

OPUS ONE GOLD CORPORATION

(formerly OPUS ONE RESOURCES INC.)

CONDENSED INTERIM FINANCIAL STATEMENTS

For the three months ended November 30, 2020 and 2019

(Unaudited – Prepared by Management)

(Expressed in Canadian dollars)

OPUS ONE GOLD CORPORATION
(formerly Opus One Resources Inc.)
CONDENSED INTERIM FINANCIAL STATEMENTS
THREE MONTHS ENDED NOVEMBER 30, 2020 AND 2019
(Unaudited – Prepared by Management)

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OPUS ONE GOLD CORPORATION
(formerly Opus One Resources Inc.)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	November 30, 2020	August 31, 2020
ASSETS		
Current		
Cash	\$ 1,903,413	\$ 2,159,075
Receivables (Note 4)	150,367	122,694
Prepaid expenses	<u>11,030</u>	<u>2,748</u>
	2,064,810	2,284,517
Exploration and evaluation assets (Note 5)	<u>2,378,430</u>	<u>2,253,046</u>
	<u>\$ 4,443,240</u>	<u>\$ 4,537,563</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 6)	\$ 143,326	\$ 139,754
Due to related parties (Note 10)	301,324	287,134
Flow-through share premium liability (Note 7)	<u>302,612</u>	<u>317,689</u>
	<u>747,262</u>	<u>744,577</u>
Shareholders' equity		
Share capital (Note 7)	19,237,617	19,215,343
Share-based payments reserve (Note 8)	1,156,985	1,140,398
Deficit	<u>(16,698,624)</u>	<u>(16,562,755)</u>
	<u>3,695,978</u>	<u>3,792,986</u>
	<u>\$ 4,443,240</u>	<u>\$ 4,537,563</u>

Nature of operations and going concern (Note 1)

Subsequent events (Note 16)

On behalf of the Board:

"Louis Morin"
Director

"Michael Kinley"
Director

The accompanying notes are an integral part of these financial statements

OPUS ONE GOLD CORPORATION**(formerly Opus One Resources Inc.)****CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS****THREE MONTHS ENDED NOVEMBER30****(Unaudited – Prepared by Management)****(Expressed in Canadian Dollars)**

	2020	2019
EXPENSES		
Consulting fees (Note 10)	\$ 51,000	\$ 51,000
Insurance	2,043	2,767
Office and administration	9,247	1,764
Professional fees	19,438	5,000
Shareholder communications	35,898	-
Share based compensation	16,587	-
Transfer agent and filing fees	7,300	3,716
Travel	<u>9,433</u>	<u>1,828</u>
	(150,946)	(66,075)
Reversal of flow through share premium liability (Note 7)	15,077	-
Loss and comprehensive loss for the period	\$ (135,869)	\$ (66,075)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	117,089,373	64,354,373

The accompanying notes are an integral part of these financial statements

OPUS ONE GOLD CORPORATION
(formerly Opus One Resources Inc.)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
THREE MONTHS ENDED NOVEMBER30
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (135,869)	\$ (66,075)
Items not affecting cash:		
Reversal of flow through share premium liability	(15,077)	-
Share based compensation	16,587	-
Changes in non-cash working capital items:		
Receivables	(27,675)	51,599
Prepaid expenses	(8,281)	(3,731)
Due to related parties	14,190	58,650
Accounts payable and accrued liabilities	<u>(54,539)</u>	<u>33,355</u>
Net cash provided by (used in) operating activities	<u>(210,664)</u>	<u>73,798</u>
CASH FLOW FROM INVESTING ACTIVITIES		
Expenditures on exploration and evaluation assets	<u>(42,272)</u>	<u>(15,011)</u>
Net cash used in investing activities	<u>(42,272)</u>	<u>(15,011)</u>
CASH FLOW FROM FINANCING ACTIVITIES		
Shares issued for cash	-	-
Share issue costs	<u>(2,726)</u>	<u>-</u>
Net cash provided by financing activities	<u>(2,726)</u>	<u>-</u>
Increase (decrease) in cash during the period	(255,662)	(58,787)
Cash, beginning of period	<u>2,159,075</u>	<u>12,134</u>
Cash, end of period	\$ 1,903,413	\$ 70,921

Supplemental disclosure with respect to cash flows (Note 11)

