EMPIRE METALS CORP.

Interim Consolidated Financial Statements

For the Six Months Ended June 30, 2019

(Expressed in Canadian dollars)

EMPIRE METALS CORP.

June 30, 2019

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditors have not performed a review of these consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditors.

EMPIRE METALS CORP.
Interim consolidated statements of financial position
(Expressed in Canadian dollars)

	Note	June 30, 2019	December 31, 2018
ASSETS			
Current assets			
Cash		$ 1,606,682	$ 1,518,046
Marketable securities	3	4,000	4,000
Amounts receivable		19,759	5,746
Prepaid expenses		-	15,244
Total current assets		1,630,441	1,543,036
Non-current assets			
Exploration and evaluation assets	5	4,734,133	4,589,379
Total assets		$ 6,364,574	$ 6,132,415
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	4	$ 1,211,347	$ 1,475,213
Loans payable	6	311,439	393,175
Total liabilities		1,522,786	1,868,388
SHAREHOLDERS' EQUITY			
Share capital		21,146,541	20,656,541
Share-based payment reserve		2,975,623	2,975,623
Share subscriptions receivable		-	(224,800)
Deficit		(19,280,376)	(19,143,337)
Total shareholders' equity		4,841,788	4,264,027
Total liabilities and shareholders' equity		$ 6,364,574	$ 6,132,415

Nature of operations and continuance of business (Note 1)
Subsequent events (Note 14)

Approved and authorized for issuance on behalf of the Board of Directors on August 29, 2019:

/s/ "Anthony Beruschi"	*/s/ "Vincent Teo"*
Anthony Beruschi, Director	Vincent Teo, Director

EMPIRE METALS CORP.
Interim consolidated statements of operations and comprehensive loss
(Expressed in Canadian dollars)

	Note	For the three months ended June 30, 2019	For the three months ended June 30, 2018	For the six months ended June 30, 2019	For the six months ended June 30, 2018
Expenses					
Bad debts		$ -	$ -	$ -	$ -
Corporate administration	7	-	-	-	-
Legal fees	7	1,536	-	1,536	-
Interest and bank charges	7	21,105	94,553	21,105	185,693
Investor relations	7	9,000	9,362	18,000	18,362
Management salaries	7	18,743	7,500	37,625	15,000
Office and miscellaneous	7	5,867	27,536	11,140	49,330
Accounting & audit fees	7	15,500	15,500	20,209	18,500
Rent	7	8,400	8,400	16,800	16,800
Share-based compensation	10	-	590,035	-	590,035
Transfer agent and filing fees		2,149	2,722	10,624	15,100
Loss before other items		(82,300)	(755,608)	(137,039)	(908,820)
Other items:					
Finance costs		-	-	-	-
Total other income (expense)		-	-	-	-
Net loss and total comprehensive loss for the period		$ (82,300)	$ (755,608)	$ (137,039)	$ (908,820)
Basic and diluted loss per common share		$ (0.00)	$ (0.02)	$ (0.00)	$ (0.02)
Weighted average number of common shares		71,815,829	44,912,181	71,815,829	44,912,181

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

EMPIRE METALS CORP.
Interim consolidated statements of changes in equity
(Expressed in Canadian dollars)

	Share capital		Share subsciptions received	Share subsciptions receivable	Contributed surplus	Deficit	Total shareholders' equity
	Number of shares	Amount $	$	$	$	$	$
Balance, January 1, 2018	48,775,829	19,018,461	-	(1,392,800)	2,355,832	(17,765,412)	2,216,081
Shares issued to acquire exploration and evaluation assets							-
Shares issued pursuant to a private placement							-
Shares issued pursuant to exercise of warrants							-
Share issuance costs							-
Stock based compensation					590,035		590,035
Share subcriptions received				1,392,800			1,392,800
Total comprehensive loss for the period	-	-	-	-	-	(908,820)	(908,820)
Balance, June 30, 2018	48,775,829	19,018,461	-	-	2,945,867	(18,674,232)	3,290,096

