

**Copper Reef Mining Corporation**

**FINANCIAL STATEMENTS**

**YEARS ENDED NOVEMBER 30, 2018 AND 2017**

**(Expressed in Canadian Dollars)**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Copper Reef Mining Corporation

We have audited the accompanying financial statements of Copper Reef Mining Corporation, which comprise the statements of financial position as at November 30, 2018 and 2017, and the statements of loss and comprehensive loss, statements of changes in equity and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Copper Reef Mining Corporation as at November 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

### Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements, which indicates that Copper Reef Mining Corporation had continuing losses during the year ended November 30, 2018 and a working capital deficiency and a cumulative deficit as at November 30, 2018. These conditions along with other matters set forth in Note 1 indicate the existence of a material uncertainty that may cast significant doubt about the ability of Copper Reef Mining Corporation to continue as a going concern.

UHY McGovern Hurley LLP



Chartered Professional Accountants  
Licensed Public Accountants

Toronto, Canada  
March 22, 2019

**Copper Reef Mining Corporation**  
**Statements of Financial Position**  
(Expressed in Canadian Dollars)

	Notes	November 30,	
		2018	2017
<b>Assets</b>			
<b>Current assets</b>			
Cash		13,960	118,832
Marketable securities	4	202,400	155,100
Amounts receivable	5	9,850	5,082
<b>Total current assets</b>		<b>226,210</b>	279,014
<b>Non-current assets</b>			
Exploration and evaluation assets	6, 10	9,057,283	8,916,122
<b>Total Assets</b>		<b>9,283,493</b>	9,195,136
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	7,10	288,546	287,665
<b>Non-current liabilities</b>			
Deferred income taxes	9	1,050,500	1,012,000
<b>Total Liabilities</b>		<b>1,339,046</b>	1,299,665
<b>Shareholders' equity</b>			
Share capital	8(a)(b)	13,875,415	13,685,115
Stock option reserve	8(c)	275,000	261,000
Warrant reserve	8(d)	173,400	230,900
Deficit		(6,379,368)	(6,281,544)
<b>Total Shareholders' Equity</b>		<b>7,944,447</b>	7,895,471
<b>Total Liabilities and Shareholders' Equity</b>		<b>9,283,493</b>	9,195,136

Going Concern (Note 1)

Commitments and contingencies (Notes 6 and 11)

Subsequent events (Note 15)

Approved on behalf of the Board of Directors

*"Stephen L. Masson"*

*"Robert Granger"*

Chief Executive Officer & Director

Director

The accompanying notes are an integral part of these financial statements

**Copper Reef Mining Corporation**  
**Statements of Loss and Comprehensive Loss**  
(Expressed in Canadian Dollars)

	Notes	Years Ended November 30	
		2018	2017
		\$	\$
<b>Expenses</b>			
Amortization		–	1,444
General and administrative	10	<b>196,163</b>	229,937
Investor relations		<b>4,758</b>	1,921
Share based compensation	8(c)	<b>14,000</b>	261,000
Generative exploration	6	<b>69,003</b>	67,105
Total expenses		<b>283,924</b>	561,407
<b>Other income/(loss)</b>			
Option payments received		–	78,000
Unrealized/ realized gain (loss) on marketable securities	4	<b>47,300</b>	(64,100)
Write-down of properties		–	(80,000)
Total other income (loss)		<b>47,300</b>	(66,100)
(Loss) before income taxes		<b>(236,624)</b>	(627,507)
Deferred income tax (expense)/recovery		<b>24,000</b>	88,000
Net (loss) and comprehensive (loss) for the year		<b>(212,624)</b>	(539,507)
(Loss) per share, basic and diluted		<b>(0.002)</b>	(0.004)
Weighted average shares outstanding, basic and diluted		<b>147,312,916</b>	136,237,190

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

**Copper Reef Mining Corporation**  
**Statements of Changes in Equity**  
(Expressed in Canadian Dollars)

November 30, 2018 and 2017

	Notes	Number of Shares #	Amount \$	Stock Option Reserve \$	Warrant Reserve \$	Deficit \$	Total Shareholders' Equity \$
<b>Balance as at November 30, 2016</b>		<b>127,531,300</b>	<b>13,481,215</b>	<b>–</b>	<b>129,700</b>	<b>(5,839,537)</b>	<b>7,771,378</b>
Units issued for cash, private placement	8	14,350,000	425,000	–	–	–	425,000
Value of warrants issued	8	–	(190,700)	–	190,700	–	–
Broker warrants issued	8	–	(8,000)	–	8,000	–	–
Cash commissions on issue of shares	8	–	(22,400)	–	–	–	(22,400)
Fair value of expired warrants	8	–	–	–	(97,500)	97,500	–
Issuance of options	8	–	–	261,000	–	–	261,000
Net loss & comprehensive loss for the year		–	–	–	–	(539,507)	(539,507)
<b>Balance as at November 30, 2017</b>		<b>141,881,300</b>	<b>13,685,115</b>	<b>261,000</b>	<b>230,900</b>	<b>(6,281,544)</b>	<b>7,895,471</b>
Units issued for cash, private placement	8	8,330,000	257,000	–	–	–	257,000
Value of warrants issued	8	–	(55,800)	–	55,800	–	–
Broker warrants issued	8	–	(1,500)	–	1,500	–	–
Cash commissions on issue of shares	8	–	(9,400)	–	–	–	(9,400)
Fair value of expired warrants	8	–	–	–	(114,800)	114,800	–
Issuance of options	8	–	–	14,000	–	–	14,000
Net loss & comprehensive loss for the year		–	–	–	–	(212,624)	(212,624)
<b>Balance as at November 30, 2018</b>		<b>150,211,300</b>	<b>13,875,415</b>	<b>275,000</b>	<b>173,400</b>	<b>(6,379,368)</b>	<b>7,944,447</b>