The accompanying notes are an integral part of these financial statements

OPUS ONE GOLD CORPORATION
(formerly Opus One Resources Inc.)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share-based Payments Reserve	Deficit	Total
Balance, August 31, 2019	64,354,373	\$ 17,160,058	\$ 565,979	\$(15,911,025)	\$ 1,815,012
Loss and comprehensive loss for the period	-	-	-	(66,075)	(66,075)
Balance, November 30, 2019	64,354,373	\$ 17,160,058	\$ 565,979	\$(15,977,100)	\$ 1,748,937
Shares issued for cash	51,735,000	2,960,000	-	-	2,960,000
Shares issued for exploration and evaluation assets	1,000,000	38,100	-	-	38,100
Share issue costs	-	(379,808)	-	-	(379,808)
Flow-through share premium liability	-	(373,250)	-	-	(373,250)
Warrants issued as finder's fees	-	(189,757)	189,757	-	-
Share based payments	-	-	384,662	-	384,662
Loss and comprehensive loss for the period	-	-	-	(585,655)	(585,655)
Balance, August 31, 2020	117,089,373	\$ 19,215,343	\$ 1,140,398	\$(16,562,755)	\$ 3,792,986
Share issue costs	-	(2,726)	-	-	(2,726)
Shares issued for exploration and evaluation assets	312,500	25,000	-	-	25,000
Share based payments	-	-	16,587	-	16,587
Loss and comprehensive loss for the period	-	-	-	(135,869)	(135,869)
Balance, November 30, 2020	117,089,373	\$ 19,237,617	\$ 1,156,985	\$(16,698,624)	\$ 3,695,978

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

The principal business activity of Opus One Gold Corporation. (formerly Opus One Resources Inc.) (the "Company" or "Opus") is the acquisition and exploration of exploration and evaluation assets, primarily in Canada. The Company was incorporated in British Columbia on August 29, 1979 and was continued under the Canada Business Corporations Act on July 13, 2012. The Company's head office is located at 2075 Victoria Avenue., Suite 220, Saint-Lambert, Qc., Canada.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company does not generate sufficient cash flow from operations to adequately fund its activities and has therefore relied principally upon the support of creditors, related parties and issuance of securities for financing. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. The Company intends to continue relying upon the issuance of securities to finance its future activities but there can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company. Although these financial statements do not include any adjustments that may result from the inability to secure future financing, such a situation would have a material adverse effect on the Company's recoverability of assets, classification of assets and liabilities, and results of operations should the Company be unable to continue as a going concern.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of operating revenue and has significant cash requirements to meet its administrative overhead and maintain its exploration and evaluation assets. The recoverability of amounts shown for exploration and evaluation assets is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of exploration and evaluation assets. The carrying value of the Company's exploration and evaluation assets do not reflect current or future values. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The recovery of the amounts comprising exploration and evaluation assets are dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete the exploration and development of those reserves and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis. The Company estimates it has sufficient funding to continue operations over the next 12 months.

In March, 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the results of the outbreak and its effects on the Company's business or ability to raise funds.

	November 30, 2020	August 31, 2020
Deficit	\$ (16,698,624)	\$ (16,562,755)
Working capital (deficiency)	\$ 1,317,549	\$ 1,539,940

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations by the International Financial Reporting Interpretations Committee ("IFRIC").

The Board of Directors approved the financial statements on January 27, 2021.

Basis of presentation

These financial statements have been prepared on an accrual basis and are based on the historical costs, except for certain financial instruments which are measured at fair value. The financial statements are presented in Canadian dollars, which is also the Company's functional currency.

Use of estimates

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets, valuation of share-based compensation and other equity-based payments, the recoverability, and the accrual of refundable mining tax credits.

Key estimates made in applying accounting policies that have the most significant effects on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based compensation

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's profit or loss and equity reserves.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Use of estimates (cont'd)

Accrual of refundable mining tax credits

The provincial government of Quebec provides for a refundable tax on net qualified mining exploration expenditures incurred in Quebec. The credit is calculated as a percentage of qualified mining exploration expenses. Management has estimated and accrued the likely refundable amount arising from expenditures incurred.

Exploration and evaluation assets

Pre-exploration costs are expensed as incurred.

