MacDonald Mines Exploration Ltd.

CONDENSED INTERIM UNAUDITED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020

(EXPRESSED IN CANADIAN DOLLARS)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING AND NOTICE TO READER

The accompanying condensed interim unaudited financial statements ("Statements") of Macdonald Mines Exploration Ltd. (the "Company") for the three and nine months ended September 30, 2020 are the responsibility of the Company's management ("Management"). Management is responsible for the preparation, fair presentation and integrity of the Statements, including the selection of appropriate accounting principles, judgments and estimates necessary to prepare the Statements in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

In accordance with National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the Statements, they must be accompanied by a notice indicating that they have not been reviewed by an auditor. In this respect, the Company advises that its independent auditor has not performed a review or audit of these Statements.

MacDonald Mines Exploration Ltd.
Statements of Financial Position (unaudited)
(Expressed in Canadian dollars)

	Note	September 30, 2020	December 31, 2019
		$	$
Assets			
Current assets			
Cash and cash equivalents	6	**3,676,686**	847,448
Taxes and other receivables	7, 13	**192,611**	388,195
Prepaid expenses		**33,066**	88,915
Marketable securities		**424,609**	4,324
Total Current Assets		**4,326,972**	1,328,882
Non-Current assets			
Equipment	8	**2,684**	6,847
Total Assets		**4,329,656**	1,335,729
Liabilities and Shareholders' Equity (Deficit)			
Current liabilities			
Accounts payable and accrued liabilities	10, 13	**772,221**	475,618
Flow-through share premium liability	11	**-**	42,822
Flow-through provision	12	**238,852**	980,848
Total Current Liabilities		**1,011,073**	1,499,288
Shareholders' Equity (Deficit)			
Share capital	14(a)	**47,356,632**	43,064,791
Contributed surplus		**23,664,412**	21,835,092
Warrants reserve	14(c)	**1,733,016**	2,185,363
Accumulated Deficit		**(69,435,477)**	(67,248,805)
Total Shareholders' Equity (Deficit)		**3,318,583**	(163,559)
Total Liabilities and Shareholders' Equity (Deficit)		**4,329,656**	1,335,729

Nature of Business and Going Concern (Note 1)
Commitments (Note 15)

These condensed interim unaudited financial statements were authorized for issuance by the Board of Directors on November 24, 2020.

Approved on behalf of the Board of Directors: **(Signed) "*Quentin Yarie*"** **Director** **(Signed) "*Stuart Adair*"** **Director**

The accompanying notes are an integral part of these condensed interim unaudited financial statements.

MacDonald Mines Exploration Ltd.
Statements of Loss and Comprehensive Loss (unaudited)
(Expressed in Canadian dollars)

	Note	**Three Months Ended September 30** **2020**	2019	**Nine Months Ended September 30** **2020**	2019
		$	$	**$**	$
Expenses					
Exploration expenditures	9, 13	**1,230,545**	1,624,293	**2,132,551**	1,644,295
Salaries, professional and consulting fees	13	**(49,513)**	200,587	**178,787**	228,023
Shareholder communications		**65,889**	57,737	**255,465**	75,019
General and administrative		**37,606**	9,214	**77,866**	25,358
Depreciation		**1,064**	8,047	**4,163**	12,004
Part XII.6 tax		**-**	(809)	**-**	12,482
Share-based compensation	13, 14(b)	**449,592**	40,213	**774,271**	40,213
Deferred flow-through share premium	11	**-**	-	**(42,822)**	(2,891)
Loss before finance and other items		**(1,735,183)**	(1,939,282)	**(3,380,281)**	(2,034,503)
Foreign exchange gain (loss)		**165**	-	**514**	1,055
Gain (loss) on marketable securities		**(59,727)**	(3,139)	**(61,134)**	(1,607)
Interest income		**295**	(1,430)	**935**	994
Interest expense		**-**	7,449	**-**	(5,452)
Recovery of accrued flow-through provision	12	**-**	-	**716,875**	-
Other income	9(b), 9(d)	**481,419**	-	**536,419**	74,000
Net loss and comprehensive loss		**(1,313,031)**	(1,936,402)	**(2,186,672)**	(1,965,513)
Loss per share - basic and diluted		**(0.01)**	(0.02)	**(0.01)**	(0.02)
Weighted average number of common shares outstanding – basic and diluted		**195,978,800**	129,121,465	**182,022,687**	129,121,465

The accompanying notes are an integral part of these condensed interim unaudited financial statements.

