INTERNATIONAL BETHLEHEM MINING CORP.

Consolidated Financial Statements
(Unaudited – Prepared by Management)

For the six-month period ended June 30, 2019
(Expressed in Canadian Dollars)

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INTERNATIONAL BETHLEHEM MINING CORP.

Dated August 14, 2019

Management's Comments on Unaudited Interim Consolidated Financial Statements

The accompanying unaudited interim consolidated financial statements of International Bethlehem Mining Corp. for the six months ended June 30, 2019 and 2018 have been prepared by management, reviewed by the Audit Committee and approved by the Board of Directors of the Company.

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim consolidated financial statements for the six-month period ended June 30, 2019.

INTERNATIONAL BETHLEHEM MINING CORP.

Consolidated Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

As at June 30, 2019 and December 31, 2018

		June 30, 2019		December 31, 2018
ASSETS				
Current				
Cash and cash equivalents	$	8,506	$	7,240
Receivables		6,954		6,686
Marketable securities (Note 4)		-		52,854
Prepaid expenses (Note 6)		8,193		9,434
		23,653		76,214
Reclamation deposits (Note 5)		45,000		45,000
Receivables (Note 10(c))		1		1
	$	68,654	$	121,215
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities (Note 6)	$	385,169	$	438,403
Shareholders' equity (deficiency)				
Capital stock (Note 7)		13,184,063		13,109,063
Reserves		1,437,227		1,437,227
Deficit		(14,937,805)		(14,863,478)
		(316,515)		(317,188)
	$	68,654	$	121,215

Nature of operations and going concern (Note 1)

Commitments and contingencies (Note 10)

On behalf of the Board:

"Douglas L. Mason" Director *"Sead Hamzagic"* Director

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

INTERNATIONAL BETHLEHEM MINING CORP.

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

(Unaudited – Expressed in Canadian Dollars)

Three and Six months ended June 30, 2019 and 2018

	Three-month period ended June 30, 2019	Three-month period ended June 30, 2018	Six-month period ended June 30, 2019	Six-month period ended June 30, 2018
EXPENSES				
Bank charges and interest (Note 6)	$ 239	$ 66	$ 512	$ 450
Consulting fees (Note 6)	9,250	10,750	19,000	15,750
Insurance	1,797	1,518	3,377	3,037
Investor relations	-	882	-	882
Legal and audit	8,627	18,236	20,203	28,774
Office and miscellaneous	7,500	2,737	9,954	7,206
Rent (Note 6)	5,955	5,955	11,909	11,909
Transfer agent and regulatory fees	5,145	2,651	8,087	7,297
Wages and benefits	10,032	6,367	15,318	12,963
	(48,545)	(49,162)	(88,360)	(88,268)
OTHER ITEMS				
Interest income	235	112	235	112
Gain (loss) on marketable securities (Note 4)	7,517	(79,281)	13,798	(343,552)
	7,752	(79,169)	14,033	(343,440)
Net loss and comprehensive loss for the period	$ (40,793)	$ (128,331)	$ (74,327)	$ (431,708)
Basic and diluted loss per share	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.02)
Weighted average number of common shares outstanding	20,321,061	19,430,951	19,878,465	19,430,951

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

INTERNATIONAL BETHLEHEM MINING CORP.

Consolidated Statements of Changes in Shareholders' Equity (Deficiency)

(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Share-based Payment Reserve	Warrant Reserve	Deficit	Total Shareholders' Equity (Deficiency)
Authorized Share Capital:						
Unlimited number of common shares without par value						
Issued:						
Balance, December 31, 2017	**19,430,951**	**$ 13,109,063**	**$ 1,394,427**	**$ 42,800**	**$ (13,952,959)**	**$ 593,331**
Loss for the period	-	-	-	-	(431,708)	(431,708)
Balance, June 30, 2018	**19,430,951**	**13,109,063**	**1,394,427**	**42,800**	**(14,384,667)**	**161,623**
Loss for the period	-	-	-	-	(478,811)	(478,811)
Balance, December 31, 2018	**19,430,951**	**13,109,063**	**1,394,427**	**42,800**	**(14,863,478)**	**(317,188)**
Private placement (Note 7)	1,500,000	75,000	-	-	75,000	75,000
Loss for the period	-	-	-	-	(74,327)	(74,327)
Balance, June 30, 2019	**20,930,951**	**$ 13,184,063**	**$ 1,394,427**	**$ 42,800**	**$ (14,937,805)**	**$ (316,515)**

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

INTERNATIONAL BETHLEHEM MINING CORP.

Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

Three and Six months ended June 30, 2019 and 2018

	Three-month period ended June 30, 2019	Three-month period ended June 30, 2018	Six-month period ended June 30, 2019	Six-month period ended June 30, 2018
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	$ (40,793)	$ (128,331)	$ (74,327)	$ (431,708)
Loss (gain) marketable securities	(7,517)	79,281	(13,798)	343,552
	(48,310)	(49,050)	(88,125)	(88,156)
Changes in non-cash working capital items				
Receivables	(470)	623	(268)	3,612
Prepaid expenses	9,780	2,819	1,241	(5,637)
Accounts payable and accrued liabilities	(62,622)	33,002	(53,234)	(62,228)
Net cash flows used in operating activities	(101,622)	(12,606)	(140,386)	(152,409)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds on sale of marketable securities	15,034	-	66,652	-
Net cash flows provided by investing activities	15,034	-	66,652	-
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of shares	75,000	-	75,000	-
Loan repayments	-	-	-	(14,500)
Net cash flows provided by (used in) financing activities	75,000	-	75,000	(14,500)
Change in cash and equivalents during the period	(11,588)	(12,606)	1,266	(166,909)
Cash and equivalents, beginning of period	20,094	21,954	7,240	176,257
Cash and equivalents, end of period	$ 8,506	$ 9,348	$ 8,506	$ 9,348
Cash paid for interest	$ -	$ -	$ -	$ 219
Cash paid for income taxes	$ -	$ -	$ -	$ -

Supplemental Cash Flow Information (Note 11)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Nature of operations

International Bethlehem Mining Corp. (the "Company") was incorporated April 5, 1995 under the laws of the Province of British Columbia. The Company is engaged in the exploration of mineral resource properties, primarily in Canada.

Going concern

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume 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.

Management believes the Company will be successful at securing additional funding so that its capital resources will be sufficient to carry its operations through the next twelve months and intends to continue the exploration programs on its mineral properties. However, there are several conditions that may cast significant doubt on the Company's ability to continue as a going concern, including that the Company has incurred significant operating losses and accumulated deficits over the past several fiscal years. The Company is unable to self-finance operations in the long term, has a working capital deficit of $361,515 (December 31, 2018 - $362,189), a deficit of $14,937,805 (December 31, 2018 - $14,863,478), limited resources, no source of operating cash flow and no assurances that sufficient funding will be available to conduct further exploration of its mineral property projects. The recoverability of amounts shown for resource properties 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 mineral properties.

The application of the going concern concept is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. These consolidated financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Management is actively engaged in the review and due diligence on new projects, is seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management's plan will be successful. These material uncertainties may cast significant doubt on to the Company's ability to continue as a going concern. If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

The business of exploration and evaluation 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 revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral interests. The recoverability of amounts shown for mineral properties 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 mineral properties.

2. BASIS OF PREPARATION

Statement of compliance

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

The policies applied in these financial statements are based on IFRS issued and effective as of June 30, 2019. The Board of Directors approved the financial statements for issue on August 14, 2019.

Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as explained in the accounting policies set out in Note 3.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's and its subsidiary's functional currency. All financial information is expressed in Canadian dollars unless otherwise stated and have been rounded to the nearest dollar.

Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the impairment of assets, valuation of share-based payments and recognition of deferred tax amounts.