Costs directly related to the exploration and evaluation of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are first tested for impairment and then transferred to mining assets and amortized over the estimated useful life of the property following commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Exploration and evaluation assets are reviewed for impairment when facts and circumstances suggest that the carrying amount may exceed its recoverable amount.

The costs include the cash or other consideration and the assigned value of shares issued, if any, on the acquisition of exploration and evaluation assets. Costs related to properties acquired under option agreements or joint ventures, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The Company does not accrue estimated future costs of maintaining its exploration and evaluation assets in good standing.

Capitalized costs as reported on the statements of financial position represent costs incurred to date and may not reflect actual, present, or future values. Recovery of carrying value is dependent upon future commercial success or proceeds from disposition of the exploration and evaluation property interests.

Management evaluates each mineral interest on a reporting period basis or as events and circumstances warrant, and makes a determination based on exploration activity and results, estimated future cash flows and availability of funding as to which costs are capitalized or charged as impairment charges. Write-downs due to impairment in value are charged to profit or loss.

Exploration and evaluation assets, where future cash flows are not reasonably determinable, are evaluated for impairment based on results of exploration work, management's intentions and determination of the extent to which future exploration programs are warranted and likely to be funded. General exploration costs not related to specific properties and general administrative expenses are charged to profit or loss in the year in which they are incurred.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other mining assets.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Restoration and environmental obligations (cont'd...)

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in amount and timing of the Company's estimates of reclamation costs, are charged to profit or loss for the period.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred.

For the years presented, there were no significant restoration and environmental obligations.

Mining and exploration tax recoveries

The Company recognizes mining and exploration tax recoveries in the period in which the related qualifying resource expenditures are incurred. The amount recoverable is subject to review and approval by the taxation authorities and is adjusted for in the period when such approval is confirmed.

Impairment of assets

The carrying amount of the Company's assets (which include exploration and evaluation interests) is 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. 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 profit or 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.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share purchase warrants, and stock options are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Valuation of equity units issued in private placements:

The Company uses a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements was determined to be the more easily measurable component and are valued at their fair value, as determined by the closing price on the issuance date, the balance, if any, is allocated to the attached warrants. Any value attributed to the warrants is recorded to reserves.

Share-based compensation

The Company uses the fair value-based method of accounting for stock options granted to directors and for compensatory warrants. Under this method, the fair value of the stock options and compensatory warrants are determined using the Black-Scholes option pricing model. The fair value of stock options is recognized to expense over the vesting period.

Basic and diluted loss per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Financial instruments

Financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed to profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise. The Company has no assets classified as FVTPL.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. The Company does not have any financial assets classified as FVTPL.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd...)

Financial assets (cont'd...)

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in profit or loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income. Cash and receivables have been classified and measured at amortized cost.

Impairment of financial assets

The Company assesses at each reporting date whether a financial asset is impaired. The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

b) Financial liabilities

The Company classifies its financial liabilities in the following categories: other financial liabilities and FVTPL.

Other financial liabilities

Financial liabilities classified as other-financial-liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other-financial liabilities are subsequently 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 through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities, and amounts due to related parties are classified as other financial liabilities.

FVTPL

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through profit or loss. The Company has not classified any financial liabilities as FVTPL.

For the years presented, the Company did not have any derivative financial assets and liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

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, in the country where the Company operates and generates 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.

Deferred tax

Deferred tax is provided for based 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 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 tax asset to be utilized.

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

Newly adopted standards, interpretations and amendments

The Company adopted IFRS 16 Leases during fiscal 2020. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17. There was no significant effect on the financial statements.

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets and liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

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

The carrying values of cash, receivables, accounts payable and accrued liabilities and due to related parties approximate their fair values due to the expected maturity of these financial instruments.

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

(a) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company manages credit risk, in respect of cash, by placing its cash with a major Canadian financial institution in accordance with the Company's investment policy. In regards to the receivables, the Company has a significant estimate of an amount due from governmental agencies, which based on past experience, has been both reasonable and collectible.

Concentration of credit risk exists with respect to the Company's cash as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is considered minimal. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

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NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED NOVEMBER 30, 2020 AND 2019

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

Financial instrument risk exposure and risk management (cont'd...)

