(An exploration-stage company)

Consolidated financial statements

Years ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

Suite 2000 – 1066 West Hastings Street
Vancouver, BC
Canada V6E 3X2

Management's responsibility for financial reporting

The preparation and presentation of the accompanying consolidated financial statements are the responsibility of management and have been approved by the Board of Directors.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and contain estimates based on management's judgment. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board of Directors and has met with the Company's independent auditors to review the scope and results of the annual audit, and to review the financial statements and related financial reporting matters prior to submitting the financial statements to the Board for approval.

The Company's independent auditors, Davidson & Company LLP, Chartered Professional Accountants, are appointed by the shareholders to conduct an audit in accordance with generally accepted auditing standards in Canada, and their report follows.

"*José Antonio Rivero González*" *(signed)*

José Antonio Rivero González
President and Chief Executive Officer

"*Salvador Miranda*" *(signed)*

Salvador Miranda
Chief Financial Officer

February 24, 2020

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
GFM Resources Limited

Opinion

We have audited the accompanying consolidated financial statements of GFM Resources Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of loss and comprehensive loss, cash flows and changes in shareholders' deficiency for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred significant losses since inception and has a deficit of $5,219,190 as at December 31, 2019, and, as of that date, the Company's current liabilities exceeded its current assets by $761,518. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

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

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Peter Maloff.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

February 24, 2020

GFM RESOURCES LIMITED
(an exploration-stage company)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	Note	December 31, 2019 $	December 31, 2018 $
ASSETS			
Current			
Cash and cash equivalents		**30,326**	15,056
Accounts receivable	4	**1,195**	1,303
Prepaid expenses and deposits		**1,320**	1,503
		32,841	17,862
Value-added tax recoverable	4	**-**	4,797
		32,841	22,659
LIABILITIES			
Current			
Accounts payable and accrued liabilities	5	**20,063**	21,686
Due to related parties	8	**7,448**	-
Loans with related party	6, 8	**766,848**	509,177
		794,359	530,863
SHAREHOLDERS' DEFICIENCY			
Share capital	7	**3,484,022**	3,484,022
Contributed surplus		**870,442**	870,442
Foreign currency reserve		**103,208**	100,998
Deficit		**(5,219,190)**	(4,963,666)
		(761,518)	(508,204)
		32,841	22,659

Nature of operations and going concern uncertainty 1

The accompanying notes are integral part of these consolidated financial statements

Approved by the board of directors and authorized for issue on February 24, 2020

"James Robertson"	*"Horacio Alcocer"*
Director	Director

GFM RESOURCES LIMITED

(an exploration-stage company)

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

		Years ended December 31	
		2019	2018
	Note	**$**	$
EXPENSES			
Administration and accounting	8	**60,000**	60,000
Audit and legal		**18,066**	34,128
Property examination costs	9	**55,661**	90,104
Filing and transfer agent fees		**12,518**	12,512
Directors' fees	8	**24,000**	21,000
Office and sundry		**3,549**	9,376
Foreign exchange (gain) loss		**(11,604)**	20,153
Loss before other expenses		**(162,190)**	(247,273)
Other income (expenses)			
Interest on loans	6	**(44,338)**	(25,050)
Write-down of value added tax recoverable		**(48,996)**	(60,869)
Loss for the year		**(255,524)**	(333,192)
Other comprehensive income (loss)			
Exchange differences on translating foreign operations, net of tax		**2,210**	47,363
Total comprehensive loss for the year		**(253,314)**	(285,829)
Loss per share (basic and diluted)		**(0.01)**	(0.02)
Weighted average number of shares outstanding (basic and diluted)		**19,085,071**	19,085,071

The accompanying notes are integral part of these consolidated financial statements

GFM RESOURCES LIMITED

(an exploration-stage company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian Dollars)

