

GARIBALDI RESOURCES CORP.

Consolidated Financial Statements

For the Years Ended January 31, 2019 and 2018

(Expressed in Canadian Dollars)



INDEPENDENT AUDITORS' REPORT

To the Shareholders and the Directors of Garibaldi Resources Corp.

Opinion

We have audited the consolidated financial statements of Garibaldi Resources Corp. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at January 31, 2019 and 2018, and the consolidated statements of comprehensive loss, changes in equity and cash flows for the years then ended, and the related notes comprising a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the accompanying consolidated financial statements, which indicates that as of January 31, 2019, the Company had an accumulated deficit of \$18,382,441. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

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

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

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Paul Joseph Leedham.

Manning Elliott LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
May 29, 2019

Garibaldi Resources Corp.
Consolidated Statements of Financial Position
January 31, 2019 and 2018
(Expressed in Canadian Dollars)

	Note	2019	2018
ASSETS			
Current assets			
Cash and cash equivalents	4	\$ 12,522,296	\$ 14,556,042
Marketable securities	5	-	5,944
Receivables	6	261,220	150,947
Prepaid expenses and advances		45,216	20,640
		12,828,732	14,733,573
Non-current assets			
Reclamation deposits	7	139,890	79,390
Equipment	8	139,581	86,588
Exploration advances		-	25,000
Exploration and evaluation assets	9, 13	30,822,529	12,510,785
		31,102,000	12,701,763
TOTAL ASSETS		\$ 43,930,732	\$ 27,435,336
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	10, 14	\$ 268,220	\$ 882,631
Related party loan payable	14	-	3,190
Deferred flow-through premium	13	125,386	199,063
		393,606	1,084,884
Non-current liabilities			
Deferred tax liability	12	2,724,000	-
TOTAL LIABILITIES		3,117,606	1,084,884
EQUITY			
Share capital	13	55,551,871	37,785,638
Shares to be issued	13	-	591,000
Contributed surplus		3,643,696	3,694,592
Deficit		(18,382,441)	(15,720,778)
TOTAL EQUITY		40,813,126	26,350,452
TOTAL LIABILITIES AND EQUITY		\$ 43,930,732	\$ 27,435,336

Going Concern – Note 2
Commitments – Notes 9, 11 and 13
Event After the Reporting Period – Note 19

Approved on behalf of the Board on May 29, 2019:

“Steve Regoci”

Steve Regoci, CEO and Director

“Barrie DiCatri”

Barrie DiCatri, CFO and Director

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

Garibaldi Resources Corp.
Consolidated Statements of Comprehensive Loss
For the years ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

	Note	2019	2018
Expenses			
Bank charges, interest, and penalties		\$ 78,648	\$ 18,868
Consulting fees	14	94,096	111,927
Depreciation		6,366	11,586
Foreign exchange (gain) loss		(2,755)	5,849
Insurance		11,344	8,818
Management fees	14	288,000	288,000
Office and miscellaneous		28,461	41,686
Professional fees		206,156	86,453
Rent		63,616	65,650
Share-based compensation	13, 14	206,000	1,755,703
Shareholder communications		83,312	69,211
Telephone		7,046	8,357
Transfer agent and filing fees		70,798	29,646
Travel and entertainment		53,466	13,625
Loss before other items and income taxes		(1,194,554)	(2,515,379)
Other items			
Gain on sale of marketable securities	5	4,408	-
Interest income		171,466	168
Settlement of flow-through premium liability	13	1,421,677	389,725
Unrealized loss on marketable securities	5	-	(2,913)
Write-down of receivables	6	(8,598)	-
Write-off of exploration and evaluation assets	9	(332,062)	-
		1,256,891	386,980
Net income (loss) before income taxes		62,337	(2,128,399)
Income taxes			
Deferred income tax expense	12	(2,724,000)	-
Net and comprehensive loss		\$ (2,661,663)	\$(2,128,399)
Loss per share – basic and diluted		\$ (0.03)	\$ (0.03)
Weighted average number of common shares outstanding		106,111,605	84,655,703

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

Garibaldi Resources Corp.
Consolidated Statements of Changes in Equity
For the years ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

	Number of shares	Amount	Contributed surplus	Shares to be issued	Deficit	Total
Balance at January 31, 2017	74,350,458	\$ 18,994,430	\$ 2,638,139	\$ -	\$ (13,592,379)	\$ 8,040,190
Shares issued for mineral properties	950,000	342,500	-	-	-	342,500
Shares issued for cash:						
Exercise of stock options	1,225,000	273,250	(108,250)	-	-	165,000
Exercise of warrants	5,846,654	1,641,564	-	-	-	1,641,564
Private placements	17,443,492	17,276,568	-	-	-	17,276,568
Less: share issuance costs	-	(742,674)	-	-	-	(742,674)
Share-based compensation	-	-	1,164,703	591,000	-	1,755,703
Net and comprehensive loss	-	-	-	-	(2,128,399)	(2,128,399)
Balance at January 31, 2018	99,815,604	\$ 37,785,638	\$ 3,694,592	\$ 591,000	\$ (15,720,778)	\$ 26,350,452
Shares issued for mineral properties	1,756,000	4,566,480	-	-	-	4,566,480
Shares issued for services	300,000	591,000	-	(591,000)	-	-
Shares issued for cash:						
Exercise of stock options	1,725,000	606,896	(256,896)	-	-	350,000
Exercise of warrants	1,130,022	554,523	-	-	-	554,523
Private placements	3,896,350	11,704,772	-	-	-	11,704,772
Less: share issuance costs	-	(257,438)	-	-	-	(257,438)
Share-based compensation	-	-	206,000	-	-	206,000
Net and comprehensive loss	-	-	-	-	(2,661,663)	(2,661,663)
Balance at January 31, 2019	108,622,976	\$ 55,551,871	\$ 3,643,696	\$ -	\$ (18,382,441)	\$ 40,813,126

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

Garibaldi Resources Corp.
Consolidated Statements of Cash Flows
For the years ended January 31, 2019 and 2018
(Expressed in Canadian Dollars)

	2019	2018
Operating Activities		
Net loss	\$ (2,661,663)	\$ (2,128,399)
Adjustments for non-cash items:		
Depreciation	6,366	11,586
Gain on sale of marketable securities	(4,408)	-
Share-based compensation	206,000	1,755,703
Settlement of flow-through premium liability	(1,421,677)	(389,725)
Unrealized (gain) loss on marketable securities	-	2,913
Unrealized foreign exchange loss	-	270
Accrued interest receivable	(114,297)	-
Write-down of receivables	8,598	-
Write-off of exploration and evaluation assets	332,062	-
Deferred income tax expense	2,724,000	-
Changes in non-cash working capital items:		
Sales taxes receivable	(539)	(102,197)
Other receivables	(749)	-
Prepaid expenses and advances	(24,576)	(15,568)
Trade payables and accrued liabilities	(159,901)	(286,794)
Net cash flows used in operating activities	(1,110,784)	(1,152,211)
Investing Activities		
Expenditures on exploration and evaluation assets	(14,555,333)	(3,145,667)
Exploration advances	-	(25,000)
Reclamation deposits	(60,500)	(45,500)
Acquisition of equipment	(85,862)	(67,619)
Proceeds from sale of marketable securities	6,420	-
Net cash flows used in investing activities	(14,695,275)	(3,283,786)
Financing Activities		
Proceeds from issuance of common shares, net of share issuance costs	12,427,503	18,340,458
Flow-through premium received	1,348,000	578,440
Related party loan payable	(3,190)	(16,422)
Net cash flows from financing activities	13,772,313	18,902,476
Change in cash and cash equivalents	(2,033,746)	14,466,479
Cash and cash equivalents, beginning	14,556,042	89,563
Cash and cash equivalents, ending	\$ 12,522,296	\$ 14,556,042
Supplemental Information		
Interest paid	\$ -	\$ -
Income tax paid	\$ -	\$ -

Non-cash Transactions – Note 18

1. Corporate Information

Garibaldi Resources Corp. (the “Company”) is an exploration stage company incorporated on November 22, 1993 under the laws of the Province of Alberta, Canada. Its business activity is the acquisition, exploration and evaluation of mineral properties located in Canada and Mexico. The Company’s common shares are traded on the TSX Venture Exchange (“TSX-V”) under the symbol “GGI”.