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

Liabilities at November 30, 2020, together with their expected payment were as follows:

	0 to 3 months	3 to 6 months	6 to 12 months	> 12 months	Total
Accounts payable and accrued liabilities	\$ 115,326	\$ 28,000	\$ -	\$ -	\$ 143,326

Liabilities at August 31, 2020, together with their expected payment were as follows:

	0 to 3 months	3 to 6 months	6 to 12 months	> 12 months	Total
Accounts payable and accrued liabilities	\$ 119,754	\$ 20,000	\$ -	\$ -	\$ 139,754

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and commodity price risk.

i. Interest rate risk

The Company has cash balances which earn interest subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade demand deposit certificates issued by its banking institutions. Management believes that interest rate risk is remote. A 1% change in the interest rate would have no significant impact on interest income reported at November 30, 2020.

ii. Foreign currency risk

The Company is not exposed to foreign currency risk as all monetary assets and liabilities are denominated in Canadian currency.

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THREE MONTHS ENDED NOVEMBER 30, 2020 AND 2019

3. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

(c) Market risk (cont'd)

iii. Commodity price risk

Commodity price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company actively monitors commodity price changes and stock market prices to determine the appropriate course of action to be taken by the Company.

4. RECEIVABLES

Receivables consist of:

	November 30, 2020	August 31, 2020
Input tax credits receivable	\$ 140,612	\$ 112,939
Refundable mining tax credits receivable (Note 5)	<u>9,755</u>	<u>9,755</u>
	\$ 150,367	\$ 122,694

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NOTES TO THE FINANCIAL STATEMENTS
THREE MONTHS ENDED NOVEMBER 30, 2020 AND 2019

5. EXPLORATION AND EVALUATION ASSETS

The Company incurred property acquisition and deferred exploration costs, which are included in exploration and evaluation assets, as follows:

	Vezza North		Vezza Extension		Bachelor Extension		Noyell		Fecteau		Courville		Total
Balance, August 31, 2020	\$	553,294	\$	470,957	\$	284,088	\$	347,347	\$	591,278	\$	6,082	\$ 2,253,046
Deferred exploration costs:													
Drilling	-	-	-	-	-	-	300	-	-	-	-	-	300
Geophysical	-	-	-	-	-	-	-	10,560	-	-	-	-	10,560
Geological	-	-	-	-	-	-	13,885	26,929	-	-	-	-	40,814
General field expense	-	-	-	-	-	-	-	23,710	-	-	-	-	23,710
Claim management	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	14,185	61,199	-	-	-	-	75,384
Acquisition costs:													
Cash	-	-	-	-	-	-	-	25,000	-	-	-	-	25,000
Shares	-	-	-	-	-	-	-	25,000	-	-	-	-	25,000
Legal and other	-	-	-	-	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	50,000	-	-	-	-	50,000
Total expenditures	-	-	-	-	-	-	14,185	111,199	-	-	-	-	125,384
Refundable tax credits	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance, November 30, 2020	\$	553,294	\$	470,957	\$	284,088	\$	361,532	\$	702,477	\$	6,082	\$ 2,378,430

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5. EXPLORATION AND EVALUATION ASSETS, cont'd

The Company incurred property acquisition and deferred exploration costs, which are included in exploration and evaluation assets, as follows:

	Veza North		Veza Extension		Bachelor Extension		Noyell		Fecteau		Courville		Total
Balance, August 31, 2019	\$	553,294	\$	470,957	\$	284,088	\$	78,036	\$	524,184	\$	6,082	\$ 1,916,641
Deferred exploration costs:													
Drilling	-	-	-	-	-	-	149,700	-	-	-	-	-	149,700
Geophysical	-	-	-	-	-	-	25,500	9,279	-	-	-	-	34,779
Geological	-	-	-	-	-	-	35,546	12,017	-	-	-	-	47,563
General field expense	-	-	-	-	-	-	4,154	41,440	-	-	-	-	45,594
Claim management	-	-	-	-	-	-	1,910	4,358	-	-	-	-	6,268
	-	-	-	-	-	-	216,810	67,094	-	-	-	-	283,904
Acquisition costs:													
Cash	-	-	-	-	-	-	11,900	-	-	-	-	-	11,900
Shares	-	-	-	-	-	-	38,100	-	-	-	-	-	38,100
Legal and other	-	-	-	-	-	-	2,501	-	-	-	-	-	2,501
	-	-	-	-	-	-	52,501	-	-	-	-	-	52,501
Total expenditures	-	-	-	-	-	-	269,311	67,094	-	-	-	-	336,405
Refundable tax credits	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance, August 31, 2020	\$	553,294	\$	470,957	\$	284,088	\$	347,347	\$	591,278	\$	6,082	\$ 2,253,046

5. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Chibougamau Projects

On June 20, 2016, the Company entered into three separate option agreements (the “Agreements”) with various Quebec based prospectors all dealing at arm’s length with the Company.