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

**Copper Reef Mining Corporation**  
**Statements of Cash Flows**  
(Expressed in Canadian Dollars)

November 30, 2018 and 2017

	Notes	Years Ended November 30	
		2018	2017
		\$	\$
<b>Cash Flows from Operating Activities</b>			
Items not affecting cash:			
Net loss for the year		(212,624)	(539,507)
Unrealized (gain)/loss on marketable securities		(47,300)	64,100
Share based compensation		14,000	261,000
Deferred income tax recovery		(24,000)	(88,000)
Write down of properties		–	80,000
Amortization		–	1,445
(Increase)/decrease in amounts receivable and accrued liabilities	5	(4,772)	440
Increase/(decrease) in amounts payable	8	76,610	(12,768)
<b>Cash (used in) operating activities</b>		<b>(198,086)</b>	<b>(233,290)</b>
<b>Cash Flows from Financing Activities</b>			
Proceeds from share and warrant issuance	8	257,000	425,000
Share issue costs – cash	8	(9,400)	(22,400)
<b>Cash provided from financing activities</b>		<b>247,600</b>	<b>402,600</b>
<b>Cash Flows from Investing Activities</b>			
Cash proceeds from property option payments		–	50,000
Exploration, evaluation and expenditures, MEAP rebates received	7	(187,332)	(290,158)
	7	32,946	77,666
<b>Cash provided (used in) from investing activities</b>		<b>(154,386)</b>	<b>(162,492)</b>
Change in cash		(104,872)	6,818
Cash, beginning of year		118,832	112,014
Cash, end of year		13,960	118,832

**Supplemental Information**

(1) Change in accrued exploration expenditures	(13,224)	46,203
(2) Marketable securities received from the sale of property	–	28,000
(3) Marketable securities receivable from sale of property	–	(168,000)

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

## **1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS**

Copper Reef Mining Corporation (the "Company" or "Copper Reef") was incorporated under the laws of the Province of Manitoba on March 27, 1973 as "Copper Reef Mines (1973) Limited". The Company's name was amended to Copper Reef Mining Corporation September 8, 2006. The Company's Head Office is located at 6 Mitchell Road, Flin Flon, Manitoba R8A 1N1.

The shares of the Company are listed on the Canadian Securities Exchange under the symbol "CZC". The Company is engaged in the identification, acquisition and exploration of mineral properties in Canada, with present activities concentrated in the provinces of Manitoba and Saskatchewan.

The financial statements of Copper Reef for the year ended November 30, 2018, were reviewed by the Audit Committee and approved and authorized by the Board of Directors on March 22, 2019.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and 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, unregistered claims, other land claims and non-compliance with regulatory, social and environmental requirements. These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. These adjustments could be material.

As at November 30, 2018, the Company had not advanced any of its properties to commercial production and is not able to finance day to day activities through operations. During the year ended November 30, 2018, the Company incurred a net loss of \$212,624 including stock-based compensation of \$14,000 (2017 – \$539,507 including stock based compensation of \$261,000), property write-down \$nil (2017– \$80,000), and unrealized gain/(loss) on securities held – \$47,300 (2017 – \$(64,100)), had a working capital deficiency and an accumulated deficit of \$6,379,368 as at November 30, 2018 (2017 - \$6,281,544). These conditions indicate the existence of material uncertainties which cast significant doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with funds currently on hand and through the raising of equity, if available.

Subsequent to December 31, 2018, the Company announced the closing of a private placement that contributed \$197,000 to working capital. Please refer to Note 15 – Subsequent Events for details.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION**

**a) ACCOUNTING POLICIES THAT BECAME EFFECTIVE DURING THE YEAR ENDED NOVEMBER 30, 2018**

None

**b) STATEMENT OF COMPLIANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS**

These financial statements of the Company have been prepared in accordance with 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 set out below were consistently applied to all periods presented unless otherwise noted below. These financial statements have been prepared on a historical cost basis except for financial instruments carried at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

**c) BASIS OF PREPARATION**

These financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation and that are effective or available for adoption for the fiscal year ended November 30, 2018.

**d) SIGNIFICANT MANAGEMENT JUDGMENT AND ESTIMATES IN APPLYING ACCOUNTING POLICIES**

The preparation of financial statements in accordance with IAS 1 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies.

**e) CRITICAL JUDGMENTS AND ESTIMATION UNCERTAINTIES**

The preparation of financial statements in conformity with IFRS requires the Company’s management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management’s best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

**ASSETS’ CARRYING VALUES AND IMPAIRMENT CHARGES**

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence of the significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

## **2 SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT)**

### **CAPITALIZATION OF EVALUATION AND EXPLORATION COSTS**

Management has determined that evaluation and exploration costs incurred have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits. See Note 7 for details of capitalized evaluation and exploration costs.

### **IMPAIRMENT OF EVALUATION AND EXPLORATION ASSETS**

While assessing whether any indications of impairment exist for evaluation and exploration assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of evaluation and exploration assets. Internal sources of information include the manner in which evaluation and exploration assets are being used or are expected to be used and indications of expected economic performance of the assets.

### **ESTIMATION OF DECOMMISSIONING AND RESTORATION COSTS AND THE TIMING OF EXPENDITURES**

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

As at November 30, 2018 and 2017, the Company does not have any material decommissioning obligations due to the early stage of exploration of its properties.

### **f) INCOME TAXES AND RECOVERABILITY OF POTENTIAL DEFERRED TAX ASSETS**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement.

Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses income tax assets at each reporting period.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)**

**g) SHARE-BASED PAYMENTS**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

**h) CONTINGENCIES**

Refer to Notes 6 and 11.