MacDonald Mines Exploration Ltd.
Statements of Changes in Shareholders' Equity (Deficit) (unaudited)
(Expressed in Canadian dollars)

	Common Shares	Share Capital	Shares to be Issued	Contributed Surplus	Warrant Reserve	Warrants to be issued	Accumulated Deficit	Total Deficit
		$	$	$	$	$	$	$
Balance at December 31, 2018	**85,142,965**	**38,684,656**	**49,500**	**20,917,996**	**2,012,649**	**45,475**	**(62,967,168)**	**(1,256,892)**
Private placement	20,028,000	1,000,000	-	-	-	-	-	1,000,000
Share issue costs	-	(52,720)	-	-	-	-	-	(52,720)
Fair value of warrants issued	-	(263,505)	-	-	263,505	-	-	-
Exercise of warrants	150,500	66,829	-	-	-	-	-	66,829
Fair value of shares issued for property acquisition	23,800,000	1,190,000	-	-	-	-	-	1,190,000
Share- based compensation	-		-	40,213	-	-	-	40,213
Comprehensive loss	-	-	-	-	-	-	(1,965,513)	(1,965,513)
Balance at September 30, 2019	**129,121,465**	**40,625,260**	**49,500**	**20,958,209**	**2,276,154**	**45,475**	**(64,932,681)**	**(978,083)**
Balance as at December 31, 2019	**156,257,851**	**43,064,791**	**-**	**21,835,092**	**2,185,363**	**-**	**(67,248,805)**	**(163,559)**
Private placements	53,931,131	5,240,631	-	-	-	-	-	5,240,631
Share issue costs	-	(451,338)	-	-	-	-	-	(451,338)
Compensation units issued	396,217	-		-	-	-	-	-
Fair value of warrants issued	-	(557,184)	-	-	557,184	-	-	-
Fair value of broker warrants issued	-	(55,313)	-	-	55,313	-	-	-
Expiry of Warrants	-	-	-	1,055,049	(1,055,049)	-	-	-
Exercise of warrants	450,000	43,545	-	-	(9,795)	-	-	33,750
Fair value of shares issued for property acquisition	709,091	78,000	-	-	-	-	-	78,000
Share-based compensation	-	-	-	774,271	-	-	-	774,271
Subscriptions receivable	-	(6,500)	-	-	-	-	-	(6,500)
Comprehensive loss	-	-	-	-	-	-	(2,186,672)	(2,186,672)
Balance at September 30, 2020	**211,744,290**	**47,356,632**	**-**	**23,664,412**	**1,733,016**	**-**	**(69,435,477)**	**3,318,583**

The accompanying notes are an integral part of these condensed interim unaudited financial statements.

MacDonald Mines Exploration Ltd.
Statements of Cash Flows (unaudited)
(Expressed in Canadian Dollars)