The claims are located in the Chibougamau-Chapais and Urban-Barry mining camps.

Under the terms of the Agreements, Opus has the option to acquire 100% interest in each property on the following terms and conditions:

WinWin

The Company decided not to continue with the WinWin option, and wrote off accumulated exploration and evaluations costs of \$312,085 during the year ended August 31, 2019.

Grizzly

The Company decided not to continue with the Grizzly option, and wrote off accumulated exploration and evaluations costs of \$285,771 during the year ended August 31, 2019.

Fecteau

Cash payments over a 4-year period totalling \$355,000 (paid \$55,000), and incurring exploration expenditures totaling \$1,200,000 over a 4-year period (incurred \$699,116).

The Fecteau property is subject to a 2% net smelter royalty (“NSR”) of which 1% can be repurchased for a one-time cash payment of \$1,000,000. The Agreement provided for cash payments totaling \$50,000 due June 10, 2018 and \$100,000 due June 10, 2019, which the Company did not complete.

Effective September 29, 2020, the Company concluded an amending agreement with the optionors whereby the Company now has until December 31, 2023 to acquire its interest in the Fecteau property by completing its remaining option payment and exploration expenditure obligations. As such, the Company’s remaining option payments total \$250,000, 50% of which shall be paid in common shares of the Company (\$75,000 payable on or before January 31, 2021) and exploration expenditures commitments totaling \$500,000 (\$150,000 to be incurred on or before December 31, 2021). In consideration for these amendments, the Company paid the optionors \$25,000 and issued 312,500 shares.

Northern Abitibi Projects (Casa Cameron)

Original option

Pursuant to an option agreement dated December 12, 2013 and superseded by a purchase agreement with a company with a former director in common, Probe Metals Inc. (“Probe”) , the Company agreed to purchase three of the Casa-Cameron properties located in the Abitibi Greenstone Belt, Quebec (the “Properties”), being Vezza North, Vezza Extension and Bachelor Extension, in exchange for the issuance of a total 3,000,000 common shares valued at \$390,000 and payments of \$275,000 (paid).

The Properties are subject to a 2% NSR to Probe, 1% of which may be bought back by the Company for \$1,000,000, the assumption of certain existing royalty obligations and an agreement to pay \$1,000,000 to Probe for any of the Properties for which a pre-feasibility study is prepared and filed, payable in cash or shares at the discretion of the Company.

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5. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Noyell

On April 12, 2019, the Company entered into an option agreement with Magna Terra Minerals Inc. regarding the Noyell Property located in the Northern Abitibi Greenstone Belt, Quebec. Under the terms of the agreement; Opus One can acquire a 100% interest in the property by paying \$500,000 (in cash, or in shares, or a combination of both at the Company's sole discretion, subject to the issuance of a maximum of 7,000,000 common shares) over a five (5) year period as follows:

- By May 25, 2019, pay \$50,000 (issued 1,000,000 common shares valued at \$50,000)
- By May 15, 2020, pay \$50,000 (issued 1,000,000 common shares valued at \$38,100 and paid \$11,900)
- By May 15, 2021, pay \$50,000;
- By May 15, 2022, pay \$50,000;
- By May 15, 2023, pay \$100,000; and
- By May 15, 2024, pay \$200,000.

Courville

Pursuant to an option agreement dated April 30, 2005, the Company acquired a 100% interest in certain mineral claims in Courville Township, Quebec (the "Courville Property"), from a company controlled by common management. To acquire the interest, the Company issued to the vendor 1,000,000 common shares at a value of \$180,000 and was required to incur \$73,000 of expenditures (incurred by Wealth Minerals Ltd. ("Wealth"). The vendor will retain a 1.5% NSR.