**i) CASH AND CASH EQUIVALENTS**

Cash and cash equivalents are comprised of cash on hand, deposits held on call with banks, and highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of changes in value, net of bank overdrafts which are repayable on demand. Cash and cash equivalents normally have a term to maturity of three months or less from the date of acquisition. As at November 30, 2018 and 2017, the Company did not have any cash equivalents.

**j) FINANCIAL INSTRUMENTS**

**FINANCIAL ASSETS**

Financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as loans and receivables are measured at amortized cost less impairment. The Company has classified its cash and amounts receivable as loans and receivables.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company has classified its marketable securities as FVTPL.

Financial assets classified as held-to-maturity are measured at amortized cost. The Company has no financial assets classified as held-to-maturity.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary. The Company has no financial assets classified as available-for-sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)**

**FINANCIAL LIABILITIES**

Financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or classified as other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities as other financial liabilities.

**DE-RECOGNITION OF FINANCIAL ASSETS AND LIABILITIES**

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

1. The rights to receive cash flows from the asset have expired.
2. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statement of loss.

**IMPAIRMENT OF FINANCIAL ASSETS**

The Company assesses at each reporting date whether a financial asset is impaired.

If there is objective evidence that an impairment loss on loans and receivables and held-to-maturity investments carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred, discounted at the effective interest rate computed at initial recognition. The carrying amount of the asset is reduced and the amount of the loss is recognized in profit or loss. Objective evidence of impairment of loans and receivables exists if the counterparty is experiencing significant financial difficulty, there is a breach of contract, concessions are granted to the counter-party that would not normally be granted, or it is probable that the counter-party will enter into bankruptcy or a financial reorganization.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed. Any subsequent reversal of an impairment loss is recognized in profit or loss, to the extent that the carrying value of the asset does not exceed its amortized cost at the reversal date.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)**

**k) TAXATION**

Income tax on the profit or loss for the years 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 in 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 recognized on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting 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.

**l) LOSS PER SHARE**

Basic loss per share is calculated using the net loss divided by the weighted-average number of shares outstanding during the year.

Diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive. Diluted loss per share for the years presented do not include the effect of issued and outstanding warrants and stock options as they are anti-dilutive.

**m) SHARE-BASED PAYMENTS**

Employees (including directors and senior executives) of the Company, and individuals providing similar services to those performed by direct employees, receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The costs of equity-settled transactions with employees are measured by reference to the estimated fair value at the date on which they are granted.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the estimated fair value of the share-based payment. Otherwise, share-based payments issued to non-employees are measured at the estimated fair value of goods or services received.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)**

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the year in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company’s best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a year represents the movement in cumulative expense recognized as at the beginning and end of that year and the corresponding amount is represented in stock option reserve. No expense is recognized for awards that do not ultimately vest. For those awards that expire after vesting, the recorded value is transferred to deficit.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

**n) WARRANTS RESERVE**

The warrants reserve records the grant date estimated fair value of the warrants issued until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount recorded is transferred to deficit.

**o) STOCK OPTIONS RESERVE**

The stock options reserve records items recognized as share-based payments expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount recorded is transferred to deficit.

**p) EVALUATION AND EXPLORATION**

Direct property acquisition costs, certain exploration and evaluation costs such as drilling, geotechnical analysis and mapping relating to specific properties are deferred until the properties to which they relate are brought into production, at which time they will be amortized on a unit of production basis, or until the properties are sold, abandoned or allowed to lapse, at which time they will be written off. Costs include the cash consideration paid and the fair market value of shares issued, if any, on the acquisition of exploration properties. Properties acquired under option agreements whereby payments are made at the sole discretion of the Company are recorded in the accounts at such time as the payments are made. The proceeds received from options granted are applied to the cost of the related property and any excess is included in operations for the year.

Costs incurred for administration and general exploration that are not project specific, are charged to operations. Government assistance is recorded when it is more likely than not to be received. Amounts received from government assistance are credited against the deferred exploration expenditures to which they relate.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)**

Ownership in exploration and evaluation assets involves certain inherent risks, including geological, metal prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for the evaluation and exploration assets is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in its evaluation and exploration assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management's estimates and may result in future write downs of evaluation and exploration assets carrying values.

**q) Evaluation and exploration costs**

Following confirmation of mineral reserves, receipt of permits to commence mining operations and obtaining necessary financing, evaluation and exploration costs are tested for impairment and then capitalized as deferred development expenditures included within property, plant and equipment.

**r) IMPAIRMENT OF NON-FINANCIAL ASSETS**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired.

If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's cash-generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the asset is tested as part of a larger CGU.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators. For exploration and evaluation assets, indicators of impairment would include expiration of a right to explore, no budgeted or planned material expenditure in an area, or a decision to discontinue exploration in a specific area.

Impairment losses are recognized in net loss in those expense categories consistent with the function of the impaired asset.

**s) CURRENCY TRANSLATION**

The presentation currency and the functional currency of the Company is the Canadian dollar. The Company does not have any transactions denominated in foreign currencies.

**t) EMPLOYEE BENEFITS**

**WAGES, SALARIES AND ANNUAL VACATION LEAVE**

Liabilities arising in respect of wages and salaries, vacation leave and any other employee benefits expected to be settled within twelve months of the financial position reporting date are measured at undiscounted amounts based on remuneration rates which are expected to be paid when the liabilities are settled. In respect of employees' services up to the financial position reporting date, wages and salaries and other employee benefits including annual vacation leave are recognized in accounts payable and accrued liabilities.

**EMPLOYEE AND MANAGEMENT BONUS PLANS**

A liability is recognized for the amount expected to be paid under the Company's bonus plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. Where the effect is material, the liabilities for bonus payments not expected to be settled within twelve months are discounted using a pretax risk-free rate, which most closely match the terms of maturity of the related liabilities.

