



Rio Silver Inc.
Condensed Interim Consolidated Financial Statements
For the Nine Months Ended
September 30, 2019 and 2018
(Expressed in Canadian dollars)

Notice to Shareholders of Rio Silver Inc.

In accordance with National Instrument 51-102, Part 4, subsection 4.3 (3) (a), we report that the accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Rio Silver Inc.
Condensed Interim Consolidated Statements of Financial Position (Unaudited)
(Expressed in Canadian Dollars)

As at	September 30, 2019	December 31, 2018
ASSETS		
Current Assets		
Cash	\$ 14,890	\$ 2,766
Accounts receivable	13,486	13,855
Government taxes receivable (Note 3)	6,859	2,512
Prepaid expenses and other assets	1,410	1,453
	<u>36,645</u>	<u>20,586</u>
LIABILITIES		
Current Liabilities		
Trade and other payables	\$ 158,016	\$ 152,766
Promissory note	10,000	-
Due to related parties (Note 4)	337,532	212,438
	<u>505,548</u>	<u>365,204</u>
Long-term liability (Note 5)	<u>199,060</u>	<u>199,060</u>
	\$ 704,608	\$ 564,264
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital (Note 6)	\$ 11,371,304	\$ 11,278,801
Share subscription received in advance (Note 6)	229,000	-
Warrants (Note 6)	98,759	98,759
Contributed surplus	3,163,749	3,163,749
Accumulated deficit	(15,530,775)	(15,084,987)
	<u>(667,963)</u>	<u>(543,678)</u>
	\$ 36,645	\$ 20,586

GOING CONCERN (Note 2)

COMMITMENT (Note 9)

SUBSEQUENT EVENTS (Note 10)

Approved on behalf of the Board: **“Christopher Verrico”**

“Edward J. Badida”

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

Rio Silver Inc.

Condensed Interim Consolidated Statements of Comprehensive Loss (Unaudited)

(Expressed in Canadian Dollars)

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Expenses				
Management fees (Note 4)	\$ 36,000	\$ 21,000	\$ 115,500	\$ 63,000
Exploration and evaluation expenditures (Note 8)	271,319	3,257	298,189	57,237
Professional fees	(225)	7,762	16,100	34,885
Office and administration	4,621	4,645	16,217	24,012
Shareholder information and filing fees	849	7,262	10,619	20,932
Share-based payments	-	-	-	4,567
Rental expenses	3,000	3,000	9,000	9,000
Gain on settlement of debt	-	(8,579)	(16,101)	(8,579)
Exchange (gain)/loss	(3,548)	2,593	(3,736)	2,662
Net loss and comprehensive loss for the period	\$ (312,016)	\$ (40,940)	\$ (445,788)	\$ (207,716)
Loss per share - basic and diluted	\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding - basic and diluted	42,859,944	40,856,064	42,157,063	38,885,022

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

Rio Silver Inc.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency (Unaudited)

(Expressed in Canadian Dollars)

	Issued Common Shares		Share Subscription		Contributed	Accumulated	Total Equity
	Number	Amount	Received in Advance	Warrants	Surplus	Deficit	(Deficiency)
		\$		\$	\$	\$	\$
BALANCE, DECEMBER 31, 2017	37,092,005	11,087,527	-	70,089	3,192,001	(14,794,287)	(444,670)
Shares issued for cash	2,000,000	68,723	-	31,277	-	-	100,000
Share issuance costs	-	(4,190)	-	-	-	-	(4,190)
Shares issued for cash - exercise of warrants	200,000	14,607	-	(2,607)	-	-	12,000
Shares issued for debt settlement	857,879	34,315	-	-	-	-	34,315
Shares issued for cash - exercise of options	900,000	77,819	-	-	(32,819)	-	45,000
Share-based payments	-	-	-	-	4,567	-	4,567
Comprehensive Loss	-	-	-	-	-	(207,716)	(207,716)
BALANCE, SEPTEMBER 30, 2018	41,049,884	11,278,801	-	98,759	3,163,749	(15,002,003)	(460,694)
Shares issued for cash - exercise of warrants	-	-	-	-	-	-	-
Shares issued for debt settlement	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	-
Comprehensive loss	-	-	-	-	-	(82,984)	(82,984)
BALANCE, DECEMBER 31, 2018	41,049,884	11,278,801	-	98,759	3,163,749	(15,084,987)	(543,678)
Share subscription received for the shares to be issued	-	-	229,000	-	-	-	229,000
Shares issued for cash - exercise of options	200,000	12,000	-	-	-	-	12,000
Shares issued for debt settlement	1,610,060	80,503	-	-	-	-	80,503
Comprehensive Loss	-	-	-	-	-	(445,788)	(445,788)
BALANCE, SEPTEMBER 30, 2019	42,859,944	11,371,304	229,000	98,759	3,163,749	(15,530,775)	(667,963)

