

Pinehurst Capital II Inc.

(A Capital Pool Corporation)

Unaudited Condensed Interim Financial Statements

**As at and for the Period ended September 30,
2020**

(In Canadian Dollars)

Notice of No Auditor Review of the Interim Financial Statements

The accompanying unaudited condensed interim financial statements of the Corporation have been prepared by and are the responsibility of the Corporation's management. The Corporation's independent auditor has not performed a review of these financial statements in accordance with standards established by the CPA Canada for a review of interim financial statements by an entity's auditor.

Pinehurst Capital II Inc.
Unaudited Condensed Interim Statements of Financial Position
As at September 30, 2020 and December 31, 2019
(in Canadian Dollars)

	September 30, 2020	December 31, 2019
Assets		
Cash held in trust	\$ 195,583	\$ 243,161
	\$ 195,583	\$ 243,161
Liabilities		
Accounts payable and accrued liabilities	\$ 36,155	\$ 8,141
Shareholders' Equity		
Share capital (Note 3)	330,815	330,815
Warrants (Note 3)	15,845	15,845
Contributed surplus (Note 3)	44,784	44,784
Deficit	(232,016)	(156,424)
	159,428	235,020
	\$ 195,583	\$ 243,161

Approved by the Board (signed) "David Rosenkrantz"
Director **(Signed)**

(signed) "Paul De Luca"
Director **(Signed)**

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

Pinehurst Capital II Inc.**Unaudited Condensed Interim Statement of Loss and Comprehensive Loss****For the Three and Nine Month Periods Ended September 30, 2020**

(in Canadian Dollars)

	Three months ended	Nine months ended	Three months ended	Nine months ended
	September 30, 2020	September 30, 2020	September 30, 2019	September 30, 2019
Expenses				
Legal fees	\$ 48,184	\$ 56,336	\$ 60	\$ 53,764
Accounting fees	1,694	4,082	3,124	7,855
Listing and transfer agent fees	932	15,174	-	-
Stock-based compensation	-	-	-	44,784
Net loss and comprehensive loss for the period				
	(50,810)	(75,592)	(3,184)	(106,403)
Net loss per share – basic and diluted				
	\$ (0.01)	\$ (0.02)	\$ (0.00)	\$ (0.03)
Weighted average shares outstanding – basic and diluted				
	5,000,000	5,000,000	5,000,000	3,908,088

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

Pinehurst Capital II Inc.
Unaudited Condensed Interim Statement of Changes in Cash Flows
For the Nine Month Periods Ended September 30, 2020 and 2019
(in Canadian Dollars)

	Nine months ended	Nine months ended
	September 30, 2020	September 30, 2019
Cash provided by (used in)		
Operating		
Net loss for the period	\$ (75,592)	\$ (106,403)
Stock-based compensation	-	44,784
Change in prepaid expenses and deposits	-	16,950
Change in accounts payable and accrued liabilities	28,014	(29,440)
Change in related party balances and transactions	-	(16,950)
	<u>(47,578)</u>	<u>(91,059)</u>
Financing		
Proceeds from initial public offering		246,660
Net change in cash	<u>(47,578)</u>	<u>155,601</u>
Cash, beginning of period	<u>\$ 243,161</u>	<u>\$ 88,261</u>
Cash, end of period	<u>\$ 195,583</u>	<u>\$ 243,862</u>

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

Pinehurst Capital II Inc.**Unaudited Condensed Interim Statement of Changes in Shareholders' Equity
For the Nine Month Periods Ended September 30, 2020 and September 30, 2019**
(in Canadian Dollars)

	Number of Shares	Share Capital	Warrants	Contributed Surplus	Deficit	Shareholders' Equity
Balance at January 1, 2019	2,000,000	\$ 100,000	\$ -	\$ -	\$ (43,739)	\$ 56,261
Share Subscription (Note 3)	3,000,000	246,660	-	-	-	246,660
Warrants		(15,845)	15,845	-	-	-
Stock Options		-	-	44,784	-	44,784
Net loss for the period	-	-	-	-	(106,403)	(106,403)
Balance, September 30, 2019	5,000,000	\$ 330,815	\$ 15,845	\$ 44,784	\$ (150,142)	\$ 241,302
Balance at December 31, 2019	5,000,000	\$ 330,815	\$ 15,845	\$ 44,784	\$ (156,424)	\$ 235,020
Net loss for the year	-	-	-	-	(75,592)	(75,592)
Balance, September 30, 2020	5,000,000	\$ 330,815	\$ 15,845	\$ 44,784	\$ (232,016)	\$ 159,428

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

Pinehurst Capital II Inc.

