

BRIGADIER GOLD LIMITED

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2019**

(Expressed in Canadian Dollars)

**NOTICE OF NO AUDITOR REVIEW OF THE
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim consolidated financial statements of Brigadier Gold Limited. (the "Company") for the three and nine month periods ended September 30, 2019, have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

BRIGADIER GOLD LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)
(Unaudited)

	SEPTEMBER 30 2019	DECEMBER 31 2018
ASSETS		
Current		
Cash	\$ 235,325	\$ 254,200
Amounts recoverable	12,129	556
Prepaid expenses	12,760	5,915
Advance recoverable (Note 3)	25,589	-
Total Current Assets	285,803	260,671
Investments (Note 4)	12,050	50
Total Assets	\$ 297,853	\$ 260,721
 LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 57,215	\$ 66,239
Total Current Liabilities	57,215	66,239
Total Liabilities	57,215	66,239
 EQUITY		
Share Capital (Note 6)	10,695,700	10,292,827
Warrants	213,300	387,503
Contributed Surplus	4,785,215	4,698,085
Deficit	(15,453,577)	(15,183,933)
Total Equity	240,638	194,482
Total Liabilities and Equity	\$ 297,853	\$ 260,721

The financial statements were approved and authorized for issue by the Board of Directors on November 18, 2019. They were signed on the Company's behalf by:

“Bev Funston”

Director

“Ranjeet Sundher”

Director

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

BRIGADIER GOLD LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)
(Unaudited)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	2019	2018	2019	2018
Expenses				
Consulting	\$ 38,125	\$ 94,480	\$ 82,972	\$ 308,527
General and administration	16,977	18,526	46,680	88,035
Professional fees	73,832	10,894	122,739	115,749
Business development	-	-	-	20,164
Share-based compensation	-	-	-	69,155
Foreign exchange loss	569	(2,460)	579	(2,668)
Investor relations and transfer fees	12,242	7,500	33,674	55,213
Loss before other item	(141,745)	(128,940)	(286,644)	(654,175)
Other Items				
Recovery on sale of exploration and evaluation property	-	-	21,500	-
Change in fair value of investments	(3,000)	-	(4,500)	-
Net Loss and Other Comprehensive Loss for the Period	(144,745)	(128,940)	(269,644)	(654,175)
Loss Per Share, Basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.04)
Weighted Average Number of Shares Outstanding	29,007,810	16,839,806	28,143,854	14,936,660

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

BRIGADIER GOLD LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)
(Unaudited)

	NINE MONTHS ENDED SEPTEMBER 30	
	2019	2018
Cash Provided By (Used In):		
Operating Activities		
Net loss for the period	\$ (269,644)	\$ (654,175)
Items not affecting cash		
Share-based compensation	-	69,155
Net changes in non-cash operating working capital items:		
Prepaid expenses and amounts recoverable	(18,418)	(67,078)
Advances recoverable	(25,589)	-
Accounts payable and accrued liabilities	(9,024)	183,928
	(322,675)	(468,170)
Investing Activities		
Investments	(12,000)	-
	(12,000)	-
Financing Activities		
Proceeds from issuance of shares, net of issue costs	-	389,738
Proceeds from exercise of warrants	315,800	12,000
	315,800	401,738
Net (Decrease) In Cash	(18,875)	(66,432)
Cash, Beginning of Period	254,200	73,490
Cash, End of Period	\$ 235,325	\$ 7,058
 Supplemental cash flow information		
Interest Paid	\$ -	\$ -
Income Tax Paid	\$ -	\$ -

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

BRIGADIER GOLD LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

FOR THE PERIOD FROM JANUARY 1, 2018 TO DECEMBER 31, 2018

(Expressed in Canadian Dollars)

(Unaudited)