	Share capital		Share subsciptions received	Share subsciptions receivable	Contributed surplus	Deficit	Total shareholders' equity
	Number of shares	Amount $	$	$	$	$	$
Balance, January 1, 2019	69,010,829	20,656,541	-	(224,800)	2,975,623	(19,143,337)	4,264,027
Shares issued pursuant to exercise of warrants	5,000,000	400,000					400,000
Shares issued pursuant to exercise of stock options	900,000	90,000					90,000
Share subcriptions received				224,800			224,800
Total comprehensive loss for the period	-	-	-	-	-	(137,039)	(137,039)
Balance, June 30, 2019	74,910,829	21,146,541	-	-	2,975,623	(19,280,376)	4,841,788

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

EMPIRE METALS CORP.
Interim consolidated statements of cash flows
(Expressed in Canadian dollars)

	For the three months ended June 30, 2019	For the three months ended June 30, 2018	For the six months ended June 30, 2019	For the six months ended June 30, 2018
Operating Activities				
Net loss for the period	$ (82,300)	$ (755,608)	$ (137,039)	$ (908,820)
Items not involving cash:				
Stock based compensation	-	590,035	-	590,035
	(82,300)	(165,573)	(137,039)	(318,785)
Changes in non-cash working capital:				
Amounts receivable	(18,671)	(11,224)	(14,013)	(2,655)
Prepaid expenses	-	-	15,244	104,013
Accounts payable and accrued liabilities	(40,946)	62,196	(341,953)	(229,861)
Cash used in operating activities	(141,917)	(114,601)	(477,761)	(447,288)
Investing Activities				
Exploration and evaluation asset expenditures	21,914	(207,068)	-	(312,192)
Cash used in investing activities	21,914	(207,068)	-	(312,192)
Financing Activities				
Proceeds from loans payable	-	34,120	-	166,627
Repayments of loans payable	(3,641)	-	(81,736)	-
Proceeds from issuance of common shares	-	-	90,000	-
Proceeds from exercise of warrants	-	-	333,333	-
Proceeds from share subscriptions received	-	-	224,800	1,392,800
Cash from financing activities	(3,641)	34,120	566,397	1,559,427
Increase/(decrease) in cash	(123,644)	(287,549)	88,636	799,947
Cash, beginning of the period	1,730,326	1,110,663	1,518,046	23,167
Cash, end of the period	$ 1,606,682	$ 823,114	$ 1,606,682	$ 823,114

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

1. Nature of Operations and Continuance of Business

Empire Metals Corp. (formerly Empire Rock Minerals Inc.) (the "Company") was incorporated in the province of British Columbia. On February 2, 2017, the Company changed its name to Empire Metals Corp. The Company's registered address is located at Suite 702, 889 West Pender Street, Vancouver, BC, V6C 3B2.

The Company is an exploration stage company in the process of exploring its mineral properties in Canada and has not yet determined whether its properties contain ore reserves that are economically recoverable. The recoverability of amounts spent for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from disposition of the properties. The operations of the Company will require various licences and permits from various governmental authorities which are or may be granted subject to various conditions and may be subject to renewal from time to time. There can be no assurance that the Company will be able to comply with such conditions and obtain or retain all necessary licences and permits that may be required to carry out exploration, development, and mining operations at its projects. Failure to comply with these conditions may render the licences liable to forfeiture.

These consolidated financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at June 30, 2019, the Company has not generated any revenues from operations, has working capital of $107,655 and has an accumulated deficit of $19,280,376. The continued operations of the Company are dependent on its ability to generate future cash flows and/or obtain additional financing and cooperation from creditors. Management is pursuing additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. 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. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Significant Accounting Policies

(a) Basis of Presentation

These interim consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting of the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board on a going concern basis.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Dominica Energy Minerals Inc. and Lithium Power Corp., companies incorporated in the province of Alberta. All significant inter-company balances and transactions have been eliminated on consolidation.

These consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is the Company's functional currency.

2. Significant Accounting Policies (continued)

(b) Application of New IFRS

IFRS 9 Financial Instruments

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 introduces a new expected credit loss ("ECL") model for all financial assets in scope of the impairment requirements. The new ECL will result in an allowance for credit losses being recorded on financial assets irrespective of whether there has been an actual loss event.

The Company adopted the amendments to IFRS 9, effective January 1, 2018 using the full retrospective method, with no significant impact on the Company's consolidated financial statements.

(c) Use of Estimates and Judgments

The preparation of these consolidated financial statements in conformity with IFRS requires the Company's management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and the related notes to the consolidated financial statements. Significant financial statement items which involve the use of estimates include the impairment of marketable securities, recoverability of amounts receivable, fair value of share-based payments, flow-through shares premium, recoverability of exploration and evaluation assets, and unrecognized deferred income tax assets. Actual results could differ from those estimates.

