



**CONSOLIDATED FINANCIAL STATEMENTS**

**YEAR ENDED DECEMBER 31, 2019**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Directors of  
Scandium International Mining Corp.

*Opinion on the consolidated Financial Statements*

We have audited the accompanying consolidated balance sheets of Scandium International Mining Corp. (the “Company”), as of December 31, 2019 and 2018, and the related consolidated statements of loss and comprehensive loss, cash flows, and changes in equity for the years ended December 31, 2019 and 2018, and the related notes and schedules (collectively referred to as the “financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Scandium International Mining Corp. as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years ended December 31, 2019 and 2018 in conformity with accounting principles generally accepted in the United States of America.

*Going Concern*

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has suffered recurring losses from operations that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*Basis for Opinion*

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatements of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2008.

**“DAVIDSON & COMPANY LLP”**

Vancouver, Canada

February 28, 2020



Chartered Professional Accountants

**Scandium International Mining Corp.**  
**CONSOLIDATED BALANCE SHEETS**  
(Expressed in US Dollars)

| <b>As at:</b>   | December 31, 2019 | December 31, 2018   |
|---|-------------------|---------------------|
| <b>ASSETS</b>   |                   |                     |
| <b>Current</b>  |                   |                     |
| Cash  | \$ 115,568        | \$ 284,757          |
| Prepaid expenses and receivables  | 45,763            | 38,951              |
| <b>Total Current Assets</b>   | <b>161,331</b>    | <b>323,708</b>      |
| <b>Reclamation bond</b> (Note 4)  | 11,444            | 11,444              |
| <b>Equipment</b> (Note 3)   | 6,967             | 9,274               |
| <b>Mineral property interests</b> (Note 4)  | 704,053           | 704,053             |
| <b>Total Assets</b>   | <b>\$ 883,795</b> | <b>\$ 1,048,479</b> |
| <b>LIABILITIES AND EQUITY</b>   |                   |                     |
| <b>Current</b>  |                   |                     |
| Accounts payable and accrued liabilities  | \$ 269,059        | \$ 146,586          |
| Accounts payable with related parties (Note 5)  | 269,165           | -                   |
| <b>Total Liabilities</b>  | <b>538,224</b>    | <b>146,586</b>      |
| <b>Stockholders' Equity</b>   |                   |                     |
| Capital stock (Note 6) (Authorized: Unlimited number of common shares;<br>Issued and outstanding: 312,482,595 (2018 – 304,781,294)) | 109,375,661       | 108,244,311         |
| Treasury stock (Note 7) (1,033,333 common shares) (2018 – 1,033,333)  | (1,264,194)       | (1,264,194)         |
| Additional paid in capital (Note 6)   | 5,936,074         | 5,675,812           |
| Accumulated other comprehensive loss  | (853,400)         | (853,400)           |
| Deficit   | (112,848,570)     | (110,900,636)       |
| <b>Total Stockholders' Equity</b>   | <b>345,571</b>    | <b>901,893</b>      |
| <b>Total Liabilities and Equity</b>   | <b>\$ 883,795</b> | <b>\$ 1,048,479</b> |
| Nature and continuance of operations (Note 1)   |                   |                     |
| Subsequent event (Note 11)  |                   |                     |

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

**Scandium International Mining Corp.**  
**CONSOLIDATED STATEMENTS OF LOSS AND**  
**COMPREHENSIVE LOSS**  
(Expressed in US Dollars)

