

AMERICAN MANGANESE INC.

Consolidated Interim Financial Statements

Period ended October 31, 2019

(Expressed in Canadian dollars)

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

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

AMERICAN MANGANESE INC.

Condensed Consolidated Interim Statements of Financial Position

As at October 31, 2019 and July 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

	October 31, 2019	July 31, 2019
Assets		
Current		
Cash and cash equivalents (Note 9b)	\$ 281,059	\$ 487,132
Amounts receivable (Note 6)	20,749	13,176
Due from related parties (Note 7b)	13,434	11,934
Marketable securities	-	-
Prepaid expenses and advances	116,421	92,326
	431,663	604,568
Non-current		
Reclamation deposits	40,102	40,102
Exploration and evaluation assets (Note 8)	475,183	420,684
Total assets	\$ 946,948	\$ 1,065,354
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 6)	\$ 38,750	\$ 45,092
Total liabilities	38,750	45,092
Equity		
Share capital (Note 9)	28,760,101	28,625,654
Share subscriptions receivable	-	-
Share subscriptions received (Note 15)	-	20,000
Share-based payments reserve (Note 9)	5,777,934	5,588,082
Warrants reserve (Note 9)	5,487,887	5,560,119
Accumulated other comprehensive income	2,416,850	2,416,859
Deficit	(41,534,575)	(41,490,452)
Total equity	908,198	1,020,262
Total liabilities and equity	\$ 946,948	\$ 1,065,354

Nature and Continuance of Operations (Note 1)

Subsequent events (Note 15)

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

Approved on behalf of the Board of Directors and authorized for issue on December 24, 2019

Larry W Reaugh

Director

Norm Tribe

Director

AMERICAN MANGANESE INC.

Condensed Consolidated Interim Statements of Comprehensive Loss
For the three-month period ended October 31, 2019 and 2018
(Expressed in Canadian dollars, unless specifically indicated otherwise)

	October 31, 2019	October 31, 2018
Expenses		
Administration (Note 10)	\$ 344,174	\$ 816,883
Loss from operations	344,174	816,883
Finance income	(46)	(34)
Foreign exchange loss	(5)	(957)
Unrealized loss on marketable securities	-	-
Net loss for the period	344,123	815,893
Other comprehensive income		
Foreign currency gain on translation of subsidiary	(9)	(9,361)
Other comprehensive income for the period	(9)	(9,361)
Total comprehensive loss for the period	344,132	825,254
Basic and diluted loss per share	\$ (0.002)	\$ (0.005)
Weighted average shares outstanding (basic and diluted)	177,266,183	166,912,260

AMERICAN MANGANESE INC.

Condensed Consolidated Interim Statements of Changes in Equity
For the three-month period ended October 31, 2019 and 2018
(Expressed in Canadian dollars, unless specifically indicated otherwise)

	Number of shares (Note 9)	Share capital (Note 9)	Share subscriptions receivable	Prepaid share subscriptions	Share-based payments reserve (Note 9)	Warrants reserve (Note 9)	Deficit (Note 9)	Accumulated other comprehensive income (loss) (Note 9)	Total equity
Balance, July 31, 2018	165,049,403	\$ 27,549,194	\$ (24,500)	\$ -	\$ 4,772,270	\$ 5,004,947	\$ (33,135,781)	\$ 2,368,057	\$ 6,534,187
Warrants issued with private placement									-
Issued pursuant to options exercise	1,010,000	70,227			211,640				281,867
Loss for the period							(815,894)		(815,894)
Other comprehensive loss for the period								(9,361)	(9,361)
Balance, October 31, 2018	166,059,403	\$ 27,619,421	\$ (24,500)	\$ -	\$ 4,983,910	\$ 5,004,947	\$ (33,951,675)	\$ 2,358,696	\$ 5,990,799
Share-based payments					838,274				838,274
Issued pursuant to private placements	10,783,225	1,637,484							1,637,484
Cost of share issuance		(61,814)							(61,814)
Warrants issued with private placement		(418,856)				418,856			-
Issued pursuant to options exercise	140,000	9,735			(234,102)				(224,367)
Issued pursuant to warrants exercise									-
Reclassification due to warrant extention	-	(136,316)				136,316			-
Cancellation of unpaid shares	(100,000)	(24,000)	24,000						-
Prepaid share subscriptions				20,000					20,000
Share subscription receivable			500						500
Loss for the period							(7,238,777)		(7,238,777)
Other comprehensive income for the period								58,163	58,163
Balance July 31, 2019	176,882,628	\$ 28,625,654	\$ -	\$ 20,000	\$ 5,588,082	\$ 5,560,119	\$ (41,190,452)	\$ 2,416,859	\$ 1,020,263
Share-based payments					201,045				201,045
Issued pursuant to options exercise	390,000	32,192			(11,193)				20,999
Issued pursuant to warrants exercise	374,800	102,255				(72,232)			30,024
Prepaid share subscriptions				(20,000)					(20,000)
Loss for the period							(344,123)		(344,123)
Other comprehensive income for the period								(9)	(9)
Balance October 31, 2019	177,647,428	\$ 28,760,101	\$ -	\$ -	\$ 5,777,934	\$ 5,487,887	\$ (41,534,575)	\$ 2,416,850	\$ 908,198

AMERICAN MANGANESE INC.

Condensed Consolidated Interim Statements of Cash Flows

For the three-month period ended October 31, 2019 and 2018

(Expressed in Canadian dollars, unless specifically indicated otherwise)

	2019	2018
Cash flows from (used in) operating activities		
Net loss for the period	\$ (344,123)	\$ (815,893)
Add items not affecting cash		
Share-based payments	201,044	231,366
Net changes in non-cash working capital items related to operations:		
Amounts receivable	(7,573)	(30,917)
Due from related parties	(1,500)	
Prepaid expenses	(24,095)	15,000
Accounts payable and accrued liabilities	(6,342)	(182,170)
Payable to related parties	-	(13,423)
Net cash used in operating activities	(182,589)	(796,037)
Cash flows from (used in) investing activities		
Exploration and evaluation expenditures	(54,456)	-
Net cash from (used in) investing activities	(54,456)	-
Cash flows from financing activities		
Advances from related parties		(9,300)
Net proceeds from issuance of shares	31,024	50,500
Prepaid share subscriptions	-	-
Net cash from financing activities	31,024	41,200
Effect of foreign exchange rates on cash and cash equivalents	(51)	(62)
Increase in cash and cash equivalents	(206,072)	(754,899)
Cash and cash equivalents, beginning of period	487,132	1,166,786
Cash and cash equivalents, end of period	\$ 281,059	\$ 411,887

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

1. Nature and Continuance of Operations

American Manganese Inc. (the “Company”) was incorporated under the laws of British Columbia on July 8, 1987, and is a publicly-traded company with its shares listed on the TSX Venture Exchange trading under the symbol “AMY”. The Company is principally engaged in the acquisition, exploration and development of interests in mineral resource projects in British Columbia, Canada and Arizona, USA. To date, the Company has not generated any revenues and is considered to be in the exploration stage.