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions may change if new information becomes available. If information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the consolidated statement of operations in the period when the new information becomes available.

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

2. Significant Accounting Policies (continued)

(e) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are charged to operations.

Exploration and evaluation assets are assessed for impairment if: (i) sufficient data exists to determine technical feasibility and commercial viability; and (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.

Mineral Property Options

The Company does not record any expenditures made by the optionee in its accounts. It also does not recognize any gain or loss on its exploration and evaluation option arrangements but re-designates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the optionee is credited against costs previously capitalized.

(f) Impairment of Non-Current Assets

At each reporting date, the Company reviews the carrying amounts of its tangible assets to determine whether there are any indications of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit (“CGU”) to which the asset belongs. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset’s value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Estimated future cash flows are calculated using estimated recoverable reserves, estimated future commodity prices and the expected future operating and capital costs. The pre-tax discount rate applied to the estimated future cash flows reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted.

If the carrying amount of an asset or CGU exceeds its recoverable amount, the carrying amount of the asset or CGU is reduced to its recoverable amount through an impairment charge to the consolidated statement of operations.

Assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstance indicate that the impairment may have reversed. When an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation, depletion and amortization) had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of impairment is recognized as a gain in the consolidated statement of operations.

2. Significant Accounting Policies (continued)

(g) Reclamation and Remediation Provisions

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability including risks specific to the countries in which the related operation is located.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties, plant and equipment. These costs are depreciated using either the unit-of-production or straight-line method depending on the asset to which the obligation relates.

The obligation is increased for the accretion and the corresponding amount is recognized as a finance expense. The obligation is also adjusted for changes in the estimated timing, amount of expected future cash flows, and changes in the discount rate. Such changes in estimates are added to or deducted from the related asset except where deductions are greater than the carrying value of the related asset in which case, the amount of the excess is recognized in the consolidated statement of operations.

Due to uncertainties concerning environmental remediation, the ultimate cost to the Company of future site restoration could differ from the amounts provided. The estimate of the total provision for future site closure and reclamation costs is subject to change based on amendments to laws and regulations, changes in technology, price increases, changes in interest rates, and as new information concerning the Company’s closure and reclamation obligations becomes available.

(h) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the respective instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are included in the initial carrying value of the related instrument and are amortized using the effective interest method. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the consolidated statement of operations.

Fair value estimates are made at the consolidated statement of financial position date based on relevant market information and information about the financial instrument. All financial instruments are classified into either: fair value through profit or loss (“FVTPL”) or amortized cost.

The Company has made the following classifications:

Cash	FVTPL
Marketable securities	FVTPL
Amounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loans payable	Amortized cost
Due to related parties	Amortized cost

2. Significant Accounting Policies (continued)

(h) Financial Instruments (continued)

The classification of financial assets depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at FVTPL

Financial assets are classified as FVTPL when the financial asset is either held for trading or it is designated as FVTPL. A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets at amortized cost

Financial assets at amortized cost are non-derivative financial assets which are 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 financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition. Subsequent to initial recognition, financial assets are measured at amortized cost using the effective interest method, less any impairment.

Impairment of financial assets

Financial assets, other than those classified as FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been decreased.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account.

When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are offset against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated statement of operations. Loss allowances are based on the lifetime ECL's that result from all possible default events over the expected life of the trade receivable, using the simplified approach.

For financial assets measured at amortized cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through the consolidated statement of operations to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

2. Significant accounting policies (continued)

(i) Financial Liabilities and Equity Instruments

Classification as debt or equity

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received, net of direct issue costs.

Other financial liabilities

Other financial liabilities (including loans and borrowings and trade payables and other liabilities) are initially measured at fair value, net of transaction costs. Subsequently, other financial liabilities are measured at amortized cost using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

(j) Foreign Currency Translation

The functional and reporting currency is the Canadian dollar. Transactions denominated in foreign currencies are translated using the exchange rate in effect on the transaction date or at an average rate. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange in effect at the consolidated statement of financial position date. Non-monetary items are translated using the historical rate on the date of the transaction. Foreign exchange gains and losses are included in the consolidated statement of operations.

