

Bullion Gold Resources Corp.

Condensed Consolidated Interim Financial Statements

**For the Three Months Ended March 31, 2019 and 2018
(Unaudited - Expressed in Canadian dollars)**

Bullion Gold Resources Corp.
Consolidated Financial Statements
For the Three Months Ended March 31, 2019 and 2018

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Bullion Gold Resources Corp.
Condensed Consolidated Interim Financial Statements
For the Three Months Ended March 31, 2019

The accompanying unaudited condensed consolidated interim financial statements of Bullion Gold Resources Corp. for the three months ended March 31, 2019 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of the condensed consolidated interim financial statements by an entity's auditor.

/s/ Chris Cooper

Chris Cooper, Chief Executive Officer
Vancouver, BC Canada
May 30, 2019

/s/ Randy Minhas

Randy Minhas, Chief Financial Officer
Vancouver, BC Canada
May 30, 2019

Bullion Gold Resources Corp.
(An Exploration Stage Company)
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Notes	March 31, 2019	December 31, 2018
ASSETS			
Current Assets			
Cash		\$ 333,696	\$ 379,396
Marketable securities		4,350	1,350
Accounts receivable		16,056	13,493
TOTAL ASSETS		\$ 354,102	\$ 394,239
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		\$ 99,893	\$ 93,635
Loans payable		1,953	1,953
Due to related parties	6	18,900	16,787
TOTAL LIABILITIES		120,746	112,375
SHAREHOLDERS' EQUITY			
Share capital	5	7,686,483	7,686,483
Contributed surplus		1,116,754	1,116,754
Accumulated other comprehensive loss		(3,150)	(6,150)
Deficit		(8,566,731)	(8,515,223)
TOTAL SHAREHOLDERS' EQUITY		233,356	281,864
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 354,102	\$ 394,239

Nature of Operations and Going Concern (Note 1)

Approved on behalf of the Board:

/s/ Peter Ball

Director

/s/ Chris Cooper

Director

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

Bullion Gold Resources Corp.
(An Exploration Stage Company)
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	Notes	Three Months Ended March 31,	
		2019	2018
Operating Expenses			
Consulting fee		\$ -	\$ 75,292
Management fees	6	45,000	30,000
Office expenses		2,025	2,600
Regulatory fees		4,483	6,820
Share-based compensation		-	44,205
Travel		-	12,320
Net Loss for the period		(51,508)	(171,237)
Other Comprehensive Loss			
Change in fair value of available-for-sale investments		3,000	-
Comprehensive Loss for the Year		\$ (48,508)	\$ (171,237)
Basic and Diluted Loss Per Share		\$ (0.00)	\$ (0.01)
Weighted Average Number of Shares Outstanding			
Basic and Diluted		18,862,389	18,334,214

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

Bullion Gold Resources Corp.
(An Exploration Stage Company)
Consolidated Statements of Shareholders' Equity (Deficiency)
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
December 31, 2017	18,299,313	7,197,794	1,078,405	(3,000)	(8,112,818)	160,381
Share issued upon exercise of share purchase warrants	71,091	17,773	-	-	-	17,773
Share-based compensation	-	-	44,205	-	-	44,205
Net loss for the period	-	-	-	-	(171,237)	(171,237)
March 31, 2018	18,370,404	\$ 7,215,567	\$ 1,122,610	\$ (3,000)	\$ (8,284,055)	\$ (51,122)
Shares issued on exercise of warrants	1,860,241	470,916	(5,856)	-	-	465,060
Change in fair value of fair value through other comprehensive income investments	-	-	-	(3,150)	-	(3,150)
Net loss for the year	-	-	-	-	(231,168)	(231,168)
December 31, 2018	20,230,645	\$ 7,686,483	\$ 1,116,754	\$ (6,150)	\$ (8,515,223)	\$ 281,864
Change in fair value of fair value through other comprehensive income investments	-	-	-	3,000	-	3,000
Net loss for the period	-	-	-	-	(51,508)	(51,508)
March 31, 2018	20,230,645	\$ 7,686,483	\$ 1,116,754	\$ (3,150)	\$ (8,566,731)	\$ 233,356