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

Rio Silver Inc.
Condensed Interim Consolidated Statements of Cash Flows (Unaudited)
For the Nine Months Period Ended September 30,
(Expressed in Canadian Dollars)

	2019	2018
	\$	\$
Operating Activities		
Net loss for the period	(445,788)	(207,716)
Items not requiring use of cash:		
Gain on settlement of debt	(16,101)	(8,579)
Share-based payments	-	4,567
Changes in operating assets and liabilities:		
Accounts receivable	369	-
Government taxes receivable	(4,347)	597
Prepaid expenses and other assets	43	(123)
Trade and other payables	101,854	8,883
Due to related parties	125,094	51,984
Cash provided (used) in operating activities	(238,876)	(150,387)
Financing Activities		
Shares and warrants issued for cash, net of share issuance cost	-	95,810
Share subscription received in advance	229,000	-
Option and warrants exercised	12,000	57,000
Promissory note	10,000	-
Cash provided (used) by financing activities	251,000	152,810
Increase (Decrease) in cash	12,124	2,423
Cash, beginning of period	2,766	3,802
Cash, end of period	14,890	6,225

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

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) Nine Months ended September 30, 2019 and 2018

(Expressed in Canadian dollars unless otherwise noted)

1. Reporting entity

Rio Silver Inc. (the "Company" or "Rio Silver") is listed on the TSX Venture Exchange (TSXV) under the symbol "RYO". It is incorporated in Canada under the Canada Business Corporations Act. The Company's corporate office and principal place of business is 40 University Avenue, Suite 603, Toronto, Canada M5J 1T1. The Company's principal business activity is the acquisition, evaluation and development of mineral properties in the Americas.

2. Basis of Preparation and Summary of Significant Accounting Policies

These condensed interim consolidated financial statements for the nine months period ended September 30, 2019 have been prepared in accordance with IAS34 Interim Financial Reporting.

These condensed interim consolidated financial statements should be read in conjunction with the Company's 2018 annual consolidated financial statements which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the Company's 2018 annual consolidated financial statements except for the adoption of new and amended standards as set out below.

These condensed interim consolidated financial statements for the nine months ended September 30, 2019 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on September 9, 2019.

a) Adoption of New Standards

The Company has adopted the following new standard effective January 1, 2019.

IFRS 16 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. Contracts that convey the right to control the use of an identified asset for a period of time in exchange for consideration are accounted for as leases giving rise to right-of-use assets.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The lease liability is initially measured at the present value of the lease payments, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

There were no lease liabilities recognized under IFRS 16 upon adoption of this standard.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) Nine Months ended September 30, 2019 and 2018

(Expressed in Canadian dollars unless otherwise noted)

2. Basis of Preparation and Summary of Significant Accounting Policies (continued)

b) Going Concern

The Company is in the process of exploring and evaluating its mineral properties. On the basis of information to date, it has not yet determined whether these properties contain economically recoverable mineral deposits. The recoverability of amounts shown as mineral exploration properties is entirely dependent on the existence of economically recoverable reserves, securing and maintaining title and beneficial interest, the ability of the Company to obtain the necessary financing to complete development, and future profitable production or alternatively, upon the Company's ability to dispose of its interests on an advantageous basis, all of which are uncertain.

The Company will periodically be required to raise funds to continue operations by funding its working capital and capital expenditure requirements and, although it has been successful in the past, there can be no assurance it will be able to do so in the future on terms satisfactory to the Company. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as on the business performance of the Company. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

At September 30, 2019, the Company had no revenues, had a working capital deficit of \$468,903 (December 31, 2018 – working capital deficit of \$344,618) had not achieved profitable operations, had accumulated deficit of \$15,530,775 (December 31, 2018 - \$15,084,987) and expects to incur further losses in the development of its business, all of which casts substantial doubt upon the Company's ability to continue as a going concern. The Company will require additional financing in order to conduct its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due.