Bonus liabilities expected to be settled within twelve months of the statement of financial position date are recognized in current provisions, and those that are not expected to settle within twelve months are recognized in non-current provisions.

As at November 30, 2018 and 2017, the Company had no employee or management bonus plans, other than the stock option plan as described in Note 8(c).

**u) REHABILITATION PROVISIONS**

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the year in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred by the development/construction of the mine. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The periodic unwinding of the discount is recognized in profit or loss as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur.

For closed sites, changes to estimated costs are recognized immediately in profit or loss.

As at November 30, 2018 and 2017, the Company did not have any material rehabilitation provisions.

**2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONT'D)**

**v) CONTINGENCIES**

**CONTINGENT ASSETS**

Contingent assets are not recognized in the financial statements but they are disclosed by way of a note if they are deemed probable.

**CONTINGENT LIABILITIES**

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company. Contingent liabilities are recognized in the financial statements unless the possibility of an outflow of economic resources is considered remote, in which case they are disclosed in the notes to the financial statements.

**w) FLOW THROUGH SHARES**

Flow-through shares are a unique Canadian tax incentive. Flow-through proceeds are allocated between the offering of the common shares and the sale of tax benefits when the common shares are offered. The allocation is made based on the difference between the quoted market price of the common shares and the amount the investor pays for the flow-through shares. Flow-through share premium liability is recognized for the premium paid by the investors and is then reversed through the statement of loss in the period of renunciation. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures.

### **3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after December 1, 2018 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

- IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity’s own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.
- IFRS 16 – Leases (“IFRS 16”) was issued in January 2016 and replaces IAS 17 – Leases as well as some lease related interpretations. With certain exceptions for leases under twelve months in length or for assets of low value, IFRS 16 states that upon lease commencement a lessee recognises a right-of-use asset and a lease liability. The right-of-use asset is initially measured at the amount of the liability plus any initial direct costs. After lease commencement, the lessee shall measure the right-of-use asset at cost less accumulated depreciation and accumulated impairment. A lessee shall either apply IFRS 16 with full retrospective effect or alternatively not restate comparative information but recognise the cumulative effect of initially applying IFRS 16 as an adjustment to opening equity at the date of initial application. IFRS 16 requires that lessors classify each lease as an operating lease or a finance lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. Otherwise it is an operating lease. IFRS 16 is effective for annual periods beginning on or after January 1, 2019. Earlier adoption is permitted if IFRS 15 has also been applied.

**4. MARKETABLE SECURITIES**

As at November 30, 2018 the Company held shares in the following public companies.

Jaxon Minerals Inc.	JAX
Rockcliff Copper Corporation	RCU
Callinex Mines Inc.	CNX

Activity in marketable securities is summarized as follows:

Securities issuer	November 30, 2018					November 30, 2017		
	Number of shares November 30, 2017	Acquired/ (Sold) during Year	Number of shares November 30, 2018	Value \$	Unrealized (loss) \$	Number of shares held	Value \$	Unrealized (loss) \$
JAX	20,000	–	20,000	1,400	(3,700)	20,000	5,100	3,900
RCU	1,600,000	–	1,600,000	192,000	1,600,000	1,600,000	120,000	(70,000)
CNX	100,000	–	100,000	9,000	(21,000)	100,000	30,000	2,000
<b>Total</b>	–	–	–	<b>202,400</b>	<b>47,300</b>	–	155,100	(64,100)

**5. AMOUNTS RECEIVABLE**

The Company's amounts receivable are broken down as follows:

	November 30, 2018	November 30, 2017
	\$	\$
Goods and services tax receivable	9,850	5,082
<b>Total</b>	<b>9,850</b>	<b>5,082</b>

6. EVALUATION AND EXPLORATION ASSETS

The following is a continuity schedule of the capitalized expenditures allocated to individual major properties and summarized for minor properties:

	Total	Non Capitalised Expenditures	Total Capitalised Expenditures	Gold Rock Group	Alberts Lake Group	Mink Group	Smelter Group	Hanson Lake	Other Properties
<b>Balance, November 30, 2016</b>			<b>8,857,834</b>	<b>1,570,579</b>	<b>654,446</b>	<b>2,451,771</b>	<b>1,604,775</b>	<b>1,679,733</b>	<b>896,530</b>
Claim acquisition & holding	12,622	6,354	6,265	1,200	1,991	–	–	–	3,074
Assay	9,290	2,996	6,294	6,294	–	–	–	–	–
Geological	2,900	–	2,900	2,900	–	–	–	–	–
Field labour costs	138,262	42,275	95,988	80,813	15,175	–	–	–	–
Other fields costs	41,495	15,220	26,275	22,095	4,180	–	–	–	–
Drilling	78,232	–	78,232	78,232	–	–	–	–	–
<b>Total 2017 expenditures</b>	<b>282,800</b>	<b>66,845</b>	<b>215,954</b>	<b>191,534</b>	<b>21,346</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>3,074</b>
<b>Subtotal - November 30, 2017</b>			<b>9,073,788</b>	<b>1,762,113</b>	<b>675,792</b>	<b>2,451,771</b>	<b>1,604,775</b>	<b>1,679,733</b>	<b>899,604</b>
MEAP Rebates			(77,666)	(77,666)	–	–	–	–	–
Disposition/write downs			(80,000)	–	–	–	–	–	(80,000)
<b>Balance, November 30, 2017</b>			<b>8,916,122</b>	<b>1,684,445</b>	<b>675,792</b>	<b>2,451,771</b>	<b>1,604,775</b>	<b>1,679,733</b>	<b>819,604</b>
Claim acquisition & holding	9,017	7,218	1,799	1,252	–	130	182	195	40
Assay	11,276	1,202	10,074	–	10,074	–	–	–	–
Geological	23,813	–	23,813	8,573	15,240	–	–	–	–
Field labour costs	166,250	46,275	119,975	15,813	103,600	563	–	–	–
Other fields costs	32,753	14,308	18,445	332	17,647	466	–	–	–
<b>Total 2018 expenditures</b>	<b>243,109</b>	<b>69,003</b>	<b>174,107</b>	<b>25,969</b>	<b>146,561</b>	<b>1,159</b>	<b>182</b>	<b>195</b>	<b>40</b>
MEAP Rebates			(32,946)	(30,097)	(2,849)	–	–	–	–
Disposition/write downs			–	–	–	–	–	–	–
<b>Balance, November 30, 2018</b>			<b>9,057,283</b>	<b>1,680,317</b>	<b>819,504</b>	<b>2,452,930</b>	<b>1,604,957</b>	<b>1,679,928</b>	<b>819,644</b>