The address of the Company’s corporate office and principal place of business is Unit 2 – 17942 55th Avenue, Surrey, British Columbia, Canada, V3S 6C8.

These consolidated financial statements comprise the financial statements of American Manganese Inc. and its wholly owned subsidiary, Rocher Manganese Inc., incorporated in the state of Arizona, USA.

The business of exploring and developing mineral resource properties involves a high degree of risk, and there can be no assurance that planned exploration and development programs will result in profitable mining operations. The recoverability of amounts shown for capitalized exploration and development costs is dependent on the ability of the Company to obtain necessary financing to complete the development and future profitable production or, alternatively, upon disposition of such properties at a profit. Changes in future conditions could require material write-downs of the carrying values of exploration and evaluation interests.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements or transfers and may be affected by undetected defects.

Management estimates that the Company will have adequate funds to meet its corporate, administrative and other obligations during the upcoming July 31, 2020 year-end. The Company has financed its exploration and research and development activities and operations through equity issuances and expects to continue to do so to the extent such instruments are issuable under terms acceptable to the Company and until such time as its operations provide positive cash flows. However, while, the Company has been successful in raising financing in the past, there is no guarantee that it will be able to do so in the future.

If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case the realizable value of its assets may decline materially from current estimates and the Company will be required to re-evaluate its plans for expenditures and allocate its resources in a manner that both the Board of Directors and senior management deem to be in Company’s best interest. Such a plan may result in significant deviations from the Company’s original plans for operations and main business purpose. The consolidated financial statements have been prepared on a going concern basis which assumes that the Company will continue to realize its assets and discharge its liabilities in the normal course of operations.

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

1. Nature and Continuance of Operations (continued)

As of October 31, 2019, and July 31, 2019, the Company reported the following:

	October 31, 2019	July 31, 2019
Comprehensive loss for the period	\$ (344,132)	\$ (8,005,869)
Deficit	(41,534,575)	(41,190,452)
Working capital (deficiency)	\$ 392,913	\$ 559,476

These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue operating as a going concern. If the going concern assumption is not appropriate for these financial statements, then potentially material adjustments may be necessary to the carrying values of assets and liabilities, the reported expenses and the statement of financial position classifications used.

2. Basis of Presentation

a) Statement of compliance

These consolidated financial statements were authorized for issue by the Board of Directors on November 28, 2019 and have been prepared in accordance with and in full compliance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements are stated in Canadian dollars and were prepared under the historical cost convention, except for share-based payment transactions (Note 9e).

b) Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the parent Company's functional currency. The functional currency of the Company's subsidiary is the United States dollar ("USD"). The accounts of the subsidiary have been translated to the Canadian dollar in accordance with Note 3(b).

c) Critical accounting estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

2. Basis of Presentation (continued)

c) Critical accounting estimates and judgments (continued)

Key sources of estimation uncertainty

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are as follows:

(i) Measurement and recoverability of the carrying value of exploration and evaluation assets

The Company makes certain estimates and assumptions regarding the recoverability of the carrying values of exploration and evaluation assets. These assumptions are changed when conditions exist that indicate the carrying value may be impaired, at which time an impairment loss is recorded. Management is required to review the carrying value of its exploration and evaluation assets for potential impairment.

Evaluating the recoverability during the exploration and evaluation phase requires judgments in determining whether future economic benefits from future exploitation, sale or otherwise are likely. Evaluation may be more complex where activities have not yet reached a stage which permits a reasonable assessment of the existence of reserves or resources.

As such, it requires management to make certain estimates and assumptions about future events or circumstances including, but not limited to, the interpretation of geological, geophysical and seismic data, the Company's financial ability to continue exploration and evaluation activities and the impact of the current and future mining processes for potential reserves.

The determination of historical costs applicable to the carrying value of residual exploration property interests, subsequent to their partial impairment or abandonment, is subject to significant estimation uncertainty.

Critical judgements in applying accounting policies

Significant judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

(i) Going Concern

The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances (see Note 1).

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

2. Basis of Presentation (continued)

c) Critical accounting estimates and judgments (continued)

(ii) Economic recoverability and probability of future economic benefits of exploration, evaluation and development costs

Management has determined that exploratory drilling, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic information, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently, to all periods presented in these consolidated financial statements and have been applied consistently by the Company and its subsidiary.

a) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned and controlled subsidiary as described in Note 1. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All inter-company transactions and balances have been eliminated upon consolidation.

b) Foreign currency

Items included in the financial statements of each consolidated entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the consolidated statements of comprehensive loss.

Assets and liabilities of the subsidiary with a functional currency in US dollars are translated at the period end rates of exchange, and the results of its operations are translated at average rates of exchange for the period. The resulting translation adjustments are included in other comprehensive income and cumulatively within accumulated other comprehensive income.

c) Cash and cash equivalents

Cash and cash equivalents include short-term investments that are readily convertible into cash with original maturities of three months or less.

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

d) Reclamation deposit

The Company maintains cash deposits, as required by regulatory bodies, as assurance for the funding of decommissioning costs. These funds are restricted to that purpose and are not available to the Company until the reclamation obligations have been fulfilled, and are therefore classified as long term assets.

e) Research and development

Expenditures on research activities undertaken to develop a hydrometallurgical process to extract and recover high purity manganese from lower grade domestic resources within North America are expensed as incurred. Development expenditures are expensed in the period incurred unless the project meets certain strict accounting criteria for deferral and amortization. No development expenditures have met the criteria for deferral to date.

f) Government assistance

The Company is in receipt of funding from the National Research Council of Canadian Industrial Research Assistance Program ("NRC-IRAP") to continue the research and development of its hydrometallurgical process. Funds received under the NRC-IRAP program are credited to research and development expenses in the consolidated statement of comprehensive loss.