		Years ended December 31	
		2019	**2018**
	Note	**$**	$
Operating activities			
Loss for the year		**(255,524)**	(333,192)
Adjustments for items not involving cash:			
- Non-cash interest on loans	6	**44,338**	25,050
- Non-cash impact of foreign exchange translation		**(13,248)**	74,658
Changes in non-cash working capital items:			
- Accounts receivable		**4,905**	895
- Change in value added tax recoverable		**-**	(4,797)
- Prepaid expenses and deposits		**183**	(1,311)
- Accounts payable and accrued liabilities		**(1,591)**	(19,204)
- Amounts due to related parties	5, 8	**7,448**	-
Cash used in operating activities		**(213,489)**	(257,901)
Cash flows from financing activities			
Loans from related party	6, 8	**228,905**	251,179
Cash generated from financing activities		**228,905**	251,179
Effect of foreign exchange translation on cash		**(146)**	418
Net change in cash		**15,270**	(6,304)
Cash, beginning of the year		**15,056**	21,360
Cash, end of the year		**30,326**	15,056
Supplementary information with respect to cash flows (Note 13):			
Income taxes paid in cash		**-**	**-**
Interest paid in cash		**-**	**(9,421)**
Issuance of common shares in settlement of debt to related party		**-**	**-**

The accompanying notes are integral part of these consolidated financial statements

GFM RESOURCES LIMITED

(an exploration-stage company)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY

(Expressed in Canadian Dollars)

	Share capital					
	Amount	Value	Contributed surplus	Foreign currency reserve	Deficit	Total
	#	$	$	$	$	$
Balance, December 31, 2017	19,085,071	3,484,022	870,442	53,635	(4,630,474)	(222,375)
Comprehensive loss for the year	-	-	-	47,363	(333,192)	(285,829)
Balance, December 31, 2018	19,085,071	3,484,022	870,442	100,998	(4,963,666)	(508,204)
Comprehensive loss for the year	-	-	-	2,210	(255,524)	(253,314)
Balance, December 31, 2019	**19,085,071**	**3,484,022**	**870,442**	**103,208**	**(5,219,190)**	**(761,518)**

The accompanying notes are integral part of these consolidated financial statements

(Expressed in Canadian dollars except where indicated)

1. Nature of operations and going concern uncertainty

GFM Resources Limited (the "Company") was incorporated under the laws of British Columbia, Canada, on September 3, 1987. During the year ended December 31, 2000, the Company continued its operation in the Yukon Territory under the Business Corporation Act of Yukon and registered as an extra-provincial company in British Columbia under the laws of British Columbia. The addresses of the Company's offices are:

- Administration: Suite 2000 – 1066 West Hastings St., Vancouver, BC V6E 3X2, Canada.
- Registered records: Suite 1500 – 1055 West Georgia St., Vancouver, BC, V6E 4N7, Canada.

The Company is in the business of acquisition, exploration and development of mineral properties, and is in one operating segment, namely mineral exploration in Mexico.

These consolidated financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

The Company has incurred significant losses since inception, and has a working capital deficiency, as follows:

	December 31, 2019 **$**	December 31, 2018 $
Deficit	**(5,219,190)**	(4,963,666)
Working capital deficiency:	**(761,518)**	(513,001)

During the year ended December 31, 2017, majority ownership of the Company was transferred from Compañía Minera Autlán, S.A.B. de C.V. ("Autlan", a company from Mexico that is controlled by a director of the Company), to Metallorum Holding, S.A.P.I. de C.V. ("Metallorum"), also from Mexico and also controlled by a director of the Company. However, on September 15, 2018, Autlan acquired all of the shares of Metallorum, which ceased to exist as an independent entity, and thus the majority shareholder of the Company is once again Autlan. Continued operations of the Company are dependent on the Company's ability to obtain public equity financing or to receive continued financial support from its controlling shareholder, Autlan. There can be no assurance the Company will be successful in achieving these goals and, accordingly, there is a material uncertainty casting 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 as a going concern, and these adjustments could be material.

2. Basis of preparation

(a) Statement of compliance

These annual consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issues by the International Accounting Standards Board ("IASB").

These financial statements were approved by the Board of Directors for issue on February 24, 2020.

(b) Bases of measurement

These financial statements have been prepared on the historical cost basis.

2. Basis of preparation (cont'd…)

(c) Functional and presentation currency

In management's judgement the functional currency of the Company is the Canadian dollar, and the functional currency of the Mexican wholly owned subsidiary is the Mexican peso. The presentation currency used in preparing the consolidated financial statements of the Company is the Canadian dollar.

(d) Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual results may differ from these estimates.