**6. EVALUATION AND EXPLORATION ASSETS (CONT'D)**

**PROPERTIES INCLUDED IN THE PRECEDING TABLE**

**Gold Rock Group, Manitoba**

The Gold Rock Group includes the Gold Rock, North Star and Star mineral properties, the North Star mining lease and the Gold Rock mining lease. The North Star mineral property and mining lease are subject to 2% Net Smelter Returns royalty (NSR).

The Gold Rock Mining Lease is 100% owned by the Company, subject to a 2% NSR. In addition, the NSR holder retains a 25% Net Profits Interest (NPI) in the first 25 feet below surface of vein material as currently documented.

Also included in the Gold Rock Group is the Murr claim, also owned 100% by the Company, subject to a 1% NSR.

**Alberts Lake Group, Manitoba**

The Alberts Lake Group includes the Alberts Lake, Lew, Amulet, Mike, Mur and Hanna mineral properties. With the exception of the Mike 1 (15% NPI) and Mur 6 (2% NSR), all claims are 100% owned by the Company.

**Mink Narrows Group, Manitoba**

The Mink Narrows Group includes the Mink Narrows, Mystic and Payuk mineral properties. The claims are 100% owned by the Company.

**Smelter Property, Manitoba**

The Smelter Property is comprised of three contiguous claims, which are 100% owned by the Company.

**Hanson Lake, Saskatchewan**

The Hanson Lake Property consists of a single claim located in the Hanson Lake area of Saskatchewan.

**OTHER PROPERTIES**

**Otter/Twin Lakes Group, Manitoba**

The Company holds a 100% interest in the Otter Group claims, comprised of the Otter Lake and Twin Lakes mineral claims. The vendor retained a 1% NSR on the Otter Lake claims. The Twin Lakes property is owned 100% by the Company.

**Pikoo, Saskatchewan**

On January 23, 2014, the Company acquired a 100% interest in two claims located in Saskatchewan from CanAlaska Uranium Ltd. subject to a 2% Net Smelter Returns royalty. All terms and conditions of the purchase have been fulfilled.

The Agreement is subject to a 2.5% Net Smelter Returns Royalty ("NSR") to CanAlaska Uranium Ltd.

**6. EVALUATION AND EXPLORATION ASSETS (CONT'D)**

**Kiss/Kississing**

The Kississing/Kiss Group includes the Kississing and Kiss mineral properties. The claims are 100% owned by the Company.

**Lucille**

The Lucille Lake property includes three, unpatented mineral claims all of which are owned 100% by the Company, with no underlying agreements or royalties.

**Fort LaCorne**

During the year ended November 30, 2017, the Company abandoned the Ft. LaCorne property for a non-cash loss of \$80,000, which consisted solely of the value of the shares issued to the vendor of the property.

**Burn, Manitoba**

The Burn property is 100% owned by the Company.

**Optioned Property – East Big Island**

On March 3, 2017, the Company entered into an option agreement (“Agreement”) with Callinex Mines Inc. (“Callinex”) whereby Callinex has the option to acquire a 100% interest subject to a 1% Net Smelter Returns royalty (“NSR”) in favour of the Company’s East Big Island property.

During the year ended November 30, 2018, Callinex abandoned the option and the Company retained title to the property.

The carrying value of the East Big Island property was \$nil in both 2018 and 2017.

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

The Company’s accounts payable and accrued liabilities are broken down as follows:

	<b>November 30, 2018</b>	November 30, 2017
	\$	\$
Trade payables and accrued liabilities	<b>48,203</b>	128,827
Due to related parties (Note 10)	<b>240,343</b>	158,828
<b>Total</b>	<b>288,546</b>	287,665

## **8. SHARE CAPITAL**

### **a) AUTHORIZED SHARE CAPITAL**

Unlimited number of common shares without par value

### **b) ISSUED SHARE CAPITAL**

As at November 30, 2018, the Company had 150,211,300 issued and fully paid common shares (November 30, 2017 – 141,881,300).

i) During the year ended November 30, 2017, the Company completed the following financings:

On April 5 and May 26, 2017 the Company closed private placements which raised an aggregate \$425,000 from the issuance of 11,700,000 units at \$0.025 and 2,650,000 flow-through units at \$0.05. Each unit was comprised of 1 common share and one warrant exercisable at \$0.05 for a period of 2 years. Each flow-through unit was comprised of one common share and one warrant exercisable at \$0.05 for a period of 1 year. Directors and officers subscribed for 450,000 flow-through units for gross proceeds of \$22,500. A value of \$190,700 was ascribed to the warrants in these private placements.

Cash finder's fees totalling \$22,400 were paid from proceeds of the financing. 712,000 broker warrants with an exercise price of \$0.05 for a period of 2 years were also issued and valued at \$8,000.

ii) During the year ended November 30, 2018, the Company completed the following financing:

On April 6, 2018, the Company closed a \$257,000 non-brokered private placement previously announced on January 18, 2018.