	Nine Months Ended September 30	
	2020	2019
	$	$
Operating activities		
Net loss for the period	**(2,186,672)**	(1,965,513)
Items not affecting cash:		
Depreciation	**4,163**	12,004
Shares and warrants issued for properties	**78,000**	1,190,000
Loss (gain) on marketable securities	**61,134**	(1,607)
Deferred premium on flow-through shares	**(42,822)**	(2,891)
Share-based compensation	**774,271**	40,213
Fair value of shares received from sale of properties	**(481,419)**	-
Recovery of accrued flow-through provision	**(716,875)**	-
Net change in non-cash working capital items:		
Taxes and other receivables	**195,583**	28,252
Prepaid expenses	**55,849**	-
Accounts payable and accrued liabilities	**271,483**	33,479
Net cash used in operating activities	**(1,987,305)**	(666,063)
Financing activities		
Proceeds from private placements	**5,234,131**	1,000,000
Share issue costs	**(451,338)**	(52,720)
Exercise of warrants	**33,750**	66,829
Net cash provided by financing activities	**4,816,543**	1,014,109
Change in cash and cash equivalents	**2,829,238**	348,046
Cash and cash equivalents, beginning of year	**847,448**	351,991
Cash and cash equivalents, end of period	**3,676,686**	700,037

The accompanying notes are an integral part of these condensed interim unaudited financial statements.

1. Nature of Business and Going Concern

MacDonald Mines Exploration Ltd. (the "Company") is a publicly traded company actively engaged in the acquisition, exploration and development of mineral properties. The Company's registered office is Suite 1001, 145 Wellington Street West, Toronto, Ontario, Canada, M5J 1H8. Since November 1, 2011, the Company has been continued under the Canadian Business Corporations Act. Prior to November 1, 2011, the Company was continued under the Quebec Business Corporations Act (formerly, Part 1A of the Companies Act (Quebec)). The Company's Class A common shares are listed on the TSX Venture Exchange ("TSXV") under the ticker symbol "BMK". The Company's functional and presentation currency is Canadian Dollars.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current operations, including exploration and evaluation programs, will result in profitable mining operations. 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, and the ability of the Company to raise additional financing, if necessary, or alternatively upon the Company's ability to dispose its interests on an advantageous basis.

These condensed interim unaudited financial statements have been prepared using International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") on a going concern basis which assumes the Company will be able to meet its obligations and continue its operations for the next 12 months. During the nine months ended September 30, 2020, the Company incurred a net loss and comprehensive loss of $2,186,673 (2019 - $304,290) and at September 30, 2020 had total shareholders' equity of $3,318,583 (December 31, 2019 – shareholders' deficit of $163,559) and working capital of $3,315,899 (December 31, 2019 – working capital deficit $170,406).

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 therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. There is no assurance that the Company will continue to be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

These condensed interim unaudited financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact that COVID-19 will have on its operations and the ability of others to meet their obligations to the Company, including uncertainties relating to the ultimate severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.

2. Basis of Preparation and Statement of Compliance

These condensed interim unaudited financial statements are prepared in compliance with IFRS, including International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the IASB. These condensed interim unaudited financial statements should be read in conjunction with the Company's annual financial statements for the year ended December 31, 2019, which have been prepared in accordance with IFRS and include information necessary or useful to understanding the Company's business and financial statement presentation. These condensed interim unaudited financial statements have been prepared using the accounting policies, methods of computation and presentation that the Company expects to utilize in its annual financial statements for year ended December 31, 2020, the more significant of which are detailed in Note 3.

These condensed interim unaudited financial statements were approved by the Company's Audit Committee on behalf of the Board of Directors on November 24, 2019

3. Significant Accounting Policies

a) Functional and Presentation Currency

Items included in the condensed interim unaudited financial statements are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"), which was determined to be the Canadian dollar and is also the Company's presentation currency. Transactions in currencies other than the Canadian dollar are translated at rates at the time of the transactions as follows:

(i) Monetary assets and liabilities are translated at current rates of exchange at each reporting date with the resulting gains or losses recorded in foreign exchange gain/loss in the statements of loss and comprehensive loss;

(ii) Non-monetary items are translated at historical exchange rates and are not retranslated; and

(iii) Expense items are translated at the rates of exchange prevailing on the dates of the transactions.

b) Cash and Cash Equivalents

Cash and cash equivalents include cash, demand deposits and short-term, highly-liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. Cash equivalents have maturities of three months or less at the date of acquisition. Interest earned is included in interest income on the statements of loss and comprehensive loss.

c) Marketable Securities

Marketable securities consist of equity securities over which the Company does not have control or significant influence.

d) Taxes and Other Receivables

Taxes and other receivables consist primarily of HST and QST receivables from government authorities in Canada, as well as cost reimbursements from third parties.