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

Bullion Gold Resources Corp.
(An Exploration Stage Company)
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Three Months Ended March 31,	
	2019	2018
Operating Activities		
Net loss for the period	\$ (51,508)	\$ (171,237)
Adjustments not affecting cash		
Share-based compensation	-	44,205
Changes in non-cash working capital items		
Accounts receivable	(2,563)	6,875
Prepaid expenses	-	75,125
Accounts payable and accrued liabilities	6,258	(9,404)
Due to related parties	2,113	-
Cash Used in Operating Activities	(45,700)	(54,436)
Financing Activities		
Shares issued upon exercise of share purchase warrants	-	17,773
Cash Provided by (Used in) Financing Activities	-	17,773
Increase (Decrease) in Cash for the Period	(45,700)	(36,663)
Cash, Beginning of Period	379,396	66,394
Cash, End of Period	\$ 333,696	\$ 29,731

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

Bullion Gold Resources Corp.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Three Months Ended March 31, 2019 and 2018

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Bullion Gold Resources Corp. (the “Company”) was incorporated under the laws of the province of Alberta on March 30, 2005. On February 1, 2016, the Company ceased to be an Alberta corporation and continued into British Columbia. The principal business activity of the Company became the acquisition and exploration of mineral properties in British Columbia. The Company has not yet determined whether its properties contain ore reserves that are economically recoverable.

The head office and principal address of the Company is 1300 – 1030 West Georgia Street, Vancouver, British Columbia, Canada, V6C 2Y3. The Company’s registered and records office is 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7.

These consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The Company currently has no revenues from operations. The operations of the Company have been funded by equity financings through the issuance of common shares. The ability of the Company to arrange additional financing in the future depends, in part, on the prevailing capital market conditions and mineral property exploration success.

The Company incurred a net loss of \$51,508 for the three months ended March 31, 2019 (Three months ended March 31, 2018 - \$171,237) and has a deficit of \$8,566,731 as at March 31, 2019 (December 31, 2018 - \$8,515,223). These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

The Company’s ability to continue its operations is dependent upon its ability to fund the acquisition of additional assets and to cover its operating costs. The Company may be able to generate working capital to fund its operations by raising additional capital through equity markets. However, there is no assurance it will be able to raise funds in the future. These consolidated financial statements do not give effect to any adjustments required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements.

2. BASIS OF PRESENTATION

a) Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*.

The condensed consolidated interim financial statements do not include all of the information required for annual consolidated financial statements and should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2018, which have been prepared in accordance with IFRS, as issued by the IASB.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on May 30, 2019.

Bullion Gold Resources Corp.
 (An Exploration Stage Company)
Notes to the Consolidated Financial Statements
 For the Three Months Ended March 31, 2019 and 2018
 (Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (Continued)

b) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary. All intercompany transactions and balances are eliminated on consolidation.

	Jurisdiction	Nature of Operations	Ownership	
			2019	2018
Bullion Gold Corp. ("Bullion")	British Columbia, Canada	Exploration	100%	100%

The financial statements of the subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

c) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments that have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

d) Foreign Currencies

The presentation currency and the functional currency of the Company and its subsidiary is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the consolidated statement of financial position. Non-monetary items are measured using historical rates.

3. SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements follow the same accounting policies and methods of application as the annual audited consolidated financial statements for the year ended December 31, 2018.

New Accounting Pronouncements Adopted

In January 2016, the IASB published a new accounting standard, IFRS 16 - Leases ("IFRS 16") which supersedes IAS 17 - Leases. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. The standard came into effect January 1, 2019 and did not have a material impact on the Company's existing accounting policies or financial statement presentation.

Bullion Gold Resources Corp.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
For the Three Months Ended March 31, 2019 and 2018
(Expressed in Canadian Dollars)

4. CRITICAL ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates that, by their nature, are uncertain.

The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

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

- a) The Company recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity that are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped. The Company has not recognized any deferred tax assets at March 31, 2019 or December 31, 2018.