The Company is eligible for a refundable tax credit related to eligible exploration expenditures conducted in certain regions of British Columbia. The refundable mining exploration tax credits are recorded as government assistance against exploration and evaluation assets at fair value when there is reasonable assurance that they will be received.

g) Exploration and evaluation assets

General exploration and evaluation expenditures incurred prior to acquiring the legal right to explore are charged to the consolidated statements of comprehensive loss as incurred.

The Company's exploration and evaluation assets relate to mineral rights acquired and exploration and evaluation expenditures capitalized in respect of projects that are at the exploration/pre-development stage, which are incurred subsequent to the acquisition of the legal right to explore.

No amortization charge is recognized in respect of exploration and evaluation assets. These assets are transferred to mine development when they are determined to meet certain technical feasibility and commercial viability thresholds as determined by management.

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Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

g) Exploration and evaluation assets (continued)

Exploration and evaluation expenditures in the relevant area of interest comprise costs which are directly attributable to:

- Drilling and related costs;
- Professional / technical fees;
- Surveying, geological and geotechnical;
- Land maintenance;
- Sampling and storage; and
- Mineral claims and permits.

Exploration and evaluation expenditures related to an area of interest where the Company has tenure are initially capitalized as incurred and are recorded at cost less impairment.

Exploration and evaluation expenditures also include the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operations activities in the relevant area of interest.

All capitalized exploration and evaluation expenditures are assessed during each financial reporting period for impairment if facts and circumstances indicate that impairment may exist under IFRS 6 or IAS 36. In circumstances where a property is abandoned, the cumulative capitalized costs relating to that property are written off in the period.

h) Impairment of non-financial assets

Non-financial assets are evaluated at the end of each reporting period by management for indicators that carrying value is impaired and may not be recoverable. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit ("CGU"), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows

from other assets or group of assets, where the recoverable amount of the CGU is the greater of the CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments to the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized immediately in the statements of comprehensive loss.

Where an impairment loss subsequently reverses for assets with a finite useful life, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

h) Impairment of non-financial assets (continued)

carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or CGU in prior years. A reversal of an impairment loss is recognized immediately in the statements of comprehensive loss.

i) Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the consolidated statements of comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on the difference between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit, and are accounted for using the statement of financial position liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities:

- are generally recognized for all taxable temporary differences;
- are recognized for taxable temporary differences arising on investments in subsidiaries except where the reversal of the temporary difference can be controlled and it is probable that the difference will not reverse in the foreseeable future; and
- are not recognized on temporary differences that arise from goodwill which is not deductible for tax purposes.

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

i) Income taxes (continued)

Deferred tax assets:

- are recognized to the extent it is probable that taxable profits will be available against which the deductible temporary differences can be utilized; and
- are reviewed at the end of the 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 an asset to be recovered.

Flow-through shares are accounted for as compound instruments comprising liability and equity components upon issuance, with any premium received that can be reasonably determined being attributed to the tax benefit provided and considered a liability. Upon qualifying expenditures being incurred, this liability is reversed and recognized in income, and any deferred tax liability in respect to the amounts renounced to investors is recorded. Costs related to the liability component are also charged to profit or loss.

The Company estimates the value of the liability component using the residual method, whereby the quoted price of the Company's non-flow-through shares issued is compared to the price investors paid for the flow-through shares and any difference forms the premium amount.

j) Loss per share

Basic loss per share is calculated by dividing profit or loss attributable to ordinary equity holders (numerator) by the weighted average number of ordinary shares outstanding (denominator) during the period. The denominator is calculated by adjusting the shares issued at the beginning of the period by the change in the number of share issued during the period, multiplied by a time-weighting factor.

Diluted loss per share would be calculated by adjusting the earnings and number of shares for the effects of dilutive options and other dilutive potential units. The effects of anti-dilutive potential units are ignored in calculating loss per share. All options and warrants are considered anti-dilutive when the Company is in a loss position.

k) Segmented reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's President and CEO to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company manages its business on the basis of one reportable segment under two geographic regions, being Canada and the United States ("USA"). Refer to Note 13.

AMERICAN MANGANESE INC.

Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

l) Share-based payments

The Company has an equity settled share purchase stock option plan that is described in Note 9. Share-based payments to employees are measured at the fair value of the instruments issued at the grant date using the Black-Scholes pricing model, and are expensed over the vesting period, which is the period over which all of the specific vesting conditions are satisfied. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period.

Share-based payments to non-employees are measured at the fair value of goods or services received, or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital.

The fair values of share-based payments are determined using an estimated forfeiture rate. Compensation ultimately recognized is revised in subsequent periods to reflect final grant amounts.

m) Decommissioning liabilities

The Company records a liability for the reclamation of its exploration and evaluation interests based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate, and the liability is recognized at the time the environmental disturbance occurs. The resulting costs are capitalized to the corresponding asset. The fair value of the provision for closure and reclamation liabilities is estimated using expected cash flows, based on engineering and environmental reports prepared by third party industry specialists, discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows. Significant judgments and estimates are involved in forming expectations of the amount and timing of future site closure and reclamation cash flows. Future restoration costs are reviewed annually.

n) Share capital

The Company records proceeds from share issuances net of issuance costs. Shares issued for consideration other than cash are valued at the quoted price on the date the agreement to issue the shares was reached.

o) Financial instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of a financial instrument. On initial recognition, financial assets are classified and measured at amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI").

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Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

o) Financial instruments (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL: (i) it is held within a business model whose objective is to hold assets to collect contractual cash flows, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL: (i) it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities classified as FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities classified as FVTPL are recognized immediately in the statement of loss and comprehensive loss.

