

NRG METALS INC.

(an exploration stage company)

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

NINE MONTHS ENDED SEPTEMBER 30, 2018

These unaudited condensed consolidated interim financial statements of NRG Metals Inc. for the nine months ended September 30, 2018 have been prepared by management and approved by the Board of Directors. These unaudited condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

NRG METALS INC.
(an exploration stage company)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT
(Expressed in Canadian Dollars)

	September 30, 2018	December 31, 2017 (audited)
ASSETS		
Current		
Cash	\$ 478,307	\$ 2,661,303
Receivables (Note 4)	157,802	74,110
Prepaid expenses	<u>4,128</u>	<u>-</u>
	640,237	2,735,413
Exploration and evaluation assets (Note 5)	<u>1,657,278</u>	<u>628,512</u>
	<u>\$ 2,297,515</u>	<u>\$ 3,363,925</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities (Note 7)	\$ 354,734	\$ 354,438
Shareholders' equity		
Share capital (Note 8)	34,849,104	29,713,380
Share subscriptions (Note 8)	-	5,500
Reserves	7,850,642	6,664,564
Deficit	<u>(40,756,965)</u>	<u>(33,373,957)</u>
	<u>1,942,781</u>	<u>3,009,487</u>
	<u>\$ 2,297,515</u>	<u>\$ 3,363,925</u>

Nature and continuance of operations (Note 1)

On behalf of the Board:

"Adrian F. C. Hobkirk" Director "Christopher P. Cherry" Director

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

NRG METALS INC.**(an exploration stage company)****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
EXPENSES				
Administration	\$ 77,826	\$ 103,643	\$ 619,763	\$ 234,417
Consulting fees (Note 12)	672,020	204,685	1,777,415	538,535
Exploration costs (Note 5)	238,910	133,471	2,296,853	337,516
Management fees (Note 12)	39,750	40,695	116,525	118,369
Professional fees (Note 12)	45,000	19,348	131,805	97,677
Share-based payments (Note 9)	-	-	1,186,078	830,554
Transfer agent and filing fees	6,500	8,062	24,070	41,071
Travel	6,948	21,658	141,225	94,955
Loss from operations	(1,086,954)	(531,562)	(6,293,734)	(2,293,084)
OTHER ITEMS				
Loss on plan of arrangement	-	-	-	(628,839)
Foreign exchange gain (loss)	(1,093,987)	-	(1,089,274)	-
	(1,093,987)	-	(1,089,274)	(628,839)
Loss and comprehensive loss for the period	\$ (2,180,491)	\$ (531,562)	\$ (7,383,008)	\$ (2,921,923)
Basic and diluted loss per common share	\$ (0.02)	\$ (0.01)	\$ (0.06)	\$ (0.
Weighted average number of common shares outstanding	134,584,695	65,391,135	125,195,365	62,684,385

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

NRG METALS INC.**(an exploration stage company)****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Expressed in Canadian Dollar)

(Unaudited)

	<u>Share Capital</u>		Share Subscriptions	Deficit	Reserves	Total Shareholders' Equity
	Common Shares	Amount				
Balance, December 31, 2016	60,753,385	\$ 24,480,281	\$ -	\$ (27,615,302)	\$ 4,715,203	\$ 1,580,182
Comprehensive loss for the period	-	-	-	(2,921,923)	-	(2,921,923)
Share-based payments	-	-	-	-	830,554	830,554
Shares issued for mineral property	200,000	24,000	-	-	-	24,000
Shares issued for services	750,000	94,870	-	-	-	94,870
Shares issued for cash, net	2,750,000	259,000	-	-	-	259,000
Warrants exercised	5,052,500	507,775	-	-	-	507,775
Balance, September 30, 2017	65,580,885	\$ 25,365,926	\$ -	\$ (30,537,225)	\$ 5,545,757	\$ 374,458
Balance, December 31, 2017	106,940,635	\$ 29,713,380	\$ 5,500	\$ (33,373,957)	\$ 6,664,564	\$ 3,009,487
Comprehensive loss for the period	-	-	-	(7,383,008)	-	(7,383,008)
Shares issued for cash, net	26,480,000	4,443,224	(5,500)	-	-	4,437,724
Shares issued for services	1,250,000	312,500	-	-	-	312,500
Shares issued for mineral property	2,000,000	380,000	-	-	-	380,000
Share-based payments	-	-	-	-	1,186,078	1,186,078
Balance, September 30, 2018	136,670,635	34,849,104	-	(40,756,965)	7,850,642	1,942,781

