40,000 on or before December 31, 2024.
- (2) incur expenditures in the aggregate amount of not less than \$630,000:
 - (i) in the amount of \$10,000 on or before December 31, 2019, such amount to be a firm commitment;
 - (ii) in the aggregate amount of \$40,000 on or before December 31, 2020;
 - (iii) in the aggregate amount of \$115,000 on or before December 31, 2021;
 - (iv) in the aggregate amount of \$240,000 on or before December 31, 2022;
 - (v) in the aggregate amount of \$430,000 on or before December 31, 2023; and
 - (vi) in the aggregate amount of \$630,000 on or before December 31, 2024.
- (3) issue 500,000 Common Shares in aggregate to William Mann:
 - (i) 50,000 Common Shares within five business days of the Approval Date (issued)
 - (ii) an additional 50,000 Common Shares on or before December 31, 2019;
 - (iii) an additional 50,000 Common Shares on or before December 31, 2020;
 - (iv) an additional 50,000 Common Shares on or before December 31, 2021;
 - (v) an additional 125,000 Common Shares on or before December 31, 2022; and
 - (vi) an additional 175,000 Common Shares on or before December 31, 2023.

The Company will pay William Mann an additional bonus of \$250,000 in cash, shares or any combination thereof, at the Company's option, upon receiving a resource calculation of at least 1 million ounces of gold in any category within the RC Gold Property. The BEE and BOP Property claims are subject to a 2% NSR, half of which can be purchased for \$2,000,000.

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4. Exploration and evaluation assets (continued)

The Company entered the second option agreement with Fox Exploration Ltd. to acquire a 100% interest in the RC Property subject to the following terms:

- (1) pay Fox Exploration Ltd. \$300,000 in aggregate:
 - (i) \$7,500 within five business days of the Approval Date (paid);
 - (ii) \$7,500 on or before December 31, 2019;
 - (iii) \$15,000 on or before December 31, 2020;
 - (iv) \$30,000 on or before December 31, 2021;
 - (v) \$45,000 on or before December 31, 2022;
 - (vi) \$75,000, on or before December 31, 2023; and
 - (vii) \$120,000 on or before December 31, 2024.

- (2) incur Expenditures in the aggregate amount of not less than \$1,870,000 as follows:
 - (i) in the amount of \$80,000 on or before December 31, 2019, such amount to be a firm commitment;
 - (ii) in the aggregate amount of \$170,000 on or before December 31, 2020;
 - (iii) in the aggregate amount of \$395,000 on or before December 31, 2021;
 - (iv) in the aggregate amount of \$770,000 on or before December 31, 2022;
 - (v) in the aggregate amount of \$1,320,000 on or before December 31, 2023; and
 - (vi) in the aggregate amount of \$1,870,000 on or before December 31, 2024.

- (3) issue 1,500,000 Common Shares in aggregate to Fox Exploration Ltd. as follows:
 - (i) 150,000 Common Shares within five business days of the Approval Date (issued);
 - (ii) an additional 150,000 Common Shares on or before December 31, 2019;
 - (iii) an additional 150,000 Common Shares on or before December 31, 2020;
 - (iv) an additional 150,000 Common Shares on or before December 31, 2021;
 - (v) an additional 375,000 Common Shares on or before December 31, 2022; and
 - (vi) an additional 525,000 Common Shares on or before December 31, 2023.

The Company will pay Fox Exploration Ltd. an additional bonus of \$250,000 in cash, shares, or any combination thereof, at the Company's option, upon receiving a resource calculation of at least 1 million ounces of gold in any category within the RC Gold Property. The RC Property Claims are subject to a 2% NSR, half of which can be purchased for \$2,000,000.

5. Share capital*(a) Authorized*

Unlimited common shares with no par value

(b) Issued and outstanding

Sitka Gold Corp.

