Rockwealth Resources Corp.

Consolidated Financial Statements

For the Years Ended

July 31, 2019 and 2018

MANNING ELLIOTT
ACCOUNTANTS & BUSINESS ADVISORS

17th floor, 1030 West Georgia St., Vancouver, BC, Canada V6E 2Y3
Tel: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Rockwealth Resources Corp.

Opinion

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

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying consolidated financial statements, which indicates that there is an accumulated deficit of $62,346,962 since inception, a working capital deficiency of $704,388, and the Company expects to incur further losses in the development of its business. As stated in Note 1, these events and conditions, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information, which comprises the information included in the Company's Management Discussion & Analysis to be filed with the relevant Canadian securities commissions.

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

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

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

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Ted McLellan.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
November 25, 2019

Rockwealth Resources Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	**July 31, 2019**	July 31, 2018
		$	$
Assets			
Current			
Cash		**3,897**	92,673
GST recoverable		**37,524**	10,737
Prepaid expenses		**-**	2,975
		41,421	106,385
Total Assets		**41,421**	106,385
Liabilities and Deficiency			
Current Liabilities:			
Accounts payable and accrued liabilities		**98,175**	216,806
Due to related parties	**7 (a)**	**647,634**	484,754
Notes payable	**5(b),7(b)**	**-**	180,000
Total Liabilities		**745,809**	881,560
Deficiency			
Share capital	**5**	**61,184,037**	60,746,503
Contributed surplus		**458,537**	354,000
Deficit		**(62,346,962)**	(61,875,678)
Total Deficiency		**(704,388)**	(775,175)
Total Liabilities and Deficiency		**41,421**	106,385

Nature of operations and going concern (Note 1)

Subsequent events (Note 10)

Approved and authorized on November 25, 2019 on behalf of the Board:

/s/ Devinder Randhawa	*/s/ Ross McElroy*
Director	Director

The accompanying notes are integral to these consolidated financial statements.

Rockwealth Resources Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

		Years Ended	
	Note	**July 31, 2019**	July 31, 2018
		$	$
General and administrative expenses			
Consulting	**7**	**444,333**	149,783
Exploration and evaluation costs		**17,159**	9,819
Legal and professional		**36,178**	18,746
Office and administration	**7**	**75,385**	33,508
Operating loss		**(573,055)**	(211,856)
Other income (loss)			
Gain on loss of control of subsidiaries	**4**	**143,842**	-
Loss on debt extinguishment	**5(b)**	**(42,071)**	-
Loss from continuing operations		**(471,284)**	(211,856)
			-
Net loss and comprehensive loss for the year		**(471,284)**	(211,856)
Basic and diluted net loss per common share		**(0.07)**	(0.04)
Weighted average number of common shares outstanding		**7,093,947**	4,858,605

The accompanying notes are integral to these consolidated financial statements.

Rockwealth Resources Corp.
Consolidated Statements of Changes in Deficiency
(Expressed in Canadian dollars except the number of shares)

	Common shares				
	Outstanding Shares	**Share Capital**	**Contributed surplus**	**Deficit**	**Deficiency Total**
		$	**$**	**$**	**$**
Balance, July 31, 2017	4,858,605	60,746,503	354,000	(61,663,822)	(563,319)
Loss and comprehensive loss for the year	-	-	-	(211,856)	(211,856)
Balance, July 31, 2018	**4,858,605**	**60,746,503**	**354,000**	**(61,875,678)**	**(775,175)**
Shares issued pursuant to private placement (Note 5(b))	3,200,000	208,534	111,466	-	320,000
Shares issued pursuant to debt settlement (Note 5(b),7(b))	1,800,000	229,000	(6,929)	-	222,071
Loss and comprehensive loss for the year	-	-	-	(471,284)	(471,284)
Balance, July 31, 2019	**9,858,605**	**61,184,037**	**458,537**	**(62,346,962)**	**(704,388)**

The accompanying notes are integral to these consolidated financial statements.