Critical accounting estimates:

a) Recoverability of asset carrying values

The Company assesses its exploration and evaluation assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment of property and equipment and exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, the useful lives of assets and their related salvage values.

b) Share-based payments

The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends and the risk-free rate. These estimates will impact the amount of share-based payments recognized.

2. BASIS OF PREPARATION (Continued)

Use of estimates and judgements (Continued)

c) Income taxes

Related assets and liabilities are recognized for the estimated tax consequences between amounts included in the financial statements and their tax base using substantively enacted future income tax rates. Timing of future revenue streams and future capital spending changes can affect the timing of any temporary differences and, accordingly, affect the amount of the deferred tax asset or liability calculated at a point in time.

d) Classification of investments

Classification of investments requires judgment on whether the Company controls, has joint control or significant influence over the strategic financial and operating decisions relating to the activity of the investee. In assessing the level of control or influence that the Company has over an investment, management considers ownership percentages, board representation as well as other relevant provisions in shareholder agreements. If an investor holds 20% or more of the voting power of the investee, it is presumed that the investor has significant influence, unless it can be clearly demonstrated that this is not the case. Conversely, if the investor holds less than 20% of the voting power of the investee, it is presumed that the investor does not have significant influence, unless such influence can be clearly demonstrated.

The Company had classified its investments in Magnum Goldcorp Inc. as an associated company based on ownership interests and management's judgment that the Company has significant influence, based on ownership interest and rights to board representation. In 2017, the Company determined it no longer had significant influence and treated the investment as marketable securities.

3. SIGNIFICANT ACCOUNTING POLICIES

The following is a list of significant accounting policies used by the Company.

(a) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned inactive subsidiary, Bethlehem Resources (Nevada) Corp. All significant intercompany transactions and balances have been eliminated.

(b) Cash and cash equivalents

Cash and cash equivalents includes highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. For the periods presented, the Company does not have any cash equivalents.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Financial instruments

The Company adopted all of the requirements of IFRS 9 – Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification
The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company did not restate prior periods and determined that the adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

Measurement

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

Impairment of financial assets at amortized cost
An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period. In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Financial instruments (Continued)

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

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

(d) Exploration and evaluation assets

The Company is in the exploration stage with respect to its investment in exploration and evaluation assets and accordingly follows the practice of capitalizing all costs upon obtaining the legal right to explore relating to the acquisition of, exploration for and evaluation of mineral claims and crediting all proceeds received against the cost of the related claims. Such costs include, but are not exclusive to, geological, geophysical studies, exploratory drilling and sampling. The aggregate costs related to abandoned mineral claims are charged to operations at the time of any abandonment, or when it has been determined that there is evidence of a permanent impairment. An impairment charge relating to an exploration and evaluation asset is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount, but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition.

The Company recognizes in income costs recovered on exploration and evaluation assets when amounts received, or receivable are in excess of the carrying amount.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Exploration and evaluation assets (continued)

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. At such time as commercial production commences, these costs are reclassified as mining assets and will be charged to operations on a unit-of-production method based on proven and probable reserves.

All capitalized exploration and evaluation expenditure is monitored for indications of impairment at each financial position reporting date. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the results of operations.

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

(e) Impairment

At each financial position reporting date, the carrying amounts of the Company’s assets are reviewed to determine whether there is any indication that those assets are impaired. 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 to which the asset belongs.

An asset’s recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Investment in associated company

The Company accounts for its long-term investments in affiliated company over which it has significant influence on the equity basis of accounting, whereby the investment is initially recorded at cost, adjusted to recognize the Company's share of earnings or losses and reduced by dividends received.

The Company assesses its equity investments for impairment if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the equity investment and that the event or events has an impact on the estimated future cash flow of the investment that can be reliably estimated. Objective evidence of impairment of equity investments includes:

(i) significant financial difficulty of the associated company;
(ii) becoming probable that the associated company will enter bankruptcy or other financial reorganization; or
(iii) national or local economic conditions that correlate with defaults of the associated company.