The main judgments and estimates made by management in applying accounting policies primarily relate to the following:

Value added tax recoverable

The Company is subject to value added tax recoverable in Mexico. There are transactions and calculations for which the ultimate tax recoverable for these is a form of judgment. The Company reviews the collectability of the value added tax on an ongoing basis and makes judgment as to its ability to recover this tax. Where there is uncertainty around the recoverability of this tax, a judgment is made and the value added tax will be written off in the Statement of Loss.

(e) Adoption of new accounting standards

New IFRS pronouncements have been issued that become effective for and adopted by the Company as of January 1, 2019:

IFRS 16, Leases

This standard 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 Leases. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

The Company had no leases as at December 31, 2019 or December 31, 2018 and, therefore, IFRS 16 has no material effect on the Company's consolidated financial statements.

3. Significant accounting policies

These consolidated financial statements have been prepared within the framework of the significant accounting policies provided as follows:

(a) Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned Mexican subsidiary GFM Resources de Mexico, S.A. de C.V. Inter-company balances and transactions, including unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

The Company's subsidiary is:

Name of subsidiary	Jurisdiction of incorporation	Percent ownership	Principal activity
GFM Resources de México, S.A. de C.V.	Mexico	100%	Mineral exploration

(b) Foreign currencies

Determination of functional currency

In determining the functional currency of the Company, the following was considered:

- the currency that mainly influences the cost of labour, materials, service and other costs of exploration and evaluation activities; and
- the currency used to maintain the amounts charged by operating activities.

Foreign currency translation

In preparing the financial statements of each individual entity within the Group, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Canadian dollars using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a jointly controlled entity that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. Significant accounting policies (cont'd…)

(c) Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the year. Diluted loss per share amounts are calculated in accordance with the treasury stock method which assumes that proceeds received from the exercise of stock options and warrants would be used to repurchase common shares at the prevailing market rate. Under the treasury stock method, the basic and diluted loss per share are the same, as the effect of common shares issuable upon the exercise of warrants and stock options of the Company would be anti-dilutive.

(d) Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Any tax currently payable is based on taxable profit for the year. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are recognised for taxable temporary differences except investments in subsidiaries and joint ventures where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities

(e) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares and an expected life of the options (including any estimated forfeitures). The fair value of direct awards of shares is determined by the quoted market price of the Company's stock.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a graded-vesting basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity.

3. Significant accounting policies (cont'd…)

(e) Share-based payments (cont'd…)

At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service

(f) Mineral properties

The exploration and evaluation phase of a mineral project is assumed to commence at the time the Company obtains the legal right to explore a property. Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Costs related to activities occurring before the exploration and evaluation of a project are expensed in the period in which they occur. Costs incurred during the exploration and evaluation phase are initially capitalized to the extent that these costs can be related directly to operational activities in the relevant area of interest where it is considered likely to be recoverable by future exploitation or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves. Under this method, all amounts shown as mineral properties represent costs incurred to date less amounts amortized and/or written off and do not necessarily represent present or future values.

Exploration and evaluation assets are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

If the properties are put into commercial production, the expenditures will be depleted based upon the proven reserves available. If the properties are sold or abandoned, the expenditures will be charged to the statement of loss. The Company does not accrue the estimated future costs of maintaining in good standing its mineral properties.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as mineral property or cost recoveries when the payments are made or received.

3. Significant accounting policies (cont'd…)

(g) Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (“FVTOCI”) or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company’s accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of (loss) income in the period.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in which they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date, and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The following table shows the classification of the Company’s financial assets:

Financial asset	Classification
Cash and cash equivalents	Amortized cost
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Loans with related party	Amortized cost

(Expressed in Canadian dollars except where indicated)

4. Accounts receivable

	December 31, 2019	December 31, 2018
	$	$
Canadian GST receivable	**1,195**	1,303
Mexican value added tax (IVA)	**-**	4,797
Total	**1,195**	6,100

Given the uncertainty on the recoverability of Mexican VAT and other taxes, the Company decided to write off the amount to the consolidated statements of loss and comprehensive loss.