Rockwealth Resources Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	For the Years Ended	
	July 31, 2019	July 31, 2018
	$	$
Operating activities		
Net loss for the year	**(471,284)**	(211,856)
Non-cash items:		
Gain on loss of control of subsidiaries	**(143,842)**	-
Loss on debt extinguishment	**42,071**	-
Changes in non-cash working capital items:		
Increase in GST recoverable	**(26,787)**	(7,792)
Decrease in prepaid expenses	**2,975**	3,066
Increase in accounts payable and accrued liabilities	**25,211**	2,108
Increase in due to related parties	**162,880**	133,254
Cash used in operating activities	**(408,776)**	(130,636)
Financing activities		
Proceeds from private placement	**320,000**	-
Proceeds from notes payable	**-**	155,000
Cash provided by financing activities	**320,000**	155,000
Change in cash	**(88,776)**	73,780
Cash, beginning of the year	**92,673**	18,893
Cash, end of the year	**3,897**	92,673
Non-cash investing and financing activities		
Issuance of common shares and warrants in connection with debt settlement	336,815	-

There were no amounts of cash paid for interest or income taxes for the years presented.

The accompanying notes are integral to these consolidated financial statements.

1. Nature of Operations and Going Concern

Rockwealth Resources Corp. (the "Company") is incorporated under the Business Corporations Act of British Columbia. The principal address and records office is 700-1620 Dickson Ave, Kelowna, British Columbia, V1Y 9Y2. The registered office of the Company is 700-595 Howe St., Vancouver, B.C. V6C 2T5. The Company's common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol "RWR" (previously "CZH").

The Company is an exploration stage company and engages principally in the acquisition, exploration and development of resource properties. The Company has yet to determine whether its exploration and evaluation assets contain economically viable ore reserves and there is no guarantee that mineral deposits will be discovered in the future. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon proving the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production and/or proceeds from the disposition thereof.

On September 13, 2019, the Company entered into a a binding amalgamation agreement with Realgold Resources Corp ("Realgold"), pursuant to which the Company will acquire all of the issued and outstanding securities of Realgold. This transaction will constitute an arm's length reverse takeover by Realgold (Note 10 (b)).

These consolidated financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Several conditions discussed below create a material uncertainty which casts significant doubt about the Company's ability to continue as a going concern.

At July 31, 2019, the Company had not achieved profitable operations, has an accumulated deficit of $62,346,962 since inception, a working capital deficiency of $704,388, and expects to incur further losses in the development of its business. The Company believes that, based on its cash flow forecasts, its ability to reduce certain expenditures, if required, and continued support from certain related parties, it will be able to continue as a going concern for at least the next 12 months. Management recognizes that the Company will need to obtain additional financial resources in order to meet its planned business objectives. There are no assurances that the Company will be able to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities. Furthermore, failure to continue as a going concern would require that the Company's assets and liabilities be restated on a liquidation basis, whereby values and statement of financial position classifications would differ significantly from the going concern basis.

2. Basis of Presentation

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as at July 31, 2019. These consolidated financial statements were approved and authorized for issuance by the Board of Directors on November 25, 2019.

2. Basis of Presentation (continued)

Basis of consolidation

These consolidated financial statements include the financial information of all subsidiaries subject to control by the Company to July 31, 2018; as at July 31, 2019, the Company determined it no longer controlled any of its subsidiaries as described below.

Control is achieved when the Company has the power to directly or indirectly govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date on which control is obtained and continue to be consolidated until the date that such control ceases. Intercompany balances, transactions and unrealized intercompany gains and losses are eliminated upon consolidation. As at July 31, 2019, it was determined that the Company had lost control of its subsidiaries through a series of events including but not limited to the subsidiaries reaching an insolvent state, and loss of control to internal financial and corporate information of the subsidiaries (Note 4). The Company's former subsidiaries comprised:

Name of Subsidiary	Principal Activity	Incorporation	Interest at July 31, 2018
Asian Arc Mining Resources Corp.	Mineral Exploration	Philippines	100%
Crazy Horse Resources (BVI) Holdings Inc.	Holding Company	British Virgin Island	100%
Crazy Horse Resources (BVI) Philippines Inc.	Holding Company	British Virgin Island	100%
Taysan Port Corp.	Holding Company	Philippines	40%
Lupang Barako Development Inc.	Holding Company	Philippines	40%

The Company's former 100% owned subsidiary, Asian Arc Mining Resource Corp. ("Asian Arc"), holds a 40% interest in each of Lupang Barako Development Inc. ("LBDI") and Taysan Port Corp. ("Taysan Port"). Asian Arc also entered into option agreements in respect of each entity whereby it has the exclusive and assignable right to purchase the remaining 60% interest respectively for a pre-determined, fixed nominal value. Under the various agreements governing the operations of LBDI and Taysan Port, the Company was required to fund 100% of the operations of each entity and has effective sole rights to the economic returns of LBDI and Taysan Port. In such circumstances, the assets and liabilities of LBDI and Taysan Port had been attributed 100% to the consolidated entity.