The financing was comprised of 1,950,000 flow-through units at a price of \$0.05 per flow-through unit representing proceeds of \$97,500 and 6,380,000 class "A" units at a price of \$0.025 per unit, representing proceeds of \$159,500 for an aggregate total funds raised of \$257,000.

The class A units consisted of, and separated immediately into, one common share of the Issuer and one share-purchase warrant, each entitling the holder to purchase one common share at a purchase price of \$0.05 cents per warrant for a period of twelve (12) months following the date of issuance. The flow-through units consist of, and separated immediately upon closing into, one common share, to be issued as a flow-through share within the meaning of the *Income Tax Act* (Canada), and one warrant. Each warrant attached to the flow-through units shall entitle the holder to purchase one common share for a purchase price of \$0.05 per Common Share for a period of twenty four (24) months following the date of issuance.

**8 SHARE CAPITAL – ISSUED SHARE CAPITAL (CONT'D)**

A finder's fee consisting of a cash payment of \$9,400 and the issuance of 240,000 finder's warrants, was paid to an arm's length group for securing proceeds total proceeds of \$117,500 through subscriptions for 1,200,000 flow-through Units and 2,300,000 class A units. Each of the finder's warrants entitles the holder to purchase one common share at an exercise price of \$0.05 for twenty-four (24) months following the date of issuance of the class A units pursuant to this tranche of the private placement.

Directors and officers subscribed to 800,000 non-flow through units and 500,000 flow through units.

**c) INCENTIVE STOCK OPTIONS**

Pursuant to the Company's stock option plan (the "Plan"), the Company may grant to its employees, officers, directors and consultants, options to purchase common shares of the Company at a fixed price as determined by the board of directors. The options vest in accordance with the terms of their granting and have a maximum term of five years. The common shares reserved for issuance under the Plan will not exceed, in aggregate, 10% of the Company's common shares issued and outstanding at the time of grant.

On August 2, 2017, the Company granted 13,050,000 incentive stock options to officers, directors, employees and consultants of the Company. The options expire August 1, 2022 and are exercisable at \$0.05 per share.

Company officers and directors received 9,500,000 of these options.

During the year ended November 30, 2018, the Company issued 1,000,000 options to a Director. These options expire January 16, 2023

The following table summarizes the Company's stock option transactions for the years ended November 30, 2018 and 2017:

<b>Grant Date</b>	<b>Number of Options</b>	<b>Weighted Average Exercise Price \$</b>	<b>Weighted Average Remaining Contractual Life</b>	<b>Estimated Grant Date Fair Value \$</b>
<b>Balance, November 30, 2016</b>	–			–
Issued August 2, 2017	13,050,000	0.05		261,000
<b>Balance November 30, 2017</b>	<b>13,050,000</b>	<b>0.05</b>	<b>4.2</b>	<b>261,000</b>
Issued January 17, 2018	1,000,000	0.05	4.5	14,000
<b>Balance November 30, 2018</b>	<b>14,050,000</b>	<b>0.05</b>	<b>4.2</b>	<b>275,000</b>

**8 SHARE CAPITAL – ISSUED SHARE CAPITAL – OPTIONS (CONT'D)**

The grant date fair value of these options was estimated using the Black-Scholes option pricing model with the following assumptions:

	<b>2018</b>	<b>2017</b>
Expected dividend yield	<b>0%</b>	0%
Expected volatility	<b>117.0%</b>	155.84%
Risk free interest rate	<b>2%</b>	1.7%
Life	<b>5-years</b>	5-years

**d) WARRANTS**

Outstanding warrants as at November 30, 2018 were:

<b>Date of Issue</b>	<b>Total Issued</b>	<b>Price</b>	<b>Expiry date</b>	<b>Estimated Grant Date Fair Value</b>	<b>Years to expiry</b>
Issued April 5, 2017 – B Warrants	400,000	0.05	5-Apr-19	4,100	0.3
Issued April 5, 2017 – Flow through	900,000	0.05	5-Apr-19	20,700	0.3
Issued May 19, 2017 – B Warrants	312,000	0.05	18-May-19	3,900	0.5
Issued May 19, 2017 – Flow through	1,750,000	0.05	18-May-19	43,700	0.5
Issued May 19, 2017 – Non-Flow-Through	3,500,000	0.05	18-May-19	43,700	0.5
Issued April 6, 2018 – B Warrants	240,000	0.05	5-Apr-20	1,500	1.3
Issued April 6, 2018 – Flow through	1,950,000	0.05	5-Apr-20	40,300	1.3
Issued April 6, 2018 – Non-Flow-Through	6,380,000	0.05	5-Apr-20	15,500	1.3
<b>November 30, 2018</b>	<b>15,432,000</b>			<b>173,400</b>	<b>1.2</b>

The table overleaf summarizes a continuity of outstanding warrants:

**8 SHARE CAPITAL – ISSUED SHARE CAPITAL – WARRANTS (CONT'D)**

	Issued	Expiry Date	Exercise Price \$	Estimated Grant Date Fair Value \$
<b>Balance Nov. 30, 2016</b>	<b>13,210,000</b>		<b>0.05</b>	<b>129,700</b>
Expired March 9, 2017	(4,560,000)	–	0.05	(27,700)
Expired May 11, 2017	(3,560,000)	–	0.05	(21,200)
Issued April 5, 2017 flow through	900,000	5-Apr-19	0.05	20,700
Issued April 5, 2017	8,200,000	5-Apr-19	0.05	82,600
Issued April 5, 2017 broker warrants	400,000	5-Apr-19	0.05	4,100
Issued May 26, 2017	1,750,000	26-May-19	0.05	43,700
Issued May 26, 2017	3,500,000	26-May-19	0.05	43,700
Issued May 27, 2017 broker warrants	312,000	27-May-19	0.05	3,900
Expired August 17, 2017	(2,400,000)	–	0.05	(19,100)
Expired Sept. 24, 2017	(1,180,000)	–	0.05	(29,500)
<b>Balance November 30, 2017</b>	<b>16,572,000</b>		<b>0.05</b>	<b>230,900</b>
Expired March 9, 2018	(860,000)	–	0.05	(19,600)
Expired April 4, 2018	(8,200,000)	–	0.05	(82,600)
Expired May 11, 2017	(250,000)	–	0.05	(2,800)
Issued April 6, 2018	1,950,000	5-Apr-19	0.05	40,300
Issued April 6, 2018	6,380,000	5-Apr-20	0.05	15,500
Issued April 6, 2018	240,000	5-Apr-20	0.05	1,500
Expired August 24, 2018	(400,000)	–	0.05	(9,800)
<b>Balance November 30, 2018</b>	<b>15,432,000</b>		<b>0.05</b>	<b>173,400</b>