On December 14, 2007, the Company entered into an option agreement with Wealth pursuant to which the Company granted Wealth the option to acquire up to an undivided 20% interest in the Courville Property by incurring expenditures on the property totaling \$375,000 by December 30, 2008 (additional 10% option not exercised). Wealth earned a 10% interest in the property. The Company will retain a 1.5% NSR.

On August 21, 2019, the Company entered into an agreement with Wealth pursuant to which the Company granted Wealth a 0.5% NSR in exchange for its 10% interest in the property (see above), restoring the Company's 100% interest in the Courville Property.

Refundable taxes

At August 31, 2020, the Company has estimated that \$9,755 (August 31, 2019 - \$27,948) of refundable mining tax credits remain receivable from the province of Quebec based on exploration expenditures incurred (Note 4).

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2020	August 31, 2020
Accrued payable, trade	\$ 115,326	\$ 117,754
Accrued liabilities	<u>28,000</u>	<u>22,000</u>
	<u>\$ 143,326</u>	<u>\$ 139,754</u>

7. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value. All issued shares are fully paid.

Fiscal 2020 transactions

On December 31, 2019, the Company issued 7,360,000 flow-through common shares at a price of \$0.0625 each for gross proceeds of \$460,000. The Company paid finders' fees of \$36,000 in cash and issued 576,000 non-transferable share purchase warrants valued at \$17,245, each warrant entitling the holder thereof to purchase one common share of the Company at a price of \$0.07 per share until December 30, 2021.

On May 15, 2020, the Company issued 1,000,000 common shares valued at \$38,100 and subsequently paid \$11,900 pursuant to its option agreement to acquire a 100% interest in the Noyell property (Note 5).

On July 31 and August 7, 2020, the Company completed a non-brokered private placement financing of 35,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,750,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company at a price of \$0.07 until July 31, 2023 and August 7, 2023 (33,000,000 and 2,000,000 warrants respectively).

On August 7, 2020, the Company issued 9,375,000 flow-through common shares at a price of \$0.08 each for gross proceeds of \$750,000.

In connection with the July 31 and August 7, 2020 closings above, the Company paid total advisory and finders' fees of \$282,420 in cash and issued 2,091,000 non-transferable share purchase warrants valued at \$172,512, each warrant entitling the holder thereof to purchase one common share of the Company at a price of \$0.07 per share until July 31 and August 7, 2022 (1,696,000 and 395,000 warrants respectively).

A flow through liability of \$373,250 was recorded on the above flow-through financings based on the premium paid for these shares. As a result of exploration expenditures incurred, the liability has been reduced by \$70,638 to \$302,612.

Fiscal 2021 transactions

On September 29, 2020, the Company concluded an amending agreement with respect to the Fecteau property as detailed in Note 5 and issued 312,500 common shares.

8. SHARE-BASED PAYMENTS RESERVE

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. The number of common shares which may be reserved under the stock option plan is limited to 10% of the aggregate number of common shares of the Company issued and outstanding at the time of the grant of the options.

Under the plan, the exercise price of each option equals the market price of the Company's shares as calculated on the date of grant. The options can be granted for a maximum term of 5 years and vest in accordance with TSX Venture Exchange policies.

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8. SHARE-BASED PAYMENTS RESERVE (cont'd...)

Share-based compensation

At November 30, 2020, the Company had outstanding share purchase options as follows:

	Number of Options	Exercise Price	Expiry Date	Weighted Average Contractual Life Remaining
Granted June 29, 2016	300,000	\$ 0.20	June 29, 2021	0.58 years
Granted December 18, 2017	400,000	\$ 0.10	December 18, 2022	2.05 years
Granted August 12, 2020	4,350,000	\$ 0.10	August 12, 2025	4.70 years
Granted September 3, 2020	600,000	\$ 0.10	September 2, 2022	1.76 years
Balance, November 30, 2020	5,650,000			4.05 years

At August 31, 2020, the Company had outstanding share purchase options as follows:

	Number of Options	Exercise Price	Expiry Date	Weighted Average Contractual Life Remaining
Granted June 29, 2016	300,000	\$ 0.20	June 29, 2021	0.83 years
Granted December 18, 2017	400,000	\$ 0.10	December 18, 2022	2.30 years
Granted August 12, 2020	4,350,000	\$ 0.10	August 12, 2025	4.95 years
Balance, August 31, 2020	5,050,000			4.50 years

Share purchase option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise price
Balance, August 31, 2019	800,000	\$ 0.15
Options expired	(100,000)	\$ 0.22
Options granted	4,350,000	\$ 0.10
Balance, August 31, 2020	5,050,000	\$ 0.11
Options granted	600,000	\$ 0.10
Balance, November 30, 2020	5,650,000	\$ 0.11

During the year ended August 31, 2020, the Company recognized \$384,662 (2019 - \$Nil) in share-based payments for the fair value of the vesting portion of the stock options based upon a five-year expected life, an exercise price of \$0.10 and volatility of 140.37%.