The Company’s head office and principal business address is Suite 1150, 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

2. Basis of Preparation

Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements were authorized for issue on May 29, 2019 by the directors of the Company.

Going Concern

These consolidated financial statements have been prepared on the assumption that the Company (and its subsidiaries) will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. At January 31, 2019, the Company has an accumulated deficit of \$18,382,441 (2018 – \$15,720,778). As at January 31, 2019, the Company has not advanced its mineral properties to commercial production and has not generated revenue from operations. The Company’s continuation as a going concern is dependent upon successful results from its mineral property exploration activities and its ability to attain profitable operations and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern.

The Company has been successful in raising funds in the past to finance operations, however, there is no assurance it will be able to do so in the future or on terms acceptable to the Company.

Basis of Measurement

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs except for certain financial instruments, which are measured at fair value as explained in the significant accounting policies set out in Note 3. The consolidated financial statements are presented in Canadian dollars which is also the Company’s functional currency.

2. Basis of Preparation (cont'd)

Use of Accounting Judgments, Estimates and Assumptions

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities as at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions 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. However, actual outcomes can differ from these estimates.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive loss in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

a) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

b) Site Closure and Reclamation Provisions

The Company assesses its mineral properties' rehabilitation provision at each reporting date or when new material information becomes available. Exploration, development and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated.

Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact any amounts charged to operations for reclamation and remediation. During the periods presented, no reclamation obligations were incurred and therefore, no provision has been recorded. This represents management's best estimate of the present value of future reclamation and remediation obligations. Actual future expenditures may differ from the estimate.

c) Title to Mineral Properties

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

2. Basis of Preparation (cont'd)

Use of Accounting Judgments, Estimates and Assumptions (cont'd)

d) Share-Based Payments

Management uses valuation techniques to measure the fair value of share-based payments such as stock options or broker warrants. The fair values are determined using the Black-Scholes option pricing model which requires management to make certain estimates, judgements, and assumptions in relation to the expected life of the options or warrants, expected volatility, expected risk-free rate, and expected forfeiture rate. Changes to these assumptions could have a material impact on the Company's consolidated financial statements.

e) Deferred Income Taxes

Judgement is required to determine which types of arrangements are considered to be a tax on income in contrast to an operating cost. Judgement is also required in determining whether deferred tax liabilities are recognized in the consolidated statement of financial position. Deferred tax assets, including those potentially arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable income in future periods, in order to recognize deferred tax assets. Assumptions about the generation of future taxable income depend on management's estimates of future operations and cash flows. These estimates of future taxable income are based on forecast cash flows from operations (which are impacted by production and sales volumes, commodity prices, reserves, operating costs, closure and rehabilitation costs, capital expenditure, and other capital management transactions) and judgement about the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize deferred tax assets or offset these against any deferred tax liabilities recorded at the reporting date could be impacted.

Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its controlled entities. All inter-company balances and transactions have been eliminated on consolidation. Details of its controlled entities are as follows:

	Country of Incorporation	Percentage Owned	
		2019	2018
San Pedro Stone Inc.	Canada	100%	100%
Minera Pender S.A. de C.V.	Mexico	100%	100%

3. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements as if the policies have always been in effect.

Foreign Currency Translation

The functional currency of each of the Company's entities is determined using primary and secondary indicators related to the economic environment in which that entity operates. The Canadian dollar is the parent company's functional and presentation currency. The functional currency of the subsidiaries is also the Canadian dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on the settlement of monetary items are recognized in profit or loss in the consolidated statement of comprehensive loss in the period in which they arise.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the consolidated statement of comprehensive loss to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive loss. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations whose functional currency is different than the Company's presentation currency are transferred directly to the Company's foreign currency translation reserve in the consolidated statement of comprehensive loss. These differences are recognized in the profit or loss in the period in which the operation is disposed.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on deposit with banks and redeemable investment-grade short-term deposit certificates.

3. Significant Accounting Policies (cont'd)

Exploration and Evaluation Assets

Exploration and evaluation assets include the costs of acquiring mineral properties, costs associated with exploration and evaluation activities, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized and are classified as intangible assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related mineral property.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, or (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

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

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

Farm Outs

The Company does not record any expenditure made by the farmee on its account. It also does not recognize any gain or loss on its exploration and evaluation farm out arrangements but reallocates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized.

Reclamation Deposits

Cash which is subject to contractual restrictions on use is classified separately as reclamation deposits.

Marketable Securities

The Company has classified its marketable securities at fair value through profit or loss and therefore carries them at fair value based on quoted market prices with the unrealized gain or loss recorded in net income or loss for the period.

Share-based Payments

The Company operates an incentive stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. 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 fair value of share-based payments is charged to the consolidated statement of comprehensive loss with a corresponding credit recorded to contributed surplus. The fair value of options is determined using a Black-Scholes option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

3. Significant Accounting Policies (cont'd)

Share-based Payments (cont'd)

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the consolidated statement of comprehensive loss over the remaining vesting period.

The Company recognizes share issue costs for the fair value of broker warrants issued as finder's fees in connection with private placements. The fair value calculated is recorded as share issue costs with a corresponding credit to contributed surplus. The Company uses the Black-Scholes option pricing model to determine the fair value of the warrants issued.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital along with the consideration paid.

Financial Instruments

a) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value net of transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

b) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- 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 investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost, FVOCI, or FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Subsequent measurement and gains and losses

- Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the consolidated statement of operations. The Company's cash and cash equivalents and marketable securities are measured at FVTPL.
- Financial assets at amortized cost: These assets are subsequently measured at amortized cost, using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in the consolidated statement of operations. Any gain or loss on derecognition is recognized in the consolidated statement of operations. The Company does not have any assets measured at amortized cost.
- Debt investments at FVOCI: These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in the consolidated statement of operations. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to the consolidated statement of operations. The Company does not have any assets classified as debt investments at FVOCI.
- Equity investments at FVOCI: These assets are subsequently measured at fair value. Dividends are recognized as income in the consolidated statement of operations unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to the consolidated statement of operations. The Company does not have any assets classified as equity investments at FVOCI.

Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the consolidated statement of operations. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the consolidated statement of operations. Any gain or loss on derecognition is also recognized in the consolidated statement of operations. The Company's trade payables and related party loan payable are measured at FVTPL.

3. Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

c) Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Company enters into transactions whereby it transfers assets recognized in its consolidated statement of financial position but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in the consolidated statement of operations.

d) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Company has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

e) Impairment

Financial assets and contract assets

The Company recognizes loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortized cost;
- debt investments measured at FVOCI; and
- contract assets (as defined in IFRS 15).

The Company measures loss allowances at an amount equal to lifetime ECL, except for the following, which are measured as 12-month ECL:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime ECL. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

3. Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or
- the financial asset is more than 90 days past due.

The Company considers a debt security to have low credit risk when its credit risk rating is equivalent to the globally understood definition of 'investment grade'.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECL's that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the entity expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortized cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the consolidated statement of financial position

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to the consolidated statement of operations and is recognized in OCI.

3. Significant Accounting Policies (cont'd)

Financial Instruments (cont'd)

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Impairment of Assets

The carrying amounts of the Company's assets (which include equipment and exploration and evaluation assets) are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Impairment of mineral property exploration interests is generally considered to have occurred if one of the following factors is present: the right to explore has expired or is near to expiry with no expectation of renewal, no further substantive expenditures are planned, exploration and evaluation work is discontinued in an area for which commercially viable quantities have not been discovered, indications in an area with development likely to proceed that the carrying amount is unlikely to be recovered in full by development or by sale. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the consolidated statement of loss and comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and 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 the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs. An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Income Taxes

Current income taxes:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company and its subsidiaries operate and generate taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

3. Significant Accounting Policies (cont'd)

Income Taxes (cont'd)

Deferred income taxes:

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Flow-through shares:

Any premium received by the Company on the issuance of flow-through shares is initially recorded as a liability ("deferred flow-through premium").

The Company may, from time to time, issue flow-through shares to finance a portion of its Canadian exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On the issuance of a flow-through share, it is bifurcated into equity (share) and liability (flow-through) components on the issue date to the extent that a premium exists. The equity portion is measured at the market value and the residual premium is allocated as a liability. The liability is recorded at the fair value of the obligation to renounce the expenditures that the issuer has incurred. This is effectively the "premium" the investor attributes to a flow-through share versus an ordinary share.

When the expenditures are renounced, the Company records a deferred tax liability and deferred tax expense (renounced expenditures multiplied by the effective corporate tax rate). Simultaneously the Company will debit the liability set up on issuing the flow-through share with the corresponding credit to deferred tax expense.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense.

Flow-through shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

3. Significant Accounting Policies (cont'd)

Equipment

Depreciation is calculated using the declining balance method to allocate the cost of the assets over their estimated useful lives. The depreciation rates applicable to each category of equipment are as follows:

Motor vehicles	30% declining balance
Drilling and exploration equipment	20% declining balance
Office equipment	20% declining balance

Depreciation is recorded at one-half rates in the year of acquisition. Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the net loss applicable to the common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. The dilution is calculated based upon the net number of common shares issued should "in the money" options and warrants be exercised and the proceeds used to repurchase common shares at the average market price during the period.

Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

New Accounting Standards

The following standards were adopted by the Company effective February 1, 2018:

IFRS 15 – Revenue from Contracts with Customers - In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts, IAS 18 – Revenue, IFRIC 13 – Customer Loyalty Programs, IFRIC 15 – Agreements for the Construction of Real Estate, IFRIC 18 – Transfers of Assets from Customers, and SIC 31 – Revenue – Barter Transactions Involving Advertising Services. IFRS 15 establishes a comprehensive five-step framework for the timing and measurement of revenue recognition. The adoption of IFRS 15 did not have a material impact on the Company's consolidated financial statements.

IFRS 9 – Financial Instruments - The IASB replaced IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments ("IFRS 9") which is intended to reduce the complexity in the classification and measurement of financial instruments. The adoption of IFRS 9 did not have a material impact on the Company's consolidated financial statements.

3. Significant Accounting Policies (cont'd)

Accounting Standards and Amendments Issued But Not Yet Effective

The following standard will be adopted by the Company effective February 1, 2019:

IFRS 16 – Leases - In June 2016, the IASB issued IFRS 16 – Leases ("IFRS 16") which establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions. IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently. However, lessees are no longer classifying leases as either operating leases or finance leases as it is required by IAS 17.

The Company has not early adopted these new and amended standards and does not expect them to have a material effect on the Company's future results and financial position.

4. Cash and Cash Equivalents

	2019	2018
Cash	\$ 1,772,296	\$ 14,556,042
Redeemable GIC's	10,750,000	-
Total	\$ 12,522,296	\$ 14,556,042

The Company's redeemable GIC's bear interest at 1.35% per annum.

5. Marketable Securities

At January 31, 2019, the Company did not hold any marketable securities. During the year ended January 31, 2019, the Company sold 601 common shares of Coeur Mining Inc. for proceeds of \$6,420 resulting in a realized gain on sale of \$4,408.

At January 31, 2018, marketable securities consisted of 601 common shares of Coeur Mining Inc. with a market value of \$5,944. During the year ended January 31, 2018, the Company did not sell any marketable securities. During the year ended January 31, 2018, the Company recognized an unrealized loss of \$2,913 due to fluctuations in the market value of the shares held.

6. Receivables

	2019	2018
IVA receivable (Mexico)	\$ 18,267	\$ 20,057
GST receivable (Canada)	127,908	130,890
Accrued interest and other receivables	115,045	-
Total	\$ 261,220	\$ 150,947

The Company is exposed to credit risk on its sales taxes receivable which consist of refundable government goods and services taxes. The Company records an allowance of 30% on its IVA receivable. During the year ended January 31, 2019, the Company recorded a write-down of sales taxes receivable of \$8,598.

7. Reclamation Deposits

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations. The reclamation deposits represent collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company. The reclamation deposits are held in redeemable interest-bearing certificates with large financial institutions.

8. Equipment

January 31, 2019

	Motor vehicles	Office equipment	Drilling and exploration equipment	Total
Cost:				
At January 31, 2018	\$ 196,887	\$ 12,994	\$ 362,891	\$ 572,772
Additions	-	-	85,862	85,862
At January 31, 2019	196,887	12,994	448,753	658,634
Accumulated Depreciation:				
At January 31, 2018	127,233	10,590	348,361	486,184
Depreciation	20,896	480	11,493	32,869
At January 31, 2019	148,129	11,070	359,854	519,053
Net book value:				
At January 31, 2018	\$ 69,654	\$ 2,404	\$ 14,530	\$ 86,588
At January 31, 2019	\$ 48,758	\$ 1,924	\$ 88,899	\$ 139,581

January 31, 2018

	Motor vehicles	Office equipment	Drilling and exploration equipment	Total
Cost:				
At January 31, 2017	\$ 129,268	\$ 12,994	\$ 362,891	\$ 505,153
Additions	67,619	-	-	67,619
At January 31, 2018	196,887	12,994	362,891	572,772
Accumulated Depreciation:				
At January 31, 2017	114,046	9,990	344,726	468,762
Depreciation	13,187	600	3,635	17,422
At January 31, 2018	127,233	10,590	348,361	486,184
Net book value:				
At January 31, 2017	\$ 15,222	\$ 3,004	\$ 18,165	\$ 36,391
At January 31, 2018	\$ 69,654	\$ 2,404	\$ 14,530	\$ 86,588

Garibaldi Resources Corp.
Notes to the Consolidated Financial Statements
January 31, 2019 and 2018
(Expressed in Canadian Dollars)