These condensed interim consolidated financial statements have been prepared on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. Accordingly, these condensed interim consolidated financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these condensed interim consolidated financial statements.

c) Basis of Consolidation

The condensed interim consolidated financial statements of the Company consolidate the accounts of the following companies:

<u>Company</u>	<u>Location</u>	<u>Ownership</u>	<u>Principal Activity</u>
Rio Silver Inc.	Canada		Parent company
Rio Silver Exploration Ltd	Canada	100%	Holding company
Minera Rio Plata S.A.C.	Peru	100%	Exploration company

There were no changes during the current interim period to the composition of the Company. The results of the subsidiaries are included in the condensed interim consolidated statements of comprehensive loss from the effective date of acquisition. All inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Nine Months ended September 30, 2019 and 2018**

(Expressed in Canadian dollars unless otherwise noted)

2. Basis of Preparation and Summary of Significant Accounting Policies (continued)**d) Standards, Amendments and Interpretations Not Yet Effective**

Certain pronouncements have been issued by the IASB or the IFRS Interpretations Committee ("IFRIC") that are mandatory for accounting periods ending after these condensed interim consolidated financial statements. Some are not applicable or do not have a significant impact to the Company and have been excluded from the discussion below.

The following new standards, amendments and interpretations that have not been early adopted in these condensed interim consolidated financial statements will or may have an effect on the Company's future results and financial position:

IFRS 10 Consolidated Financial Statements

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

e) Significant Accounting Judgements and Estimates

Areas of critical accounting estimates and judgements that have the most significant effect on the amounts recognized in the condensed interim consolidated financial statements are disclosed in Note 3 of the Company's consolidated financial statements as at and for the year ended December 31, 2018.

3. Government Taxes Recoverable

Government taxes recoverable consists of HST recoverable. The HST recoverable is based on quarterly submissions to provincial and federal governments and an amount is accrued for the last quarter for HST that has been paid and is refundable.

At September 30, 2019, the Company anticipates full recovery of these amounts and therefore no impairment has been recorded against these receivables.

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Nine Months ended September 30, 2019 and 2018***(Expressed in Canadian dollars unless otherwise noted)***4. Related Party Transactions, Balances, and Key Management Remuneration**

The Company defines key management as its Board of Directors, President and Chief Executive Officer and Chief Financial Officer. Remuneration of key management personnel:

	2019	2018
	\$	\$
Management fees	115,500	63,000
	115,500	63,000

The Company's related parties consist of its Directors, President and Chief Executive Officer, and Chief Financial Officer. The following is a summary of the Company's related party transactions and balances during the year:

- (a) Due to related parties includes \$110,425 (December 31, 2018 - \$Nil) payable to a private company owned by the Company's current CEO and earned in his capacity as CEO since March 1, 2019; \$124,000 (December 31, 2018 - \$120,000) payable to the Company's former CFO and earned in his capacity as CFO; \$14,175 (December 31, 2018 - \$Nil) payable to a private company owned by the Company's current CFO and earned in his capacity as CFO since June, 2019; \$48,800 (December 31, 2018 - \$44,000) payable to the Company's Chairman and earned in his capacity as Chairman; and \$16,000 (December 31, 2018 - \$12,000) payable to a private company owned by the individual who was the Company's CEO up to February 28, 2019 and earned in his capacity as CEO.
- (b) Due to related parties includes \$51,932 (December 31, 2018 - \$36,438) payable to current directors and officers for reimbursable expenses incurred on behalf of the Company in the normal course of business. These amounts are unsecured, non-interest bearing and without fixed repayment terms.
- (c) On June 1, 2018, the Company completed a non-brokered private placement financing of 2,000,000 units for gross proceeds of \$100,000 (Note 10(b)(v)). Related parties acquired a total of 500,000 units.

Also see note 5.

5. Long-term liability

Long-term liability consists of \$199,060 (December 31, 2018 - \$199,060) payable to the Company's former CEO and earned in his capacity as CEO of the Company up to July 12, 2013. Payment to the Company's former CEO has been deferred until the Company's working capital position has improved.