| <b>Years ended:</b>   | December 31,<br>2019  | December 31,<br>2018  |
|---|-----------------------|-----------------------|
| <b>EXPENSES</b>   |                       |                       |
| Amortization (Note 3)   | \$ 2,307              | \$ 1,050              |
| Consulting (Note 5)   | 388,730               | 316,919               |
| Exploration   | 119,503               | 331,315               |
| General and administrative  | 381,341               | 421,934               |
| Insurance   | 31,457                | 30,050                |
| Professional fees   | 63,818                | 96,387                |
| Salaries and benefits   | 458,050               | 544,150               |
| Stock-based compensation (Notes 5 & 6)  | 431,133               | 1,078,664             |
| Travel and entertainment  | 71,868                | 76,845                |
|   | (1,948,207)           | (2,897,314)           |
| Foreign exchange gain (loss)  | 273                   | (63,794)              |
| <b>Loss and comprehensive loss for the year</b>                               | <b>\$ (1,947,934)</b> | <b>\$ (2,961,108)</b> |
| <b>Basic and diluted loss per common share</b>                                | <b>\$ (0.01)</b>      | <b>\$ (0.01)</b>      |
| <b>Basic and diluted weighted average number of common shares outstanding</b> | <b>310,561,693</b>    | <b>301,187,498</b>    |

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

**Scandium International Mining Corp.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in US Dollars)

| <b>Years ended:</b>   | December 31,<br>2019 | December 31,<br>2018 |
|---|----------------------|----------------------|
| <b>CASH FLOWS USED IN OPERATING ACTIVITIES</b>  |                      |                      |
| Loss for the year   | \$ (1,947,934)       | \$ (2,961,108)       |
| Items not affecting cash:   |                      |                      |
| Amortization  | 2,307                | 1,050                |
| Stock-based compensation  | 431,133              | 1,078,664            |
| Changes in non-cash working capital items:  |                      |                      |
| (Increase) decrease in prepaids and receivables   | (6,812)              | 7,035                |
| Increase in accounts payable, accrued liabilities and accounts payable with related parties | 391,638              | 80,397               |
|   | <u>(1,129,668)</u>   | <u>(1,793,962)</u>   |
| <b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>  |                      |                      |
| Reclamation bond  | -                    | (11,444)             |
| Equipment purchase  | -                    | (8,377)              |
|   | <u>-</u>             | <u>(19,821)</u>      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                      |                      |
| Common shares issued  | 799,484              | 1,675,300            |
| Options exercised for common shares   | 160,995              | 79,806               |
|   | <u>960,479</u>       | <u>1,755,106</u>     |
| <b>Change in cash during the year</b>   | (169,189)            | (58,677)             |
| <b>Cash, beginning of year</b>  | <u>284,757</u>       | <u>343,434</u>       |
| <b>Cash, end of year</b>  | <u>\$ 115,568</u>    | <u>\$ 284,757</u>    |

Supplemental disclosure with respect to cash flows (Note 10)

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

**Scandium International Mining Corp.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in US Dollars)

|                                   | Number of<br>Shares | Capital Stock         | Additional Paid<br>in Capital | Treasury Stock        | Accumulated<br>Other<br>Comprehensive<br>Loss | Deficit                 | Total<br>Stockholders'<br>Equity |
|-----------------------------------|---------------------|-----------------------|-------------------------------|-----------------------|---|-------------------------|----------------------------------|
| <b>Balance, December 31, 2017</b> | <b>291,970,239</b>  | <b>\$ 106,468,869</b> | <b>\$ 4,617,484</b>           | <b>\$ (1,264,194)</b> | <b>\$ (853,400)</b>                           | <b>\$ (107,939,528)</b> | <b>\$ 1,029,231</b>              |
| Private placement                 | 11,801,055          | 1,675,300             | -                             | -                     | -   | -                       | 1,675,300                        |
| Options exercised                 | 1,010,000           | 100,142               | (20,336)                      | -                     | -   | -                       | 79,806                           |
| Stock-based compensation          | -                   | -                     | 1,078,664                     | -                     | -   | -                       | 1,078,664                        |
| Loss for the year                 | -                   | -                     | -                             | -                     | -   | (2,961,108)             | (2,961,108)                      |
| <b>Balance, December 31, 2018</b> | <b>304,781,294</b>  | <b>108,244,311</b>    | <b>5,675,812</b>              | <b>(1,264,194)</b>    | <b>(853,400)</b>                              | <b>(110,900,636)</b>    | <b>901,893</b>                   |
| Private placement                 | 5,926,301           | 799,484               | -                             | -                     | -   | -                       | 799,484                          |
| Options exercised                 | 1,775,000           | 331,866               | (170,871)                     | -                     | -   | -                       | 160,995                          |
| Stock-based compensation          | -                   | -                     | 431,133                       | -                     | -   | -                       | 431,133                          |
| Loss for the year                 | -                   | -                     | -                             | -                     | -   | (1,947,934)             | (1,947,934)                      |
| <b>Balance, December 31, 2019</b> | <b>312,482,595</b>  | <b>\$ 109,375,661</b> | <b>\$ 5,936,074</b>           | <b>\$ (1,264,194)</b> | <b>\$ (853,400)</b>                           | <b>\$(112,848,570)</b>  | <b>\$ 345,571</b>                |