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

NRG METALS INC.
(an exploration stage company)
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED SEPTEMBER 30,
(Expressed in Canadian Dollars)
(Unaudited)

	2018	2017
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	\$ (7,383,008)	\$ (2,921,923)
Items not affecting cash:		
Consulting fees	312,500	-
Share-based payments	1,186,078	830,554
Loss on plan of arrangement	-	628,839
Changes in non-cash working capital items:		
Receivables	(83,692)	22,332
Prepaid expenses	(4,128)	(9,756)
Accounts payable and accrued liabilities	296	(139,470)
Net cash used in operating activities	(7,269,846)	(1,310,484)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Evaluation and exploration acquisitions	(649,126)	(68,453)
Net cash used in investing activities	(649,126)	(68,453)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds on issuance of share capital, net	4,437,724	766,755
Cash spun out on plan of arrangement	-	(150,000)
Share subscriptions received in advance	-	-
Net cash provided by financing activities	4,437,724	616,775
Change in cash during the period	(2,182,996)	(762,182)
Cash, beginning of period	2,661,303	1,168,176
Cash, end of period	\$ 478,307	\$ 405,994

Supplement disclosure with respect to cash flows (Note 15)

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

NRG METALS INC.

(an exploration stage company)

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

(Unaudited)

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated in the Province of Ontario on June 20, 1995. Effective January 15, 2007, the Company was granted a Certificate of Continuation under the *Business Corporation Act* from the jurisdiction of Ontario into British Columbia. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties in Argentina. The Company's head office, principal address and registered records office is located at 804 – 750 West Pender Street, Vancouver, British Columbia, Canada.

The Company's condensed interim consolidated financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Several conditions cast doubt on the validity of this assumption. For the period ended September 30, 2018 the Company incurred a net loss of \$738,008 (September 30, 2017 - \$2,921,923) and had an accumulated deficit of \$40,756,965 (December 31, 2017 - \$33,373,957). The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments would be material.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including the acquisition and exploration of exploration and evaluation assets, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and acquire mineral properties. The outcome of these matters cannot be predicted at this time. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of its mineral properties and upon future profitable production.

2. BASIS OF PRESENTATION

Statement of Compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim consolidated financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2017.

NRG METALS INC.

(an exploration stage company)

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

(Unaudited)

2. BASIS OF PRESENTATION (continued)

Statement of Compliance (continued)

The accounting policies applied in preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2017, except for the following:

Financial instruments

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments (“IFRS 9”) which replaced IAS 39 – Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking ‘expected loss’ impairment model. IFRS 9 also includes significant changes to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018. The Company adopted the standard retrospectively. IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities.

The following summarizes the significant changes in IFRS 9 compared to the current standard:

- IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments for principal and interest. The change did not impact the carrying amounts of any of the Company's financial assets on the transition date. Prior periods were not restated and no material changes resulted from adopting this new standard.
- The adoption of the new “expected credit loss” impairment model under IFRS 9, as opposed to an incurred credit loss model under IAS 39, had no impact on the carrying amounts of our financial assets on the transition date given the Company transacts exclusively with large international financial institutions and other organizations with strong credit ratings.

They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements are presented in Canadian dollars unless otherwise noted.

Approval of the financial statements

The unaudited condensed interim consolidated financial statements of the Company for the nine months ended September 30, 2018 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 29, 2018.

Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Gold Port Ltd. (“Gold Port”) incorporated in British Columbia on November 18, 2016, Gold Port (Guyana) Incorporated, incorporated in Guyana, South America, Gold Port Resources Limited, incorporated in Guyana until the spin out was completed on January 11, 2017 and NRG Metals S.A incorporated in Argentina on June 14, 2016 from the date control was acquired. Control exists when the Company possesses power over an investee, has exposures to variable returns from the investee and has the ability to use its power over the investee to affect its returns. All intercompany balances and transactions have been eliminated.