(k) Income Taxes

Current income tax

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. 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 the consolidated statement of operations. 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.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases 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 income will be available to allow all or part of the deferred income tax asset to be utilized.

2. Significant accounting policies (continued)

(l) Flow-through Shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, the premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the deferred income tax liability associated with the renounced tax deductions is recognized in the consolidated statement of operations with a pro-rata portion of the deferred premium.

(m) Comprehensive Loss

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events, and circumstances from sources other than the Company's shareholders and includes items that are not included in the consolidated statement of operations.

(n) Loss Per Share

Basic loss per share is computed using the weighted average number of common shares outstanding during the period. The treasury stock method is used for the calculation of diluted loss per share, whereby all "in the money" stock options and share purchase warrants are assumed to have been exercised at the beginning of the period and the proceeds from their exercise are assumed to have been used to purchase common shares at the average market price during the period. When a loss is incurred during the period, basic and diluted loss per share are the same as the exercise of stock options and share purchase warrants is considered to be anti-dilutive. As at June 30, 2019, the Company had 33,480,333 (December 31, 2018 – 39,980,333) potentially dilutive shares outstanding.

(o) Share-based Payments

The grant date fair value of share-base payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled, share-based payment transactions, regardless of how the equity instruments are obtained by the Company.

The fair value of the options is measured at the grant date using the Black-Scholes option pricing model. The fair value is recognized as an expense over the vesting period, which is the period over which all of the specified vesting conditions are satisfied with a corresponding increase in equity. For awards with graded vesting, the fair value of each tranche is recognized over its respective vesting period. Non-market vesting conditions are considered in making assumptions about the number of awards that are expected to vest. When the options are exercised, any proceeds received are credited to share capital along with the amount reflected in share-based payment reserve.

(Expressed in Canadian dollars)

2. Significant Accounting Policies (continued)

(p) Reclassifications

Certain of the prior year figures were reclassified to conform to the current year's presentation.

(q) Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended December 31, 2018, and have not been applied in preparing these consolidated financial statements.

New standard IFRS 16, "Leases"

The Company has not early adopted this revised standard and it is not expected to have a significant impact on the Company's consolidated financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's consolidated financial statements.

3. Marketable Securities

2018 Fair value $	Additions $	Disposals $	Unrealized gain $	2019 Fair value $
4,000	–	–	–	4,000

2017 Fair value $	Additions $	Disposals $	Unrealized gain $	2018 Fair value $
4,000	–	–	–	4,000

4. Accounts Payable and Accrued Liabilities

	June 30, 2019 $	December 31, 2018 $
Trade payables	213,623	95,626
Related party payables (Note 7)	789,293	1,171,156
Accrued liabilities	12,000	12,000
Accrued interest (Note 6)	196,431	196,431
	1,211,347	1,475,213

(Expressed in Canadian dollars)

5. Exploration and Evaluation Assets

	Six Months Ended June 30, 2019				
	Buck Lake Project $	Fox Creek Lithium Project $	Gwyn Lake $	Graphite West $	Total
Acquisition costs					
Balance, beginning of period	$ 564,456	$ 468,575	$ 21,350	$ 287,000	$ 1,341,381
Additons	$ -	$ -	$ -	$ -	$ -
Balance, end of period	$ 564,456	$ 468,575	$ 21,350	$ 287,000	$ 1,341,381
Deferred exploration costs					
Balance, beginning of period	$ 1,451,436	$ 783,201	$ 980,690	$ 32,671.00	$ 3,247,998
Administration	$ 700	$ -	$ -	$ -	$ 700
Assay	$ -	$ -	$ -	$ 1,360	$ 1,360
Consulting	$ 7,200	$ 64,800	$ -	$ -	$ 72,000
Equipment rental	$ -	$ -	$ -	$ -	$ -
Property exploration	$ 7,573	$ 34,680	$ -	$ 27,031	$ 69,284
Staking	$ -	$ -	$ -	$ -	$ -
Travel and accomodations	$ -	$ -	$ -	$ 1,410.00	$ 1,410
Write-off	$ -	$ -	$ -	$ -	$ -
Balance, end of period	$ 1,466,909	$ 882,681	$ 980,690	$ 62,472.00	$ 3,392,752
Total	$ 2,031,365	$ 1,351,256	$ 1,002,040	$ 349,472	$ 4,734,133