These consolidated financial statements have been prepared and presented in Canadian dollars ("CAD") on a historical cost basis and unless otherwise noted all figures are in CAD.

Functional and presentation currency

The functional currency of a company is the currency of the primary economic environment in which the company operates. The presentation currency for a company is the currency in which the company chooses to present its financial statements. These financial statements are presented in CAD, being the Company's presentation and functional currency. The functional currency of its subsidiaries is also CAD.

3. Significant Accounting Policies

a) Cash and Cash Equivalents

Cash and cash equivalents consist of amounts held in banks and redeemable fixed term deposits cashable on demand or that have a term to maturity of three months or less at the time acquired.

b) Mineral Property Interests

i) Exploration and Evaluation

Property option payments, common shares issued, and other costs associated with acquiring the legal rights to explore a specific resource property are capitalized as mineral property interests and classified as intangible exploration and evaluation assets, whereas exploration and evaluation expenditures are recognized as expenses as they are incurred during the period. Exploration and evaluation expenditures include costs of assaying, community development, consumables and supplies, drilling, geological consulting, scoping and feasibility study, site administration and other costs to maintain legal rights to explore an area.

ii) Development

Upon completion of a technical feasibility study and when commercial viability is demonstrated, capitalized exploration and evaluation assets are transferred to and classified as mineral property acquisition and development costs. Costs associated with the commissioning of new assets incurred in the period before they are operating in the way intended by management are capitalized. Development expenditure is net of the proceeds of the sale of metals from ore extracted during the development phase. Interest on borrowings related to the construction and development of assets are capitalized until substantially all the activities required to make the asset ready for its intended use are complete.

Mineral property interests are derecognized upon disposal or when no future economic benefits are expected. Gains and losses on disposal are determined by comparing the proceeds from disposal with the carrying amount of the item and are recognized in the statements of loss and comprehensive loss.

iii) Depreciation

Mineral property acquisition and development costs will be depreciated on a units-of-production method based on the estimated life of the ore reserves once production commences. The Company’s management conducts an annual assessment of the estimated residual values, useful lives, and depreciation methods used for mineral property acquisition and development costs. Any material changes in estimates are applied prospectively.

3. Significant Accounting Policies (continued)

b) Mineral Property Interests (continued)

iv) Impairment

The carrying value of all categories of mineral property interests and exploration and evaluation assets are reviewed for impairment at each reporting period for indicators that the recoverable amount may be less than the carrying value. When indicators of impairment are present, the recoverable amount of an asset is evaluated at the level of a cash generating unit (CGU), the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, where the recoverable amount of a CGU is the greater of the CGU's fair value less costs to sell and its value in use. An impairment loss is recognized in profit or loss to the extent that the carrying amount exceeds the recoverable amount.

Value-in-use is based on estimates of discounted future cash flows expected to be recovered from an asset or CGU through their use. Estimated future cash flows are calculated using estimates of future recoverable reserves and resources, future commodity prices and expected future operating and capital costs. Once calculated, 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.

Fair value less costs to sell is the amount obtainable from either quotes from an active market or the sale of an asset or CGU in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Costs of disposal are incremental costs directly attributable to the disposal of an asset or CGU, excluding finance costs and income tax expense.

Impairment losses recognized in respect of CGUs are allocated to reduce the carrying amounts of the other assets in the unit or group of units on a pro rata basis. Impairment losses are recognized in other expenses. Assumptions, such as commodity prices, discount rate, and expenditures, underlying the fair value estimates are subject to uncertainties. Impairment charges are recorded in the reporting period in which determination of impairment is made by management.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depletion or amortization, if no impairment loss had been recognized.

c) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. The increase in the obligation due to the passage of time is recognized as a finance expense.