The weighted average grant date fair value of the warrants issued in 2018 was \$0.011 (2017 – \$0.013), which was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2018	2017
Expected dividend yield	0%	0%
Expected volatility	117%	197%
Risk-free interest rate	2.03%	0.6%
Life (years)	2.0	2.0

**9. INCOME TAX**

**Provision for income taxes**

Major items causing the Company's income tax rate to differ from the Canadian combined federal and provincial statutory rate of approximately 27% (2017 – 27%) are as follows:

	<b>2018</b>	2017
	<b>\$</b>	\$
(Loss) before income taxes	<b>(236,624)</b>	(627,507)
Expected income tax recovery based at statutory rate	<b>(53,000)</b>	(169,000)
Adjustments to benefit arising from:		
Stock based compensation	<b>4,000</b>	70,000
Non-taxable portion of unrealized loss (gain)	<b>(13,000)</b>	17,000
Flow-through renunciation	<b>36,000</b>	36,000
Other		(42,000)
Deferred income tax (recovery)	<b>(24,000)</b>	(88,000)

**Deferred income taxes**

The tax effect of temporary differences that give rise to recognized deferred income tax assets and (liabilities) at November 30, 2018 and 2017 approximate the following:

	<b>2018</b>	2017
	<b>\$</b>	\$
Non-capital losses	<b>790,000</b>	781,000
Exploration and evaluation assets	<b>(1,787,000)</b>	(1,801,000)
Equipment	<b>3,000</b>	3,000
Share issue costs	<b>6,000</b>	5,000
Net deferred income tax liability	<b>(1,050,500)</b>	(1,012,000)

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	<b>2018</b>	2017
	<b>\$</b>	\$
Marketable securities	<b>101,000</b>	101,000
Capital losses	<b>2,706,000</b>	2,702,000
Total	<b>2,807,000</b>	2,803,000

**9 INCOME TAX (CONT'D)**

The Company had approximately \$2,926,300 of non-capital losses in Canada at November 30, 2018, which under certain circumstances can be used to reduce the taxable income of future years. These losses expire as follows:

<u>Year</u>	<u>\$</u>
2026	553,900
2027	495,200
2028	285,300
2029	356,500
2031	522,900
2032	478,600
2033	48,000
2034	66,000
2035	64,400
2036	23,200
2037	32,300
<u>Total</u>	<u>2,926,300</u>

As at November 30, 2018, the Company has Canadian exploration expenditures of \$2,440,000 (2017 - \$2,244,000) as at November 30, 2017, which under certain circumstances, may be utilized to reduce taxable income in future years.

## 10. RELATED PARTY TRANSACTIONS AND BALANCES

### a) RELATED PARTY BALANCES

Related party	Purpose	November 30, 2018		November 30, 2017	
		Amounts charged during the year \$	Amounts payable or accrued at year-end \$	Amount Charged during the year \$	Amounts payable/ accrued at year end \$
Corporation controlled by an officer	Filing fees	6,185	16,807	12,618	13,519
Accounting firm of which an officer of the Company is a partner	Professional fees	8,987	41,587	9,653	18,650
Corporation controlled by a director and significant shareholder	Management fees, Director	54,805	122,013	75,731	75,722
	Exploration	197,978	19,359	169,301	32,583
	Office, rent and general expenses	85,045	40,578	98,077	23,354
<b>Totals</b>		<b>353,000</b>	<b>240,343</b>	365,379	158,828

During the year ended November 30, 2018, the Company recorded director's fees of \$nil (2017 - \$nil).

The accounts payable and accrued liabilities to related parties are unsecured and non-interest bearing with no fixed terms of repayment (Note 7).

### b) KEY MANAGEMENT PERSONNEL COMPENSATION

The remuneration of directors and other members of management were as follows:

	November 30, 2018	November 30, 2017
	\$	\$
Short term employee benefits	54,805	75,731
Share based compensation	14,000	190,000
<b>Totals</b>	<b>68,805</b>	265,731

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the compensation committee having regard to the performance of individuals and market trends.

**10 RELATED PARTY TRANSACTIONS AND BALANCES (CONT'D)**

**c) SHARE SUBSCRIPTIONS**

See Note 8(b) for descriptions of related party share subscriptions.

**11. COMMITMENTS AND CONTINGENCIES**

**a) CONSULTING AGREEMENT**

**Consulting Agreement**

The Company entered into an exploration management services agreement dated December 31, 2010 with M'Ore Exploration Services Ltd. ("M'Ore") and the President and significant shareholder of M'Ore, who is an officer, director and shareholder of the Company. Pursuant to the agreement, M'Ore provides consulting and management services to the Company and incurs various administrative expenses, including administrative salaries and office and vehicle rentals on behalf of the Company. The term of the agreement is for a period of two years ended December 31, 2012 and can be renewed thereafter at the end of every 12 months. This agreement has been extended to December 31, 2019

This would result in management fees and salaries incurred by M'Ore being capped at \$200,000 per annum. Additional charges to the Company in prior years consisted of a lease with M'Ore whereby the Company would pay \$30,000, plus operating expenses, per annum for rental of office and storage space. The lease also specifies rates to be charged for the use of various items of equipment if and when utilized by the Company.