The Company's financial instruments are classified and subsequently measured as follows:

Account	Classification
Cash and cash equivalents	Amortized cost
Amounts receivable (excluding sales tax receivable)	Amortized cost
Due from related parties	Amortized cost
Marketable securities	FVTPL
Reclamation deposits	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Payable to related parties	Amortized cost

Impairment

The Company recognizes an allowance using the Expected Credit Loss ("ECL") model on financial assets classified as amortized cost. The Company has elected to use the simplified approach for measuring ECL by using a lifetime expected loss allowance for all amounts recoverable. Under this model, impairment provisions are based on credit risk characteristics and days past due. When there is no reasonable expectation of collection, financial assets classified as amortized cost are written off. Indications of credit risk arise based on failure to pay and other factors. Should objective events occur after an impairment loss is recognized, a reversal of impairment is recognized in the statement of loss and comprehensive loss.

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Notes to the Consolidated Financial Statements

For the three-month period ended October 31, 2019

(Expressed in Canadian dollars, unless specifically indicated otherwise)

3. Significant Accounting Policies (continued)

p) Leases

Leases in which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset. Leases in which the Company does not assume substantially all the risks and rewards of ownership are classified as operating leases, which are recognised as an expense on a straight-line basis over the lease term.

q) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost in the statement of comprehensive loss.

r) Share purchase warrants

The Company has adopted the Black Scholes Valuation model with respect to the measurement of warrants issued as private placement units. Proceeds from unit placements are allocated between shares and warrants issued according to their relative fair values. The fair value attributed to the warrants is credited to warrants reserve. When warrants are exercised, the value is transferred from warrants reserve to share capital. If the warrants expire unexercised, the related amount remains in warrants reserve.

4. Recent Accounting Pronouncements

Accounting standards adopted during the current year

- IFRS 9, Financial Instruments

This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, 'Financial Instruments: Recognition and Measurement'. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is measured at fair value with changes in fair value through profit or loss. In addition, this new standard has been updated to include guidance on financial liabilities and de-recognition of financial instruments and to include guidance on hedge accounting and allowing entities to early adopt the requirement to recognize changes in fair value attributable to changes in an entity's own credit risk, from financial liabilities designated under the fair value option, in other comprehensive income.

AMERICAN MANGANESE INC.

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4. Recent Accounting Pronouncements (continued)

Accounting standards adopted during the current year (continued)

Effective August 1, 2018, the Company adopted IFRS 9 retrospectively without restatement.

The Company also completed an assessment of its financial instruments as at August 1, 2018 and the only change in classification identified from the original classification under IAS 39 to IFRS 9 is that of marketable securities which was originally from fair value through other comprehensive income to fair value through profit or loss. The Company does not have any available-for-sale marketable securities classified as strategic investments.

Accounting standards issued but not yet effective

Effective for annual periods beginning on or after January 1, 2019:

- IFRS 16, Leases

On January 13, 2016, the IASB issued IFRS 16, according to which all leases will be on the balance sheet of lessees, except those that meet the limited exception criteria. Respectively, rent expense is to be removed and replaced by the recording of depreciation and finance expense. The standard is effective for annual periods beginning on or after January 1, 2019.

5. Cash and cash equivalents

Cash and cash equivalents is comprised of cash at banks and on hand. Cash at banks earn interest at floating rates based on daily bank deposit rates.

6. Amounts Receivable and Accounts Payable and Accrued Liabilities

Amounts receivable are all current and include the following:

	October 31, 2019	July 31, 2019
Trade receivable	\$ -	\$ -
GST receivable	20,749	13,176
	<u>\$ 20,749</u>	<u>\$ 13,176</u>

All amounts receivable are current. No allowance is deemed to be required.

AMERICAN MANGANESE INC.

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6. Amounts Receivable and Accounts Payable and Accrued Liabilities (continued)

Accounts payable and accrued liabilities include the following:

	October 31, 2019		July 31, 2019
Trade payables	\$ 38,750	\$	38,924
Payroll remittances	-		6,168
Other accruals	-		-
	<u>\$ 38,750</u>	<u>\$</u>	<u>45,092</u>

During the year ended July 31, 2013 the Company accrued severance payable to directors, officers and management of the Company (Note 7b).

6. Related Party Transactions

a) Investment in subsidiaries

The wholly owned subsidiary of the Company has been incorporated in the USA and is included in these consolidated financial statements as disclosed in Note 1.

b) Transactions with related parties

At October 31, 2019, \$13,434 (July 31, 2019 - \$11,934 payable) was receivable from the CEO of the Company for advances for business expenses. The amounts were non-interest bearing, unsecured and have no fixed terms of repayment.

c) Compensation of key management personnel

Total compensation expense for key management personnel and the composition thereof, is as follows:

	October 31, 2019		July 31, 2019
Short term benefits	\$ 52,229	\$	347,000
Share based compensation	36,400		140,300
	<u>\$ 88,629</u>	<u>\$</u>	<u>487,300</u>

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8. Exploration and Evaluation Assets

Rocher Deboule Property, British Columbia	Balance July 31, 2018	Expenditures	Translation adjustments	Balance July 31, 2019	Expenditures	Translation adjustments	Balance October 31, 2019
Acquisition and staking	\$ 164,452	\$ -	\$ -	\$ 164,452	\$ -	\$ -	\$ 164,452
Assays & analysis	73,767	-	-	73,767	-	-	73,767
Camp & supplies	59,504	-	-	59,504	(4,800)	-	64,304
Drilling	146,826	-	-	146,826	-	-	146,826
Geological and geophysical	585,354	-	-	585,354	(42,699)	-	628,053
Travel and accommodation	21,197	0	-	21,197	(7,000)	-	28,197
Freight and transport	97,638	-	-	97,638	-	-	97,638
Mineral property option	(24,500)	-	-	(24,500)	-	-	(24,500)
BC Mining Exploration Tax Credit	(284,577)	(3,430)	-	(288,007)	0	-	(288,007)
Impairment	(532,000)	-	-	(532,000)	-	-	(532,000)
	\$ 307,661	(3,430)	\$ -	\$ 304,232	(54,499)	\$ -	\$ 358,730
Lonnie property							
British Columbia							
Acquisition and staking	\$ 54,121	\$ -	\$ -	\$ 54,121	\$ -	\$ -	\$ 54,121
Assays & analysis	4,528	-	-	4,528	-	-	4,528
Drilling	60,073	-	-	60,073	-	-	60,073
Geological and geophysical	45,915	-	-	82,025	(6,507)	-	88,532
Travel and accommodation	186	-	-	186	-	-	186
Mineral property option	(56,000)	-	-	(56,000)	-	-	(56,000)
BC Mining Exploration Tax Credit	(28,480)	-	-	(28,480)	-	-	(28,480)
	\$ 80,343	-	\$ -	\$ 116,453	(6,507)	\$ -	\$ 122,960
Artillery Peak property							
Arizona							
Acquisition and staking	\$ 3,188,249	\$ 6,118	32,082	3,226,449	-	-	3,226,449
Assays & analysis	413,707	-	4,163	417,870	-	-	417,870
Drilling	3,094,273	-	31,137	3,125,410	-	-	3,125,410
Equipment and rentals	11,742	-	118	11,860	-	-	11,860
Geological and geophysical	4,803,308	-	48,334	4,851,642	-	-	4,851,642
Travel and accommodation	229,189	-	2,306	231,495	-	-	231,495
Property maintenance	40,375	-	406	40,781	-	-	40,781
Other fieldwork	4,647	-	47	4,694	-	-	4,694
Impairment	(6,960,428)	(4,879,733)	(70,039)	(11,910,200)	-	-	(11,910,200)
	\$ 4,825,062	\$ (4,873,615)	\$ 48,554	\$ 1	\$ -	\$ -	\$ 1
Total	\$ 5,213,066	\$ (4,877,045)	\$ 48,554	\$ 420,685	\$ (61,006)	\$ -	\$ 481,691