	SHARE CAPITAL		WARRANTS	CONTRIBUTED SURPLUS	DEFICIT	TOTAL EQUITY
	SHARES	AMOUNT				
Balance January 1, 2018	12,079,810	\$ 9,777,099	\$ 248,768	\$ 4,381,655	\$ (14,430,979)	\$ (23,457)
Issuance of common shares in private placements	4,700,000	470,000	-	-	-	470,000
Issuance costs	-	(80,262)	-	-	-	(80,262)
Fair value of warrants issued in private placements	-	(150,556)	150,556	-	-	-
Fair value of broker warrants issued in private placements	-	(23,647)	23,647	-	-	-
Issuance of common shares upon exercise of warrants	60,000	12,000	-	-	-	12,000
Reclassification of fair value of warrants exercised	-	1,493	(1,493)	-	-	-
Expiration of warrants	-	-	(247,275)	247,275	-	-
Stock based compensation	-	-	-	69,155	-	69,155
Net loss for the period	-	-	-	-	(654,175)	(654,175)
Balance September 30, 2018	16,839,810	10,006,127	174,203	4,698,085	(15,085,154)	(206,739)
Issuance of common shares in private placements	10,000,000	500,000	-	-	-	500,000
Fair value of warrants issued in private placements	-	(213,300)	213,300	-	-	-
Net Loss for the period	-	-	-	-	(98,779)	(98,779)
Balance, December 31, 2018	26,839,810	10,292,827	387,503	4,698,085	(15,183,933)	194,482

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

BRIGADIER GOLD LIMITED

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)

FOR THE PERIOD FROM JANUARY 1, 2019 TO SEPTEMBER 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

	SHARE CAPITAL		WARRANTS	CONTRIBUTED SURPLUS		DEFICIT	TOTAL EQUITY
	SHARES	AMOUNT					
Balance January 1, 2019	26,839,810	\$ 10,292,827	\$ 387,503	\$ 4,698,085	\$ (15,183,933)	\$ 194,482	
Issuance of common shares upon exercise of broker's warrants	188,000	18,800	-	-	-	18,800	
Issuance of common shares upon exercise of share purchase warrants	1,980,000	297,000	-	-	-	297,000	
Reclassification of fair value of warrants exercised	-	87,073	(87,073)	-	-	-	
Expiration of warrants	-	-	(87,130)	87,130	-	-	
Net Loss for the period	-	-	-	-	(269,644)	(269,644)	
Balance, September 30, 2019	29,007,810	\$ 10,695,700	\$ 213,300	\$ 4,785,215	\$ (15,453,577)	\$ 240,638	

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

BRIGADIER GOLD LIMITED

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

1. Nature of Operations and Going Concern

Brigadier Gold Limited (the "Company") is incorporated under the Business Corporations Act (Ontario) and conducts exploration and development on mineral properties in Canada. The address of the Company's registered office is 82 Richmond Street East, Toronto, Ontario, Canada, M5C 1P1. To date the Company has not realized any recoveries from its properties and is considered an exploration and development stage Company.

These unaudited condensed interim consolidated financial statements, approved by the Board of Directors on November 25, 2019, have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

These unaudited condensed interim consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a "going concern", which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The Company reported net loss of \$269,644 for the nine months ended September 30, 2019 (nine months ended September 30, 2018 - loss of \$654,175) and had an accumulated deficit of \$15,453,577 at September 30, 2019. (December 31, 2018 - \$15,183,933).

These material uncertainties of successive operating losses, together with the challenges of securing requisite funding may cast significant doubt as to the Company's ability to continue as a going concern. The unaudited condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or to the amounts or classification of liabilities that might be necessary should the Company not be able to continue as a going concern.

2. Summary of Significant Accounting Policies

(a) Statement of compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these unaudited condensed interim consolidated financial statements are the same as those applied in the Company's annual consolidated financial statements for the year ended December 31, 2018. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending December 31, 2019 could result in restatement of these unaudited condensed interim consolidated financial statements.

(b) Basis of presentation

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis, with the exception of financial instruments classified as at fair value through profit or loss which are measured at fair value.

BRIGADIER GOLD LIMITED

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

2. Summary of Significant Accounting Policies (Continued)

(b) Basis of presentation (Continued)

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, 1848246 Ontario Inc. (formerly known as 1534185 Alberta Inc.), and Incahusai Exploraciones S.A. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All inter-company balances, transactions, revenues and expenses have been eliminated.

(c) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Financial Instruments - classification and measurement

Financial assets are classified and measured based on these categories: fair value through profit or loss ("FVPL"); fair value through other comprehensive income ("FVOCI"); or amortized cost. Financial liabilities are classified and measured based on two categories: FVPL or amortized cost. Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets.

Financial assets and liabilities classified as FVPL are measured at fair value with changes in fair value recognized in the consolidated statements of profit or loss. Financial assets designated as FVOCI are measured at fair value with changes in fair value recognized in other comprehensive income with such changes never being reclassified to profit or loss. Financial assets and liabilities classified as amortized cost are initially measured at fair value, net of any transaction costs incurred and are measured subsequently using the effective interest method.