9. Exploration and Evaluation Assets

January 31, 2019

	Mexico			Canada							TOTAL
	La Patilla	Iris	Sonora	Red Lion	Grizzly	King North & King South	E&L	Palm Spring	SID & Sunrise	Other	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Acquisition Costs											
Balance, January 31, 2018	115,596	278,752	1,478,334	78,317	142,223	36,628	162,111	48,000	231,000	113,555	2,684,516
Additions	1,751	4,780	201,339	1,110,000	-	-	2,347,000	1,096,480	183,000	-	4,944,350
Balance, January 31, 2019	117,347	283,532	1,679,673	1,188,317	142,223	36,628	2,509,111	1,144,480	414,000	113,555	7,628,866
Deferred Exploration Costs											
Balance, January 31, 2018	487,784	240,188	3,443,829	330,705	1,374,669	228,150	3,112,641	149,455	212,912	245,936	9,826,269
Depreciation	-	-	-	-	-	-	26,503	-	-	-	26,503
Assays	-	-	-	24,938	22,014	-	204,153	6,332	22,401	-	279,838
Drilling and trenching	-	-	-	-	-	-	3,915,287	-	351,291	-	4,266,578
Equipment rental	-	-	-	-	-	-	238,008	-	-	-	238,008
Geology and mapping	-	-	-	22,375	-	85	1,553,782	4,327	38,404	9,832	1,628,805
Helicopter	-	-	-	-	-	-	3,299,141	-	135,302	-	3,434,443
Surveying	(1,833)	(10,048)	(33,152)	-	278,654	60,350	1,260,534	143,551	-	-	1,698,056
Travel and field	-	-	-	48,837	30,110	-	2,043,245	-	5,033	-	2,127,225
Balance, January 31, 2019	485,951	230,140	3,410,677	426,855	1,705,447	288,585	15,653,294	303,665	765,343	255,768	23,525,725
Write-off of E&E assets	-	-	(269,290)	-	-	-	-	-	-	(62,772)	(332,062)
Total	603,298	513,672	4,821,060	1,615,172	1,847,670	325,213	18,162,405	1,448,145	1,179,343	306,551	30,822,529

Garibaldi Resources Corp.
Notes to the Consolidated Financial Statements
January 31, 2019 and 2018
(Expressed in Canadian Dollars)

9. Exploration and Evaluation Assets (cont'd)

January 31, 2018

	Mexico			Canada							TOTAL
	La Patilla	Iris	Sonora	Red Lion	Grizzly	King North & King South	E&L	Palm Spring	SID & Sunrise	Other	
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Acquisition Costs											
Balance, January 31, 2017	112,666	264,123	1,295,271	55,817	142,223	36,628	118,111	18,000	-	78,555	2,121,394
Additions	2,930	14,629	183,063	22,500	-	-	44,000	30,000	231,000	35,000	563,122
Balance, January 31, 2018	115,596	278,752	1,478,334	78,317	142,223	36,628	162,111	48,000	231,000	113,555	2,684,516
Deferred Exploration Costs											
Balance, January 31, 2017	487,784	240,188	3,372,846	330,846	1,374,669	227,490	50,673	111,320	177,222	208,050	6,581,088
Depreciation	-	-	5,835	-	-	-	-	-	-	-	5,835
Assays	-	-	-	-	-	-	74,166	-	-	-	74,166
Community development	-	-	-	-	-	-	33,000	-	-	-	33,000
Drilling and trenching	-	-	-	-	-	-	792,122	-	-	-	792,122
Geology and mapping	-	-	-	(141)	-	660	761,719	38,135	34,810	30,198	865,381
Surveying	-	-	65,148	-	-	-	766,078	-	-	-	831,226
Travel and field	-	-	-	-	-	-	634,883	-	880	7,688	643,451
Balance, January 31, 2018	487,784	240,188	3,443,829	330,705	1,374,669	228,150	3,112,641	149,455	212,912	245,936	9,826,269
Total	603,380	518,940	4,922,163	409,022	1,516,892	264,778	3,274,752	197,455	443,912	359,491	12,510,785

9. Exploration and Evaluation Assets (cont'd)

Mexico Properties

La Patilla

The Company owns a 100% interest in the 99 hectare La Patilla property located in Sinaloa State, Mexico. Should the property be placed into commercial production, the Company will issue 800,000 common shares to the original owner and will pay a 3% net smelter return royalty capped at US\$3,000,000. The Company has the right to buy down the net smelter return royalty to 1% by paying US\$2,000,000.

Iris

The Company owns a 100% interest in the Iris property located in Chihuahua State, Mexico. The property is subject to a 2% net smelter return royalty. The Company has the right to buy down the net smelter return royalty to 1% by paying US\$1,500,000 to the optionor.

Sonora Properties

The Company owns two non-contiguous concessions in Sonora State, Mexico, known as the Tonichi and Rodadero concessions. During the year ended January 31, 2019, the Company wrote-off exploration and evaluation assets of \$269,290 related to the Onavas concession.

The Company must also incur minimum exploration and development expenditures approximating \$75,000 per year to keep the concessions in good standing. The concessions will each be subject to a 1% net smelter return royalty which the Company can purchase at any time for \$1,000,000 each.

Canada Properties

Red Lion

On January 31, 2014, the Company entered into a mineral property option agreement to acquire a 100% interest in 5 mineral tenures located in the Liard Mining Division of British Columbia, known as the Mount Sister Mary Property and a 100% interest in 6 mineral tenures located in the Omenica Mining Division of British Columbia, known as the Red Lion Property. The optionor retained a net smelter return royalty of 2% which may be reduced to 1% by the Company at any time for \$2,000,000. Under the terms of the agreement the option payments and share issuances were as follows:

- Within 10 days of TSX-V approval – cash payment of \$18,500 (paid) and issuance of 75,000 common shares (issued with a fair value of \$16,875).
- On or before January 31, 2015 – issuance of additional 150,000 common shares (issued with a fair value of \$25,500).
- On or before January 31, 2016 – issuance of additional 150,000 common shares (issued with a fair value of \$18,000).
- On or before January 31, 2017 – issuance of additional 150,000 common (issued with a fair value of \$22,500).
- On or before January 31, 2018 – issuance of additional 500,000 common shares (issued with a fair value of \$1,110,000).

During the year ended January 31, 2016, the Company abandoned its interest in the Mount Sister Mary mineral tenures and recorded a write-off of the option payments and capitalized costs relating to the Mount Sister Mary mineral tenures in the amount of \$65,295. The Company has retained the Red Lion mineral tenures and exploration and evaluation expenditures on those tenures continue to be capitalized.

9. Exploration and Evaluation Assets (cont'd)

Grizzly

The Company owns a 100% in the Grizzly claims located in the Sheslay Valley district of northwestern British Columbia, subject to a 2% net smelter return royalty.

On January 27, 2014, the Company entered into an agreement to purchase a 100% interest in 2 additional mineral claims, East Hat and East Hat 2, adjacent to the Grizzly claims. The vendor retained a 2% net smelter return on production from the properties. The Company has the option at any time to reduce the net smelter return to 1% for a payment of \$1,000,000 to the vendor. On March 5, 2014, the Company received TSX-V approval of the agreement and issued 100,000 common shares with a fair value of \$22,500 to the vendor.