5. Accounts payable and accrued liabilities

The Company's accounts payable and accrued liabilities are as follows:

	December 31, 2019	December 31, 2018
	$	$
Trade payables	**1,836**	964
Accrued liabilities	**18,227**	20,722
Total	**20,063**	21,686

6. Loans with related party

On November 17, 2017, the Company entered into a loan agreement (the "Loan Agreement) with Metallorum, a related company via a common director, with effect from August 1, 2017. Under the terms of the Loan Agreement, Metallorum would make available to the Company a line of credit in up to USD $2,000,000 per year. Advances made under the Loan Agreement bear annual simple interest calculated on the London Interbank Offered Rate ("LIBOR") plus 2%, calculated daily on the outstanding balance. The principal outstanding, together with any accrued but unpaid interest will become due and payable on demand, but such demand shall not to be made unless the Company has sufficient funds to repay the loan. There are no convertibility features on this Loan Agreement. During the year ended December 31, 2019, the weighted-average interest rate was 4.24% (2018 – 4.02%).

Also on November 17, 2017, Metallorum entered into a separate loan agreement with the Company's subsidiary in Mexico (the "Subsidiary Agreement"), with effect from August 1, 2017. Under the terms of the Subsidiary Agreement, Metallorum would make available to the Subsidiary a line of credit in up to MXN $40,000,000 (approximately USD $2,000,000) per year. Advances made under the Subsidiary Agreement bear annual simple interest calculated on the Bank of Mexico's inter-bank loan rate (TIIE for its acronym in Spanish – *Tasa de Interés Interbancaria de Equilibrio*) plus 2%, calculated daily on the outstanding balance. The Subsidiary Agreement has a term of two years, which can be extended upon agreement of the parties. There are no convertibility features on this Subsidiary Agreement. During year ended December 31, 2019, the weighted-average interest rate was 10.30% (2018 - 9.97%).

With the acquisition of Metallorum by Aultan, both the Loan Agreement and the Subsidiary agreement were transferred to Autlan without any changes to their terms and conditions.

(Expressed in Canadian dollars except where indicated)

6. Loans with related party (cont'd…)

The following is a summary of the loans with Autlan:

	Principal received $	Accrued Interest $	Mexican value-added tax ("IVA") $	Foreign exchange adjustment $	Total due $
Balance, December 31, 2017	205,620	3,033	325	(3,772)	205,206
Loan Agreement	151,629	7,041	-	17,665	176,335
Subsidiary Agreement	99,550	18,009	29	10,048	127,636
Balance, December 31, 2018	456,799	28,083	354	23,941	509,177
Loan Agreement	134,300	14,237	-	(17,204)	131,333
Subsidiary Agreement	94,605	30,101	32	1,600	126,338
Balance, December 31, 2019	**685,704**	**72,421**	**386**	**8,337**	**766,848**

7. Share capital

a) Authorized: the Company is authorized to issue an unlimited number of common shares without par value. There are no restrictions on transfers.

b) Issued and outstanding:

There were 19,085,071 common shares issued and outstanding as of December 31, 2019 and December 31, 2018. No common shares were issued during fiscal years ended December 31, 2019 and 2018

c) Warrants

There were no warrants outstanding as of December 31, 2019 (2018 – Nil).

d) Stock options

On May 23, 2006, the Board of Directors approved the adoption of a new incentive stock option plan (the "Plan"), which was approved by the shareholders on June 29, 2006, and ratified by the shareholders at each subsequent annual general meeting of shareholders, including the one held on June 19, 2019. The Plan allows grants of options to a maximum of 10% of the issued and outstanding shares of the Company at any time.

As the Company is currently in the search for mineral property acquisition targets, the stock options granted to the consultants and other non-employees of the Company are to serve as incentive in that process. Therefore, a reliable estimate of the fair value of these options based on the equivalent fair market value of services rendered is very difficult to assess given the unique and varying nature of these services and the lack of comparable market information. Accordingly, the Company has measured share-based payments to non-employees based on the fair value of the equity instruments granted.

There were no stock options outstanding as of December 31, 2019 (2018 – Nil).

(Expressed in Canadian dollars except where indicated)

8. Related party transactions

The Company entered into the following transactions with related parties and incurred payments to key management personnel, which were in the normal course of operations, as follows:

Years ended December 31:	**2019**	2018
	$	$
Management fees paid to a company controlled by the Chief Financial Officer of the Company	**60,000**	60,000
Office rent paid to a company controlled by the Chief Financial Officer of the Company	**600**	600
Director's fees	**24,000**	21,000
Advances pursuant to Loan Agreement [(i)]	**134,300**	151,629
Advances pursuant to Subsidiary Agreement [(ii)]	**94,605**	99,550
Interest accrued on advances [(i,ii)]	**44,338**	25,050

[(i)] Pursuant to the Loan Agreement with Autlan (Note 6).