The Company's financial instruments consists of the following:

<i>Financial assets and liabilities</i>	<i>Classification</i>
Cash	Amortized cost
Investments	FVPL
Amounts receivable	Amortized cost
Advances recoverable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Financial instruments recorded at fair value in the consolidated statements of financial position are classified according to a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of fair value hierarchy are as follows:

BRIGADIER GOLD LIMITED

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

2. Summary of Significant Accounting Policies (Continued)

(c) Financial instruments (Continued)

- Level 1 - Unadjusted quoted prices in active markets for identical assets and liabilities
- Level 2 - Inputs other than quoted prices that are observable for assets or liabilities directly or indirectly; and
- Level 3 - Inputs for assets or liabilities that are not based on observable market data.

(d) Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use.

(e) Translation of foreign currencies

The Company's presentation currency is the Canadian dollar. The Company considers the functional currency of its Canadian operations and its subsidiaries to be the Canadian dollar. Foreign currency transactions are recorded at the exchange rate as at the date of the transaction. At the end of each reporting period, monetary assets and liabilities are translated using the year end foreign exchange rate at that date. Non-monetary assets and liabilities in foreign currencies other than the functional currency are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are included in the consolidated statements of loss and comprehensive loss.

(f) Loss per common share

Basic loss per share is computed by dividing the net loss applicable by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is computed by dividing the net loss by the sum of the weighted average number of common shares issued and outstanding during the reporting period and all additional common shares for the assumed exercise of options and warrants outstanding for the reporting period, if dilutive.

(g) Share-based payments

The share option plan allows Company employees, directors and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value of the stock options granted is measured at grant date and each tranche is recognized on a graded basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense for unvested options is adjusted to reflect the actual number of share options that are expected to vest.

BRIGADIER GOLD LIMITED

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

2. Summary of Significant Accounting Policies (Continued)

(g) Share-based payments (Continued)

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

(h) Significant accounting judgments and estimates

The preparation of these unaudited condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim consolidated financial statements include estimates that, by their nature, are uncertain.

(i) Newly adopted Accounting Standard

IFRS 16 was issued by the IASB 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. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognize the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application.

The Company adopted IFRS 16, Leases ("IFRS 16") effective January 1, 2019. Management has assessed the adoption of this accounting standard has not had a material impact on the Company's financial statements.

(j) Accounting Standards issued but not yet applied

At the date of approval of these unaudited condensed interim consolidated financial statements a number of standards and interpretations have been issued, which are not yet effective. The Company considers these new standards and interpretations are either not applicable to the Company's operations or are not expected to have a material impact on the Company's unaudited condensed interim consolidated financial statements.

3. Advance Recoverable

The Company has advanced to CBD Group Asia Limited (Note 11:- "Proposed Transaction") \$25,589 (US\$19,000). The loan is repayable upon demand and is interest free.

BRIGADIER GOLD LIMITED

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

4. Investments

	SEPTEMBER 30 2019	DECEMBER 31 2018
Anchor Gold	\$ 50	\$ 50
Prosper Gold Corp – 150,000 Common Shares*	12,000	-
	<u>\$ 12,050</u>	<u>\$ 50</u>

* The Prosper Gold Corp shares were received pursuant to the sale of the Ontario Claims and at the time of acquisition had a fair value of \$16,500 (Note 5).

5. Mineral Property Interests

Northern Ontario properties, Canada

On April 2, 2019, the Company announced that it entered into a purchase agreement (the "Purchase Agreement") to sell the Company's 100% interest in the 64 mineral claims and 6 mining patents known as the "Ontario Claims" to Prosper Gold Corp. The sale closed in April 2019, upon receiving regulatory from the TSX Venture Exchange. Consideration for the sale of the claims consisted of \$5,000 and receipt of 150,000 common shares of Prosper Gold Corp, valued at \$16,500 upon receipt. Securities received pursuant to the Purchase Agreement were subject to a hold period of four months and a day.