3. Significant Accounting Policies (continued)

e) Mineral Properties and Exploration Expenditures

The Company expenses all costs relating to the acquisition of, exploration for and development of mineral claims and credits all revenues received against the exploration expenditures. Such costs include, but are not limited to, acquisition costs, geological, geophysical studies, exploratory drilling and sampling. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

f) Impairment of Non-Financial Assets

The carrying values of equipment are assessed for impairment when indicators of such impairment exist. If any indication of impairment exists, an estimate of the asset's recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs to sell for the asset and the asset's value in use.

If the carrying amount of the asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to the statements of loss and comprehensive loss to reduce the carrying amount to its recoverable amount.

A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognized. If this is the case, the carrying amount of the asset is increased to its recoverable amount. The increased amount cannot exceed the carrying amount that would have been determined, net of accumulated depreciation, had no impairment loss been recognized for the asset in prior years. Such a reversal is recognized in the statements of loss and comprehensive loss.

g) Loss per Common Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. The diluted loss per share calculation assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. All the Company's outstanding stock options and warrants were anti-dilutive for the nine months ended September 30, 2020 and 2019.

h) Share Capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share purchase warrants are recognized as a deduction from equity. Common shares issued for consideration other than cash are valued based on their market value at the date the shares are issued.

Proceeds received from the issuance of units, consisting of common shares and share purchase warrants, are allocated to common shares and warrants on a relative fair value basis whereby the common shares are valued based on the quoted market price of the common shares at the time the units are issued, and the share purchase warrants are valued using the Black-Scholes option pricing model.

3. Significant Accounting Policies (continued)

i) Share-based Compensation

Share-based compensation transactions are measured based on the fair value of the share-based compensation issued. The Company grants stock options to certain employees, directors and consultants under the terms of the Company's Stock Option Plan. Each tranche in an option award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the date of grant using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires estimates for the expected life of options and stock price volatility which can materially affect the fair value estimate. Volatility and the expected life of options is estimated based on an analysis of factors such as the Company's historical price trends, history of option holder activity, and peer and industry benchmarks for similar transactions.

Share-based compensation transactions with parties other than employees and directors are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

i) Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent they relate to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the condensed interim unaudited financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net loss and comprehensive loss depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

j) Flow-through Shares

The Company will from time-to-time, issue flow-through common shares to finance a portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into: i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability; and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is deferred and recognized as other income as the expenditure incurs, and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-

3. Significant Accounting Policies (continued)

i) Flow-through Shares (continued)

through proceeds renounced under the Look-back Rule in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

j) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

k) Equipment

Equipment is stated at cost, less accumulated depreciation and accumulated impairment losses. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use. Depreciation is provided over the estimated useful lives of the equipment using the following methods:

- Exploration equipment – 50% declining balance
- Vehicles – 30% straight-line

l) Rehabilitation Provision

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, dismantling operating facilities, 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 cost is capitalized by increasing the carrying amount of the related mining assets to the extent that it was incurred prior to the production of related ore. 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 the statement of 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. When applicable for closed sites, changes to estimated costs are recognized immediately in the statement of loss and comprehensive loss. As at September 30, 2020 and 2019 the provision was $nil.

m) Financial Assets and Liabilities

IFRS 9 – Financial instruments (“IFRS 9”) includes guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through profit or loss (“FVTPL”) or fair value through other comprehensive income (“FVTOCI”) based on the business model in which they are held and the characteristics of their contractual cash flows.

3. Significant Accounting Policies (continued)

m) Financial Assets and Liabilities (continued)

Financial assets
Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

i. Financial assets recorded at FVTPL

Financial assets classified as FVTPL are measured at fair value with changes in fair value on those items recognized in net loss and comprehensive loss. Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI.