NRG METALS INC.

(an exploration stage company)

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

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2. BASIS OF PRESENTATION (continued)

New standard not yet adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the period ended September 30, 2018 and have not been applied in preparing these condensed interim consolidated financial statements. The new and revised standards are as follows:

- IFRS 16 – Leases: On January 13, 2016, the IASB issued the final version of IFRS 16 Leases. The new standard will replace IAS 17 Leases and is effective for annual periods beginning on or after January 1, 2019. IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead, all leases are treated in a similar way to finance leases applying IAS 17. IFRS 16 does not require a lessee to recognize assets and liabilities for short term leases (i.e. leases of 12 months or less) and leases of low-value assets. The Company is evaluating the effect of this standard on the Company's consolidated financial statements.
- IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company does not expect that the adoption of this standard will have a material effect on the Company's consolidated financial statements.

Critical Accounting Estimates and Judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.
- ii) The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.
- iii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

(Unaudited)

2. BASIS OF PRESENTATION (continued)

Critical Accounting Estimates and Judgments (continued)

- iv) Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have
- v) characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.
- vi) The fair value of the exploration and evaluation properties transferred in the plan of arrangement. Management estimated the fair value of the exploration and evaluation assets transferred which formed the value recorded on completion of the transaction.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive.

The classification determines the method by which the financial assets are carried on the balance sheet subsequent to inception and how changes in value are recorded. Receivables and reclamation bonds are measured at amortized cost with subsequent impairments recognized in profit or loss and cash and investments are classified as FVTPL.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

NRG METALS INC.**(an exploration stage company)**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

(Unaudited)**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****Financial instruments (continued)**Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the balance sheet subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities are classified as other financial liabilities and carried on the balance sheet at amortized cost.

As at September 30, 2018, the Company does not have any derivative financial liabilities.

4. RECEIVABLES

	September 30, 2018		December 31, 2017
GST recoverable	\$ 104,710	\$	42,493
Other receivables	53,092		31,617
	<u>\$ 157,802</u>	<u>\$</u>	<u>74,110</u>

5. EXPLORATION AND EVALUATION ASSETS**Realization of assets**

The investment in mineral properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

NRG METALS INC.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

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5. EXPLORATION AND EVALUATION ASSETS (continued)

Environmental (continued)

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

Groete Project, Guyana

The Company held a 100% interest in the Groete Property located in Guyana subject to a 1.5% NSR, which may be purchased for US\$3,000,000. This project was transferred to Gold Port as part of the plan of arrangement, see Note 6.

Lac Aux Bouleaux, Quebec Canada

During the year ended December 31, 2015, the Company entered into an option agreement to acquire the Lac Aux Bouleaux Graphite Property in Quebec by issuing an aggregate of 2,000,000 common shares (issued at total value of \$185,000), cash payments of \$60,000 (paid) and carrying out an exploration and development program of \$500,000 (\$102,813 incurred to date) over a two year period. The property is encumbered by a 3% net smelter royalty which the Company may purchase at \$1,000,000 for each 1%.

This project was transferred to Gold Port as part of the plan of arrangement, see Note 6.

Argentina Properties

Luz Maria Claim Group

Total purchase price is US\$860,000 and 100,000 shares. A first payment of US\$80,000 was made up front on execution date, with subsequent payments contingent upon drill results. Upon completion of a satisfactory drill program, the Company will pay US\$80,000 within thirty days of results and issue 100,000 shares (issued at a fair value of \$16,000 in fiscal 2017) of the Company, and then US\$100,000 twelve months after execution date, (amended to US\$60,000 due in twelve months, paid subsequent to December 31, 2017, and US\$50,000 due in eighteen months), US\$100,000 twenty-four months after execution, US\$250,000 thirty-six months after execution year three and a final payment of US\$250,000 forty-eight months after execution year four. The owner retains the right to mine diatomaceous soil from the project.