Notes to the Unaudited Condensed Interim Financial Statements

For the Three and Nine Month Periods Ended September 30, 2020 and September 30, 2019

(In Canadian Dollars)

1. INCORPORATION AND NATURE OF BUSINESS

Pinehurst Capital II Inc. (the "Corporation") was incorporated under the Ontario Business Corporations Act on July 13, 2018 and is a capital cool company ("CPC") as defined TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash held in trust. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or \$120,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange. The Corporation is required to complete its QT on or before two years from the date the Corporation receives regulatory approval.

On September 10, 2020, the Corporation entered into a definitive agreement with 1252201 B.C. Ltd. ("AP Mining" and the "AP Mining Agreement"), a private company that has entered into a purchase agreement (the "Argonaut Agreement") with Argonaut Gold Inc. ("Argonaut Gold") to acquire the Ana Paula gold development project located in the Guerrero Gold belt of Mexico (the "Ana Paula Project"). Pursuant to the AP Mining Agreement, the Corporation and AP Mining have agreed to complete a business combination (the "Qualifying Transaction") whereby the Corporation will become the legal parent owning 100% of the outstanding shares of AP Mining. Further, AP Mining will complete a non-brokered private placement of aggregate proceeds of approximately \$30 million.

The completion of the Qualifying Transaction is subject to the approval of TSXV and all other necessary regulatory approvals. The completion of the Qualifying Transaction is also subject to additional conditions precedent, including completion of the transactions contemplated by the Argonaut Agreement and the AP Mining Private Placement, and certain other usual and customary conditions. In connection with the Qualifying Transaction, Pinehurst will change its name, consolidate its outstanding common shares on a 2:1 basis and appoint a new board of directors for the Resulting Issuer, each of which will require approval by the shareholders of Pinehurst. The Qualifying Transaction does not constitute a Non-Arm's Length Qualifying Transaction (as defined in Policy 2.4 of the Corporate Finance Manual) and, accordingly, is not expected to require the approval of Pinehurst's shareholders.

The head office and the registered head office of the Corporation is located at Suite 300, 20 Holly St., Toronto, ON, M4S 3B1.

On November 30, 2020, the Board of Directors approved the financial statements for the period ended September 30, 2020 and period ended September 30, 2019.

During the period ended September 30, 2020, there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact

Pinehurst Capital II Inc.

Notes to the Unaudited Condensed Interim Financial Statements

For the Three and Nine Month Periods Ended September 30, 2020 and September 30, 2019

(In Canadian Dollars)

the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

The unaudited condensed interim financial statements have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual unaudited condensed interim financial statements.

These financial statements have been prepared on an accruals basis and are based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets, and financial liabilities. These financial statements are presented in Canadian dollars, which is the corporation’s functional and presentation currency.

The accounting policies applied by the Company in these unaudited condensed interim financial statements are the same as those applied by the Company in its Financial Statements for the period ended December 31, 2019.

3. SHARE CAPITAL

Authorized

Unlimited common shares

Issued

5,000,000 common shares, net of issue costs	\$ 330,815
---	-------------------

Escrowed Shares

During 2018, the Corporation issued 2,000,000 common shares at \$0.05 per share for total proceeds of \$100,000.

These common shares will be held in escrow pursuant to the requirements of the Exchange Policy 2.4.

All common shares acquired on exercise of stock options granted to directors and officer prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market prior to the completion

Pinehurst Capital II Inc.

Notes to the Unaudited Condensed Interim Financial Statements

For the Three and Nine Month Periods Ended September 30, 2020 and September 30, 2019

(In Canadian Dollars)

of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

Filing of prospectus and Initial Public Offering

On April 10, 2019, the Corporation issued 3,000,000 common shares at \$0.10 per share for aggregate gross proceeds of \$300,000 pursuant to a prospectus dated February 7, 2019.

The Corporation entered into an agreement with M Partners Inc. (the "Agent") to raise the gross proceeds of \$300,000 in connection with the Corporation's IPO. The Corporation paid a commission of 10% of gross proceeds to the Agent amounting to \$30,000. In addition, the Agent was granted non-transferable warrants to purchase up to 10% of the Common Shares sold in connection with the Offering at a price of \$0.10 per common share, exercisable for a period of twenty-four (24) months from the date of the listing of the Common Shares on the Exchange, see Broker Stock Warrants below. The Corporation reimbursed the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering, in respect of the Offering the Corporation incurred costs of \$23,340.