3. Significant Accounting Policies (continued)

d) Property, Plant and Equipment

Property, plant and equipment are stated at historical cost net of accumulated amortization and impairment losses. Amortization is recorded on a declining-balance basis at the following annual rates:

Exploration equipment	30%
Assaying equipment	30%
Office furniture and equipment	20%
Computer equipment	33%
Software	33%

e) Site Closure and Reclamation Provision

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

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mineral properties, plant and equipment. These costs are depreciated on a basis consistent with depreciation, depletion, and amortization of the underlying assets.

f) Income Taxes

Provision for income taxes consists of current and deferred tax expense. Income tax expense is recognized in profit or loss for the year except to the extent that it relates to items recognized either in other comprehensive income (loss) or directly in equity, in which case it is recognized in other comprehensive income (loss) or in equity, respectively. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years. Taxes on income in the interim periods are accrued using the tax rate that would be applicable to expected total annual earnings.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for temporary differences associated with the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss and temporary differences relating to investments in subsidiaries to the extent that it is probable that they will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse based on the laws that have been enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

3. Significant Accounting Policies (continued)

g) Share Capital and Warrants

The Company records in shareholders' equity proceeds from share issuances net of issuance costs and any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the agreement to issue shares was concluded. Common shares held by the Company are classified as treasury stock and recorded as a reduction to shareholders' equity.

The Company allocates the proceeds received upon issue of equity units, consisting of shares and warrants, using a relative fair value method with respect to the measurement of shares and warrants issued. The relative fair values method requires each component to be valued at fair value and an allocation of the net proceeds received based on the pro-rata fair relative values of the components. The fair value of the warrant component is determined using the Black-Scholes pricing model. When warrants expire unexercised, the pro rata amounts attributed to the warrants are reclassified from reserves to share capital.

h) Loss per Share

Basic loss per share is calculated by dividing the loss available to common shareholders by the weighted average number of common shares issued and outstanding during the year. The Company uses the treasury stock method for calculating diluted loss per common share. Diluted and basic loss per share are the same because the effects of potential issuances of shares under options and warrants would be anti-dilutive.

i) Share-based Payments

From time to time, the Company grants options to purchase common shares to directors, officers, employees and non-employees. The Company accounts for share-based payments, including stock options, at their fair value on the grant date and recognizes the cost as a compensation expense over the period that the employees become entitled to the award. The fair value of the options on the grant date is determined using the Black-Scholes pricing model for stock option awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service conditions are expected to be met such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service conditions at the vesting date. A corresponding increase is recognized in shareholders' equity for these costs.

j) Foreign Currencies Transactions

Transactions in foreign currencies are translated into the functional currency at exchange rates at the date of the transactions. Foreign currency differences arising on translation are recognized in profit or loss. Foreign currency monetary assets and liabilities are translated at the functional currency exchange rate at the statement of financial position date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when acquired. All gains and losses on translation of these foreign currency transactions are included in the consolidated statements of loss and comprehensive loss.

k) Discontinued Operations

A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- Represents a separate major line of business or geographical area of operations;
- Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- Is a subsidiary acquired exclusively with a view to resale.

3. Significant Accounting Policies (continued)

k) Discontinued Operations (continued)

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the consolidated statement of loss and comprehensive loss.

Additional disclosures are provided in Note 4. All other notes to the consolidated financial statements include amounts for continuing operations, unless indicated otherwise.

l) Financial Instruments

Financial Assets

i) Classification

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through other comprehensive income ("FVOCI"), or through profit or loss ("FVTPL"); and
- Those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method. The Company has not designated any financial assets at amortized cost.

- "FVOCI": Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income ("OCI"), except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest method. The Company has not designated any financial assets at FVOCI.

3. Significant Accounting Policies (continued)

l) Financial Instruments (continued)

- FVTPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the statement of loss and comprehensive loss in the period in which it arises. The Company has classified its cash as FVTPL.

Financial Liabilities

The Company classifies its financial liabilities into the following categories:

- FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss.

The Company has not designated any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method. The Company has classified its accounts payable, due to related parties and notes payable amortized cost.

Impairment

A financial asset not carried at FVTPL is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

The Company recognizes loss allowances for expected credit losses (“ECLs”) on its financial assets measured at amortized cost. Due to the nature of its financial assets, the Company measures loss allowances at an amount equal to expected lifetime ECLs. Lifetime ECLs are the anticipated ECLs that result from all possible default events over the expected life of a financial asset. ECLs are a probability weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the related financial asset. The Company does not have any financial assets that contain a financing component.