Padre Jose Maria

The total purchase price is US\$1,060,000, with US\$60,000 cash paid up front with execution of the option. Further payments of US\$100,000 upon completion of a drill program with satisfactory results, US\$220,000 twelve months later (amended to US\$60,000 (paid) and 420,000 common shares due in 12 months), US\$240,000 at twenty-four months and US\$500,000 at thirty-six months. The Company must also pay ARS \$75,000 for property fees in 2016, and a non-refundable ARS \$60,000 upon signing (paid).

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NINE MONTHS ENDED SEPTEMBER 30, 2018

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5. EXPLORATION AND EVALUATION ASSETS (continued)

Beatriz Claim Group

Total Purchase Price is US\$1,320,000, with US\$60,000 upon execution of the Option Agreement (paid), US\$60,000 upon drill results, US\$200,000 twelve months from that date (amended to US\$120,000 due in 12 months (paid) and US\$100,000 due in 18 months), US\$200,000 twenty-four months later, US\$200,000 thirty-six months later, and a final US\$600,000 forty-eight months later. The owners retained a 1% Net Smelter Royalty (NSR) which may be purchased for US\$2,000,000. In addition, the owners retain the right to exploit the claim group for diatomaceous soils.

La Fortuna Claim Group

Total Purchase Price is US\$2,450,000 with and 100,000 shares (issued at a fair value of \$16,000 in fiscal 2017), with the owners retaining the right to exploit the claim group for diatomaceous soils. A payment of US\$25,000 was paid up front while the share issuance was done subsequent to year-end. Payment schedule is US\$175,000 upon drill results, US\$200,000 six months after drill results, US\$250,000 at eighteen months, US\$750,000 at thirty months, US\$750,000 at forty-eight months, and a final payment of US\$300,000 at fifty-four months. The Company must also settle royalties of ARS \$550,000.

La Sophia Claim Group

The owner maintains a right to use the project to mine diatomaceous soil subject to a buyout. The signing of a formal option is contingent upon completion of a drill program with positive results. The Company must pay US\$1,000 upon signing the Letter of Intent, ARS \$72,000 for property fees for 2015 and 2016 and ARS \$50,000 (paid) to the original holder of the mining right. Upon signing an option to purchase, payment terms are US\$120,000 at signing the formal option, US\$200,000 at twelve months, US\$200,000 at twenty-four months, US\$500,000 at thirty-six months, and at any time five years from signing the option, the project may be purchased outright for US\$5 million.

Hombre Muerto North ("HMN")

The project is being acquired through a purchase option agreement from a private borate producer from Salta, Argentina. Terms of the acquisition are US \$5.65 million in cash payments and 10 million common shares staged over a 54- month period. The payment schedule is as follows:

1. US \$50,000 (paid) on signing for a 90-day due diligence period and for the completion of a NI 43-101 Technical Report on the project. The due diligence period may be extended to 120 days, if necessary.
2. Upon acceptance of the NI 43-101 report by the TSX, NRG will pay Mr. Moreno US \$100,000 and issue one million common shares of NRG common stock (issued at a fair value of \$350,000 in fiscal 2017).
3. At March 17, 2018, US \$250,000 (paid) and one million common shares of NRG (issued at a fair value of \$250,000).
4. At September 17, 2018, US \$250,000 (paid) and one million common shares of NRG (issued at a fair value of \$130,000).
5. At March 17, 2019, US \$1,000,000 and one million common shares of NRG.
6. At March 17, 2020, US \$1,000,000 and two million common shares of NRG.
7. At March 17, 2021, US \$1,000,000 and two million common shares of NRG.
8. At March 17, 2022, US \$2,000,000 and two million common shares of NRG.
9. The project will be subject to a 3% Net Production Royalty, of which 50% may be purchased for US\$3,000,000 within 36 months of Item 2.