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

## 1. NATURE AND CONTINUANCE OF OPERATIONS

Scandium International Mining Corp. (the "Company") is a specialty metals and alloys company focusing on scandium and other specialty metals.

The Company was incorporated under the laws of the Province of British Columbia, Canada in 2006. The Company currently trades on the Toronto Stock Exchange under the symbol "SCY".

The Company's focus is on the exploration and evaluation of its specialty metals assets, specifically the Nyngan scandium deposit located in New South Wales, Australia. The Company is an exploration stage company and anticipates incurring significant additional expenditures prior to production at any and all of its properties.

These consolidated financial statements have been prepared on a going concern basis that contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

The Company currently earns no operating revenues and will require additional capital in order to advance the Nyngan property. The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing and maintaining continued support from its shareholders and creditors. These are material uncertainties that raise substantial doubt about the Company's ability to continue as a going concern. In the event that additional financial support is not received, or operating profits are not generated, the carrying values of the Company's assets may be adversely affected.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of presentation

These consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America ("US GAAP").

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, EMC Metals USA Inc., Scandium International Mining Corp. Norway AS, SCY Exploration Finland Oy and EMC Metals Australia Pty Ltd. ("EMC-A"). All significant intercompany accounts and transactions have been eliminated on consolidation.

### b) Use of estimates

The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the deferred income tax asset valuations, asset impairment, stock-based compensation and loss contingencies. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between estimates and the actual results, future results of operations will be affected.

The Company considers itself to be an exploration stage company and will consider the transition to development stage after it receives funding to begin mine construction, and board approval.

### c) Equipment

Equipment is recorded at cost less accumulated amortization, calculated as follows:

Computer equipment    30% straight line

### d) Mineral interests and exploration and development costs

The costs of acquiring mineral rights are capitalized at the date of acquisition. After acquisition, various factors can affect the recoverability of the capitalized costs. If, after review, management concludes that the carrying amount of a mineral interest is impaired, it will be written down to estimated fair value. Exploration costs incurred on mineral interests are expensed as incurred. Development costs incurred on proven and probable reserves will be capitalized. Upon commencement of production, capitalized costs will be amortized using the unit-of-production method over the estimated life of the ore body based on proven and probable reserves.

### e) Asset retirement obligations

The Company records the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal

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

use of the long-lived assets. The Company also records a corresponding asset which is amortized over the life of the asset. Subsequent to the initial measurement of the asset retirement obligation, the obligation is adjusted at the end of each period to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying the obligation (asset retirement cost).

**f) Long-lived assets**

Long-lived assets held and used by the Company are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. For purposes of evaluating the recoverability of long-lived assets, the recoverability test is performed using undiscounted net cash flows or fair value in use related to the long-lived assets. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

**g) Income taxes**

The Company accounts for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under the asset and liability method the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is recognized if it is more likely than not that some part or all of the deferred tax asset will not be recognized.

**h) Loss per share**

Basic loss per common share is computed using the weighted average number of common shares outstanding during the year. To calculate diluted loss per share, the Company uses the treasury stock method and the if converted method. As at December 31, 2019 and 2018 there were no warrants outstanding and 34,610,000 options (2018 – 29,065,000) outstanding which have not been included in the weighted average number of common shares outstanding as these were anti-dilutive.