The Company's marketable securities are classified as financial assets measured at FVTPL.

ii. Amortized Cost

Financial assets classified as amortized cost are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

The Company's cash and cash equivalents, and taxes and other receivables are classified as financial assets measured at amortized cost.

iii. Financial assets recorded at FVTOCI

Financial assets are recorded at FVTOCI when the change in fair value is attributable to changes in the Company's credit risk.

Financial liabilities
Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

i. Amortized cost

Financial liabilities measured at amortized cost, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective yield basis is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

The Company's accounts payable and accrued liabilities approximate their amortized cost.

ii. Financial liabilities recorded at FVTPL

Financial liabilities are classified as FVTPL if they do not fall into the amortized cost category detailed above.

3. Significant Accounting Policies (continued)

m) Financial Assets and Liabilities (continued)

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

Recognition and measurement
Instruments classified as FVTPL are measured at fair value with gains and losses arising from the changes in fair value of the securities presented in the statement of loss and comprehensive loss as the net unrealized gains or losses in the period they arise. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive loss.

Determination of fair values
The determination of fair value requires judgement and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of securities based on quoted trading prices at the end of the reporting period or the closing trade price on the last day the security traded if there were no trades at the end of the reporting period.

Disposition of marketable securities
Realized gains or losses on the disposal of securities and unrealized gains and losses on securities classified as FVTPL are reflected in profit or loss on the transaction date and are calculated on a weighted average cost basis.

Derecognition of financial liabilities
The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statement of loss and comprehensive loss.

Impairment of financial assets
Financial assets not measured at FVTPL are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the financial assets have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

The carrying amounts of the Company's financial assets are reviewed at each reporting date to determine if there is any indication of impairment. As at September 30, 2020, the fair values of the financial assets classified at amortized cost approximate their carrying value due to their short-term nature.

Financial instruments recorded at fair value
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 fair value hierarchy has the following levels:

- Level 1 – valuation based on unadjusted quoted prices in active markets for identical assets or liabilities;

3. Significant Accounting Policies (continued)

m) Financial Assets and Liabilities (continued)

- Level 2 – valuation techniques based on 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 – valuation techniques using inputs for the asset or liability that are not based on observable market data (i.e. unobservable inputs).

As at September 30, 2020, marketable securities valued at $324,300 (December 31, 2019 - $4,324) were measured using Level 1 inputs.

n) New Accounting Standard Adopted By The Company

The following standard was adopted by the Company as of January 1, 2019. The impact of the adoption of this standard is disclosed below.

IFRS 16 – Leases ("IFRS 16")

IFRS 16 was issued in January 2016 and replaced 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 recognizes 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 recognize 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. The adoption of IFRS 16 did not have any financial statement impact on the Company's statements of financial position at transition on January 1, 2019, as the Company did not have any leases in place at that date and still does not have any.

o) Critical Accounting Judgements and Estimates

The preparation of these condensed interim unaudited financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting periods. Actual outcomes could differ from these estimates.

These condensed interim unaudited financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim unaudited financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3. Significant Accounting Policy (continued)

q) Critical Accounting Judgements and Estimates (continued)

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from estimates made, relate, but are not limited to, the following:

Going concern
The preparation of the condensed interim unaudited financial statements requires management to make judgments regarding the going concern of the Company as previously discussed in Note 1.

Share-based compensation and warrant valuation
The Black-Scholes option valuation model used by the Company to determine fair values for stock-based compensation was developed for use in estimating the fair value of freely traded options. This model requires input of highly subjective assumptions including future stock volatility and expected time until exercise. Changes in the subjective input assumptions can materially affect a stock option's fair value estimate.

Deferred taxes
The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred tax provisions or recoveries could be affected.

Deferred Flow-Through Premium Estimates
Recorded costs of flow-through share premium liabilities reflect premiums received by the Company on the issue of flow-through shares. The premium is subject to measurement uncertainties and requires the Company to assess the value of non-flow-through shares. The determination is subjective and does not necessarily provide a reliable single measure of the fair value of the premium liability. The fair values of the flow-through premiums are disclosed in Note 11.