a) Rocher Deboule property, British Columbia

The Rocher Deboule property consists of mineral claims covering approximately 998 hectares near New Hazelton, British Columbia. The Company initially acquired four staked claims consisting of 1,325 hectares in May 2011, and expanded the area of the property through additional staking. The Company owns a 100% interest in the Rocher Deboule property. During the year ended July 31, 2016 the Company allowed 31 of the 33 claims to expire and wrote off estimated costs of \$532,000 incurred in respect to the claims dropped.

In November 2017 the Company entered into an option agreement with New World Cobalt Limited, formerly Liaz Pty Ltd ('Liaz'), an Australian public company, which has since been acquired by Longford Resources Limited ('LRL'), whereby Liaz may earn a 60% interest in the Rocher Deboule property. Consideration will consist of an initial payment of \$10,000 (received), an additional payment of \$5,000 or 50,000 shares of LRL (shares received); completion of exploration expenditures of \$2,000,000 over four years; and \$10,000 cash plus \$5,000 cash or 50,000 shares of LRL each subsequent year until the 60% interest has been fully earned, of which \$10,000 was also received during the 2018 fiscal year. In November 2018, Liaz informed the Company that it will be withdrawing from the option agreement.

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8. Exploration and Evaluation Assets (continued)

b) Lonnie property, British Columbia

The Lonnie property is a niobium exploration property which covers approximately 2,480 hectares in the Omineca mining division of British Columbia. The Company initially staked mineral claims covering an area of approximately 692 hectares. In October 2007, the Company acquired additional claims covering approximately 1,788 hectares at a cost of \$10,000 and 100,000 shares of the Company.

In May 2011, the Company entered into an option agreement with Echelon Petroleum Corp. (Formerly Rara Terra Capital Corp.) ("Echelon") where Echelon has the right to earn a 60% interest in the Lonnie property in exchange for a cash payment of \$60,000 (\$24,603 paid) and issuance of 285,000 common shares of Echelon (150,000 received). To acquire the 60% interest, Echelon must also incur \$500,000 in exploration work on the property.

In 2012, the Company and Echelon agreed to amend the amount due on the first anniversary from \$20,000 to \$4,603 in light of the additional costs incurred by Echelon in exploring the property during the year.

In April, 2013 Echelon terminated the option agreement and transferred all claim blocks back to the Company. The Company owns a 100% interest in the property.

c) Artillery Peak project, Arizona, USA

The Artillery Peak project includes 31 unpatented mineral claims covering approximately 620 acres, and is prospective for manganese.

During the year ended July 31, 2015 the Company decided to suspend conventional exploration on the Artillery Peak Property and wrote off a total of \$5,977,294 in deferred costs. The residual balance was based on an estimate of the cumulative hydrometallurgical and related exploration costs incurred in connection with the patented technologies which have since been further developed by the Company.

These technologies are related in part to the recovery of manganese and accordingly, in the view of management, provided the potential to positively impact the future exploration and development of the Artillery Peak project. Current costs specifically related to the research and development process in respect to these technologies are being expensed as incurred as disclosed at Note 10.

Pursuant to a purchase agreement dated May 31, 2007, the Company purchased 90 unpatented lode claims (of which it currently retains 13) from Primus Resources, L.C. for \$96,000 USD and 1,000,000 common shares of the Company. The purchase agreement also provides for a 2% NSR royalty in favour of the vendors. The Company has the right to repurchase 1% of the NSR for \$2,000,000 USD.

At July 31, 2019, the Company elected to write off the balance of the remaining costs down to a nominal amount on the basis that there had been an extended period of limited direct exploration activity.

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9. Share Capital, Share-Based Payments and Reserves

a) Authorized capital

The authorized share capital consists of an unlimited number of common voting shares without nominal or par value.

b) Issued shares

In September 2017, the Company issued 30,555 units at a purchase price of \$0.18 per Unit for aggregate gross proceeds of \$5,500. Each Unit is comprised of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.25 during the two years following the Warrant's date of issuance.

In November and December 2017, the Company issued a total of 1,378,666 units at a purchase price of \$0.18 per Unit for aggregate gross proceeds of \$248,160. Each Unit is comprised of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.25 during the two years following the Warrant's date of issuance.

In February and March 2018, the Company issued a total of 8,536,487 units at a price of \$0.24 per Unit for aggregate gross proceeds of \$2,048,757. Each Unit is comprised of one common share in capital of the Company and one share purchase warrant. Each warrant entitles the holder to purchase one Share at a price of \$0.30 during the two years following the Warrant date issuance.

In December 2018, the Company issued 3,382,999 units at a price of \$0.15 per Unit for aggregate proceeds of \$507,450. Each Unit consists of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.20 during the two years following the Warrant's date of issuance. The warrants attached to this issuance were valued at

\$131,748 using the Black Scholes Valuation Model, with this value allocated to the warrants reserve. The Company paid \$30,294 in share issue costs pursuant to this issuance.