**i) Foreign exchange**

The Company's and subsidiaries' functional currency is the US Dollar ("USD"). Any monetary assets and liabilities that are in a currency other than the USD are translated at the rate prevailing at year end. Revenue and expenses in a foreign currency are translated at rates that approximate those in effect at the time of translation. Gains and losses from translation of foreign currency transactions into USD are included in current results of operations. Fixed assets and mineral properties have been translated at historical rates, the rate on the date of the transaction.

**j) Stock-based compensation**

The Company accounts for stock-based compensation under the provisions of Accounting Standard Codification ("ASC") 718, "Compensation-Stock Compensation." Under the fair value recognition provisions, stock-based compensation expense is measured at the grant date for all stock-based awards to employees, directors and non-employees and is recognized as an expense over the requisite service period, which is generally the vesting period. The Black-Scholes option valuation model is used to calculate fair value.

**k) Financial instruments**

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and accounts payable with related parties. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise noted. The Company has its cash primarily in three commercial banks, one in Chicago, Illinois, United States of America, one in Vancouver, British Columbia, Canada and one in Melbourne, Victoria, Australia.

**l) Concentration of credit risk**

The financial instrument which potentially subjects the Company to concentration of credit risk is cash. The Company maintains cash in bank accounts that, at times, may exceed federally insured limits. As at December 31, 2019, the Company has not exceeded the federally insured limit. The Company has not experienced any losses in such amounts and believes it is not exposed to any significant risks on its cash in bank accounts.



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

**m) Fair value of financial assets and liabilities**

The Company measures the fair value of financial assets and liabilities based on US GAAP guidance which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements.

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income.

Financial instruments, including receivables, accounts payable and accrued liabilities, and accounts payable with related parties are carried at amortized cost, which management believes approximates fair value due to the short-term nature of these instruments.

The following table presents information about the assets that are measured at fair value on a recurring basis as at December 31, 2019 and indicates the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets. Fair values determined by Level 2 inputs utilize data points that are observable such as quoted prices, interest rates and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the asset or liability, and include situations where there is little, if any, market activity for the asset:

|         | December 31,<br>2019 | Quoted Prices<br>in Active Markets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable Inputs<br>(Level 3) |
|---------|----------------------|---|---|---|
| Assets: |                      |   |   |   |
| Cash    | \$ 115,568           | \$ 115,568                                      | \$ —  | \$ —  |
| Total   | \$ 115,568           | \$ 115,568                                      | \$ —  | \$ —  |

The fair values of cash are determined through market, observable and corroborated sources.

**n) Recently Adopted and Recently Issued Accounting Standards**

Accounting Standards Update 2019-12 – Income Taxes (Topic 740) The Board is issuing this Update as part of its initiative to reduce complexity in accounting standards. This standard is effective for interim and annual reporting periods beginning after December 15, 2020, with early adoption permitted. The Company is currently evaluating the impact this guidance will have on its financial statements.

Accounting Standards Update 2019-01 – Leases (Topic 842) Codification Improvements - Issue 3 Transition Disclosures Related to Topic 250, Accounting Changes and Error Corrections. The amendments in this Update clarify the Board's original intent by explicitly providing an exception to the paragraph 250-10-50-3 interim disclosure requirements in the Topic 842 transition disclosure requirements. The effective date is for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. The Company has evaluated that this guidance will have little or no impact on its financial statements.

Accounting Standards Update 2018-13 – Fair Value Measurement (Topic 840) Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement. The amendments in this update apply to all entities that are required, under existing GAAP, to make disclosures about recurring or nonrecurring fair value measurements. This standard is effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted. The Company has adopted this policy which has no material effect to the consolidated financial statements.

Accounting Standards Update 2018-11 - Leases (Topic 842) Targeted Update. This accounting pronouncement is an update to Accounting Standard 2016-02 (see below). This standard allows for an additional (and optional) transition method. This standard is effective for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted. The Company has adopted the election to recognize short-term leases through profit or loss, with no material effect to the consolidated financial statements.