King

On August 15, 2009, the Company entered into a mineral property option agreement to acquire 6 mineral tenures comprising approximately 1,720 hectares located in the Iskut River area of British Columbia known as the King Property. Under the terms of the agreement, the Company agreed to pay \$10,000 (paid), issue 100,000 common shares (issued at a value of \$21,000), pay an additional \$90,000 in cash or shares in tranches over the next five years, and complete \$100,000 (completed) in exploration work on the property. The Company was to make a \$70,000 payment by June 30, 2014 which was not paid.

On December 15, 2015, the option agreement was amended and the Company earned a 100% interest in the King Property by agreeing to engage the optionor for a minimum of \$72,500 of exploration work on the King Property in 2016 in lieu of making the final \$70,000 option payment. The optionor retained a net smelter return royalty of 2%.

King South

On May 10, 2016, the Company entered into a purchase agreement to acquire 17 mineral tenures located in the Liard Mining Division of British Columbia known as the King South claims. In exchange for the tenures the Company issued 300,000 common shares with a fair value of \$30,000 and agreed to engage the vendor for a minimum of \$50,000 (incurred during the year ended January 31, 2017) of exploration work on the claims. The vendor retained a net smelter return royalty of 2% which may be reduced to 1% by the Company at any time for \$1,000,000.

9. Exploration and Evaluation Assets (cont'd)

E&L

On June 3, 2016, the Company entered into a mineral property option agreement to acquire a 100% interest in 4 mineral tenures located in the Liard Mining Division in northwest British Columbia known as the E&L Property. In order to earn the interest, the Company was required make cash payments totalling \$100,000, issue 1,100,000 common shares over the four-year option period and incur exploration expenditures on the property totalling \$375,000 by the end of the four-year option period. The option is subject to a 2% net smelter return royalty retained by the optionor.

Under the terms of the agreement, in order to acquire the 100% interest in the E&L Property, the option payments, share issuances and exploration expenditures were as follows:

- Within 10 days of TSX-V approval – a cash payment of \$5,000 (paid) and the issuance of 100,000 common shares (issued with a fair value of \$10,500).
- On or before June 3, 2017 – a cash payment of \$15,000 (paid), the issuance of an additional 200,000 common shares (issued with a fair value of \$29,000) and exploration expenditures of \$25,000 (incurred).
- On or before June 3, 2018 – a cash payment of \$20,000 (paid), the issuance of an additional 250,000 common shares (issued with a fair value of \$787,500) and exploration expenditures of an additional \$50,000 (incurred).
- On or before June 3, 2019 – a cash payment of \$25,000 (paid), the issuance of an additional 250,000 common shares (issued with a fair value of \$672,500) and exploration expenditures of an additional \$75,000 (incurred).
- On or before June 3, 2020 – a cash payment of \$35,000 (paid), the issuance of an additional 300,000 common shares (issued with a fair value of \$807,000) and exploration expenditures of an additional \$225,000 (incurred).

During the year ended January 31, 2019, the Company opted to accelerate all the option payments due on the E&L Property. At January 31, 2019, the Company owns a 100% interest in the E&L Property.

During the year ended January 31, 2017, the Company increased the size of the E&L property in a series of mineral property purchase agreements as follows:

- i) Pursuant to a mineral property purchase agreement dated September 12, 2016, the Company acquired 20 mineral tenures, comprising 1,473 hectares known as the East Claims property in consideration for 150,000 common shares (issued during the year ended January 31, 2017 at a value of \$12,750) and a cash payment of \$15,000 (paid during the year ended January 31, 2017);
- ii) Pursuant to a Purchase Agreement dated October 18, 2016, the Company acquired 2 mineral tenures comprising approximately 89 hectares known as the E&L South and North claims in consideration for 75,000 common shares (issued during the year ended January 31, 2017 at a value of \$6,750); and
- iii) Pursuant to a Purchase Agreement dated October 28, 2016, the Company acquired 10 mineral tenures comprising approximately 4,148 hectares known as the Qu claims in consideration for 500,000 common shares (issued during the year ended January 31, 2017 at a value of \$65,000).

9. Exploration and Evaluation Assets (cont'd)

Palm Spring

On May 5, 2016 and amended on June 19, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 35 mineral tenures located in the Liard Mining Division in northwest British Columbia known as the Palm Spring Property. The optionor retained a net smelter return royalty of 2% which may be reduced to 1% by the Company at any time for \$1,000,000.

Under the terms of the agreement, in order to acquire a 100% interest in the Palm Spring Property, the option payments and share issuances were as follows:

- Within 10 days of TSX-V approval – a cash payment of \$10,000 (paid) and the issuance of 100,000 common shares (issued with a fair value of \$8,000).
- On or before May 5, 2017 – the issuance of an additional 200,000 common shares (issued with a fair value of \$30,000).
- On or before May 5, 2018 – the issuance of an additional 300,000 common shares (issued with a fair value of \$924,000).
- On or before June 19, 2018 – the issuance of an additional 56,000 common shares (issued with a fair value of \$172,480).
- On or before June 19, 2018 – incur an additional \$97,000 in exploration expenditures (incurred).

During the year ended January 31, 2019, the Company re-negotiated the Palm Spring option agreement and paid the all re-negotiated option payments. At January 31, 2019, the Company owns a 100% interest in the Palm Spring Property.

9. Exploration and Evaluation Assets (cont'd)

Sid & Sunrise

On October 5, 2016 and amended on September 20, 2018, the Company entered into a mineral property option agreement to acquire a 100% interest in 21 mineral tenures located in the Omenica Mining Division in British Columbia known as the Sid and Sunrise claims. In order to earn the interest, the Company will be required to pay \$90,000 (paid) and issue 500,000 common shares over the four-year option period. The option will be subject to a 2% net smelter return retained by the optionor.

Under the terms of the agreement, in order to acquire the 100% interest in the property, the share issuances are as follows:

- Within 10 days of TSX-V approval – the issuance of 100,000 common shares (issued with a fair value of \$11,000).
- On or before October 5, 2017 – the issuance of an additional 100,000 common shares (issued with a fair value of \$220,000).
- On or before November 5, 2018 – the issuance of an additional 100,000 common shares (issued with a fair value of \$93,000).
- On or before November 5, 2019 – the issuance of an additional 100,000 common shares.
- On or before November 5, 2020 – the issuance of an additional 100,000 common shares.

The 2% net smelter return royalty may be reduced to 1% by the Company at any time for \$1,000,000.

Other

Black Gold

The Company's Black Gold property represents a black granite quarry located in Grand Forks, British Columbia. The claims remain in good standing.

Tora Tora

The Tora Tora mineral claims are located in the Similkameen area of British Columbia and were acquired at a nominal cost, subject to a 2% net smelter return royalty. The Company continues to pay maintenance fees to keep these claims in good standing.

Golden Bear

On May 5, 2015, the Company acquired eight mineral claims comprising approximately 1,400 hectares adjacent to the southern border of the Company's Grizzly property.

Under the terms of the agreement, the Company issued 150,000 common shares with a fair value of \$9,000 in exchange for a 100% interest in the Golden Bear claims, subject to a 2% net smelter return royalty, half of which the Company can buy back for \$1,000,000.

9. Exploration and Evaluation Assets (cont'd)

Caribou Copper-Gold Claims

On April 3, 2017, the Company entered into a mineral property option agreement to acquire a 100% interest in 5 mineral tenures in the Clinton and Caribou Mining Divisions of British Columbia.