In December 2018, the Company issued 400,000 flow-through units at a price of \$0.20 per Unit for aggregate proceeds of \$80,000. Each Unit consist of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.30 during the two years following the Warrant's date of issuance. The warrants attached to this issuance were valued at \$13,151 using the Black Scholes Valuation Model, with this value allocated to the warrants reserve. At July 31, 2019, the Company had a remaining obligation to incur approximately \$44,000 in flow-through expenditures pursuant to this financing.

In January 2019, the Company issued 878,334 units at a price of \$0.15 per Unit for aggregate proceeds of \$131,750. Each Unit consists of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.20 during the two years following the Warrant's date of issuance. The warrants attached to this issuance were valued at \$35,591

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(Expressed in Canadian dollars, unless specifically indicated otherwise)

9. Share Capital, Share-Based Payments and Reserves (continued)

b) Issued shares (continued)

using the Black Scholes Valuation Model, with this value allocated to the warrants reserve. The Company paid \$2,500 in share issue costs pursuant to this issuance.

In March 2019, the Company issued 2,334,733 units at a price of \$0.15 per Unit for aggregate proceeds of \$350,210. Each Unit consists of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.20 during the two years following the Warrant's date of issuance. The warrants attached to this issuance were valued at \$86,549 using the Black Scholes Valuation Model, with this value allocated to the warrants reserve. The Company paid \$24,670 in share issue costs pursuant to this issuance.

In May 2019, the Company issued 3,787,159 units at a price of \$0.15 per Unit for aggregate proceeds of \$568,074. Each Unit consists of one common share in the capital of the Company and one share purchase warrant. Each Warrant entitles the holder to purchase one Share at a price of \$0.20 during the two years following the Warrant's date of issuance. The warrants attached to this issuance were valued at \$151,817 using the Black Scholes Valuation Model, with this value allocated to the warrants reserve. The Company paid \$4,350 in share issue costs pursuant to this issuance.

During the year ended July 31, 2019, 1,150,000 share purchase options with an exercise price of \$0.05 per option were exercised for proceeds of \$57,500. These options were originally valued at \$22,462 using the Black Scholes Valuation Model and the value of these options was reclassified from the share-based payments reserve to share capital upon exercise.

In February 2019, 100,000 units issued at a price of \$0.24 per unit pursuant to the February and March 2018 private placement were cancelled due to the non-receipt of \$24,000 of proceeds.

During the three-month period ending October 31, 2019 374,800 units issued pursuant to warrant exercise at \$0.20 for proceeds of \$74,960 and 60,000 units issued pursuant to option exercise at \$0.15 and 330,000 units issued pursuant option exercise at \$0.05 totalling proceeds of \$25,500.

c) Issued warrants

Changes in the Company's share purchase warrants during the period ended October 31, 2019 and year ended July 31, 2019 are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance outstanding at July 31, 2018	24,886,024	0.25
Issued	10,783,225	0.20
Cancelled	(100,000)	0.30
Balance outstanding at July 31, 2019	35,569,249	0.23
Issued	-	-
Exercised	(374,800)	0.20
Balance outstanding at October 31, 2019	35,194,449	0.23

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9. Share Capital, Share-Based Payments and Reserves (continued)

c) Issued warrants (continued)

As at October 31, 2019, the following common share purchase warrants were outstanding:

Expiry Date	Number of warrants	Exercise price	Weighted average remaining contractual life (years)
December 31, 2019	9,443,990	0.20	0.17
February 13, 2020	3,782,000	0.30	0.29
March 3, 2020*	4,654,487	0.30	0.34
June 21, 2020**	2,218,500	0.25	0.64
June 29, 2020**	2,903,026	0.25	0.66
August 16, 2020**	30,555	0.25	0.79
November 1, 2020***	650,222	0.25	1.01
December 1, 2020***	728,444	0.25	1.09
December 4, 2020	3,382,999	0.20	1.10
December 27, 2020	400,000	0.30	1.16
January 11, 2021	878,334	0.20	1.20
March 29, 2021	2,334,733	0.20	1.41
May 3, 2021	3,787,159	0.20	1.51
	35,194,449		0.66

*100,000 warrants were cancelled in February 2019 as part of the cancellation of 100,000 units issued pursuant to the February and March 2018 private placement due to the non-receipt of \$24,000 proceeds.

**During the year ended July 31, 2019, the expiry dates of these options were extended by one year. The values of these warrants were recalculated using the Black Scholes Valuation Model at the date of extension and a total value of \$136,316 was reallocated from share capital to the warrants reserve.

***See Note 15

The fair values of warrants issued pursuant to private placements were estimated using the Black Scholes Valuation Model with the following assumptions used:

	2019	2018
Dividend yield	0.00%	0.00%
Expected volatility	84.57% - 87.98%	184.03% - 224.36%
Risk-free interest rate	1.55% - 2.12%	1.41% - 1.78%
Expected lives (years)	2.00	2.00
Issue date fair value	\$0.0393 - \$0.0534	\$0.1287 - \$0.2238

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9. Share Capital, Share-Based Payments and Reserves (continued)

d) Broker warrants

Changes in the Company's broker warrants for period ended October 31, 2019 and year ended July 31, 2019 are summarized as follows:

	Number of warrants	Weighted average exercise price
Balance outstanding at July 31, 2018	30,578	0.25
Expired	(4,000)	0.25
Balance outstanding at July 31, 2019	26,578	0.25
Balance outstanding at October 31, 2019	26,578	0.25

As at October 31, 2019, the following broker warrants were outstanding:

Expiry Date	Number of warrants	Exercise price	Weighted average remaining contractual life (years)
November 1, 2019	17,778	0.25	0.00
December 1, 2019	8,800	0.25	0.08
	26,578		0.03

e) Share-based payments

In November 2016, the Company has adopted an incentive stock option plan, under the rules of the TSX-V pursuant to which it is authorized to grant stock options to executive officers, directors, employees and consultants, enabling them to acquire up to 27,148,600 shares of the Company. Under the stock option plan, the option exercise price of any option granted shall not be less than the discounted market price of the Company's common shares. If options are granted within 90 days of a distribution by prospectus, the minimum exercise price per share is the greater of the discounted market price and the share price paid by investors pursuant to the distribution. For the purposes of the stock option plan, the discounted market price is calculated in accordance with the policies of the TSX-V at the time of the grant of the options.