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5. EXPLORATION AND EVALUATION ASSETS (continued)

The Company incurred exploration costs during in 2018 as follows:

Consultants and geologists	\$ 334,470
Drilling	975,919
Field supplies, camp costs, cannon payments and other	918,800
Travel	<u>67,664</u>
Total	<u>\$ 2,296,853</u>

The Company incurred exploration costs in 2017 as follows:

Argentina property evaluation	<u>\$ 204,045</u>
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6. PLAN OF ARRANGEMENT

In January 2017, the Company completed a plan of arrangement (the “Plan of Arrangement”) with its wholly-owned subsidiary, Gold Port Resources Ltd. (“Gold Port”). The Company transferred to Gold Port: Cash of \$150,000, all the Company’s rights and title and interest in the Groete Gold Copper Project and L.A.B Graphite Project, and certain related party payables relating to the projects in exchange for common shares of Gold Port to the shareholders of the Company.

Pursuant to the Plan of Arrangement, the Company’s shareholders exchanged their existing common shares of the Company and received one “new” common share and 0.25 common shares of Gold Port.

The carrying value of the net assets transferred to Gold Port, pursuant to the Plan of Arrangement consisted of the following assets and liabilities:

Assets:

Cash	\$ 150,000
Exploration and evaluation assets	<u>834,335</u>
Total assets	<u>984,335</u>

Liabilities:

Due to related party	<u>(355,496)</u>
Carrying value of net assets	<u>628,839</u>
Fair value of net assets distributed	<u>813,839</u>
Gain on transfer of spin-out assets	<u>\$ 185,000</u>

In accordance with IFRIC 17, Distribution of Non-Cash assets to Owners, the Company recognized the distribution of net assets to the Company’s shareholders at fair value with the difference between that value and the carrying amount of the net assets recognized in the statement of loss and comprehensive loss.

NRG METALS INC.**(an exploration stage company)****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****NINE MONTHS ENDED SEPTEMBER 30, 2018**

(Expressed in Canadian Dollars)

(Unaudited)

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2018	December 31, 2017
Accounts payables	\$ 354,734	\$ 319,438
Accrued liabilities	-	35,000
	\$ 354,734	\$ 354,438

8. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Included in issued share capital are 90,000 (December 31, 2017 – 90,000) escrowed common shares.

During the period ended September 30, 2018, the Company issued 6,435,000 units pursuant to a non-brokered private placement at \$0.20 per unit for gross proceeds of \$1,287,000. Each unit consisted of one common share and one transferable common share purchase warrant exercisable for a period of two years from the date of closing at an exercise price of \$0.30 per common share. A finder's fee of cash of \$1,938 and 9,690 finders warrants with the same terms as the unit were issued and paid on a portion of the private placement;

During the period ended September 30, 2018, the Company issued 2,000,000 units for proceeds of \$500,000 in a non-brokered private placement at a price of \$0.25 per unit. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.40 per common share for a period of three years;

During the period ended September 30, 2018, the Company issued 6,200,000 units for proceeds of \$620,000 in a non-brokered private placement at a price of \$0.10 per unit. Each unit consisted of one common share and one share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.20 per common share for a period of three years;

During the period ended September 30, 2018, the Company issued 9,320,000 common shares for proceeds of \$740,350 on the exercise of warrants and issued 1,525,000 common shares for proceeds of \$183,750 on the exercise of stock options. Also, during the period ended September 30, 2018, the Company issued 2,000,000 common shares for property payments valued at \$380,000 and 1,250,000 bonus shares to certain consultants valued at \$312,500.

During year ended December 31, 2017, the Company issued 22,212,250 common shares on the exercise of warrants for proceeds of \$2,845,430 and issued 875,000 shares on the exercise of options for proceeds of \$121,250.

During year ended December 31, 2017, the Company issued 1,200,000 common shares for property payments valued at \$382,000 and issued 2,500,000 bonus shares to certain consultants valued at \$685,000.

In September 2017, the Company issued 2,000,000 units for gross proceeds of \$200,000. Each unit is comprised of one common share and one common share warrant entitling the holder to acquire an additional common share for \$0.20 per share for a period of two years. The Company paid a finder's fee of \$16,000 and issued 160,000 finders warrants, with the same terms as the warrants attached to the units. The Company has estimated the fair value of the finder's warrants to be \$13,783 based on the Black-Scholes option pricing model. The assumptions used for the Black-Scholes valuation of the finder's warrants were as follows: a risk-free interest rate of 1.65%, an expected life of three years, a dividend rate of 0%, forfeiture rate of 0%, and an annualized volatility of 276%.