Income, value added, withholding and other taxes
The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the end of the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such a determination is made.

4. Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its capital stock, warrants, and contributed surplus components of its shareholders' equity or deficit. The properties in which the Company currently has an interest are in the early exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration activity and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2020 and 2019.

5. Financial Risks Factors

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk
Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. Cash and cash equivalents consist of cash on deposit with banks. Included in taxes and other receivables at September 30, 2020 is $161,311 (December 31, 2019 - $131,698) relating to sales taxes receivable from various Canadian governments. The remaining balance at September 30, 2020 of $31,300 (December 31, 2019 - $256,497) relates to balances due from related parties. Management believe that the credit risk concentration with respect to its financial instruments is not significant.

Liquidity Risk
The Company's liquidity risk is the risk that Company has insufficient funds to settle its contractual financial liabilities. The Company manages this risk by ensuring sufficient funds are available as contractual cash flows become due.

As at September 30, 2020, the Company had a cash and cash equivalents balance of $3,676,686 (December 31, 2019 - $847,448) to settle current liabilities of $1,011,073 (December 31, 2019 - $1,499,288). As a result, the Company is exposed to liquidity risk.

While the Company has been successful in obtaining required funding in the past, there is no assurance that future financings will be available.

Market Risk
Market risk is the risk of loss that might arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

5. Financial Risks Factors (continued)

i) Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to limited interest rate risk, as it only holds cash and cash equivalents and does not have any interest-bearing debt.

ii) Foreign Currency Risk:

The Company also holds a bank account denominated in United States dollars; therefore, it is subject to risk of fluctuations in the exchange rate of the United States dollar against the Canadian dollar. However, as at September 30, 2020 and 2019, the Company had a minimal balance in its US bank balance; therefore, the impact of any change in the United States dollar versus the Canadian dollar would be insignificant.

6. Cash and Cash Equivalents

Cash and cash equivalents consist of:	**September 30, 2020**	December 31, 2019
	$	$
Cash deposit	**3,646,686**	817,448
Cash equivalents	**30,000**	30,000
	3,676,686	847,448

7. Taxes and other receivables

	September 30, 2020	December 31, 2019
	$	$
Taxes recoverable	**161,311**	131,698
Due from related party	**31,300**	251,497
Other	**-**	5,000
	192,611	388,195

8. Equipment

The following tables summarize the Company's equipment carrying values at September 30, 2020 and December 31, 2019:

		2020	
	Cost	**Accumulated Depreciation**	**Carrying Value**
	$	**$**	**$**
Exploration Equipment	**83,739**	**(83,404)**	**335**
Vehicles	**52,012**	**(49,663)**	**2,349**
	135,751	**(133,087)**	**3,684**

		2019	
	Cost	Accumulated Depreciation	Carrying Value
	$	$	$
Exploration Equipment	83,739	(83,204)	535
Vehicles	52,012	(45,700)	6,312
	135,751	(128,904)	6,847

(Expressed in Canadian dollars, unless otherwise noted)

9. Mineral Properties

The Company has ownership interests in the several exploration projects. The Scadding-Powerline-Jovan ("SPJ") project is the main focus of exploration.

The following table summarizes the cumulative exploration and evaluation expenditures the Company has incurred on the various properties it owns:

	SPJ	Charlevoix	Total
	$	$	$
Balance, December 31, 2018	551,718	689,218	1,240,936
Property acquisition costs	2,257,353	-	2,257,353
Exploration expenditures	1,144,498	-	1,144,498
Balance, December 31, 2019	**3,953,569**	**689,218**	**4,642,787**
Property acquisition costs	144,000	-	144,000
Exploration expenditures	1,988,551	-	1,988,551
Balance, September 30, 2020	**6,086,120**	**689,218**	**6,775,338**

a) Scadding-Powerline-Jovan Property

The SPJ property consists of the Scadding, Powerline, Jovan, Blueberry, Loney and Golden Copper properties.