The options may be granted for a maximum term of 5 years and vest 25% on the date of grant and 25% every 6 months thereafter for 18 months. No individual may hold options to purchase common shares of the Company exceeding 5% of the total number of common shares outstanding. Pursuant to the policies of the TSX-V, shares issued upon the exercise of options are restricted from trading during the 4-month period subsequent to the exercise of options.

In December 2016, the Company entered into a stock option agreement granting 600,000 common share purchase options exercisable at a price of \$0.24 per share.

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9. Share Capital, Share-Based Payments and Reserves (continued)

e) Share-based payments (continued)

In October 2016, the Company entered into a stock option agreement granting 3,400,000 common share purchase options exercisable at a price of \$0.15 per share.

In June 2018 the Company entered into a stock option agreement granting 6,750,000 common share purchase options exercisable at a price of \$0.24 per share.

In July 2018, the Company entered into a stock option agreement granting 500,000 common share purchase options exercisable at a price of \$0.24 per share.

In August 2019, the Company entered into a stock option agreement granting 5,880,000 common share purchase options exercisable at a price of \$0.21 per share.

The fair value of each option granted is estimated at the time of the grant using Black Scholes option pricing model with weighted average assumptions for grants as follows:

	2019	2018
Dividend yield	0%	0%
Expected volatility	97.5%	278.79%
Risk-free interest rate	1.35%	2.14%
Expected lives	5.00	5.00
Grant date fair value	\$ 0.1368	\$ 0.2068

Stock option transactions for the period ended October 31, 2019 and year ended July 31, 2019 are as follows:

	Number of options	Weighted average exercise price
Balance outstanding as at July 31, 2018	16,940,000	\$ 0.16
Exercised	(1,150,000)	\$ 0.05
Balance outstanding as at July 31, 2019	15,790,000	\$ 0.16
Granted	5,880,000	\$ 0.21
Exercised	(390,000)	\$ 0.07
Balance outstanding as at October 31, 2019	21,280,000	\$ 0.18

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9. Share Capital, Share-Based Payments and Reserves (continued)

e) Share-based payments (continued)

As at October 31, 2019, the following stock options were outstanding:

Expiry date	Number of options	Exercise price	Weighted average remaining contractual life (years)
April 12, 2021	4,610,000	0.05	1.45
October 26, 2021	2,940,000	0.15	1.99
December 20, 2021	600,000	0.24	2.14
June 8, 2023	6,750,000	0.24	3.61
July 5, 2023	500,000	0.24	3.68
August 2, 2024	5,880,000	0.21	4.76
	21,280,000		3.19

f) Share-based payments reserve

The share-based payments reserve is used to recognize the fair value of share options granted to employees, including key management personnel, as part of their remuneration. When options are subsequently exercised, the fair value of such options in share-based payments reserve is credited to share capital.

g) Warrants reserve

The warrants reserve is used to recognize the fair value of warrants issued. When warrants are subsequently exercised, the fair value of such warrants in warrants reserve is credited to share capital.

h) Dilutive common shares

For the period ended October 31, 2019, potentially dilutive common shares relating to share purchase warrants and options outstanding totalling 35,221,027 and 21,280,000 respectively (July 31, 2019 – 35,669,249 and 15,790,000), were not included in the computation of loss per share as the effect would be anti-dilutive.

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10. Expenses by Nature

General and administration expenses for the three-month period ended October 31, 2019 and 2018 consist of the following:

	2019	2018
Bank charges and interest	\$ 1,020	\$ 430
Consulting fees	21,000	20,000
Filing agent and transfer fees	1,673	1,058
Insurance	3,125	12,500
Management fees	993	-
Office and miscellaneous	38,185	54,916
Office rent and property taxes	2,715	2,715
Professional fees	2,412	3,522
Research and development	-	401,375
Shareholder communications	13,550	54,916
Share-based payments	201,044	231,366
Telephone	1,322	947
Travel	4,907	14,712
Wages and benefits	52,229	48,821
Total	\$ 344,174	\$ 816,883

11. Financial Instruments and Financial Risk Management

a) Financial assets and liabilities by category

The Company classifies its cash and cash equivalents, amounts receivable (excluding sales tax receivable), due from related parties and reclamation deposits as financial assets measured at amortized costs and its marketable securities as financial assets measured at fair value through profit or loss. Accounts payable and accrued liabilities and payable to related parties are classified as other financial liabilities measured at amortized cost.

As of October 31, 2019, the statement of financial position carrying amounts of these financial instruments closely approximate their fair values, except for accounts payable and accrued liabilities, and payable to related parties where the fair value may be less than carrying amounts due to liquidity risks.

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11. Financial Instruments and Financial Risk Management (continued)

b) Fair value

The fair value of financial instruments is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values are determined by reference to quoted market prices, as appropriate, in the most advantageous market for that instrument to which the Company has immediate access. Where quoted market prices are not available, the Company uses the closing price of the most recent transaction for that instrument. In the absence of an active market, fair values are determined based on prevailing market rates for instruments with similar characteristics. The fair value of current financial instruments approximates their carrying values as long as they are short term in nature or bear interest at market rates.

c) Fair value hierarchy

Financial instruments that are held at fair value are categorized based on a valuation hierarchy which is determined by the valuation methodology utilized:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities.

Cash and cash equivalents and marketable securities are valued using a market approach based upon unadjusted quoted prices for identical assets in an active market obtained from securities exchanges.

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

There were no transfers between levels 1, 2 and 3 during the period ended October 31, 2019 and year ended July 31, 2019 .

	Fair value at October 31, 2019		
	Level 1	Level 2	Level 3
Financial assets			
Cash and cash equivalents	281,059	-	-
	Fair value at July 31, 2019		
	Level 1	Level 2	Level 3
Financial assets			
Cash and cash equivalents	487,132	-	-

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11. Financial Instruments and Financial Risk Management (continued)

d) Financial risk management

The Company's Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in response to the Company's activities. Management regularly monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

In the normal course of operations, the Company is exposed to various risks such as interest rate, foreign exchange, credit and liquidity risks. To manage these risks, management determines what activities must be undertaken to minimize potential exposure to risks. The objectives of the Company in managing risks are as follows:

- Maintaining sound financial condition;
- Financing operations; and
- Ensuring liquidity to all operations.