6. Share Capital

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

- (i) On April 19, 2018, the Company announced the closing of a private placement offering ("Offering") of \$470,000 of gross proceeds based on the issuance of 4,700,000 units (the "Units") at a price of \$0.10 per Unit. Each Unit consists of one common share (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one (1) common share at an exercise price of \$0.15 until April 19, 2019. The Company paid arm's length finder's fees of \$18,800 and issued finders a total of 188,000 broker warrants with an exercise price of \$0.10 until April 19, 2019. Certain directors of the Company acquired a portion of the Offering and their participation is considered to be a related party transaction.

The Company incurred total transaction costs of \$80,262 including the finder's fees. \$31,005 of these transaction costs was allocated to the Warrants and the remaining \$49,257 was allocated to the share capital.

BRIGADIER GOLD LIMITED

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

6. Share Capital (Continued)

b) Issued share capital (Continued)

The fair value of the Warrants was estimated at \$181,561 using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 164.89%, risk-free interest rate of 1.68% and an expected life of 1 year. The fair value of the broker warrants was estimated at \$23,647 using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 164.89%, risk-free interest rate of 1.68% and an expected life of 1 year.

- (ii) On December 21, 2018, the Company closed a private placement offering (the "Offering") of \$500,000 of gross proceeds based on the issuance of 10,000,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit consists of one common share (a "Common Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one (1) common share at an exercise price of \$0.10 until December 21, 2019. The Common Shares and Warrants are subject to a resale restriction until April 22, 2019.

The fair value of the Warrants was estimated at \$213,300 using the Black-Scholes valuation model with the following assumptions: expected dividend yield of 0%, expected volatility of 207.03%, risk-free interest rate of 1.94% and an expected life of 1 year.

- (iii) During the nine month period ended September 30, 2019, the Company issued 188,000 common shares upon exercise of broker warrants and received gross proceeds of \$18,800. As a result of the exercise the Company also reallocated \$23,647 of the warrant reserve to share capital.
- (iv) During the nine month period ended September 30, 2019, the Company issued 1,980,000 common shares upon the exercise of share purchase warrants for aggregate proceeds of \$297,000. As a result of the exercise the Company also reallocated \$63,426 of the warrant reserve to share capital.

c) Share Purchase Warrants

A summary of changes in share purchase warrants for the nine month period ended September 30, 2019 and the year ended December 31, 2018 is presented below:

	NINE MONTHS ENDED		YEAR ENDED	
	SEPTEMBER 30, 2019		DECEMBER 31, 2018	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	14,700,000	\$ 0.12	10,000,000	\$ 0.20
Issued	-	-	14,700,000	0.12
Exercised	(1,980,000)	(0.15)	(60,000)	(0.20)
Expired	(2,720,000)	(0.15)	(9,940,000)	(0.20)
Balance, end of period	<u>10,000,000</u>	\$ 0.10	<u>14,700,000</u>	\$ 0.12

BRIGADIER GOLD LIMITED

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

6. Share Capital (Continued)

c) Share Purchase Warrants (Continued)

As at September 30, 2019, 10,000,000 share purchase warrants were outstanding for the purchase of common shares at \$0.10 expiring December 21, 2019.

d) Broker warrants

A summary of changes in broker warrants for the nine month period ended September 30, 2019 and the year ended December 31, 2018 is presented below:

	NINE MONTHS ENDED SEPTEMBER 30, 2019		YEAR ENDED DECEMBER 31, 2018	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	188,000	\$ 0.10	-	\$ -
Issued	-	-	188,000	0.10
Exercised	(188,000)	0.10		
Balance, end of period	-	\$ -	188,000	\$ 0.10

As at September 30, 2019, there were no broker warrants outstanding:

7. Share Based Payments

Stock Options

The number of shares reserved for issuance under the Company's stock option plan is limited to 10% of the number of shares which are issued and outstanding on the date of a particular grant of options. Under the plan, the Board of Directors determines the term of a stock option to a maximum of 10 years, the period of time during which the options may vest, unless otherwise required by applicable securities law, stock exchange and other regulatory requirements, and when they become exercisable, as well as the option exercise price, which shall not be less than the prevailing price permitted by the TSX Venture Exchange. The Directors determine the recipients of, and nature and size of, share-based payment awards in compliance with applicable securities law, stock exchange and other regulatory requirements.