Rio Silver Inc.

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited) Nine Months ended September 30, 2019 and 2018

(Expressed in Canadian dollars unless otherwise noted)

6. Share Capital and Reserves

(a) Authorized

Unlimited number of voting common shares without nominal or par value.

Unlimited number of non-voting preferred shares issuable in a series. The directors may determine the number of shares of each series and fix the designation, privileges, rights, restrictions and conditions attaching to each series subject to the filing of Articles of Amendment.

(b) Share transactions:

During the period ended September 30, 2019 and 2018 are as follows:

- I. On June 1, 2018, the Company completed a non-brokered private placement financing (the "Financing") of 2,000,000 units at \$0.05 per unit for gross proceeds of \$100,000. Each unit consisted of one common share of the Company and one common share purchase warrant exercisable at \$0.06 until June 1, 2019 unless the closing price of the common shares of the Company is \$0.10 or higher for twenty (20) consecutive trading days any time after October 2, 2018, in which case the warrants will expire thirty (30) days after notice to warrant holders announcing an earlier expiry date. Finder's fees of \$2,800 were paid in connection with the financing. As a result of the Financing the Company issued 2,000,000 common share purchase warrants (valued at \$31,279) with an exercise price of \$0.06. The fair value of the common share purchase warrants issued in the Financing was estimated using the Black-Scholes pricing model with the following assumptions: expected dividend yield 0%, expected volatility 134%, risk free interest rate of 1.8%, expected life of one year, and a share price of \$0.06 (Note 6(c)).
- II. On July 4, 2018, the Company issued 857,859 common shares with a fair value of \$34,315 on settlement of debt amounting to \$42,894. A total of 497,000 of the foregoing common shares were issued to an officer and a director of the Company for a settlement amount of \$24,860. The Company recorded a gain on settlement of debt of \$8,579 in the consolidated statement of comprehensive loss for the year ended December 31, 2018.
- III. During the year ended December 31, 2018, there were 200,000 warrants exercised at \$0.06 per share for gross proceeds of \$12,000.
- IV. During the year ended December 31, 2018, there were 900,000 options exercised at \$0.05 per share for gross proceeds of \$45,000.
- V. During the period ended September 30, 2019, there were 200,000 warrants exercised at \$0.06 per share for gross proceeds of \$12,000.
- VI. On April 18, 2019, the Company settled an aggregate of \$80,503 in indebtedness owed to certain arm's length and non-arm's length creditors through the issuance of an aggregate of 1,610,060 common shares at a deemed issuance price of \$0.05 per common share of which 896,460 common shares were issued to non-arm's length creditors.
- VII. During the period ended September 30, 2019, the Company received gross proceeds of \$229,000 for a non-brokered private placement which has not been closed as at September 30, 2019 (See note 9).

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Nine Months ended September 30, 2019 and 2018***(Expressed in Canadian dollars unless otherwise noted)***6. Share Capital and Reserves (continued)****(c) Warrants**

The following is a summary of the changes in warrants during the period:

	Number of Warrants	Weighted average exercise price	Weighted average remaining contractual life (year)
Balance at December 31, 2017	2,750,000	\$ 0.055	0.67
Warrants granted	2,000,000	\$ 0.060	0.67
Warrants exercised	(200,000)	\$ 0.060	-
Balance at December 31, 2018	4,550,000	\$ 0.057	0.67
Warrants exercised	(200,000)	\$ 0.060	-
Warrants expired	(3,300,000)	\$ 0.060	-
Balance at September 30, 2019	1,050,000	\$ 0.060	0.30

The following warrants are outstanding as at September 30, 2019:

Expiry Date	Exercise Price	Number of Warrants as at September 30, 2019
January 19, 2020	\$ 0.060	1,050,000
		1,050,000

During the year ended December 31, 2018, the Company extended the expiry dates of 1,500,000 warrants from February 23, 2018 to August 23, 2019, and 1,250,000 warrants from July 19, 2018 to January 19, 2020.