3. Significant Accounting Policies (continued)

m) Critical Accounting Judgments and Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the consolidated financial statements and the reported amounts of revenues and expenses during the reported years. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Information about critical judgments and estimates in applying accounting policies that have the most significant effect of amounts recognized in the consolidated financial statements is as follows:

Significant accounting estimates
- the measurement of deferred income tax assets and liabilities; and
- the inputs used in accounting for warrants valuation.

Significant accounting judgments
- the assessment of indications of impairment of the mineral property and related determination of the net realizable value and write-down of the mineral property where applicable;
- the determination as to whether the company has lost control of its subsidiaries ;
- the determination of categories of financial assets and financial liabilities;
- the evaluation of the Company’s ability to continue as a going concern ; and
- the assessment of whether an extinguishment of an existing financial liability involving a creditor that is also a direct or indirect shareholder of the Company, is one in which the creditor is also acting in its capacity as such.

n) Adoption of New or Amended Accounting Standards

The following new standards, and amendments to standards and interpretations, are effective for the year ended July 31, 2019, and have been applied in preparing these consolidated financial statements:

IFRS 9 *Financial Instruments* – In July 2014, the IASB issued the final version of IFRS 9 – Financial Instruments (“IFRS 9”) to replace IAS 30 – Financial Instruments: Recognition and Measurement in its entirety. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking ‘expected-loss’ impairment model, as well as a substantially reformed approach to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018. The Company adopted IFRS 9 retrospectively, without restatement of prior year consolidated financial statements.

(Expressed in Canadian Dollars) TSX.V: RWR

3. Significant Accounting Policies (continued)

n) Adoption of New or Amended Accounting Standards (continued)

The Company assessed that there was no significant impact to the consolidated financial statements on the adoption of classification and measurement of its financial instruments, and the classification under the new and old standard is set out below:

Financial Instrument	IAS 39	IFRS 9
Cash and cash equivalents	FVTPL	FVTPL
Accounts payable	Other financial liabilities	Amortized cost
Notes payable	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost

o) New Accounting Standards Issued but Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended July 31, 2019, and have not been applied in preparing the consolidated financial statements.

Effective for annual periods beginning on January 1, 2019

IFRS 16 *Leases* – IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases, with the objective of ensuring that lessees and lessors provide relevant information that faithfully represents those transactions.

IFRIC 23 *Uncertainty over Income Tax Treatments* – IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. Earlier application is permitted. The Interpretation requires: (a) an entity to contemplate whether uncertain tax treatments should be considered separately, or together as a group, based on which approach provides better predictions of the resolution; (b) an entity to determine if it is probable that the tax authorities will accept the uncertain tax treatment; and (c) if it is not probable that the uncertain tax treatment will be accepted, measure the tax uncertainty based on the most likely amount or expected value, depending on whichever method better predicts the resolution of the uncertainty.

These new standards, amendments and interpretations have not been early adopted in the consolidated financial statements and are not expected to have a material effect on the Company's future results and financial position.

4. Discontinued Operations

During the year ended July 31, 2019, the Company determined it had lost control of its legal subsidiaries as described in Note 2 through a series of events including but not limited to the subsidiaries reaching an insolvent state, and loss of control to internal financial and corporate information of the subsidiaries. The operations of the subsidiaries were reported as discontinued in 2019 accordingly.

(Expressed in Canadian Dollars) TSX.V: RWR

4. Discontinued Operations (continued)

As a result of this loss of control, the Company derecognized the assets and liabilities of the subsidiaries. Any resulting gain or loss is recognized in profit or loss.

	$
Assets of subsidiaries derecognized	-
Liabilities of subsidiaries derecognized	**143,842**
Gain on loss of control of subsidiaries	**(143,842)**

During the years ended July 31, 2019 and 2018, there was no net income or loss from discontinued operations. During the years ended July 31, 2019 and 2018, these were no cash flows from or used in discontinued operations.

5. Shareholders' Equity

a) Authorized

Unlimited number of common shares without par value

b) Issued Share Capital

On January 31, 2019, the Company closed a previously announced private placement by issuing 3,200,000 Units at a price of $0.10 per Unit. Each Unit comprised one common share and one share purchase warrant exercisable for two years at a price of $0.125 per share. Gross proceeds from this private placement of $208,534 were allocated to share capital and $111,466 to warrants based on their relative fair values.