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5. Share capital (continued)

	Number of Common shares	Share Capital
<i>Balance, December 31, 2017</i>	10,367,000	\$620,135
IPO Financing, net of issue costs (i)	6,000,000	949,378
Financing, net of issue costs (ii)	480,000	113,972
Issued for finder's fee on property (iii)	80,000	9,600
Issued pursuant to option agreement (iv)	550,000	61,000
Flow-through financing, net of issue costs (v)	2,200,000	204,920
Shares issued on warrants exercised	100,000	15,000
<i>Balance, December 31, 2018</i>	19,777,000	\$1,974,005
Financing, net of issue costs (vi)	3,848,000	421,960
Issued pursuant to option agreement (vii)	200,000	24,000
<i>Balance, September 30, 2019</i>	23,825,000	\$2,419,965

- (i) January 2018, the Company completed its initial public offering and issued 6,000,000 units of the Company (the "IPO Units") at a price of \$0.20 per IPO Unit for gross proceeds of \$1,200,000. Each IPO Unit is comprised of one common share and one-half of one transferable share purchase warrant, each whole warrant entitling the holder to acquire one additional common share at a price of \$0.30 per share until January 30, 2020.

Share issue costs \$96,000 included an agent's cash commission equal to 8% of the gross proceeds of the Offering as well as non-transferable warrants with a fair value of \$68,568 entitling the agent and members of its selling group to purchase up to an aggregate of 480,000 common shares of the Company at a price of \$0.30 per common share until January 30, 2020. The agent also received a corporate finance fee of \$86,054.

- (ii) In June 2018, the Company closed a non-brokered private placement by issuing 480,000 units at a price of \$0.25 per unit for gross proceeds of \$120,000. Each unit is comprised of one common share and one share purchase warrant. Each warrant entitles the holder to acquire one additional share in the capital of the Company at a price of \$0.40 until June 29, 2020. The Company incurred share issue costs of \$6,028 in connection with this financing.
- (iii) In September 2018, the Company issued 80,000 shares to Objective Exploration LLC for finder's fee on Adobe Property with a fair value of \$9,600.
- (iv) During the year ended December 31, 2018, Pursuant to the Adobe Property agreement between the Company and Intercept Minerals Corporation (note 4(b)), 50,000 shares were issued with a fair value of \$6,000. Pursuant to the Burro Creek Property agreement between the Company and Coelton Ventures Ltd. (note 4(d)), 500,000 shares were issued with a fair value of \$55,000.
- (v) In December 2018, the Company completed a non-brokered private placement of 2,200,000 flow-through units at a price of \$0.125 per unit for total proceeds of \$275,000. Each Flow-through Unit will consist of one flow-through common share and one-half of one non flow-through common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share of the Company at an exercise price of \$0.17 per common share for a period of 24 months until December 28, 2020. In connection with this financing, the Company issued 96,000 warrants to the agent, incurred share issue costs of \$15,080 and flow-through share liabilities of \$55,000.

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(Unaudited - Expressed in Canadian dollars)

5. Share capital (continued)

(vi) In August 2019, the Company completed the first tranche of its non-brokered private placement announced on April 9, 2019 by issuing 3,848,000 units (the "Units") at a price of \$0.11 per Unit for gross proceeds of \$423,280. Each Unit consists of one common share and one-half of one share purchase warrant. Each whole warrant will entitle the holder to purchase an additional common share at a price of \$0.16 for a period of two years. In connection with this financing, the Company issued 12,000 warrants to the agent.

(vii) In July 2019, pursuant to BEE and BOP Property agreement between the Company and William Mann (note 4(e)), 50,000 shares were issued with a fair value of \$6,000. Pursuant to RC Property agreement between the Company and Fox Exploration Ltd (note 4(e)), 150,000 shares were issued with a fair value of \$18,000.

(c) Share purchase warrants

At September 30, 2019, the Company had warrants outstanding and exercisable as follows:

	Number of Warrants	Weighted Average Exercise Price \$
Balance, December 31, 2017	7,917,000	0.17
Granted (b(i))	3,480,000	0.30
Exercised	(100,000)	0.15
Granted (b(iv))	480,000	0.40
Granted (b(v))	1,196,000	0.17
Balance, December 31, 2018	12,973,000	0.22
Granted (b(vi))	1936,000	0.16
Expired	(1,450,000)	0.15
Balance, September 30, 2019	13,459,000	0.22

The weighted average life of the warrants outstanding at September 30, 2019 is 0.6.

(e) Stock options

The Company has a stock option plan whereby options to purchase common shares are granted by the board of directors to directors, officers, employees and consultants to the Company. Under the terms of the plan, the Company has reserved an amount of common shares for options up to 10% of the issued and outstanding common shares. Options granted under this plan are non-transferable; expire no later than the tenth anniversary of the date the option is granted and must comply with the requirements of the regulatory authorities.