NRG METALS INC.**(an exploration stage company)**

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(Unaudited)**8. SHARE CAPITAL** (continued)

In October 2017, the Company issued 4,500,000 units for gross proceeds of \$450,000. Each unit is comprised of one common share and one common share warrant entitling the holder to acquire an additional common share for \$0.20 per share for a period of two years.

In November 2017, the Company issued 12,150,000 units for gross proceeds of \$1,215,000. Each unit is comprised of one common share and one common share warrant entitling the holder to acquire an additional common share for \$0.20 per share for a period of two years.

9. STOCK OPTIONS

The Company has a rolling stock option plan (the “plan”) that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Under the Plan, the exercise price of each option may not be less than the market price of the Company’s shares at the date of grant, subject to a minimum exercise price of \$0.10 per share. Options granted under the Plan will have a term not to exceed five years and be subject to vesting provisions as determined by the board of directors of the Company.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2016	-	-
Granted	9,850,000	0.20
Exercised	(875,000)	0.14
Cancelled	<u>(450,000)</u>	0.15
Outstanding, December 31, 2017	8,525,000	0.21
Granted	5,500,000	0.22
Cancelled	(300,000)	0.15
Exercised	<u>(1,525,000)</u>	0.12
Outstanding and exercisable, September 30, 2018	12,200,000	\$ 0.21

During the period ended September 30, 2018, the Company granted 5,500,000 stock options to directors, officers and consultants of the Company. The fair value of the options granted during the period is \$705,884, based on the Black-Scholes option pricing model. The weighted average of the fair value per option was \$0.20. The Company used the following assumptions for the Black-Scholes option pricing model:

	2018	2017
Risk-free interest rate	1.71%	1.65%
Expected life of options	5.0 years	4.3 years
Annualized volatility	182%	182%
Dividend rate	0.00%	0.00%
Forfeiture rate	0.00%	0.00%

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(Unaudited)

9. STOCK OPTIONS (continued)

As at September 30, 2018, the following options were outstanding and exercisable:

Expiry Date	Exercise Price	Number of Options
March 23, 2022	\$0.15	3,350,000
April 18, 2019	\$0.13	200,000
September 8, 2022	\$0.10	550,000
October 22, 2022	\$0.305	1,700,000
October 26, 2022	\$0.43	1,000,000
February 28, 2023	\$0.21	3,500,000
May 16, 2023	\$0.25	2,000,000
		12,200,000

10. WARRANTS

The following table summarizes the Company's warrant activity for the period ended September 30, 2018 and the year ended December 31, 2017:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, December 31, 2016	40,803,333	\$ 0.13
Issued	18,810,000	0.20
Exercised	(22,212,250)	0.13
Expired	(608,333)	0.10
Outstanding, December 31, 2017	36,792,750	0.17
Issued	14,644,690	0.25
Exercised	(9,320,000)	0.13
Expired	(2,750,250)	0.08
Outstanding, September 30, 2018	39,367,190	\$ 0.18

NRG METALS INC.**(an exploration stage company)****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****NINE MONTHS ENDED SEPTEMBER 30, 2018**

(Expressed in Canadian Dollars)

(Unaudited)**10. WARRANTS (continued)**

As at September 30, 2018, the following warrants were outstanding and exercisable:

<u>Expiry Date</u>	<u>Exercise Price</u>	<u>Number of Warrants</u>
November 8, 2018	\$0.08	1,000,000*
March 24, 2019	\$0.08	3,000,000
May 12, 2019	\$0.10	1,600,000
June 2, 2019	\$0.11	362,500
September 14, 2019	\$0.20	2,160,000
October 6, 2019	\$0.20	4,450,000
November 15, 2019	\$0.20	12,150,000
March 14, 2020	\$0.30	2,750,000
March 15, 2020	\$0.30	250,000
March 28, 2020	\$0.30	3,435,000
March 28, 2020	\$0.30	9,690
April 17, 2021	\$0.20	6,200,000
*subsequently exercised		37,367,190