	Buck Lake Project $	Fox Creek Lithium Project $	Gwyn Lake $	Graphite West $	Total $
Acquisition costs:					
Balance, December 31, 2017	489,756	476,386	18,350	287,000	1,271,492
Additions	74,700	(7,811)	3,000	–	69,889
Balance, December 31, 2018	564,456	468,575	21,350	287,000	1,341,381
Exploration costs:					
Balance, December 31, 2017	1,399,664	340,683	930,356	–	2,670,703
Administration	–	1,183	–	–	1,183
Assay (Note 7)	–	–	2,571	–	2,571
Consulting	14,400	129,600	–	–	144,000
Equipment rental (Note 7)	–	–	2,972	–	2,972
Property exploration	37,372	299,931	39,076	32,671	409,050
Staking	–	9,526	–	–	9,526
Travel and accommodations (Note 7)	–	2,278	5,715	–	7,993
Balance, December 31, 2018	1,451,436	783,201	980,690	32,671	3,247,998
Net carrying value, December 31, 2018	2,015,892	1,251,776	1,002,040	319,671	4,589,379

5. Exploration and Evaluation Assets (continued)

Buck Lake Platinum, Palladium, and Nickel Project, Thunder Bay, Ontario, Canada (continued)

On July 24, 2014, the Company entered into a purchase agreement with Goldbank to acquire Goldbank's 51% interest in the Buck Lake Platinum, Palladium, and Nickel Project. Pursuant to the agreement, the Company issued 733,333 common shares to Goldbank and issued a promissory note in the amount of $250,000 to Goldbank. During the year ended December 31, 2016, the Company issued 1,500,000 common shares to settle the promissory note owing to Goldbank.

The Company holds a 100% interest in the Buck Lake Platinum, Palladium, and Nickel Project located 25 kilometers west of newly reorganized North American Palladium Corp.'s Lac des Iles Mine near Thunder Bay, Ontario, Canada. The Buck Lake Project is subject to a 2.5% net smelter returns royalty in favour of the original vendors.

On August 20, 2018, the Company acquired the North Buck Lake Property from Ontario prospector William Richmond for $7,500 and issuance of 35,000 common shares, subject to a 1.5% net smelter returns royalty.

NAP and Jordain Claims – Ontario, Canada

On February 9, 2018, the Company has acquired a 100% interest in two groups of mineral claims known as the NAP and Jordain Claims. The NAP Claims and Jordain Claims are adjacent to, or in the vicinity of, the Company's Buck Lake Platinum, Palladium and Nickel property where the Company is exploring for platinum, palladium, and nickel mineralization in a mafic/ultramafic intrusive body.

Under the terms of the option agreement, the Company can acquire a 100% interest in the NAP Claims and Jordain Claims, subject to a 1% net smelter royalty, by making payments totalling $74,000 and issuing a total of 80,000 common shares as follows:

Cash to be paid:

- $24,000 upon TSX Venture Exchange acceptance of the option agreement (paid on December 18, 2015);
- $30,000 on or before October 15, 2016 (issued 200,000 common shares on February 1, 2018); and
- $20,000 on or before October 15, 2017 (paid on February 9, 2018)

Shares to be issued:

- 45,000 common shares within ten days of TSX Venture Exchange acceptance of the option agreement (issued on November 13, 2015); and
- 35,000 common shares to be issued on or before October 15, 2016 (issued on October 14, 2016).

The Company has now acquired a 100% interest in and to the NAP and Jordain Claims subject to a 1% net smelter returns royalty.

Orbit Lake Claims – Ontario, Canada

On October 11, 2016, the Company entered into an option agreement to acquire a 100% interest in 2 mineral claim units located in the Thunder Bay Mining Division, Ontario, Canada.

Under the terms of the option agreement, the Company acquired a 100% interest in the Orbit Lake claims, subject to a 1.5% net smelter returns royalty, by paying $7,000 (paid) and issuing 25,000 common shares (issued on November 8, 2016). The Orbit Property is situated about 22 kilometres south of the Company's Buck Lake Platinum, Palladium and Nickel project where the Company is exploring for platinum, palladium and nickel mineralization in a mafic/ultramafic intrusive body, and near the NAP and Jordain Claims on which the Company has an option to acquire a 100% interest.