On January 31, 2019, the Company issued 500,000 Units with a fair value of $92,071 in connection with a debt settlement agreement entered into with an arm's length creditor. Each Unit comprised one common share and one share purchase warrant exercisable for two years at a price of $0.125 per share. Total fair value from issuance of $60,000 were allocated to share capital and $32,071 to warrants based on their relative fair values. The debt had a carrying value of $50,000. On completion of the debt settlement, the Company recorded a loss on settlement in the amount of $42,071.

On May 8, 2019, the Company issued 1,300,000 Units with a fair value of $244,744 in connection with a debt settlement agreement entered into with the Chief Executive Officer (Note 7(b)). Each Unit comprised one common share and one share purchase warrant exercisable for two years at a price of $0.125 per share. Total fair value from issuance of $169,000 were allocated to share capital and $75,744 to warrants based on their relative fair values. The debt had a carrying value of $130,000. As the transaction involves a creditor that is also a direct shareholder of the Company acting in the capacity thereof, the resulting difference of $114,744 is recognized in the consolidated statement of equity.

c) Stock Options and Warrants

The Company has a shareholder approved stock option plan which allows the Board of Directors to grant stock options to directors, officers, employees, contractors and consultants. The exercise price of each option is based on the market price of the Company's common stock at the date of grant less any applicable discount. The options can be granted for a maximum term of five years with vesting terms determined by the Board of Directors at the time of any grant.

(Expressed in Canadian Dollars) TSX.V: RWR

5. Shareholders' Equity (continued)

c) Stock Options and Warrants (continued)

i. Warrants

	Number of Warrants	Weighted Average Exercise Price
		$
Warrants outstanding, July 31, 2017 and 2018	**-**	**-**
Warrants issued – private placement and debt settlement	5,000,000	0.125
Warrants outstanding, July 31, 2019	**5,000,000**	**0.125**

As at July 31, 2019, the Company had warrants outstanding and exercisable as follows:

Expiry Date	Exercise Price	Number of Warrants	Weighted Average Remaining Contractual Life (Years)
January 31, 2021	$0.125	3,700,000	1.51
May 8, 2021	$0.125	1,300,000	1.77
		5,000,000	1.58

The following assumptions were used for the Black – Scholes pricing model valuation of warrants issued during the year ended July 31, 2019.

Expiry Date	July 31, 2019	July 31, 2018
Risk-free interest rate	1.76%	1.59%
Expected life of warrants (years)	2.0	2.0
Expected annualized volatility	104%	93%
Expected dividend rate	0%	0%

ii. Options

As at July 31, 2019, the Company has no options issued or outstanding.

(Expressed in Canadian Dollars) TSX.V: RWR

6. Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to pursue the exploration of its mineral properties, and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

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. 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 exploration of mineral property interest. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, and/or acquire or dispose of assets.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets, the status of the Company's projects in relation to these markets and its ability to compete for investor support of its projects.

7. Related Party Transactions

Unless otherwise noted, amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment. The following related party transactions were in the normal course of operations and measured at the exchange amount, which is the amount established and agreed to by the related parties:

a) Included in due common related parties is $647,634 (2018 – $484,754) for management fees payable to corporations with common directors, and executives.
.

b) Included in notes payable is $Nil (2018 - $130,000) owing to the Chief Executive Officer of the Company. The funds were accounted for as an unsecured note payable, bearing no interest and due on demand. During the year ended July 31, 2019, the funds were repaid pursuant to a debt settlement in which the Company issued 1,300,000 Units with a fair value of $244,744 (Note 5 (b)).

c) During the year ended July 31, 2019 and 2018, the Company incurred the following expenses paid or payable to key management personnel, directors, and companies with a common director or officer:

	Years Ended July 31,	
Amounts paid or payable to key management personnel:	**2019**	2018
Consulting fees	**$ 401,650**	$ 149,783

(Expressed in Canadian Dollars) TSX.V: RWR

8. Financial Instruments

a) Fair Value and classification of Financial Instruments

The Company's financial instruments consist of cash, accounts payable, due to related parties and notes payable. Financial instruments are classified into one of the following categories: FVTPL, FVTOC, or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category	**July 31, 2019**	July 31, 2018
Cash	FVTPL	**$ 3,897**	$ 92,673
Accounts payable	Amortized cost	**98,175**	216,806
Due to related parties	Amortized cost	**647,634**	484,754
Note payable	Amortized cost	**-**	180,000

IFRS 7, Financial Instruments: Disclosures, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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).