[(ii)] Pursuant to the Subsidiary Agreement with Autlan (Note 6).

In addition, during 2018 the Subsidiary entered into a Mandate and Indemnity Agreement (the "Mandate") with Metallorum Prospección, S.A.P.I. de C.V. (formerly Soluciones y Reparaciones Domésticas, S.A. de C.V.) ("Prospección"), an affiliate company also controlled by Autlan, with retroactive effect as of August 14, 2017. Prospección had entered into an agreement to acquire certain mineral concessions in Mexico from another affiliate company; however, Prospección does not have the corporate capacity to hold mineral concessions and, therefore, requested the Subsidiary to hold these concessions on its behalf. Pursuant to the Mandate, Prospección will pay and indemnify the Subsidiary for all costs and liabilities associated with the holding of these concessions.

During the year ended December 31, 2019, the Company paid $470,218 on behalf of Prospección, and was immediately reimbursed by Prospección for this amount, with nil cash effect (2018 – $463,663).

The amounts due to related parties are as follows:

As at:	**December 31, 2019**	December 31, 2018
	$	$
Amounts owed to Autlan pursuant to Loan Agreement (Note 6):	**391,572**	260,239
Amounts owed to Autlan by Subsidiary pursuant to Subsidiary Agreement (Note 6):	**375,276**	248,938
Management fees and reimbursable expenses owed to a company controlled by an officer of the Company:	**5,348**	-
Directors' fees owed to a company controlled by a director of the Company:	**2,100**	-
	774,296	509,177

(Expressed in Canadian dollars except where indicated)

9. Property examination costs

La Casita, Durango, Mexico

The Company holds title to three mineral concessions in the state of Durango, Mexico ("La Casita" group of concessions), for which it is paying the semi-annual concession maintenance fees.

During 2018, the Subsidiary entered into an agreement with owners of the surface rights where La Casita's claims are located (the "*Ejido*") to secure land access through monthly payments of MXN $100,000 (approximately $6,900) plus 16% Mexican value added tax ("IVA") for a period of six months, in order to conduct surface geological sampling. During the year ended December 31, 2019, the Company paid the *Ejido* MXN $200,000 (inclusive of IVA) (approximately $13,790) (2018 – MXN $564,000, approximately $31,316).

Baviácora, Sonora, Mexico

On October 30, 2017, the Company entered into an exploration and evaluation agreement with Minera Auricup, S.de R.L. ("Auricup") for exclusive access to conduct exploration and evaluation of the merits of a mineral concession (the "Evaluation Agreement") of Auricup's Baviácora concession (the "Concession"), a gold and silver target located in the state of Sonora, Mexico.

Under the terms of the Evaluation Agreement, the Company would pay for outstanding mineral rights of the Concession, would have exclusive access rights for a period of six months, and would obtain a minimum 15% ownership stake in the Concession. The starting of the six-month initial evaluation and exploration term was subject to Auricup negotiating the land access rights with the local communal land administration. If, for any reason, such access rights were not successfully negotiated within 120 days of the date of Evaluation Agreement, the Company had the option of demanding full repayment, or to obtain a similar stake in a different but equivalent mineral concession owned by Auricup. Should the initial exploration and evaluation under the present agreement be successful, the Company, at its sole option, had the exclusive right to negotiate an agreement to acquire a further interest in the Concession. As at December 31, 2019, beyond the original 120 days, Auricup was unable to secure land access rights and therefore, the Company is trying to either demanding the full repayment or negotiating with Auricup, either in cash or in consulting services.