5. Exploration and Evaluation Assets (continued)

Fox Creek Lithium Project – Fox Creek, Alberta, Canada

On April 11, 2016, the Company entered into an agreement to acquire a 70% interest in the 36 metallic and industrial mineral permits located in the Fox Creek area in the province of Alberta, Canada together with 100% ownership of two newly incorporated private Alberta companies for consideration of $100,000 (paid) and the issuance of 1,200,000 common shares of the Company (issued on May 16, 2016). Following acquisition of the 70% interest, the Company is responsible for incurring the first $2,000,000 in development, production, and all other expenses with respect to the permits. The permits are subject to a 2.2% royalty in favour of one of the original vendors of the permits.

The Company has an interest in approximately 741,000 contiguous acres covering numerous Devonian oil and gas fields at the Fox Creek Lithium project in Alberta, Canada. Petroleum production is from lithium enriched brines at Fox Creek. The Fox Creek Lithium Project consists of 36 industrial minerals permits giving the Company the right to explore for and potentially extract lithium and other industrial minerals including potassium, boron, bromine, and magnesium contained in the brines.

Well Permit – Alberta, Canada

The Company holds a 100% interest in the Well Permit, a metallic and industrial mineral permit adjacent to and contiguous with the Company's Fox Creek Mineral Permits at Fox Creek, Alberta. On May 6, 2016, the Company entered into an option agreement to acquire a 100% interest in the Well Permit located in the Fox Creek area in the province of Alberta, Canada. The Well Permit is a 6,912 hectare metallic and industrial mineral permit which allows the Company to explore for and potentially recover lithium, potassium, boron, bromine, and other important elements from brines underlying the permit area.

The terms of the option agreement provided that the Company can acquire a 100% interest in the Well Permit, subject to a 2% net smelter returns royalty, by making payments totalling $20,000 and issuing 100,000 common shares as follows:

Cash to be paid:
- $10,000 within five days of TSX Venture Exchange acceptance of the option agreement (paid on June 15, 2016); and
- $10,000 on or before May 6, 2017 (paid on April 28, 2017).

Shares to be issued:
- 50,000 common shares within five days of TSX Venture Exchange acceptance of the option agreement (issued June 1, 2016); and
- 50,000 common shares on or before May 6, 2017 (issued on April 18, 2017).

Gwyn Lake Gold Property - Ontario, Canada

The Company holds a 100% interest in the Gwyn Lake claims located in the Thunder Bay Mining District of Ontario. The claims are subject to a 1% net smelter return royalty which the Company may purchase at any time for $500,000.

The Company also holds a 100% interest in certain additional mineral claims contiguous to the Gwyn Lake Claims. These claims are also subject to a 1% net smelter return royalty.

On January 12, 2010, the Company entered into an option agreement granting Leeta Gold Corp. ("Leeta"), a public company with two common former directors, the option to acquire a 70% interest in the Beardmore Gold Property, which comprises a portion of Gwyn Lake claims. As consideration, Leeta was to pay $180,000 over four years as follows:

5. Exploration and Evaluation Assets (continued)

Gwyn Lake Gold Property - Ontario, Canada (continued)

Cash to be paid:

- $10,000 on or before June 1, 2010 (settled with 74,074 shares);
- $20,000 on or before June 28, 2011 (settled with 37,037 shares);
- $50,000 on or before June 28, 2012 ($25,000 paid in 2013); and
- $100,000 on or before December 31, 2013 (extended).

Under the terms of the option agreement, Leeta must also incur exploration and development expenditures on the property of $500,000 on or before September 30, 2013 (extended).

By letter agreement dated September 1, 2016, the Company and Leeta confirmed the following new terms completing the acquisition of a 70% interest in the Beardmore gold property by Leeta:

- Immediate cash payment of $135,000 by Leeta to the Company for payment of outstanding property obligations (received); and
- $265,000 in exploration and development expenditures (incurred by Leeta). Leeta subsequently transferred its 70% interest in the Beardmore gold property to a third party.

Graphite West Claims – Ontario, Canada

On November 4, 2015, the Company entered into an option agreement to acquire an 80% interest in 16 mineral claim units referred to as the Graphite West Project located in the Porcupine Mining Division, Ontario, Canada.