Cash is carried at fair value using a level 1 fair value measurement. The fair value of accounts payables, due to related parties and notes payable approximates their carrying value due to their short-term maturity.

b) Management of Risks Arising from Financial Instruments

The Company is exposed to various types of market risks including, but not limited to:

(i) Credit Risk – Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company's credit risk is associated primarily with its cash and GST recoverable. The credit risk is minimized by placing cash with major financial institutions.

(ii) Interest Rate Risk – Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. If interest rates decrease, the Company will generate less interest revenue.

(iii) Liquidity Risk **–** Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and anticipated exercise of share purchase options and warrants. The Company's cash is held in business accounts which are available on demand for the Company's programs. Accounts payable and accrued liabilities and amounts due to related parties are due within 12 months of the date on the statements of financial position.

(Expressed in Canadian Dollars) TSX.V: RWR

8. Financial Instruments (continued)

b) Management of Risks Arising from Financial Instruments (continued)

(iv) Foreign Exchange Rate Risk – The Company operates in Canada and formerly in the Philippines and is exposed to low foreign exchange risk as there are no financial assets in the Philippine pesos ("PhP"). Foreign exchange risk arises from purchase transactions as well as financial assets and liabilities denominated in the foreign currency.

9. Income tax

a) The Company's effective tax rate differs from the amounts computed by applying the combined federal and provincial income tax rate of 27.00% (2018 – 26.00%) for the following reasons:

		2019		2018
Loss before income taxes	$	**(471,284)**	$	(211,856)
Statutory tax rate		**27.00%**		26.00%
Expected income tax recovery at statutory rates	$	**(127,247)**	$	(55,083)
Adjustments to recovery based on:				
Permanent difference		**(34,197)**		2,553
Difference in tax rates in different jurisdictions and other		**148,601**		(757)
Change in unrecognized tax assets		**12,843**		53,287
Provision for income tax expense	$	**-**	$	-

Deferred tax assets have not been recognized as at July 31, 2019 and 2018 in respect of the following items:

		2019		2018
Non-capital losses	$	**2,062,986**	$	1,966,478
Other deductible temporary differences		**-**		83,665
	$	**2,062,986**	$	2,050,143

(Expressed in Canadian Dollars) TSX.V: RWR

9. Income tax (continued)

b) The Company has non-capital losses which may be applied to reduce future taxable income. At July 31, 2019, the Company had approximately $7,639,000 (2018 - $7,653,000) of non-capital loss carry forwards available to reduce taxable income for future years. The non-capital losses expire from 2026 to 2039:

		Total
2026	$	-
2027		20,000
2028		36,000
2029		69,000
2030		506,000
2031		2,094,000
2032		988,000
2033		1,214,000
2034		579,000
2035		401,000
2036		531,000
2037		401,000
2038		202,000
2039		598,000
	$	7,639,000

10. Subsequent events

a) On August 15, 2019, the Company closed a non-brokered private placement of 5,000,000 common shares of the Company at a price of $0.20 per share for gross proceeds of $1,000,000. The Company paid cash finder's fees of $54,000 and issued 70,000 non-transferable finder warrants. Each finder warrant is exercisable to purchase one common share of the Company at a price of $0.20 per share for a period of 12 months from the date of issuance.

b) On September 13, 2019, the Company entered into a binding amalgamation agreement with Realgold Resources Corp ("Realgold"), pursuant to which the Company will acquire all of the issued and outstanding securities of Realgold (the "Transaction"). The Transaction will constitute an arm's length reverse takeover by Realgold. The Transaction is subject to a number of terms and conditions as set forth in the amalgamation agreement, including (among other things) the approval of the TSX-V (as defined in Note 1). On October 24, 2019, in connection with the Transaction, the Company provided a loan to Realgold for a principal amount of $250,000. Should the Transaction be terminated, interest shall accrue on the unpaid balance of the principal amount at a rate of 5% per annum as of such termination date. As consideration for the loan, Realgold will grant security to the Company over all of its present and after-acquired personal property.