Dany II, Guanajuato, Mexico

During the year ended December 31, 2019, the Company issued a bid to the Mexican mining authorities for the potential acquisition of the Dany II concession in the state of Guanajuato, Mexico. The Company's majority shareholder, Autlan, owns other concessions in this area. While the bid was successful, the Mexican Ministry of Mines in Mexico has not issued the concession title. Furthermore, there is no assurance that the Mexican Ministry of Mines will extend issue new concession titles, in which case the Company would attempt to request a refund. If the title is issued, the Company will add this concession to its portfolio of properties for potential exploration

The summary of property examination costs is as follows:

	Years ended December 31	
	2019	2018
	$	$
La Casita - maintenance fees	**26,840**	25,256
La Casita - access	**13,788**	38,035
Baviácora - access	**-**	26,813
Dany II concession - bidding	**12,137**	-
Other exploration	**2,896**	-
	55,661	90,104

(Expressed in Canadian dollars except where indicated)

10. Income taxes

The reconciliation of income tax attributable to operations computed at the statutory tax rate to income tax expense (recovery), using a 27% (2018 – 27%) statutory tax rate, at December 31st is as follows:

	2019	2018
	$	$
Loss for the year	(255,524)	(333,192)
Expected income tax (recovery)	(69,000)	(90,000)
Change in statutory, foreign tax, foreign exchange rates and other	5,000	1,000
Permanent differences	-	3,000
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	-	62,000
Change in unrecognized deductible temporary differences	64,000	24,000
Total income tax expense (recovery)	**-**	**-**

As at December 31, 2019, the Company has Canadian federal net operating loss carry forwards of approximately $1,800,000 expiring between 2030 and 2039.

Future income tax benefits which may arise as a result of non-capital losses and unclaimed foreign exploration and development expenditures have not been recognized in these financial statements as their realization is uncertain.

The significant components of the Company's future income tax assets are as follows:

	2019	2018
	$	$
Deferred tax assets (liabilities):		
Exploration and evaluation assets	167,000	192,000
Non-capital losses available for future period	577,000	1,555,490
	744,000	1,747,490
Unrecognized deferred tax assets	(744,000)	(1,747,490)
Net deferred tax assets	**-**	**-**

11. Financial instruments

Pursuant to IFRS 9, the Company classifies cash and cash equivalents, accounts receivables, accounts payable and accrued liabilities, due to related parties and loans with related party at amortized cost. At present, the Company does not have any FVTPL or FVTOCI financial assets.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

11. Financial instruments (cont'd…)

Currency Risk

As at December 31, 2019, all of the Company's cash and cash equivalents were held either in Canadian dollars, US dollars or Mexican pesos. The Company incurs expenditures in Canada and Mexico, and as such is exposed to currency risk associated with these costs.

A change in the value of the Mexican peso by 10% relative to the Canadian dollar would affect the Company's working capital by approximately $38,000, and its net loss for the year by approximately $8,000.

Interest rate and credit risk

The Company has cash balances and significant debt owed to a majority shareholder. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

The Company exposed to interest rate risk on its loans with a related party as detailed in Note 6. A change 1% change in interest rate would affect the interest by approximately $9,000 based on the principal outstanding as at December 31, 2019.

Liquidity risk

The Company will depend on the advances provided by Autlan through the Loan Agreement and the Subsidiary Agreement (Note 6). The liquidity risk relates to the low cash position and the dependence on these advances. See Note 1 for further discussion regarding liquidity risks.

12. Capital disclosures

The Company's objective when managing capital is to maintain a flexible capital structure for its projects for the benefit of its stakeholders. The Company's main source of funds is from the funds received from Autlan as a part of the Loan Agreement (Notes 1 and 7).

The Company manages the capital structure and makes appropriate adjustments to it based upon changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets.

The Company's investment policy is to invest its available cash in Canadian chartered banks and from time to time in guaranteed term deposits at fixed interest rates established at the time of investment. All its funds are available for project and corporate objectives.

The Company considers cash and cash equivalents to include amounts held in banks. The Company places its cash with institutions of high credit worthiness. On December 31, 2019, the Company had cash of $30,326 (December 31, 2018 – $15,056).

The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian dollars except where indicated)

13. Supplementary information with respect to cash flows

The following table provides a reconciliation of cash and non-cash related-party liabilities generated from financing activities:

	Balance	Cash	Non-cash		Balance
	December 31, 2017	Advances	Interest and tax	Foreign exchange	December 31, 2018
	$	$	$	$	$
Loans with related party	205,206	251,179	25,079	27,713	509,177
	December 31, 2018	Advances	Interest and tax	Foreign exchange	**December 31, 2019**
	$	$	$	$	**$**
Loans with related party	509,177	228,905	44,370	(15,604)	**766,848**

14. Segmented information

The Company is in one segment, namely mineral exploration in Mexico, with administration in two geographical regions, namely Canada and Mexico.

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