**b) CONTINGENCIES**

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

**c) FLOW-THROUGH EXPENDITURES**

During the year ended November 30, 2018, and subsequent period ended December 31, 2018 the Company renounced Canadian exploration expenditures in the aggregate amount of \$97,500 (2017 – \$132,500) related to proceeds from the issuance of flow-through shares pursuant to the financings described in Note 8 (b)(ii). The Company had incurred \$95,819 of these qualifying Canadian exploration expenditures as at November 30, 2018. The remaining \$1,681 in expenses were incurred during December 2018. If the Company does not incur the required qualifying expenditures, it will be required to indemnify the holders of the flow-through shares for any tax and other costs payable by them as a result of the Company not making the required expenditures.

**12. SEGMENTED INFORMATION**

All of the Company's assets, liabilities and operations are domiciled in Canada.

**13. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the evaluation and exploration of its mineral exploration properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes the components of share capital as well as cash. There were no changes to the Company policy for capital management during the years ended November 30, 2018 and 2017.

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 its capital structure, the Company may issue new shares, acquire or dispose of assets, or adjust the amount of cash and marketable securities. In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company is not subject to any externally imposed capital requirements. The Company's investment policy is to invest its excess cash in highly liquid investments that are readily convertible into cash with maturities of three months or less from the original date of acquisition or when it is needed, selected with regards to the expected timing of expenditures from continuing operations. The Company expects that its current capital resources will be sufficient to fund its present operational commitments and working capital needs for the coming twelve months. However, additional funding will be required to meet any new operational commitments if further drilling programs are to be carried out.

**14. FINANCIAL INSTRUMENTS**

**a) FAIR VALUE**

The carrying values of cash, amounts receivable, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

	<b>Loans, receivables and other liabilities</b>	<b>Assets at fair value through profit &amp; loss</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>As at November 30, 2018</b>			
Cash	13,960	–	13,960
Marketable securities	–	202,400	202,400
Amounts receivable	9,850	–	9,850
Accounts payable and accrued liabilities	288,546	–	288,546
<b>As at November 30, 2017</b>			
Cash	118,832	–	118,832
Marketable securities	–	155,100	155,100
Amounts receivable	5,082	–	5,082
Accounts payable and accrued liabilities	287,665	–	287,665

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

- Level 1: Unadjusted quoted prices 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 that are not based on observable market data.

As at November 30, 2018 and 2017, the financial instruments recorded at fair value on the statement of financial position are marketable securities which are measured using Level 1 of the fair value hierarchy.

**b) FINANCIAL RISK MANAGEMENT**

**Credit Risk**

The Company is exposed to credit risk with respect to its cash and amounts receivable. Cash has been placed on deposit with major Canadian financial institutions.

Amounts receivable consist of GST.

## **14 FINANCIAL INSTRUMENTS (CONT'D)**

The risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages credit risk, in respect of cash, by purchasing term deposits held at a major Canadian financial institution. Concentration of credit risk exists with respect to the Company's cash as the majority of the amounts are held at a single Canadian financial institution.

The credit risk associated with cash is minimized by ensuring the majority of these financial assets are held with major Canadian financial institutions with strong investment-grade ratings by a primary rating agency.

### **Liquidity Risk**

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company's expected source of cash flow for the upcoming year ended November 30, 2018 will be through equity financings.

The Company maintained cash at November 30, 2018 in the amount of \$13,960 (November 30, 2017 – \$118,832), in order to meet short-term business requirements. At November 30, 2018, the Company had accounts payable and accrued liabilities of \$288,546 (November 30, 2017 – \$287,665). All accounts payable and accrued liabilities are current.

Please refer to Note 15 – Subsequent Events for details on the \$197,000 financing completed subsequent to December 31, 2018

### **Market Risk**

The significant market risks to which the Company is exposed are interest rate risk, currency risk and commodity price risk.

#### ***Interest Rate Risk***

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company also holds a portion of cash in bank accounts that earn variable interest rates. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of November 30, 2018.

The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash. A 1% change in interest rates on cash outstanding at November 30, 2018 would not have a significant impact on the Company's net loss for the year ended November 30, 2018.

#### **Currency risk**

The Company is not exposed to any material currency risk.

#### **Other price risk**

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices other than those arising from interest rate risk, financial market risk, or currency risk. The Company is exposed to price risk through its investments in marketable securities.

## 14. FINANCIAL INSTRUMENTS (CONT'D)

### Marketable securities

Risk to the Company from its marketable securities is derived from two factors:

- The ability of the issuer to sustain itself financially; and
- The ability to monetize the securities of the issuer.

The Company's marketable securities are detailed in Note 4.

A 10% change in the quoted market value at November 30, 2018 would have resulted in a \$20,240, change to the Company's net loss for the year (2017 - \$15,510).

### Commodity risk

The Company is exposed to price risk with respect to commodity prices, specifically precious and non-precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for these commodities, the level of interest rates, the rate of inflation, investment decision by large holders of commodities including governmental reserves and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in investment patterns and monetary systems and political developments. As the Company does not have production assets, management believes this risk is minimal.

## 15. SUBSEQUENT EVENTS

Subsequent to December 31, 2018, the Company completed a private placement of 1,945,000 flow-through units at a price of \$0.05 per flow-through unit representing proceeds of \$97,250 and 3,990,000 Class "A" units at a price of \$0.025 per unit representing proceeds of \$99,750 for an aggregate total raised of \$197,000.

In addition, a total of 3,120,000 Class "A" units were issued to members of management to settle debt in the amount of \$78,000.