(g) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Equity units
The Company uses the residual value method with respect to the measurement of common shares and share purchase warrants issued as units. The proceeds from the issue of units is allocated between common shares and share purchase warrants where the fair value of the common shares is based on the market value on the date of the issuance of the placement and the balance, if any, is allocated to the attached warrants. Share issue costs are netted against common share component.

Flow-through units
The Company will from time to time issue flow-through units to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through unit agreements, these units transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company allocates the flow-through unit into i) capital stock, ii) a flow-through share premium, equal to the estimated premium if any, which is recognized as a liability, and iii) warrants, if any, using the residual value method. Upon expenses being incurred, the Company derecognizes the liability and recognizes a premium as income.

(h) Share-based payment transactions

The Company's stock option plan allows employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Share-based payment transactions (Continued)

The fair value is measured at grant date, and each tranche is recognized on the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. The fair value of the options is accrued and charged either to operations or exploration and evaluation assets, with the offset credit to share-based payment reserve, over the vesting period. If and when the stock options are exercised, the applicable amounts from contributed surplus are transferred to capital stock.

The Black-Scholes option valuation model used by the Company to determine fair values of options and similar financial instruments requires the input of highly subjective assumptions including future stock volatility and expected time until exercise. Changes in the subjective input assumptions can materially affect the fair value estimate.

(i) Earnings (loss) per share

Earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the year. The Company determines diluted earnings (loss) per share whereby the dilutive effect on earnings (loss) per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

(j) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized as equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable profit; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amounts of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Provision for site reclamation

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of an exploration and evaluation asset. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage that are created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. As at June 30, 2019 and December 31, 2018, the Company does not have any significant restoration obligations.

(l) Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events. It is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in any provision due to passage of time is recognized as interest expense.

(m) New and amended accounting pronouncements

New accounting policies
Effective January 1, 2018, the Company adopted the following accounting standards

IFRS 9, Financial Instruments:
IFRS 9 Financial Instruments was issued by the IASB in July 2014 and has replaced IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking 'expected loss' impairment model. IFRS 9 also includes significant changes to hedge accounting. The Company adopted the standard retrospectively. IFRS 9 did not impact the Company's classification and measurement of financial assets and liabilities. The following summarizes the significant changes in IFRS 9 compared to the current standard:

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

(Unaudited - Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) New and amended accounting pronouncements (Continued)

IFRS 15, Revenue from Contracts with Customers:
In May 2014 the IASB approved IFRS 15, Revenue from Contracts with Customers, which specifies how and when an IFRS reporter will recognize revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard supersedes IAS 18, Revenue, IAS 11, Construction Contracts, and a number of revenue related interpretations. Application of the standard is mandatory for all IFRS reporters and it applies to nearly all contracts with customers, except for leases, financial instruments and insurance contracts. The adoption of IFRS 15 did not have an impact on the Company's consolidated financial statements.

Accounting pronouncements adopted on January 1, 2019

IFRS 16, Leases
In January 2016, the IASB issued IFRS 16, Leases, which would replace IAS 17, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments.

The Company adopted this standard on January 1, 2019, the date of initial application. The adoption of IFRS 15 did not have an impact on the Company's consolidated financial statements.

4. MARKETABLE SECURITIES

Magnum Goldcorp Inc. – common shares:

Investments are marketable securities comprised of common shares in publicly traded companies as follows:

	June 30, 2019	December 31, 2018
Magnum Goldcorp Inc. - Nil post consolidated common shares (December 31, 2018 – 2,642,707 post consolidated common shares) [(1)]	$ -	$ 52,854

[(1)] The investee company has certain directors in common

On June 13, 2018 Magnum consolidated its issued common share capital based on 4 old common shares for 1 new common share.

5. EXPLORATION AND EVALUATION ASSETS

Realization of assets

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

Resource exploration and evaluation is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of the exploration and development on a mineral property, the potential for production on the property may be diminished or negated.

Title to mineral properties

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties, and, to the best of its knowledge, title to all of its properties are in good standing. However, such properties may be subject to prior agreements or transfer and title may be affected by undetected defects.