On April 10, 2019, the Corporation entered into stock option agreements, granting stock options to officers and directors to collectively acquire 500,000 of the outstanding common shares of the Corporation, at an exercise price of \$0.10 per share and expiring April 12, 2029.

2019 Stock Option Plan

On April 10, 2019, the Corporation adopted a Stock Option Plan (the "2019 Plan"), which provides for grants of incentive share options and nonqualified share options to employees (including officers), consultants and directors. The 2019 Plan, and grants made under the 2019 Plan, are designed to align shareholder and participant interests. The Corporation's board of directors establishes the terms and conditions of any grants under the 2019 Plan. Incentive share options may be granted only to employees. The aggregate number of common shares of the Corporation as to which options may be granted from time to time under the 2019 Plan shall not exceed 500,000 shares. The maximum exercise period of any option grant shall not exceed ten years from the date of grant. The options vest immediately.

Share-based compensation expense recognized for the period ended September 30, 2020 was \$nil (period ended September 30, 2019 - \$44,784).

The Corporation recognizes compensation expense for share option grants based on the fair value at the date of grant using the Black-Scholes option pricing model. The following assumptions were used to determine the fair value of share option grants.

Valuation assumptions:

Expected volatility	100.00%
Expected term (days)	3,655
Risk-free interest rate	1.68%
Share price	\$ 0.10

Volatility was estimated by considering comparable industry share price volatility. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

The shares granted have an exercise price of \$0.10 and were all immediately vested and exercisable as of the grant date (April 10, 2019). There were no changes in share options during

Pinehurst Capital II Inc.
Notes to the Unaudited Condensed Interim Financial Statements
For the Three and Nine Month Periods Ended September 30, 2020 and September 30, 2019
(In Canadian Dollars)

the three and nine month periods ended September 30, 2020.

Broker Stock Warrants

Broker stock warrants were issued in conjunction with the initial public offering. Each warrant entitles its holder to purchase one common share. The Corporation accounts for common stock warrants based on the fair market value of the instrument using the Black-Scholes option pricing model utilizing certain weighted average assumptions such as expected stock price volatility, term of the options and warrants, risk-free interest rates, and expected dividend yield at the grant date.

Total warrants issued were 300,000 at a fair market value of \$0.052816 per share totaling \$15,845 as reported in share capital and the corresponding amount in contributed surplus.

The following assumptions were used to determine the fair value of common stock warrant grants.

Valuation assumptions:

Expected volatility	100.00%
Expected term (days)	730
Risk-free interest rate	1.60%
Share price	\$ 0.10

Volatility was estimated by considering comparable industry share price volatility. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.

On April 10, 2019, the Corporation granted non-transferable warrants to purchase up to 10% of the Common Shares sold in connection with the Offering at an exercise price of \$0.10 per common share, exercisable for a period of twenty-four (24) months from the date of the listing of the Common Shares on the Exchange, being April 10, 2019.

For the period ended September 30, 2020, no warrants were exercised.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of share capital and deficit, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

Pinehurst Capital II Inc.

Notes to the Unaudited Condensed Interim Financial Statements

For the Three and Nine Month Periods Ended September 30, 2020 and September 30, 2019

(In Canadian Dollars)

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$120,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

Fair Values

At September 30, 2020 and September 30, 2019, the Corporation's financial instruments consist of cash held in trust and accounts payable and accrued liabilities, which are carried at amortized cost and approximate their fair values due to their short term nature.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash held in trust. The Corporation is not otherwise exposed to significant credit risk.

Interest Rate Risk

The Corporation is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Corporation's liabilities. The \$36,155 of accounts payable and accrued liabilities are due within one year.

5. CONTINGENCY

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation's shares from trading.

6. RELATED PARTY TRANSACTIONS

There was no remuneration paid to key management personnel during the period ended September 30, 2020. Refer to Note 3 for stock-based compensation to officers and directors.

During the year ended December 31, 2018, a shareholder paid \$16,950 on behalf of the Corporation related to a retainer for services by the Agent related to the IPO, see Note 3. The amount was non-interest bearing and without specified terms of repayment and, it was repaid during the period ended September 30, 2019.