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables and accounts payable and accrued liabilities. Cash has been designated as fair value through profit and loss, receivables as loans and receivables, and accounts payable and accrued liabilities and related party loans payable are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments, except for cash which is valued at a level 1 fair value measurement. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and other price risk. There has been no change in the way management managed these risks for the period.

a) Currency risk

While the Company's parent is Canadian and its capital is raised in Canadian dollars, the Company was conducting business in Guyana, whose currency is the Guyanese dollar. As such, it was subject to risk due to fluctuations in the exchange rates for the United States, Canadian and Guyanese dollars. The Company does not manage currency risk through hedging or other currency management tools.

As at September 30, 2018, the Company has accounts payable denominated in US dollars of US\$11,844 (December 31, 2017 - US\$Nil) and cash of US\$12,328 (December 31, 2017 - US\$24,872). Based on a hypothetical change in the foreign exchange rate between the Canadian and the US dollars of 5% (2017 - 5%), the effect on net and comprehensive loss would be \$24 (2017 - \$1,243).

As at September 30, 2018, the Company has cash denominated in Argentine Peso (2016 - Guyanese dollars) of \$325,724 (December 31, 2017 - \$136,365). Based on a hypothetical change in the foreign exchange rate between the Canadian dollar and Argentine Peso (2016 - Guyanese dollars) of 7.5% (December 31, 2017 - 7.5%), the effect on net comprehensive loss would be \$24,430 (December 31, 2017 - \$10,227).

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11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

b) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The cash is held in a large Canadian financial institution, which has a strong credit rating from a primary credit rating institution. There is no risk associated with receivables as this is Goods and Services Tax ("GST") due from the Canadian Government.

c) Interest rate risk

Interest rate risk consists of two components:

- (a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Due to the short-term nature of the Company's financial instruments fluctuations in market rates do not have a significant impact on estimated fair values as of September 30, 2018. Future cash flows from interest income on cash will be affected by interest rate fluctuations. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on the preservation of capital and liquidity.

d) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity issuances. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms.

e) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

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12. RELATED PARTY TRANSACTIONS

- a) The Company incurred the following expenses charged by key management personnel and companies controlled by key management personnel, such personnel include the Company's Directors, Chief Executive Officer, Chief Financial Officer and Corporate Secretary:

	2018	2017
Management, exploration and consulting fees charged by directors and corporations under their control	\$ 471,892	\$ 102,854

Key management personnel were not paid any post-employment benefits, termination benefits, or other long-term benefits during the respective periods.

- b) Included in accounts payable and accrued liabilities is \$15,000 (December 31, 2017 - \$Nil) due to directors, officers and corporations controlled by directors of the Company. The amount due to the related parties has no specific terms of repayment, is unsecured and non-interest-bearing.

13. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company's primary source of funds comes from the issuance of share capital. The Company does not use other sources of financing that require fixed payments of interest and principal as the Company does not generate cash flow from current operations. Accordingly, the Company is not subject to any externally imposed capital requirements.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company believes that it will be able to raise sufficient funds from share issuances to fund its working capital for the coming year. There have been no changes to the Company's approach to capital management during the period.

14. SEGMENTED INFORMATION

Company is focused on the exploration and evaluation assets in Argentina.

	September 30, 2018	December 31, 2017
Exploration and evaluation assets Argentina	\$ 1,657,278	\$ 628,512

NRG METALS INC.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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15. SUPPLEMENT DISCLOSURES WITH RESPECT TO CASH FLOWS

The Company did not incur any interest or tax expenditures for nine months ended September 30, 2018 and 2017.

During the nine months ended September 30, 2018, the Company issued 1,000,000 common shares valued at \$250,000 on a payment of a mineral property option.

During the nine months ended September 30, 2017, the Company transferred out exploration and evaluation assets of \$834,335 and liabilities of \$355,496 as part of the plan of arrangement.