The Company has entered into agreements to acquire, explore and develop certain mineral properties located in certain regions of Canada. Numerous aboriginal groups are claiming inextinguishable aboriginal title to the lands and resources in these regions, which may include one or more of the mineral claims beneficially owned by the Company. The extent to which any successful aboriginal claim would materially affect the ability of the Company to exploit its mineral properties is not determinable at this time.

Reclamation deposits

As at June 30, 2019, the Company has refundable deposits of $45,000 (December 31, 2017 - $45,000) with the British Columbia Ministry of Mines relating to the Company's former Ground Hog Basin, Cottonbelt and LH properties.

Rain Property

Previously, the Company acquired and staked mineral claims in the Revelstoke Mining Division, British Columbia. During the year ended December 31, 2010, the Company recorded an impairment charge of $2,487,785, and during the year ended December 31, 2013, the Company recorded an additional impairment charge of $40,274 related to the Rain Property due to inactivity. On January 17, 2018, the remaining Rain claims were allowed to lapse.

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (Continued)

Powell Property

On October 4, 2017, the Company and Rainy Mountain Royalty Corp. ("Rainy Mountain") entered into an option agreement (the "Option Agreement"). Pursuant to the Option Agreement, the Company has been granted the option (the "Option") to acquire an undivided 90% interest in certain mining claims, referred to as the Powell Property, held by Rainy Mountain in Ontario, Canada (the "Property"), on the terms and conditions of the Option Agreement and subject to the approval of the TSX Venture Exchange ("TSX-V"). In order to exercise the Option and acquire an undivided 90% interest in the Property, the Company is required to: (i) issue 2,000,000 common shares to Rainy Mountain; and (ii) incur exploration expenditures in the aggregate amount of $1,000,000 on the Property over a five year period commencing on the date the Exchange approves the Option Agreement. Upon exercise of the Option, the Company and Rainy Mountain will, in good faith, negotiate and enter into a joint venture agreement provided, however; that the Company has the option to purchase the 10% interest retained by Rainy Mountain upon exercise of the Option in full in exchange for 1,000,000 shares of the Company and a 2% net smelter royalty ("NSR") on the Property. The Company has the right to purchase, at any time, half of the NSR for $1,000,000 reducing the NSR to 1%. The Option Agreement is considered to be a non-arm's length transaction. The Company has not yet received TSX-V approval.

6. RELATED PARTY TRANSACTIONS

(a) As at June 30, 2019, accounts payable and accrued liabilities include $255,680 (December 31, 2018 - $303,470) owing to companies with certain directors in common and companies controlled by certain directors and former directors.

(b) Included in prepaid expenses at June 30, 2019 is $2,000 (December 31, 2018 - $9,000) as a security deposit paid to Waterfront Communications Inc. (a company with certain directors in common), to cover shared payroll and expense recoveries.

(c) The Company entered into a loan agreement, dated April 25, 2014 and revised in April 2017, pursuant to which the lender agreed to loan the Company up to $100,000 for working capital purposes. The loan agreement was provided by a company controlled by a director and each loan advance is for a term of one year with interest at a rate of 1% per month (12% per annum). The Company began the 2018 fiscal year with $14,500 owing and repaid the balance in full in February 2018. No loan bonus shares were issued in connection with these loans.

(d) The Company paid or accrued the following amounts to directors, companies and/or limited partnerships controlled by directors, former directors and/or companies with certain directors in common:

	June 30, 2019	June 30, 2018
Consulting fees	$ 17,000	$ 12,000
Interest expense	$ -	$ 219
Rent	$ 11,909	$ 11,909

Key management compensation includes the following:

	June 30, 2019	June 30, 2018
Consulting fees	$ 15,000	$ 10,000

(Unaudited - Expressed in Canadian Dollars)

6. RELATED PARTY TRANSACTIONS (Continued)

(e) The Company reimbursed Waterfront Communications Inc. (a company with certain directors in common) on a cost basis, to cover shared administrative and geological payroll costs in the amount of $15,318 (2018 - $12,963) and shared expenses in the amount of $12,485 (2018 - $9,875).