Under the terms of the agreement, in order to acquire 100% interest in the property, the option payments, share issuances and exploration expenditures were as follows:

- Cash payment of \$10,000 (The parties later agreed to revise the cash payment to \$5,000, which was paid during the year ended January 31, 2018).
- Issuance of 700,000 common shares over a two-year period (200,000 common shares were issued during the year ended January 31, 2018 with a fair value of \$30,000).
- Exploration expenditures on the property totalling \$150,000 by the end of the two-year option period (incurred \$27,772).

During the year ended January 31, 2019, the Company informed the vendor that it would not be proceeding with its option on the Caribou Copper-Gold claims and wrote-off exploration and evaluation assets totalling \$62,772.

10. Trade Payables and Accrued Liabilities

	2019	2018
Land taxes payable (Mexico)	\$ 29,704	\$ 454,051
Trade payables	238,516	172,377
Due to related parties	-	256,203
Total	\$ 268,220	\$ 882,631

11. Commitments

Operating lease:

At January 31, 2019, future payments required under a non-cancellable operating lease for office premises contracted are as follows:

Year ended January 31, 2020	\$ 52,392
Year ended January 31, 2021	53,040
Year ended January 31, 2022	53,688
Year ended January 31, 2023	54,336
Total	\$ 213,456

Management services agreements:

The Company has entered into management services agreements which provide for monthly remuneration of \$12,000 for each of its Chief Executive Officer and Chief Financial Officer.

12. Income Taxes

A reconciliation of the expected income tax (expense) recovery to the actual income tax recovery is as follows:

	2019	2018
Income (loss) before income taxes	\$ 62,337	\$ (2,128,399)
Statutory tax rate	27.0%	26.1%
Expected income tax recovery at the statutory tax rate	\$ 16,842	\$ (554,880)
Change in enacted tax rate	-	(32,285)
Non-taxable unrealized gain (loss) on marketable securities	-	(759)
Permanent and other differences	3,363,034	960,268
Change in unrecognized deferred tax assets	(655,876)	(372,344)
Deferred income tax expense	\$2,724,000	\$ -

The components of the Company's Canadian deferred tax assets and liabilities are as follows:

	2019	2018
Expected tax recovery rate	27%	27%
Book value in excess of tax value of exploration assets	\$ (4,790,105)	\$ (1,140,295)
Non-capital loss carry-forwards	2,020,231	1,763,408
Share issue costs	182,357	176,954
Capital cost allowance in excess of book value of equipment	50,060	42,775
Book value of marketable securities in excess of tax value	-	(423)
Total deferred income tax assets (liabilities)	(2,537,457)	842,419
Unrecognized deferred tax assets	(186,543)	(842,419)
Net deferred tax assets (liabilities)	\$ (2,724,000)	\$ -

The potential benefit of Mexican net operating tax loss carry-forwards and other Mexican deferred tax assets has not been recognized in the consolidated financial statements since the Company cannot be assured that it is more likely than not that such benefit will be utilized in future years. The approximate tax effects of each type of temporary difference that gives rise to deferred tax assets are as follows:

	2019	2018
Mexican statutory rate	30%	30%
Book value of mineral properties in excess of tax bases	\$ (308,589)	\$ (276,513)
Book value of plant and equipment in excess of tax bases	(5,236)	(7,002)
Mexican tax losses carried forward	313,825	283,515
Net deferred tax assets	\$ -	\$ -

12. Income Taxes (cont'd)

At January 31, 2019, the Company has \$7,482,334 (2018: \$6,531,142) in non-capital tax losses available to reduce future Canadian taxable income. Additionally, the Company has \$1,046,084 (2018: \$945,049) in tax losses available to reduce future Mexican taxable income. The Company's Canadian non-capital tax losses and Mexican tax losses, if unused, expire as follows:

Year of Expiry	Canada	Mexico
2021	\$ —	\$ 81,393
2022	—	596,469
2023	—	27,872
2024	—	107,510
2025	—	50,342
2026	280	—
2027	—	64,327
2028	56,522	58,940
2029	606,698	59,230
2031	922,811	—
2032	867,486	—
2033	558,090	—
2034	492,270	—
2035	844,455	—
2036	680,687	—
2037	622,585	—
2038	873,433	—
2039	957,017	—
	<u>\$ 7,482,334</u>	<u>\$ 1,046,084</u>

13. Share Capital

Authorized:

Unlimited common shares with no par value

Issued and Outstanding:

At January 31, 2019, there were 108,622,976 (2018 – 99,815,604) issued and outstanding shares.

Issued During the Year Ended January 31, 2019:

On February 6, 2018, the Company issued 500,000 common shares with a fair value of \$1,110,000 as an option payment for the Red Lion property (Note 9).

On April 25, 2018, the Company issued 300,000 common shares with a fair value of \$591,000. During the year ended January 31, 2018, the Company entered into a consulting agreement with a director of the Company. Under the terms of the agreement the Company agreed to issue 300,000 common shares for services. The common shares were valued at \$591,000 based on the fair value of the shares on the date they became issuable and were recorded as shares to be issued as at January 31, 2018.

On April 30, 2018, the Company issued 864,850 common shares at \$3.35 per share pursuant to a private placement of flow-through shares for gross proceeds of \$2,897,247. A finder's fee of \$219,862 and filing fees of \$32,300 were paid on the private placement. The Company recorded a flow-through premium of \$285,400 on the private placement. During the year ended January 31, 2019, the Company recorded other income of \$285,400.

On May 1, 2018, the Company issued 31,500 common shares at \$3.35 per share pursuant to a private placement of flow-through shares for gross proceeds of \$105,525. A finder's fee of \$5,276 was paid on the private placement. The Company recorded a flow-through premium of \$12,600 on the private placement. During the year ended January 31, 2019, the Company recorded other income of \$12,600.

On May 4, 2018, the Company Issued 3,000,000 common shares at \$3.35 per share pursuant to a private placement of flow-through shares for gross proceeds of \$10,050,000. The Company recorded a flow-through premium of \$1,050,000 on the private placement. During the year ended January 31, 2019, the Company recorded other income of \$924,614 and the remaining amount of \$125,386 is recorded as a deferred flow-through premium as at January 31, 2019.

The Company renounced \$13,052,772 of exploration expenditures to the investors on December 31, 2018, of which \$1,472,518 was renounced under the look-back rule.

On May 30, 2018, the Company issued 250,000 common shares with a fair value of \$787,500 as an option payment for the E&L property (Note 9).

On June 13, 2018, the Company issued 356,000 common shares with a fair value of \$1,096,480 as an option payment for the Palm Spring property (Note 9).

On September 18, 2018, the Company issued 550,000 common shares with a fair value of \$1,479,500 as an option payment for the E&L property (Note 9).

On January 16, 2019, the Company issued 100,000 common shares with a fair value of \$93,000 as an option payment for the Sid and Sunrise property (Note 9).

13. Share Capital (cont'd)

Issued During the Year Ended January 31, 2019 (cont'd):

During the year ended January 31, 2019, the Company issued 1,725,000 common shares pursuant to the exercise of stock options for proceeds of \$335,000 and re-classified \$256,896 from contributed surplus to share capital upon exercise. In addition, the Company received \$15,000 for a share subscription receivable at January 31, 2018 related to stock options exercised.