BRIGADIER GOLD LIMITED

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

7. Share Based Payments (Continued)

Stock Options (Continued)

A summary of changes in stock options for the nine months ended September 30, 2019 and the year ended December 31, 2018 is presented below:

	NINE MONTHS ENDED SEPTEMBER 30, 2019		YEAR ENDED DECEMBER 31, 2018	
	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE	NUMBER	WEIGHTED AVERAGE EXERCISE PRICE
Balance, beginning of period	730,000	\$ 0.20	-	\$ -
Granted	-	-	1,060,000	0.20
Forfeited	(730,000)	(0.20)	(330,000)	0.20
Balance, end of period	<u>-</u>	<u>\$ -</u>	<u>730,000</u>	<u>\$ 0.20</u>

On May 9, 2018, the Company granted 1,060,000 stock options to directors and consultants with each option exercisable into one common share of the Company at an exercise price of \$0.20 per share until May 9, 2023. Subsequently 330,000 of these options granted to a consultant were cancelled and as at December 31, 2018, 730,000 stock options were outstanding. The fair value of the options was determined to be \$69,155 using the Black-Scholes option pricing model. The following weighted average assumptions were used: dividend yield - 0%; expected volatility (based on historical price data of the Company's common share) - 96%; risk-free interest rate - 2.14%; and an expected life - 5 years. The options vested immediately.

During the nine month period ended September 30, 2019, 730,000 stock options were cancelled upon the resignation of directors and consultants.

As at September 30, 2019, there were no stock options outstanding for the purchase of common shares.

8. Related Party Transactions

Related party transactions reflected in these unaudited interim consolidated financial statements are as follows:

- (i) During the nine months ended September 30, 2019, the Company recorded \$37,372 (nine months ended September 30, 2018 - \$Nil) of consulting fees in relation services provided to the Company by the Directors of the Company. As at September 30, 2019, - \$3,325 (December 31, 2018 - \$Nil) was payable to a Director.
- (ii) During the nine months ended September 30, 2019, the Company recorded \$Nil (nine months ended September 30, 2018 - \$90,000) of consulting fees in relation services provided to the Company by the former Chief Executive Officer. As at September 30, 2019, - \$Nil (December 31, 2018 - \$Nil) was payable to the Former Chief Executive officer.

BRIGADIER GOLD LIMITED

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

8. Related Party Transactions (Continued)

- (iii) On May 7, 2019 a new Chief Financial Officer ("CFO") was appointed. During the nine months ended September 30, 2019, the Company recorded \$6,500 (nine months ended June 30, 2018 - \$Nil) of consulting fees in relation services provided to the Chief Financial Officer of the Company. As at September 30, 2019, - \$3,000 (December 31, 2018 - \$Nil) was payable to the CFO.
- (iv) The former Chief Financial Officer is an employee of Marrelli Support Services Inc. ("MSSI"), a firm providing accounting services. During the nine month period ended September 30, 2019, the Company incurred \$10,620 (nine months ended September 30, 2018 - \$33,177) for accounting services rendered by MSSI. As at September 30, 2019, - \$Nil (December 31, 2018 - \$2,552) is included in accounts payable and accrued liabilities.
- (v) During the nine month period ended September 30, 2019, the Company recorded stock based compensation amounting to \$Nil (nine months ended September 30, 2018 - \$18,947) relating to stock options granted to a Director.

9. Capital Management

The Company manages its capital structure and makes adjustments in light of the changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the Company's capital requirements, the Company has in place planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. There were no externally imposed capital requirements to which the Company is subject as at September 30, 2019. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the Exchange which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of September 30, 2019, the Company is compliant with known requirements other than Policy 2.5 of the TSX Venture Exchange. The Company continues to evaluate various options in order to maintain the capital requirements imposed by Policy 2.5 of TSX Venture Exchange. There can be no assurance that the Company's financing activities will be successful or sufficient.

10. Financial Instruments and Risk Management

The carrying values of cash, amounts receivable, advance recoverable and accounts payable and accrued liabilities are considered representative of their respective fair values due to their short term period to maturity.

Investments have been recorded at fair market value.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency risk and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

BRIGADIER GOLD LIMITED

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

10. Financial Instruments and Risk Management (Continued)

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the consolidated statements of financial position date under its financial instruments is summarized as follows:

Those financial assets that potentially subject the Company to credit risk are its cash. Substantially all of the Company's cash is held with major financial institutions in Canada, and management believes the exposure to credit risk with such institutions is not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of the business of the Company.

The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in note 8, in normal circumstances. Further information regarding liquidity risk is set out in note 1.

- Interest rate risk

The Company had no significant exposure at September 30, 2019, to interest rate risk through its financial instruments.

- Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Commodity price risk is remote since the Company is not a producing entity. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

- Currency risk

The Company's currency risk arises primarily with fluctuations in the United States dollar. The Company has no revenue and any exposure to currency risk is related to expenditures by the Company in the United States.

BRIGADIER GOLD LIMITED

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

11. Proposed Transaction

On August 19, 2019, the Company entered into definitive agreements in respect investments in CBD Group Asia Limited ("CGA") and Natural Source Group Pte Limited ("NSG"), which transactions are, together with a concurrent private placement offering, proposed to constitute the Corporation's change of business from mineral exploration to an investment issuer (the "Proposed COB").

About CBD Group Asia Limited (CGA)

CGA is a Hong Kong company focused on product distribution and strategic investment in Asian Cannabidiol ("CBD") markets. CGA was incorporated on May 27, 2019 and commenced operations shortly thereafter. CGA is currently creating a footprint within Asia to open up and leverage avenues of growth in emerging markets with the business strategy focusing on two key components:

- (i) creating distribution networks and infrastructure to bring CBD products from businesses directly to consumers in Asia, and
- (ii) seeking investment and acquisition opportunities in the fledgling hemp/CBD product, technology, and sales markets in Asia.

CGA's management believes that the steps taken to date have already positioned CGA to access consumers and investment opportunities in China, with respect to hemp CBD goods and technology, and CGA is currently in discussions with producers of CBD products in North America, with an aim to formalize agreements to provide CGA distribution rights through its network in China and elsewhere.

CBD Product Distribution

CGA has entered into a service agreement with YuShop Global, an Asia focused e-commerce platform to access Asian consumer demand for CBD products. The platform will operate as a B2B platform for sales of CBD products distributed in Asia through CGA. Initially, the focus of the platform will be on the Chinese markets, though CGA will continue to enter other markets where opportunities arise.

Contemporaneously, CGA is developing a proprietary sales platform which will seek to exploit direct B2C sales opportunities through a number of Chinese focused software solutions, including but not limited to WeChat. CGA intends to focus efforts on this platform using multi-level marketing techniques in order to increase its sales reach.

Furthermore, CGA is in discussions with CBD product providers based in Canada and elsewhere with respect to the distribution of CBD products in Asia.

Investment Incubator

CGA has recently entered into a binding partnership memorandum of understanding with XNode Startup & Corporate Acceleration ("XNode"), a private company incorporated pursuant to the laws of China (the "XNode MOU"). Under the XNode MOU, CGA and XNode have agreed to a commercial partnership to provide complete start-up ecosystem and growth capital to carefully chosen growth-oriented CBD companies which are developing products, technology and services in China, or seeking to enter the Chinese market (each, a "Growth Company").

BRIGADIER GOLD LIMITED

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

11. Proposed Transaction (Continued)

Under the XNode MOU, CGA has the exclusive right to acquire equity from each Growth Company in an amount of up to 50% or such higher number as agreed to by CGA. XNode has agreed to provide Growth Companies with:

- (i) the use of XNode's incubator facilities in Shanghai,
- (ii) access to XNode's network, technical expertise, and "launchpad services" in China, and
- (iii) accounting, intellectual property, legal and management expertise.

The term of the XNode MOU is three years, and CGA's exclusive investment right will remain for a period of up to a one year following earlier termination. (For more information about XNode, please visit <http://www.thexnode.com>)

The CGA Investment ROFR (defined below) will apply to any investment opportunity available to CGA under the XNode MOU.

About Natural Source Group Pte Limited

NSG is a product development and sales company with offices in Shanghai, Singapore, London and Rotterdam. NSG's underlying investment thesis is that a fundamental imbalance exists between sources of supply and aggregate demand in China and other areas of the emerging frontiers of Asia. These are particularly accentuated in consumer markets. China is in the midst of shifting its economy off its reliance on exporting and transitioning into a consumption-driven macroeconomic model. It is NSG's purpose to act as a conduit developing consumer focused products matching this change and to operate in niche health and wellness markets where NSG is able to control the sources of supply in areas of significant regulatory oversight.