A summary of outstanding stock options at September 30, 2019 is as follows:

Number of stock options exercisable and outstanding	Exercise price (\$)	Expiry date
1,000,000	0.25	May 15, 2022
200,000	0.25	March 5, 2023
750,000	0.12	July 1, 2024
<u>1,950,000</u>		

Sitka Gold Corp.

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5. Share capital (continued)

Stock option transactions are summarized as follows:

	Number of stock options	Weighted average exercise price \$	Weighted average remaining life (years)
Balance, December 31, 2017	1,000,000	0.25	4.12
Granted (i)	200,000	0.25	
Balance, December 31, 2018	1,200,000	0.25	3.27
Granted (ii)	750,000	0.12	
Balance, September 30, 2019	1,950,000	0.20	4.75

(i) On March 5, 2018, the Company granted 200,000 stock options to certain directors, officers, employees and consultants exercisable at \$0.25 per share for a period of five years until March 5, 2023. The total fair value was estimated to be \$38,686 using the Black-Scholes Option Pricing Model assuming an expected life of 5 years, expected dividend yield of 0%, a risk-free interest rate of 2% and an expected volatility of 132%.

(ii) On July 1, 2019, the Company granted 750,000 stock options to certain directors, officers, employees and consultants exercisable at \$0.12 per share for a period of five years until July 1, 2024. The total fair value was estimated to be \$64,059 using the Black-Scholes Option Pricing Model assuming an expected life of 5 years, expected dividend yield of 0%, a risk-free interest rate of 2% and an expected volatility of 130%.

6. Related parties

The Company had the following transaction involving key management during the quarter ended September 30, 2019:

- (1) An officer of the Company provided geological services to the Company. Fee incurred during the quarter were \$30,000 (2018- \$4,000).
- (2) A director of the Company provided geological services to the Company. Fee incurred during the quarter were \$30,000 (2018- \$6,000).
- (3) A director of the Company provided consulting services to the Company. Fee incurred during the quarter were \$30,000 (2018- \$nil).
- (4) A company controlled by the director of the Company provided geological services to the Company. Fee incurred during the quarter were \$40,000 (2018- \$nil).
- (5) During the quarter, 150,000 shares were issued and a payment of \$7,500 was made to a company controlled by the director of the Company pursuant to the RC Property agreement (4(e)).

Sitka Gold Corp.

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7. Financial instruments

The Company is exposed in varying degrees to a variety of financial instrument related risks by virtue of its activities. The overall financial risk management program focuses on preservation of capital, and protecting current and future Company assets and cash flows by reducing exposure to risks posed by the uncertainties and volatilities of financial markets.

The types of risk exposure and the way in which such exposures are managed are as follows:

Credit Risk - The Company's credit risk is primarily attributable to its liquid financial assets. The Company's primary exposure to credit risk is on its cash. Cash are held with the same financial institution giving rise to a concentration of credit risk. This risk is managed by using a major Canadian bank that is a high credit quality financial institution.

Liquidity Risk - Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. All of the Company's financial liabilities are due within a year.

Interest rate risk - Interest rate risk refers to the risk that fair values of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk as cash earns interest income at variable rates. The fair value of cash is minimally affected by changes in short term interest rates.

Foreign currency risk - Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency risk to the extent that certain monetary financial instruments and other assets are denominated in United States dollars. The Company has not entered into any foreign currency contracts to mitigate this risk, as it believes this risk is minimized by the minimal amount of cash held in United States funds.

Commodity price risk - The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

Fair Value - The Company has various financial instruments comprised of cash, receivables, investments and accounts payable and accrued liabilities.

The carrying amounts of the Company's financial instruments approximate their fair due to their short period of time until maturity.

8. Capital Management

Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital. In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company is not subject to externally imposed capital requirements. The Company's management of capital did not change during the quarter ended September 30, 2019.

Sitka Gold Corp.

Notes to the Consolidated Interim Financial Statements

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9 Subsequent Events

In October 2019, the Company closed its non-brokered private placement announced on April 9, 2019 for total gross proceeds of \$1,102,271.94 through the issuance of 10,020,654 units (including first tranche 3,848,000 units issued - see note 5(vi)) at a price of \$0.11 per Unit.

Each unit consists of one common share and one-half of one common share purchase warrant. Each whole Warrant will entitle the holder to purchase an additional common share at a price of \$0.16 for a period of 2 years from the date of issuance.