During the year ended January 31, 2019, the Company issued 1,130,022 common shares pursuant to the exercise of share purchase warrants for proceeds of \$554,523.

Issued During the Year Ended January 31, 2018:

On April 12, 2017, 100,000 common shares with a fair value of \$11,000 were issued as an option payment for the SID Property (Note 9).

On May 11, 2017, (i) 150,000 common shares with a fair value of \$22,500 were issued as an option payment for the Red Lion property; (ii) 200,000 common shares with a fair value of \$30,000 were issued as an option payment for the Palm Spring property; and (iii) 200,000 common shares with a fair value of \$30,000 were issued as an option payment for the Clinton and Caribou Property (Note 9).

On May 29, 2017, 200,000 common shares with a fair value of \$29,000 were issued as an option payment for the E&L Property (Note 9).

During the year ended January 31, 2018, the Company issued 4,000,000 flow-through units for gross proceeds of \$720,000 pursuant to a private placement at \$0.18 per unit. Each unit consisted of one flow-through common share and one-half share purchase warrant with each full share purchase warrant exercisable into one non flow-through common share of the Company at \$0.25 per share for a period of two years. In connection with this private placement, the Company paid commissions of \$42,000 and filing and legal fees of \$15,490. There was a flow-through premium of \$0.04 per share or \$160,000. During the year ended January 31, 2018, the Company recorded other income for the flow-through premium of \$160,000.

The Company renounced \$720,000 of exploration expenditures to the investors on December 31, 2017.

During the year ended January 31, 2018, the Company issued 1,430,000 units for gross proceeds of \$200,200 pursuant to a private placement at \$0.14 per unit. Each unit consisted of one common share and one share purchase warrant exercisable into one common share of the Company at \$0.20 per share for a period of two years. In connection with this private placement, the Company paid filing and legal fees of \$5,880.

On August 17, 2017, the Company issued 2,031,998 units for gross proceeds of \$934,719 pursuant to a private placement at \$0.46 per unit. Each unit consisted of one common share and one share purchase warrant exercisable into one common share of the Company at \$0.60 per share for a period of two years. In connection with this private placement, the Company paid filing and legal fees of \$13,054.

13. Share Capital (cont'd)

Issued During the Year Ended January 31, 2018 (cont'd):

On October 2, 2017, the Company issued 2,622,500 units for gross proceeds of \$2,150,450 pursuant to a private placement at \$0.82 per unit and 4,184,391 flow-through units for gross proceeds of \$3,849,640 pursuant to a flow-through private placement at \$0.92 per flow-through unit. Each unit consisted of one common share and one share purchase warrant exercisable at \$1.05 per share for a period of two years. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant with each full share purchase warrant exercisable into one non-flow-through common share of the Company at \$1.05 per share for a period of two years. In connection with this private placement, the Company paid commissions of \$257,950 and filing and legal fees of \$35,000. There was a flow-through premium of \$0.10 per share or \$418,440. During the year ended January 31, 2018, the Company recorded other income for the flow-through premium of \$219,377 and the remaining amount of \$199,063 was reported as a deferred flow-through premium as at January 31, 2018. During the year ended January 31, 2019, the Company recorded other income of \$199,063.

The Company renounced \$3,845,455 of exploration expenditures to the investors on December 31, 2017 of which \$1,945,455 was renounced under the look-back rule. At December 31, 2018, the Company had incurred the required expenditures renounced under the look-back rule.

On October 5, 2017, 100,000 common shares with a fair value of \$220,000 were issued as an option payment for the SID Property (Note 9).

During the year ended January 31, 2018, the Company issued 3,174,603 units for gross proceeds of \$9,999,999 pursuant to a private placement at \$3.15 per unit. Each unit consisted of one common share and one share purchase warrant exercisable into one common share of the Company at \$4.50 per share for a period of two years. In connection with this private placement, the Company paid commissions of \$319,600 and filing and legal fees of \$53,700.

During the year ended January 31, 2018, the Company issued 1,225,000 common shares pursuant to the exercise of stock options for proceeds of \$165,000 and re-classified \$108,250 from contributed surplus to share capital upon exercise.

During the year ended January 31, 2018, the Company issued 5,846,654 common shares pursuant to the exercise of share purchase warrants for proceeds of \$1,641,564.

Shares to be Issued at January 31, 2018:

During the year ended January 31, 2018, the Company entered into a consulting agreement with a director of the Company. Under the terms of the agreement the Company agreed to issue 300,000 common shares for services. The common shares were valued at \$591,000 based on the fair value of the shares on the date they became issuable and were recorded as shares to be issued as at January 31, 2018. The 300,000 common shares were issued on April 25, 2018.

13. Share Capital (cont'd)

Stock options:

The Company has a stock option plan available to directors, officers, employees and consultants under which the total stock options available for grant is limited to 10% of the issued and outstanding common shares at any point in time. The exercise price of options granted may not be less than the market price of the Company's stock on the date of grant less any discount permitted by the policies of the TSX-V.

Options are granted for a maximum term of five years and vest on the date of the grant unless vesting terms are prescribed by regulatory policy or otherwise determined by the Company's Board of Directors.

Stock Options Granted During the Year Ended January 31, 2019:

During the year ended January 31, 2019, the Company granted 100,000 stock options to a consultant of the Company exercisable for a period of five years at \$2.30 per share.

Stock Options Granted During the Year Ended January 31, 2018:

During the year ended January 31, 2018, the Company granted 1,500,000 stock options to directors, officers and consultants of the Company exercisable for a period of five years at \$0.50 per share, and 200,000 stock options exercisable for a period of five years at \$1.50 per share.

The weighted average grant date fair value of options granted during the years ended January 31, 2019 was \$2.06. The weighted average grant date fair value of options granted during the year ended January 31, 2018 was \$0.68. The fair values were determined using the Black-Scholes option pricing model using the following weighted average assumptions:

	2019	2018
Share price	\$ 2.59	\$ 0.82
Expected life of options	5 years	5 years
Annualized volatility	108%	113%
Risk-free interest rate	1.60%	1.32%
Dividend rate	0%	0%
Forfeiture rate	0%	0%

13. Share Capital (cont'd)

Stock options (cont'd):

A summary of stock option activity for the years ended January 31, 2019 and 2018 is as follows:

	2019		2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning of year	5,225,000	\$ 0.29	5,250,000	\$ 0.15
Options granted	100,000	2.30	1,700,000	0.62
Options expired	-	-	(500,000)	0.30
Options exercised	(1,725,000)	0.19	(1,225,000)	0.15
Options outstanding, end of year	3,600,000	\$ 0.39	5,225,000	\$ 0.29
Options exercisable, end of year	3,600,000	\$ 0.39	5,225,000	\$ 0.29

At January 31, 2019, the weighted average remaining contractual life of the outstanding options is 2.44 years.