Currently, NSG operates three business segments in China and throughout Asia:

- (i) Stork Nutrition, an infant nutrition company structured to enable importing of large volumes of infant formula and related mother and baby nutrition products into China, overcoming regulatory challenges;
- (ii) Logico, a platform for the development of NSG's innovative range of beverages; and
- (iii) NSG Trading, a vertically integrated trader and interdealer broker focussed primarily on opportunistic arbitrage in Asian agribusiness supply chains

The next frontier for NSG is to enter the CBD product market, particularly as it relates to over-the counter products and pharmaceuticals.

The CGA Transaction

Following completion of the CGA Transaction, the Corporation will own 50% of CGA and will have the ability to acquire a total of up to a total 75% of the common shares of CGA (the "CGA Common Shares") following conversion of the Debentures and exercise of the CGA Option in full (the "CGA Transaction").

BRIGADIER GOLD LIMITED

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

11. Proposed Transaction (Continued)

Terms of the CGA Investment Agreement

In accordance with the terms of the investment agreement dated August 13, 2019, among the Corporation, CGA and James Foster (the "CGA Investment Agreement"), the Corporation has agreed to acquire on closing:

- (i) 550,000 CGA Common Shares, at a price per CGA Common Share of CAD \$1.00, for total subscription proceeds of CAD \$550,000; and
- (ii) 450,000 CGA Common Shares from James Foster (the Chief Executive officer of CGA and NSG)

Consideration for the above comprises the issuance of 2,000,000 common shares in the capital of the Corporation, representing a deemed price per CGA Common Share of CAD \$1.00, which, combined with the subscription of 550,000 CGA Common Shares, will result in the Corporation and Mr. James Foster each owning 50% of the CGA Common Shares on closing of the CGA Transaction.

Further, the Corporation will acquire at closing secured, convertible debentures of CGA in the principal amount of CAD \$700,000, which shall be convertible into CGA Common Shares at a price of CAD \$1.00 per CGA Common Share (the "CGA Debentures"), and CGA will grant to the Corporation an option to purchase up to 1,300,000 CGA Common Shares for total proceeds of CAD \$1,300,000 (the "CGA Option"). The CGA Investment Agreement also provides board nomination rights to both CGA and the Corporation, as well as a right of first refusal in favor of the Corporation (the "CGA Investment ROFR") with respect to any proposed investment by CGA in companies involved in the CBD space in Asia.

In addition, on July 24, 2019, the Corporation advanced CAD \$25,000 to CGA in the form of an unsecured convertible promissory note in accordance with TSXV Policy 5.2, which will automatically convert into common shares pursuant to the terms of the CGA Investment Agreement upon closing of the Proposed COB.

The NSG Transaction

The Corporation and NSG have entered into a subscription agreement dated August 13, 2019 (the "NSG Subscription Agreement"), pursuant to which the Corporation has agreed to subscribe for 2,000,000 common shares of NSG at a price per common share of USD \$0.10, for total investment proceeds of USD \$200,000. Under the terms of the Subscription Agreement, NSG has granted to the Corporation an exclusive right to source CBD products through its investment partners for a percentage of revenues derived from the sale by NSG of such CBD products and brands (the "NSG Transaction").

Private Placement

In connection with the Proposed COB, the Corporation will complete a non-brokered private placement offering of units ("Units") for aggregate gross proceeds of a minimum of CAD \$2,000,000, with each Unit comprising one common share of the Corporation and one-half of one common share purchase warrant (the "Offering"), for a price of \$0.25 per Unit. Each whole purchase warrant will be exercisable in one common share of the Resulting Issuer for a price of \$0.50 per common share for a period of one year.

BRIGADIER GOLD LIMITED

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

11. Proposed Transaction (Continued)

Transfer of Listing to Canadian Securities Exchange

Upon closing of the Proposed COB and subject to receipt of approvals of the TSXV for the delisting of the common shares of the Corporation (the "Common Shares") from the TSXV (the "TSXV Delisting"), and the CSE for the listing of the Common Shares on the CSE (the "CSE Listing"), the listing of Common Shares will be transferred from the TSXV to the CSE. The TSXV Delisting is subject to the Company receiving approval from the TSXV and the CSE Listing is subject to the Company receiving approval from the CSE. There can be no assurance that the TSXV will approve the proposed TSXV Delisting or that the CSE will approve the listing of the Resulting Issuer's shares. Non-approval of the transfer of the listing will prohibit or negatively impact closing of the Proposed COB with the result that the Company may need to seek and secure another acquisition of a business or assets to ensure that the Company will meet the TSXV's continued listing requirements.