There have been no changes in risks that have arisen or how the Company manages those risks during the period ended October 31, 2019 and years ended July 31, 2019 and July 31, 2018.

(i) Interest rate risk

The Company's interest rate risk arises primarily from the interest received on cash and cash equivalents, which is invested on a short-term basis to enable adequate liquidity for payment of operational and capital expenditures.

(ii) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, reclamation deposits and accounts payable and accrued liabilities that are denominated in US dollars. As at October 31, 2019, total net monetary assets and liabilities denominated in US dollars amounted to a net asset of \$155,762 (\$118,002 USD). Sensitivity to a plus or minus 10% change in the foreign exchange rate would affect net loss and comprehensive loss by less than \$15,576 with all other variables remaining constant.

(iii) Commodity price risk

The value of the Company's exploration and evaluation assets are dependent on the price of manganese and the outlook for this mineral. Market prices for these metals historically have fluctuated widely and are affected by numerous factors outside the Company's control, including but not limited to, levels of worldwide production short term changes in supply and demand,

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11. Financial Instruments and Financial Risk Management (continued)

(iii) Commodity price risk (continued)

industrial and retail demand, as well as certain other factors related specifically to manganese. If manganese prices decline for a prolonged period below the cost of production, it may not be economically feasible to continue towards production.

(iv) Credit risk

Credit risk is the risk of loss if counterparties do not fulfill their contractual obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and trade receivables. The Company limits its exposure to credit risk on cash and short-term investment as these financial instruments are held with major Canadian and international banks, from which management believes the risk of loss to be remote.

(v) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages liquidity risk by maintaining cash and cash equivalents. Liquidity requirements are managed based on expected cash flow to ensure there is capital to meet short term and long term obligations. As disclosed in Note 1, the ability of the Company to continue as a going concern is dependent on many factors. The Company's cash and cash equivalents is primarily invested in bank accounts and guaranteed investment certificates which are cashable on demand.

11. Capital Management

The Company classifies its share capital, share-based payments reserve and warrants reserve as capital, which at October 31, 2019 totalled \$40,025,923 (July 31, 2019 - \$39,773,855). When managing capital, the Company's objectives are to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish qualitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the period ended October 31, 2019 and year ended July 31, 2019. The Company is not subject to any externally imposed capital requirements.

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12. Segmented Information

The Company operates in one segment – the exploration for and development of mineral property interests. Geographic information for the Company is as follows:

	October 31, 2019		July 31, 2019	
	Canada	USA	Canada	USA
Current assets	\$ 429,067	\$ 2,596	\$ 601,018	\$ 3,550
Non-current assets	489,182	26,103	434,683	26,103
Total assets	\$ 918,249	\$ 28,699	\$ 1,035,701	\$ 29,653
Current liabilities	\$ 38,750	\$ -	\$ 45,092	\$ -
Total liabilities	\$ 38,750	\$ -	\$ 45,092	\$ -

14. Income Taxes

The income tax provision differs from income taxes, which would result from applying the expected tax rate to net loss before income taxes. The difference between the expected income tax expense and the actual income tax provision are summarized as follows:

	2019	2018
Income tax (loss) before income taxes	\$ (8,054,671)	\$ (2,426,494)
Statutory income tax rate	27.00%	26.59%
Expected income tax expense (recovery)	(2,174,761)	(645,314)
Differences resulting from:		
Non-deductible items	1,528,629	168,031
Change in deferred tax assets not recognized	646,132	477,283
Provision for income taxes	\$ -	\$ -

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(Expressed in Canadian dollars, unless specifically indicated otherwise)

14. Income Taxes (continued)

Deferred income taxes reflect the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes. Deferred tax assets (liabilities) at July 31, 2019 and 2018 are comprised of the following:

	July 31, 2019	July 31, 2018
Deferred income tax assets - Canada		
Non-capital loss carry forwards	\$ 4,983,930	\$ 4,339,170
Fixed assets	1,943	1,928
Financing costs	40,779	39,912
Exploration and evaluation assets	816,562	827,229
Capital loss carry forwards	282	-
	5,843,496	5,208,239
Deferred tax asset not recognized	(5,843,496)	(5,208,239)
Net deferred tax asset	\$ -	\$ -

	July 31, 2019	July 31, 2018
Deferred income tax assets – US		
Non-capital loss carry forwards	\$ 194,130	\$ 191,160
Exploration and evaluation assets	3,383,661	2,047,182
	3,577,791	2,238,342
Deferred tax asset not recognized	(3,577,791)	(2,238,342)
Net deferred tax asset	\$ -	\$ -

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(Expressed in Canadian dollars, unless specifically indicated otherwise)

14. Income Taxes (continued)

The Company has non-capital loss carryforwards of approximately \$18,459,000 which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

2026	\$	96,000
2027		266,000
2028		940,000
2029		1,008,000
2030		1,031,000
2031		2,620,000
2032		4,349,000
2033		1,422,000
2034		555,000
2035		376,000
2036		188,000
2037		1,447,000
2038		1,773,000
2039		2,388,000
Total	\$	18,459,000

The Company has net operating loss carryforwards of approximately \$719,000 which may be carried forward to apply against future year income tax for US tax purposes:

2027	\$	6,000
2028		40,000
2029		74,000
2030		72,000
2031		209,000
2032		149,000
2033		75,000
2034		32,000
2035		19,000
2036		18,000
2037		15,000
2038		5,000
2039		5,000
Total	\$	719,000

Deferred tax assets have not been recognized because at this stage of the Company's development, it is not determinable that taxable profit will be available against which the Company can utilize such deferred income tax assets.

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15. Subsequent Events

Subsequent to October 31, 2019, the Company completed the following share issuances:

- Issued 2,463,800 common shares pursuant to the exercise of share purchase warrants at a price of \$0.20 per common share, receiving proceeds of \$492,760; and
- Issued 150,000 common shares pursuant to the exercise of stock options at \$0.05 per share, receiving proceeds of \$7,500.