7. CAPITAL STOCK

Issuance of shares

During the period ended June 30, 2019:

On May 7, 2019 the Company closed its non-brokered private placement (the "Private Placement") and raised $75,000 by the issuance of 1,500,000 units (the "Units") at a price of $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant, with each warrant entitling the holder to purchase an additional common share for a period of five years at an exercise price of $0.06. All of the securities issued pursuant to this Private Placement are subject to a hold period expiring on September 8, 2019.

No shares were issued during the year ended December 31, 2018.

8. STOCK OPTIONS AND WARRANTS

Stock options

Options to purchase common shares have been granted to directors, officers, employees and consultants at exercise prices determined by reference to the market value on the date of the grant. Under the terms of the Company's rolling stock option plan, dated May 28, 2005, the maximum number of common shares issuable shall not exceed 10% of the issued and outstanding shares of the Company at the time the stock options are granted. Vesting of stock options is at the discretion of the Board of Directors at the time the options are granted.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding and exercisable, December 31, 2017, December 31, 2018 and June 30, 2019	**1,100,000**	**$ 0.05**

The following incentive stock options were outstanding:

Expiry Date	Exercise Price	March 31, 2019	December 31, 2018
September 22, 2021	$ 0.05	1,100,000	1,100,000
Outstanding and exercisable		**1,100,000**	**1,100,000**

(Unaudited - Expressed in Canadian Dollars)

8. STOCK OPTIONS AND WARRANTS

Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2017, December 31, 2018	**8,080,000**	**$ 0.06**
Issued	1,500,000	$ 0.06
Balance, June 30, 2018	**9,580,000**	**$ 0.06**

The following warrants were exercisable and outstanding:

Expiry Date	Exercise Price	2018	2017
December 21, 2022	$ 0.06	8,080,000	8,080,000
May 7, 2024	$ 0.06	1,500,000	-
Outstanding and exercisable		**9,580,000**	**8,080,000**

9. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes as at December 31, 2018 is as follows:

	2018
Loss before tax	$ (910,519)
Expected income tax (recovery)	(246,000)
Permanent differences	64,000
Change in statutory, foreign tax, foreign exchange rates and other	69,000
Share issue costs	-
Adjustment to prior years provision versus statutory tax returns	11,000
Change in unrecognized deductible temporary differences	102,000
Total income tax expense (recovery)	$ -

In September 2017, the British Columbia (BC) Government proposed changes to the general corporate income tax rate to increase the rate from 11% to 12% effective January 1, 2018 and onwards. This change in tax rate was substantively enacted on October 26, 2017. The relevant deferred tax balances have been remeasured to reflect the increase in the Company's combined Federal and Provincial (BC) general corporate income tax rate from 26% to 27%.

(Unaudited - Expressed in Canadian Dollars)

9. INCOME TAXES (Continued)

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

		2018
Deferred tax assets (liabilities)		
Marketable securities	$	-
Non-capital losses		-
Net deferred tax liability	$	-

The significant components of the Company's unrecognized temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statements of financial position are as follows:

	Expiry Dates		2018
Temporary Differences			
Exploration and evaluation assets	No expiry date	$	3,789,000
Investment tax credit	2027 to 2038		87,000
Marketable securities	No expiry date		357,000
Allowable capital losses	No expiry date		93,000
Share issue costs	2021		2,000
Non-capital losses available for future periods	2027 to 2038		4,875,000

10. COMMITMENTS AND CONTINGENCIES

(a) The Company has entered into three 5-year term renewable agreements with companies controlled by two directors and one former director of the Company for the provision of consulting services at a cost of $2,500 per month ($30,000 per annum) for each of the three agreements. If any of such agreements are terminated without cause, or if there is a change in control of the Company, the Company is required to pay $150,000 to such contracted party so affected.