At January 31, 2019, there were 3,600,000 stock options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number of options outstanding	Exercise Price	Expiry Date
1,000,000	\$0.10	July 30, 2020
1,200,000	\$0.20	December 24, 2020
1,100,000	\$0.50	August 18, 2022
200,000	\$1.50	September 26, 2022
100,000	\$2.30	February 16, 2023
3,600,000		

13. Share Capital (cont'd)

Share Purchase Warrants

A summary of share purchase warrant activity for the years ended January 31, 2019 and 2018 is as follows:

	2019		2018	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning of year	11,192,060	\$ 1.83	3,687,416	\$ 0.23
Warrants issued	-	-	13,351,298	1.59
Warrants expired	-	-	-	-
Warrants exercised	(1,130,022)	0.49	(5,846,654)	0.28
Warrants outstanding, end of year	10,062,038	\$ 1.98	11,192,060	\$ 1.83

At January 31, 2019, the weighted average remaining contractual life of the outstanding warrants is 0.64 years.

At January 31, 2019, there were 10,062,038 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number of warrants Outstanding	Exercise Price	Expiry Date
750,000	\$0.25	June 5, 2019
621,500	\$0.20	July 11, 2019
1,123,260	\$0.60	August 16, 2019
2,140,000	\$1.05	October 2, 2019
2,252,675	\$1.05	October 5, 2019
2,539,683	\$4.50	October 20, 2019
634,920	\$4.50	October 31, 2019
10,062,038		

14. Related Party Transactions

Related party transactions

At January 31, 2019, trade payables and accrued liabilities included \$Nil (2018: \$256,203) due to directors of the Company and to companies with directors in common with the Company for services provided and for expenses incurred on behalf of the Company.

At January 31, 2019, related party loan payable included \$Nil (2018: \$3,190) due to the Company's Chief Financial Officer.

Amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

Key management personnel compensation

The Company considers its Board of Directors and Executive Officers to be key management. The Company incurred the following key management compensation charges during the years ended January 31, 2019 and 2018:

	2019	2018
Exploration costs capitalized – geological	\$ 99,100	\$ 120,000
Consulting fees	17,500	43,808
Management fees	288,000	288,000
Share-based compensation	-	933,000
	\$ 404,600	\$ 1,384,808

15. Financial Instruments and Risk Management

As at January 31, 2019, the Company's financial instruments consist of cash and cash equivalents and trade payables.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Mexico. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financing activities and its holdings of cash and cash equivalents.

Historically, the Company's primary source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities as at January 31, 2019:

	Within one year	Between one and five years	More than five years
Trade payables	\$ 268,220	\$ -	\$ -
	\$ 268,220	\$ -	\$ -

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currencies. The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The Company's Mexican subsidiary is exposed to currency risk as it incurs expenditures that are denominated in Mexican pesos while its functional currency is the Canadian dollar.

15. Financial Instruments and Risk Management (cont'd)

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in Mexican pesos:

	2019	2018
Cash	\$ 16,608	\$ 29,509
Sales taxes receivable	18,267	20,057
Trade payables	(39,333)	(444,860)
	\$ (4,458)	\$ (395,294)

Based on the above net exposure, at January 31, 2019, a 10% change in the exchange rate of the Mexican peso in relation to the Canadian dollar would impact the Company's net income or loss by approximately \$400.

The Company is also exposed to currency risk as it incurs expenditures that are denominated in US dollars while its functional currency is the Canadian dollar.

The following is an analysis of the Canadian dollar equivalent of financial assets and liabilities that are denominated in US dollars:

	2019	2018
Cash	\$ 20,639	\$ 9,965

Based on the above net exposure, at January 31, 2019, a 10% change in the exchange rate of the US dollar in relation to the Canadian dollar would impact the Company's net income or loss by approximately \$2,100.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents are exposed to interest rate risk. The Company manages its interest rate risk by obtaining the best commercial deposit interest rates available.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. All marketable securities are subject to price and market volatility.

At January 31, 2019, the Company had no marketable securities.

At January 31, 2018, the Company held 601 common shares of Coeur Mining Inc. with a market value of \$5,944.

15. Financial Instruments and Risk Management (cont'd)

Classification of financial instruments

Financial assets included in the consolidated statements of financial position are as follows:

	2019	2018
Fair value through profit or loss:		
Cash and cash equivalents	\$ 12,522,296	\$ 14,556,042
Marketable securities	-	5,944
	\$ 12,522,296	\$ 14,561,986

Financial liabilities included in the consolidated statements of financial position are as follows:

	2019	2018
Fair value through profit or loss:		
Trade payables	\$ 268,220	\$ 882,631
Related party loan payable	-	3,190
	\$ 268,220	\$ 885,821

Fair values

The fair values of the Company's financial assets and liabilities approximate their carrying amounts.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The following is an analysis of the Company's financial instruments measured at fair value on a recurring basis as at January 31, 2019 and 2018:

	2019		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 12,522,296	\$ -	\$ -
Marketable securities	-	-	-
	\$ 12,522,296	\$ -	\$ -
	2018		
	Level 1	Level 2	Level 3
Cash and cash equivalents	\$ 14,556,042	\$ -	\$ -
Marketable securities	5,944	-	-
	\$ 14,561,986	\$ -	\$ -

16. Capital Management

The Company's objective when managing capital is to safeguard its ability to continue as a going concern. In order to facilitate the management of its capital requirements, the Company prepares periodic budgets that are updated as necessary. The Company manages its capital structure and makes adjustments to it to effectively support the Company's objectives. In order to pay for general administrative costs, the Company will use its existing working capital and raise additional amounts as needed. The Company will continue to explore its mineral properties.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital is comprised of shareholders' equity. The Company may access capital through the issuance of shares or the disposition of assets. Management historically funds the Company's expenditures by issuing share capital rather than using capital sources that require fixed repayments of principal and/or interest. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. The Company believes it will be able to raise additional equity capital as required, but recognizes the uncertainty attached thereto.

There were no changes in the Company's approach to capital management during the years ended January 31, 2019 and 2018.

17. Segmented Information

Operating segment

The Company operates in a single reportable operating segment which is the acquisition, exploration and evaluation of mineral properties.

Geographic segments

The Company's non-current assets are located in the following countries:

	2019		
	Canada	Mexico	Total
Equipment	\$ 122,128	\$ 17,453	\$ 139,581
Reclamation deposits	139,890	-	139,890
Exploration and evaluation assets	24,884,501	5,938,028	30,822,529
	\$ 25,146,519	\$ 5,955,481	\$ 31,102,000

	2018		
	Canada	Mexico	Total
Equipment	\$ 63,249	\$ 23,339	\$ 86,588
Reclamation deposits	79,390	-	79,390
Exploration advances	25,000	-	25,000
Exploration and evaluation assets	6,466,304	6,044,481	12,510,785
	\$ 6,633,943	\$ 6,067,820	\$ 12,701,763

18. Non-cash Transactions

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the consolidated statements of cash flows. During the years ended January 31, 2019 and 2018, the following transactions were excluded from the consolidated statements of cash flows:

	2019	2018
Depreciation on equipment capitalized to exploration and evaluation assets	\$ 26,503	\$ 5,835
Shares issued for exploration and evaluation assets	\$ 4,566,480	\$ 342,500
Share issue costs in accounts payable and accrued liabilities	\$ 75,000	\$ -
Shares issued for services	\$ 591,000	\$ -
Reclassification on exercise of stock options	\$ 256,896	\$ -

19. Events After the Reporting Date

Subsequent to January 31, 2019, the Company:

- Issued 71,500 common shares at \$0.20 per share pursuant to the exercise of 71,500 share purchase warrants for proceeds of \$14,300.
- Issued 45,000 common shares at \$0.60 per share pursuant to the exercise of 45,000 share purchase warrants for proceeds of \$27,000.