Under the terms of the option agreement, the Company can acquire an 80% interest in the Graphite West Project, subject to a 1% net smelter returns royalty, by paying $20,000 (paid) and issuing a total of 1,800,000 common shares to Bluenose over three years as follows:

- 600,000 common shares to be issued within five days of TSX Venture Exchange acceptance of the option agreement (issued on December 15, 2015);
- 300,000 common shares to be issued on or before February 15, 2016 (issued on February 12, 2016); and
- 900,000 common shares to be issued on or before December 31, 2017 (issued on September 12, 2017).

The Company is responsible for incurring exploration and related business development expenditures totalling $400,000 over four years. As at December 31, 2018, the Company incurred total exploration and related business development expenditures of $32,671.

6. Loans Payable

(a) As at June 30, 2019, the amount of $1,246 (December 31, 2018 - $1,246) is owed to various unrelated parties. The amounts due are non-interest bearing, unsecured, and due on demand.

(b) As at June 30, 2019, the amount of $113,232 (December 31, 2018 - $124,965) is owed to companies controlled by a shareholder who has significant influence on the Company’s operations. As at June 30, 2019, accrued interest of $16,417 (December 31, 2018 - $16,417) is included in accounts payable and accrued liabilities.

6. Loans Payable (continued)

(c) As at June 30, 2019, the amount of $17,224 (December 31, 2018 - $17,224) is owed to a company with common directors. The amount is unsecured, bears interest at 8% per annum and due on demand. As at June 30, 2019, accrued interest of $2,620 (December 31, 2018 - $2,281) is included in accounts payable and accrued liabilities.

7. Related Party Transactions

(a) As at June 30, 2019, the amount of $902,525 (December 31, 2018 - $1,171,156) was owed to companies controlled by the President and CEO of the Company which was recorded in accounts payable and accrued liabilities.

(b) During the six months ended June 30, 2019, the Company paid salary totalling $37,625 to the President and CEO of the Company.

8. Share Capital

Authorized: unlimited common shares without par value

Share transactions for the year ended December 31, 2019:

(a) On January 4, 2019, the Company issued 5,000,000 common shares for proceeds of $400,000 pursuant to the exercise of share purchase warrants.

(b) On January 25, 2019, the Company issued 900,000 common shares for proceeds of $90,000 pursuant to the exercise of stock options.

(c) On July 9, 2019, the Company issued 100,000 common shares with a fair value of $15,000 pursuant to an option agreement to acquire a 100% interest in North West Buck Platinum Palladium Claims.

Share transactions for the year ended December 31, 2018:

(a) On February 14, 2018, the Company issued 200,000 common shares to satisfy cash payments totaling $40,000 due pursuant to an option agreement to acquire a 100% interest in two groups of claims known as the NAP and Jordain Claims.

(b) On August 14, 2018, the Company issued 35,000 common shares with a fair value of $4,200 pursuant to an option agreement to acquire a 100% interest in the North Buck Lake Claims.

(Expressed in Canadian dollars)

8. Share Capital (continued)

Share transactions for the year ended December 31, 2018 (continued):

(c) On October 9, 2018, the Company issued 7,187,500 non flow-through units at $0.08 per unit and 2,812,500 flow-through units at $0.08 per unit for total gross proceeds of $800,000. Each unit consisted of one common share and one transferable share purchase warrant entitling the holder to purchase one additional share at a price of $0.105 per share for a period of five years. The warrants will be subject to an accelerated expiry, wherein the expiry period of the warrants may be reduced, upon notice to holders and at the election of the Company, if the closing price of the shares is equal to or greater than $0.50 per share for 10 consecutive trading days after any applicable hold periods. If this condition is met and the Company elects to accelerate all or a portion of the warrants, the exercise period will be reduced to 25 business days from the date notice is provided by the Company to the warrant holders.

(d) On December 28, 2018, the Company issued 2,810,000 common shares for proceeds of $224,800 pursuant to the exercise of share purchase warrants.

(e) On December 28, 2018, the Company issued 7,190,000 common shares to settle accounts payable of $575,200 pursuant to the exercise of share purchase warrants.