(b) The Company has entered into two agreements with certain directors/officers for services rendered in such capacities. If such agreements are terminated without consent of the director/officer or the director/officer resigns within 120 days following a change in control, the Company must pay $50,000 to such director/officer and allow any unvested stock options to vest.

(c) The Company was reassessed for certain prior years' taxation filings (principally from 2003 and 2004) by the Canada Revenue Agency ("CRA") pertaining to the renunciation of its flow-through expenditures. Also, individual investors in certain flow-through shares may be impacted by the reassessments. The Company has been assessed taxes of $339,195 and interest and penalties of approximately $294,000 as of June 30, 2019, and CRA is currently withholding approximately $280,000 of the Company's GST and METC refunds. On April 15, 2015, the Company received a Notice of Confirmation from CRA which indicated that CRA had disallowed the Notices of Objection previously filed by the Company. The Company does not believe that the issues raised by the Company in its Notices of Objection were properly addressed by CRA and the Company filed an Appeal to the Tax Court of Canada, consequently no accrual has been made.

Due to delays in attempting to resolve the claim with CRA and the uncertainty with the final outcome, on December 31, 2018 the Company has taken a provision of $260,838 against the receivable leaving a balance of $1. The Company will continue to attempt to collect the receivable in the future.

11. SUPPLEMENTAL CASH FLOW INFORMATION

There were no non-cash financing or investing transactions during the period ended June 30, 2019.

There were no non-cash financing or investing transactions during the year ended December 31, 2018.

12. CAPITAL MANAGEMENT

The Company's shareholders' equity (deficiency) comprises its capital under management. 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 mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in 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 new debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The Board of Directors does not establish 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.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities of 365 days or less from the original date of acquisition, selected with regard to the expected timing of expenditures from continuing operations.

To fund future operations and exploration activities the Company will need to raise funds through future share issuances, issue new debt or dispose of assets.

There have been no changes to the Company's approach to capital management during the period ended June 30, 2019. The Company is not subject to externally imposed capital requirements.

13. SEGMENTED INFORMATION

The Company has one operating segment, mineral exploration, and all assets of the Company are located in Canada.

(Unaudited - Expressed in Canadian Dollars)

14. FINANCIAL INSTRUMENTS

Fair value

The Company classifies its cash and cash equivalents and marketable securities as fair value through profit or loss; receivables at amortized cost; and accounts payable and accrued liabilities and loans payable at amortized cost.

The carrying values of receivables, accounts payable and accrued liabilities, and loans payable approximate their fair values due to the short-term maturity of these financial instruments.

The Company's measurement of fair value of financial instruments as at March 31, 2019 and December 31, 2018 in accordance with the fair value hierarchy is as follows:

	Total	Level 1	Level 2	Level 3
June 30, 2019				
Cash and cash equivalents	$ 8,506	$ 8,506	$ -	$ -
December 31, 2018				
Cash and cash equivalents	$ 7,240	$ 7,240	$ -	$ -

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter party to a financial instrument fails to meet its payment obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents and receivables.

Management believes that the credit risk concentration with respect to cash and cash equivalents is remote as it maintains accounts with highly-rated financial institutions. Receivables are due primarily from CRA (Note 10(c)).

Credit risk with respect to receivables has been assessed as low from management, as the Company believes that if successful in its appeal of the reassessments received from the CRA (Note 10(c)) the amounts held by CRA will be refunded.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At June 30, 2019, the Company had accounts payable and accrued liabilities of $385,169 (December 31, 2018 - $438,403). Based on the current funds held as at December 31, 2018, the Company does not have sufficient working capital for the short term and will need to rely upon financing from shareholders and/or debt holders to obtain sufficient working capital in the long term. There is no assurance that such financing will be available on terms and conditions acceptable to the Company.

14. FINANCIAL INSTRUMENTS (Continued)

Market risk

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

(i) Interest rate risk

Interest rate risk consists of two components:

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

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company’s monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to significant interest rate risk.

(ii) Foreign currency risk

The Company is not exposed to significant foreign currency risk.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risk with respect to its investments, as they are carried at fair values based on quoted market prices.