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

Accounting Standards Update 2016-02 - Leases (Topic 842). This accounting pronouncement allows lessees to make an accounting policy election to not recognize a lease asset and liability for leases with a term of 12 months or less and that do not have a purchase option that is expected to be exercised. This standard is effective for interim and annual reporting periods beginning after December 15, 2018, with early adoption permitted. The Company has adopted this policy which had no material effect to the consolidated financial statements.

3. EQUIPMENT

2019

|                    | December 31,<br>2018 Net Book<br>Value | Additions<br>(disposals) | Amortization | December 31,<br>2019 Net Book<br>Value |
|--------------------|--|--------------------------|--------------|--|
| Computer equipment | \$ 9,274                               | \$ -                     | \$ (2,307)   | \$ 6,967                               |

2018

|                    | December 31,<br>2017 Net Book<br>Value | Additions<br>(disposals) | Amortization | December 31,<br>2018 Net Book<br>Value |
|--------------------|--|--------------------------|--------------|--|
| Computer equipment | \$ 1,947                               | \$ 8,377                 | \$ (1,050)   | \$ 9,274                               |

4. MINERAL PROPERTY INTERESTS

Scandium and  
other

Acquisition costs

Balance, December 31, 2019, 2018, and 2017 \$ 704,053

Title to mineral property interests involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral property interests. The Company has investigated title to all of its mineral property interests and, to the best of its knowledge, title to all of its properties is in good standing.

SCANDIUM PROPERTIES

*Nyngan, New South Wales Property*

The Company holds a 100% interest in the Nyngan property in New South Wales, Australia (NSW). A definitive feasibility study was completed on the property in fiscal 2016.

In April 2019, the Company received notice from the New South Wales Department of Planning and Environment (the "Department") that, due to a procedural issue within the Department, the Company's Mine Lease Grant ("ML 1763") pertaining to the Nyngan Scandium Project, previously issued by the Department, is invalid. In May 2019, the Company filed a new mine lease application with the Department, related to the Nyngan Scandium Project. On July 24, 2019, the Company announced that a new mine lease ("ML 1792") had been granted.

Royalties attached to the Nyngan property include a 0.7% royalty on gross mineral sales on the property, a 1.5% Net Profits Interest royalty to private parties involved with the early exploration on the property, and a 1.7% Net Smelter Returns royalty payable for 12 years after production commences. Another revenue royalty is payable to private interests of 0.2%, subject to a \$370,000 cap. A NSW minerals royalty will also be levied on the project, subject to negotiation, currently 4% on revenue.

*Honeybugle property, Australia*

The Company holds a 100% interest in its Honeybugle property.

*Kiviniemi Scandium Property Finland*

In August 2018, the Company was granted an Exploration License for the Kiviniemi Scandium Property in central Finland from the Finnish regulatory body governing mineral exploration and mining in Finland. As of December 31, 2019, no funds have been capitalized for this property. During fiscal 2018, a reclamation bond of \$11,444 (€10,000) was placed.

**5. RELATED PARTY TRANSACTIONS**

During the year ended December 31, 2019, the Company expensed \$314,104 for stock-based compensation for stock options issued to Company directors. During the year ended December 31, 2018, the Company expensed \$695,405 for stock options issued to Company directors.

During each of the years ended December 31, 2019 and December 31, 2018 the Company paid a consulting fee of \$102,000 to one of its directors.

As at December 31, 2019, the Company owed \$269,165 (2018 - \$Nil) to officers of the Company.

**6. CAPITAL STOCK AND ADDITIONAL PAID IN CAPITAL**

On March 21, 2019, the Company issued 5,926,301 common shares at a value of C\$0.18 per common share for total proceeds of C\$1,066,734 (\$799,484).

On May 4, 2018, the Company issued 6,071,888 common shares at a value of C\$0.18 per common share for total proceeds of C\$1,092,940 (\$864,402).

On March 21, 2018, the Company issued 5,729,167 common shares at a value of C\$0.18 per common share for total proceeds of C\$1,031,250 (\$810,898).

**Stock Options**

The Company established a stock option plan (the "Plan") under which it is authorized to grant options to executive officers and directors, employees and consultants and the number of options granted under the Plan shall not exceed 15% of the shares outstanding. Under the Plan, the exercise period of the options may not exceed ten years from the date of grant and vesting is determined by the Board of Directors.