There were no share purchase option transactions during the three months ended November 30, 2020.

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9. WARRANTS

As of November 30, 2020, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Contractual Life Remaining
7,200,000	\$ 0.15	December 21, 2020	0.06 years
2,800,000	\$ 0.15	February 3, 2021	0.18 years
576,000	\$ 0.07	December 30, 2021	1.08 years
35,000,000	\$ 0.07	August 12, 2023	2.70 years
1,696,000	\$ 0.07	July 31, 2022	1.67 years
395,000	\$ 0.07	August 7, 2022	1.68 years
47,667,000			2.09 years

As of August 31, 2020, the following share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date	Weighted Average Contractual Life Remaining
7,200,000	\$ 0.15	December 21, 2020	0.31 years
2,800,000	\$ 0.15	February 3, 2021	0.43 years
576,000	\$ 0.07	December 30, 2021	1.33 years
35,000,000	\$ 0.07	August 12, 2023	2.95 years
1,696,000	\$ 0.07	July 31, 2022	1.92 years
395,000	\$ 0.07	August 7, 2022	1.93 years
47,667,000			2.31 years

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average price
Balance, August 31, 2019	19,130,000	\$ 0.15
Warrants expired	(9,130,000)	0.15
Warrants issued	37,667,000	0.07
Balance, August 31, 2020	47,667,000	\$ 0.09

There were no warrant transactions during the three months ended November 30, 2020

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9. WARRANTS (cont'd)

During the year ended August 31, 2020, the Company recognized \$189,757 (2019 - \$Nil)) in share-based payments for the fair value of the vesting portion of the finder warrants that were granted. The fair value of warrants granted during the year ended August 31, 2020 was estimated at the date of grant using the Black-Scholes option pricing model based on the following weighted average assumptions:

	August 31, 2020	August 31, 2019
Risk free interest rate	1.0 %	-
Expected life of warrant	2.0 years	-
Annualized volatility	1.39%	-
Dividend yield	0.0%	-
Exercise price	0.07	-
Fair value per warrant	\$0.07	Nil

10. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

Management compensation

The Company defines key management as its directors and officers. Key management personnel compensation comprised:

Period ended November 30:	2020	2019
Consulting fees paid to directors and officers	\$ 51,000	\$ 51,000
Due to related parties	301,324	210,887

Amounts due to related parties are owed to directors and officers and/or to companies controlled by them, are non-interest bearing, unsecured, with no specific terms of repayment.

11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Period ended November 30:	2020	2019
Cash paid during the year for:		
Interest	\$ -	\$ -
Income taxes	-	-
Non-cash transactions:		
Shares issued for exploration and evaluation assets	25,000	-
Accrued refundable mining tax credits, net of adjustments	-	20,494
Exploration and evaluation assets in accounts payable	58,112	10,287
Share issue costs in accounts payable	-	-
Warrants issued for finders' fees	-	-

12. CAPITAL RISK MANAGEMENT

The Company manages common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash on hand.

The Board of Directors does not establish a quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company currently has no source of revenues. As such, the Company is dependent upon external financings to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended November 30, 2020. The Company is not subject to externally imposed capital requirements.

13. SEGMENTED INFORMATION

The Company operates in Canada in one business segment being the acquisition and exploration of exploration and evaluation assets.

14. BASIC AND DILUTIVE LOSS PER SHARE

The calculation of basic and diluted loss per share for the period ended November 30, 2020, is based on the loss attributed to the common shareholders of \$135,869 (2019 – ((\$66,075))) and a weighted average number of common shares outstanding of 117,089,373 (2019 – 64,354,373).

Diluted loss per share did not include the effect of 5,650,000 (2019 – 700,000) share purchase options or 47,667,000 (2019 – 19,130,000) share purchase warrants as they are anti-dilutive.