7. Stock Options

The Company has adopted an incentive stock option plan for employees, consultants, officers and directors. The number of common shares reserved for issue under the stock option plan may not exceed 10% of the number of issued and outstanding common shares of the Company at any given time. The term of options granted under the stock option plan may not exceed ten years from the date of the grant. The Board of Directors will determine the vesting period within the exercisable term and options granted to consultants performing investor relations activities shall vest over a minimum of 12 months with no more than ¼ of such options vesting in any 3-month period. The option exercise price, also determined by the Board of Directors of the Company, may not be less than the lower of the market price for the common shares at the grant date and \$0.05.

As at September 30, 2019, the Company had 3,574,988 stock options available for issuance (December 31, 2018 – 3,554,988).

At September 30, 2019, the stock options outstanding and exercisable were as follows:

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Nine Months ended September 30, 2019 and 2018***(Expressed in Canadian dollars unless otherwise noted)***7. Stock Options (continued)**

Expiry Date	Exercise Price	Number of Options as at December 31, 2018	Granted During the Period	Exercised During the Period	Expired/ Cancelled During the Period	Number of Options as at September 30, 2019	Number of Options Exercisable as at June 30, 2019
August 9, 2019	\$0.05	400,000	-	(400,000)	-	-	-
May 18, 2020	\$0.05	150,000	-	-	-	150,000	150,000
		550,000	-	(400,000)	-	150,000	150,000

The weighted average contractual life remaining of all stock options as at September 30, 2019 is 0.63 years (December 31, 2018: 0.82 years).

8. Exploration and Evaluation Expenditures

The principal Niñobamba concession is located in the Department of Ayacucho, Peru and is owned 100% by the Company's wholly owned Peruvian subsidiary, Minera Rio Plata S.A.C., and is not subject to any royalties or exploration expenditures commitments.

Accumulated costs/ expenditures	Niñobamba		
	Peru	Gerow Lake	Total
Balance, December 31, 2017	3,002,840	876,633	3,879,473
Acquisition costs and annual fees	41,517	-	41,517
Expenditures	15,720	-	15,720
Balance, September 30, 2018	3,060,077	876,633	3,936,710
Expenditures	15,670	-	15,670
Balance, December 31, 2018	3,075,747	876,633	3,952,380
Expenditures	298,189	-	298,189
Balance, September 30, 2019	3,373,936	876,633	4,250,569

On September 8, 2016, the Company acquired 3 concessions (2,200 additional hectares) that adjoin to the west of the principal Niñobamba concession and are subject to a 2% net smelter royalty ("NSR"). In January 2017, the Company acquired by application an additional 553 hectare concession west of and adjoining to the Niñobamba property.

The Gerow Lake property is a base metal project located in northwestern Ontario. The Company has a 100% interest subject to a 2.5% NSR applicable to 40% of the revenue generated from 14 of the 36 mineral claims (the Company having the right to purchase 1% of the NSR for \$1,000,000) and, a 2% NSR on 100% of the claims (the Company having the right to purchase the NSR for \$200,000).

On October 24, 2018, the Company signed a non-binding Letter of Intent ("LOI") to acquire Norsemont II Resources Corp. ("Norsemont"), a private Ontario based company that holds a 100% interest in the Cochavara Silver-Lead-Zinc project in Northern Peru. Effective February 20, 2019, the Company and Norsemont mutually agreed to terminate their efforts to combine the assets of the companies.

Rio Silver Inc.**Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Nine Months ended September 30, 2019 and 2018**

(Expressed in Canadian dollars unless otherwise noted)

9. Subsequent events

Subsequent to period ended September 30, 2019, the Company closed a non-brokered private placement (the "Financing") for gross proceeds of \$576,000.

Upon the completion of the Financing, the Company issued 11,520,000 units (the "Units") at a price of \$0.05 per Unit. Each Unit consists of one common share of the Company and one common share purchase warrant. Each warrant is exercisable into one additional common share of the Company at a price of \$0.07 per share until May 7, 2021, unless the closing price of the common shares of the Company is \$0.15 or higher for fifteen (15) consecutive trading days any time after the date that is four months and a day after issue, in which case the Warrants will expire thirty (30) calendar days after notice to Warrant holders announcing an earlier expiry date (the "Accelerated Expiry").

The Company paid finders' fees of \$4,000 in cash and issued 80,000 finder warrants, with each such finder warrant entitling the holder thereof to acquire one common share of the Company at a price of \$0.07 per share until May 7, 2021, subject to the Accelerated Expiry.