Stock option transactions are summarized as follows:

|                                | <b>Stock Options</b> |   |
|--------------------------------|----------------------|---|
|                                | Number               | Weighted average<br>exercise price in Canadian \$ |
| Outstanding, December 31, 2017 | 23,585,000           | \$ 0.18   |
| Granted                        | 6,850,000            | 0.22  |
| Exercised                      | (1,010,000)          | 0.10  |
| Expired                        | (360,000)            | 0.27  |
| Outstanding, December 31, 2018 | 29,065,000           | 0.19  |
| Granted                        | 9,860,000            | 0.15  |
| Exercised                      | (1,775,000)          | 0.12  |
| Expired                        | (2,540,000)          | 0.16  |
| Outstanding, December 31, 2019 | 34,610,000           | \$ 0.188  |
| Number currently exercisable   | 29,650,000           | \$ 0.194  |

6. CAPITAL STOCK AND ADDITIONAL PAID IN CAPITAL (cont'd...)

As at December 31, 2019, incentive stock options were outstanding as follows:

|                | Number of<br>Options<br>(outstanding) | Number of<br>Options<br>(exercisable) | Exercise<br>Price in<br>Canadian \$ | Expiry Date       |
|----------------|---------------------------------------|---------------------------------------|-------------------------------------|-------------------|
| <b>Options</b> |                                       |                                       |                                     |                   |
|                | 3,450,000                             | 3,450,000                             | 0.140                               | April 17, 2020    |
|                | 250,000                               | 250,000                               | 0.600                               | May 11, 2020      |
|                | 100,000                               | 100,000                               | 0.225                               | July 11, 2020     |
|                | 25,000                                | 25,000                                | 0.150                               | July 11, 2020     |
|                | 400,000                               | 400,000                               | 0.115                               | August 28, 2020   |
|                | 4,300,000                             | 4,300,000                             | 0.100                               | November 5, 2020  |
|                | 4,850,000                             | 4,850,000                             | 0.130                               | February 8, 2021  |
|                | 4,800,000                             | 4,800,000                             | 0.370                               | February 21, 2022 |
|                | 250,000                               | 250,000                               | 0.300                               | October 6, 2022   |
|                | 6,100,000                             | 5,900,000                             | 0.225                               | January 19, 2023  |
|                | 350,000                               | 350,000                               | 0.185                               | August 30, 2023   |
|                | 9,685,000*                            | 4,925,000                             | 0.150                               | May 9, 2024       |
|                | 50,000                                | 50,000                                | 0.130                               | June 24, 2024     |
|                | <u>34,610,000</u>                     | <u>29,650,000</u>                     |                                     |                   |

\*4,660,000 of these options expired on January 1, 2020.

As at December 31, 2019 the Company's outstanding and exercisable stock options have an aggregate intrinsic value of \$Nil (2018 - \$1,084,994).

**Stock-based compensation**

During the year ended December 31, 2019, the Company recognized stock-based compensation of \$431,133 (December 31, 2018 - \$1,078,664) in the statement of loss and comprehensive loss. There were 9,860,000 stock options granted during the year ended December 31, 2019 (December 31, 2018 – 6,850,000).

The weighted average fair value of the options granted in the year was C\$0.15 (2018 - C\$0.19).

The fair value of all compensatory options granted is estimated on grant date using the Black-Scholes option pricing model. The weighted average assumptions used in calculating the fair values of stock options granted in the year ended December 31 are as follows:

|                         | 2019    | 2018    |
|-------------------------|---------|---------|
| Risk-free interest rate | 2.31%   | 1.96%   |
| Expected life           | 5 years | 5 years |
| Volatility              | 90.40%  | 127.81% |
| Forfeiture rate         | 0.00%   | 0.00%   |
| Dividend rate           | 0.00%   | 0.00%   |

**7. TREASURY STOCK**

|  | Number    | Amount       |
|--|-----------|--------------|
| Treasury shares, December 31, 2019, 2018, and 2017 | 1,033,333 | \$ 1,264,194 |

Treasury shares comprise shares of the Company which cannot be sold without the prior approval of the TSX.