8. Share Purchase Warrants

The following table summarizes the continuity of share purchase warrants:

	Number of warrants	Weighted average exercise price $
Balance, December 31, 2017	35,083,333	0.14
Issued	10,000,000	0.105
Exercised	(10,000,000)	0.08
Balance, December 31, 2018	35,083,333	0.14
Exercised	(5,000,000)	0.08
Balance, June 30, 2019	30,083,333	0.15

As at June 30, 2019, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date	
1,666,667	0.15	December 31, 2019	(1,000,000 exercisable into flow-through shares)
3,550,000	0.05	December 29, 2020	(2,550,000 exercisable into flow-through shares)
4,000,000	0.30	May 27, 2021	(2,000,000 exercisable into flow-through shares)
5,866,666	0.28	November 3, 2020	(4,166,666 exercisable into flow-through shares)
5,000,000	0.21	December 29, 2020	(5,000,000 exercisable into flow-through shares)
10,000,000	0.105	October 9, 2023	(2,812,500 exercisable into flow-through shares)
30,083,333			

(Expressed in Canadian dollars)

9. Stock Options

On July 15, 2016 the Company adopted a new stock option pursuant to which options may be granted to directors, officers, employees and consultants of the Company. The exercise price is determined by the Board of Directors, subject to the Discounted Market Price policies of the TSX Venture Exchange. The aggregate number of shares issuable pursuant to stock options granted under the plan is limited to 10% of the issued and outstanding shares at the time of grant. Options are granted for a maximum term of 10 years and are fully vested when granted unless otherwise stated.

On January 20, 2017, the Company granted 500,000 stock options exercisable at a price of $0.10 per common share until January 20, 2022 to the President of the Company

On January 25, 2017, the Company granted 1,500,000 stock options, which includes 1,300,000 stock options to the President of the Company, 50,000 stock options to a director of the Company, and 150,000 stock options to a consultant. The stock options are exercisable at a price of $0.10 per common share until January 25, 2019.

On February 20, 2018, the Company granted 2,897,000 stock options to directors, officers, employees, and consultants exercisable at $0.17 per share for a period of five years.

On January 15, 2019, the Company issued 900,000 common shares for proceeds of $90,000 pursuant to the exercise of stock options and 600,000 stock options expired.

The following table summarizes the continuity of the Company's stock options:

	Number of stock options	Weighted average exercise price $
Outstanding, December 31, 2017	2,000,000	0.10
Granted	2,897,000	0.17
Outstanding, December 31, 2018	4,897,000	0.14
Exercised	(900,000)	0.10
Expired	(600,000)	0.10
Outstanding, June 30, 2019	3,397,000	0.14

Additional information regarding stock options outstanding as at June 30, 2019, is as follows:

	Outstanding and exercisable		
Range of exercise prices $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
0.10	500,000	1.8	0.10
0.17	2,897,000	4.6	0.17
	3,397,000	3.5	0.14

During the year ended December 31, 2018, the Company recognized share-based compensation expense of $619,791 (December 31, 2017 - $365,813), of which $577,003 (December 31, 2017 - $334,471) pertains to key management personnel. For the year ended December 31, 2018, the weighted average grant date fair value was $0.14 (December 31, 2017 - $0.14) per option.

(Expressed in Canadian dollars)

10. Stock Options (continued)

The fair values of stock options granted have been estimated using the Black-Scholes option pricing model using the following weighted average assumptions:

	2018	2017
Risk-free interest rate	2.70%	0.91%
Dividend yield	0%	0%
Expected forfeitures	0%	0%
Expected volatility	191%	149%
Expected life (years)	5	2.7

11. Financial Instruments and Risk Management

(a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at June 30, 2019 as follows:

	Fair value measurements using			
	Quoted prices in active markets for identical instruments (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Balance, June 30, 2019 $
Cash	1,606,682	–	–	1,606,682
Marketable securities	4,000	–	–	4,000

The fair values of other financial instruments, which include amounts receivable, accounts payable and accrued liabilities, and loans payable, approximate their carrying values due to the relatively short-term maturity of these instruments.

(b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high credit quality financial institutions. Amounts receivable consist of GST refunds due from the Government of Canada. The carrying amount of financial assets represents the maximum credit exposure.

(c) Foreign Exchange Rate Risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the foreign exchange rates. The Company is not exposed to any significant foreign exchange rate risk.

(d) Interest Rate Risk

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

(e) 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 currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

11. Financial Instruments and Risk Management (continued)

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

12. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and equity comprised of issued share capital and share-based payment reserve.

The Company manages its capital structure and makes adjustments to it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2018.

13. Subsequent Event

On July 9, 2019, the Company issued 100,000 common shares with a fair value of $15,000 pursuant to an option agreement to acquire a 100% interest in Stag Platinum, Palladium, Nickel and Gold Project.