5. SHARE CAPITAL

a) Authorized

Unlimited number of common shares without par value.

b) Issued

During the three months ended March 31, 2019

During the three months ended March 31, 2019, the Company did not issue any common shares

During the year ended December 31, 2018

During the year ended December 31, 2018, the Company issued 1,931,332 common shares upon the exercise of share purchase warrants for gross proceeds of \$482,833.

c) Escrow Shares

As at March 31, 2019, the Company had 20,963 common shares held in escrow (December 31, 2018 – 20,963).

Bullion Gold Resources Corp.
 (An Exploration Stage Company)
Notes to the Consolidated Financial Statements
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 (Expressed in Canadian Dollars)

5. SHARE CAPITAL (Continued)

d) Warrants

A summary of the changes in warrants to acquire an equivalent number of shares during the three months ended March 31, 2019 and the year ended December 31, 2018 is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2017	3,181,933	\$ 0.25
Exercised	(1,931,332)	\$ 0.25
Expired	(1,250,601)	\$ 0.25
Balance, December 31, 2018 and March 31, 2019	-	\$ -

e) Share Options

The Company has adopted an incentive share option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company exercisable pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares at the date of the grant. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the discounted market price of the shares (defined as the last closing market price of the Company's shares immediately preceding the grant date, less the maximum discount permitted by TSX-V policy), or such other price as may be agreed to by the Company and accepted by the TSX-V. Options vest on terms determined by the directors and may be vested immediately on the grant date. Share options granted to consultants providing investor relations activities under the Plan are subject to minimum vesting restrictions such that one-quarter of the options shall vest on each of the grant date and three, six and twelve months thereafter.

A summary of the changes in share options during the three months ended March 31, 2019 and the year ended December 31, 2018 is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2017	750,000	\$ 0.26
Granted	150,000	\$ 0.30
Balance, December 31, 2018 and March 31, 2019	900,000	\$ 0.26

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5. SHARE CAPITAL (Continued)

e) Share Options (Continued)

The Company had outstanding and exercisable share options as at March 31, 2019 as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date	Weighted Average Remaining Contractual Life in Years
150,000	150,000	\$ 0.235	September 7, 2019	0.44
400,000	400,000	\$ 0.20	August 15, 2022	3.38
200,000	200,000	\$ 0.39	October 4, 2022	3.52
150,000	150,000	\$ 0.30	February 20, 2023	3.90
900,000	900,000			3.00

During the year ended December 31, 2018, the Company recognized share-based payments of \$44,205 on the issuance of 150,000 share options. The Company did not issue any share options during the three months ended March 31, 2019.

The Company applies the fair value method using the Black-Scholes option pricing model in accounting for its share options granted. The fair value of each share option grant was calculated using the following weighted average assumptions:

	2019	2018
Expected life (years)	-	5.00
Risk-free interest rate	-	2.12%
Expected annualized volatility	-	211%
Dividend yield	-	N/A
Stock price at grant date	-	\$0.30
Exercise price	-	\$0.30
Weighted average grant date fair value	-	\$0.29

Option pricing models require the input of highly subjective assumptions regarding volatility. The Company has used historical volatility to estimate the volatility of the share price.

6. DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS

At March 31, 2019:

- \$3,137 in exploration work (December 31, 2018 - \$3,137) is due to a company controlled by a former director;
- \$15,750 in management fees (December 31, 2018 - \$10,500) is due to a company that the CFO controls;
- \$3,150 in management fees (December 31, 2018 - \$3,150) is due to a company that the former CFO controls;

Bullion Gold Resources Corp.

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the Three Months Ended March 31, 2019 and 2018

(Expressed in Canadian Dollars)

6. DUE TO RELATED PARTIES AND RELATED PARTY TRANSACTIONS (Continued)

Key management compensation

During the three months ended March 31, 2019 and 2018, the compensation shown below was paid or accrued to the Company's current and former CEOs and current and former CFOs:

	2019		2018	
Management fees	\$	45,000	\$	30,000
Share-based payments	\$	-	\$	44,205

7. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the exploration and development of exploration and evaluation assets in British Columbia, Canada.