**8. SEGMENTED INFORMATION**

The Company's mineral properties are located in Australia. The Company's capital assets' geographic information is as follows:

| <b>December 31, 2019</b>   | <u>Australia</u>  | <u>United States</u> | <u>Total</u>      |
|----------------------------|-------------------|----------------------|-------------------|
| Equipment                  | \$ -              | \$ 6,967             | \$ 6,967          |
| Mineral property interests | <u>704,053</u>    | <u>-</u>             | <u>704,053</u>    |
|                            | <u>\$ 704,053</u> | <u>\$ 6,967</u>      | <u>\$ 711,020</u> |
| <br>                       |                   |                      |                   |
| <b>December 31, 2018</b>   | <u>Australia</u>  | <u>United States</u> | <u>Total</u>      |
| Equipment                  | \$ -              | \$ 9,274             | \$ 9,274          |
| Mineral property interests | <u>704,053</u>    | <u>-</u>             | <u>704,053</u>    |
|                            | <u>\$ 704,053</u> | <u>\$ 9,274</u>      | <u>\$ 713,327</u> |

**9. INCOME TAX**

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

|  | 2019           | 2018           |
|--|----------------|----------------|
| Loss before income taxes   | \$ (1,947,934) | \$ (2,961,108) |
| Expected income tax (recovery)                                   | (506,000)      | (768,000)      |
| Change in statutory, foreign exchange rates, and other           | (3,000)        | 2,000,000      |
| Permanent difference   | 112,000        | 289,000        |
| Impact of foreign exchange                                       | 263,000        | -              |
| Adjustment to prior years provision versus statutory tax returns | (3,278,000)    | -              |
| Change in unrecognized deductible temporary differences          | 3,412,000      | (1,521,000)    |
| Total Income tax expense (recovery)                              | \$ -           | \$ -           |

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

|   | 2019         | 2018         |
|---|--------------|--------------|
| Deferred Tax Assets (Liabilities)               |              |              |
| Exploration and evaluation assets               | \$ 1,715,000 | \$ 1,372,000 |
| Property and equipment                          | 65,000       | 51,000       |
| Share issue costs                               | -            | 3,000        |
| Marketable securities                           | 19,000       | 14,000       |
| Allowable capital losses                        | 1,845,000    | 1,404,000    |
| Non-capital losses available for future periods | 6,075,000    | 3,463,000    |
|   | 9,719,000    | 6,307,000    |
| Unrecognized deferred tax assets                | (9,719,000)  | (6,307,000)  |
| Net deferred tax assets                         | \$ -         | \$ -         |

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

|   | 2019         | Expiry Date<br>Range | 2018        | Expiry Date<br>Range |
|---|--------------|----------------------|-------------|----------------------|
| Temporary Differences                           |              |                      |             |                      |
| Exploration and evaluation assets               | \$ 6,551,000 | No expiry date       | \$5,231,000 | No expiry date       |
| Property and equipment                          | 251,000      | No expiry date       | 196,000     | No expiry date       |
| Share issue costs                               | -            | 2036 to 2039         | 10,000      | 2036 to 2039         |
| Marketable securities                           | 145,000      | No expiry date       | 106,000     | No expiry date       |
| Allowable capital losses                        | 7,097,000    | No expiry date       | 5,399,000   | No expiry date       |
| Non-capital losses available for future periods | 22,965,000   | 2020 to 2039         | 13,195,000  | 2019 to 2038         |

**10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

There were no major non-cash transactions in the year ended December 31, 2019 and 2018.

There were no amounts paid for taxes and interest in the years ended December 31, 2019 and December 31, 2018.

**11. SUBSEQUENT EVENT**

On January 16, 2020, the Company received net proceeds of C\$500,000 from completion of a royalty buyback agreement. The Company's royalty interest was related to the Windfall Lake gold property in Quebec, Canada, and was carried at zero value on the balance sheet.