On April 24, 2019, the Company signed definitive agreements with both Northern Sphere Mining Corp. ("Northern Sphere") and Currie Rose Resources Inc. ("Currie Rose") to purchase a 100% interest in the leases comprising the Scadding Mine, as well as additional mineral claims that surround the permitted Scadding Mine site (collectively, the "Scadding Mine"), which is located east of Sudbury in Northern Ontario. The Scadding Mine is located in Scadding Township near the Wanapitei – Ashigami Lakes district, 40 kilometres east of Sudbury, Ontario. The site was initially mined by Northgate Exploration in the 1980's.

To acquire Northern Sphere's 51% interest in the Scadding Mine and 100% interest in the surrounding claims, the Company, upon satisfaction of certain conditions, will:

- issue 10,000,000 of the Company's common shares upon transfer of title (the shares were issued on September 10, 2019, with a fair value of $900,000 (see Note 14(a));
- make a $100,000 cash payment (the $100,000 was paid on the signing of definitive agreements); and
- incur $300,000 in eligible exploration expenditures in the 12-month period following acquisition of the Scadding Mine (this amount has now been incurred).

The agreement with Northern Sphere is subject to both a standstill clause and voting requirements.

To acquire Currie Rose's 49% interest in the Scadding Mine, the Company, upon satisfaction of certain conditions, will:

- issue 8,000,000 of the Company's common shares (the shares were issued on September 4, 2019, with a fair value of $640,000 (see Note 14(a));
- make a $50,000 cash payment on transfer of title (the $50,000 was paid on the signing of definitive agreements); and
- incur $1.5M of eligible exploration expenditures on the leases partially comprising the Scadding Mine over a three-year period (this amount has now been incurred).

9. Mineral Properties (continued)

As part of the agreement, Currie Rose retains a 3% Net Smelter Return ("NSR") on the property. Upon reaching commercial production, the Company agrees to pay Currie Rose $2,000,000 upon reaching commercial production in exchange for a reduction of the NSR to 2.5%. An additional 1% of the NSR can be bought back for $1,000,000. 514 Finance Inc. acted as an arms-length advisor for this transaction and the Company issued 2,000,000 common shares for its services. The fair value of the shares issued was $160,000 (see Note 14(a)).

On July 9, 2019, the Company entered into agreement with Blueberry Cobalt Project Corp. to purchase a 100% interest in certain claims located in Greater Sudbury, Ontario. In consideration for the purchase of the mining claims the Company paid $50,000 in cash and issued 3,000,000 common shares. The fair value of the shares issued was $150,000 (see Note 14(a)).

On September 2, 2019, the Company entered into an agreement with Klondike Bay Resources (Loney Property) to acquire a 100% interest in 151 claims in the Wanapitei Lake area, 33 kilometres northeast of Sudbury, Ontario. The terms of the purchase agreement require the following payments:

- $20,000 and 200,000 shares on signing of agreement,
- $30,000 and 300,000 shares on or before first anniversary of agreement (the shares were issued on September 30, 2020, with a fair value of $33,000 (see note 14(a)), while a cash payment of $30,000 was paid subsequent to September 30, 2020).
- $30,000 and 250,000 shares on or before second anniversary of agreement.

The Company made a cash payment of $20,000 upon signing the definitive agreements. On November 8, 2019, the Company issued 200,000 common shares. The fair value of the shares issued was $20,000 (see Note 14(a)).

On October 2, 2019, the Company entered into an agreement with Golden Copper Corp. to purchase a 100% interest in 38 mining claims located 35 kilometres from downtown Sudbury, Ontario. The Company made a cash payment of $5,000 upon signing the definitive agreements. On November 8, 2019, the Company issued 1,875,000 common shares. The fair value of the shares issued was $187,500 (see Note 14(a)).

On July 18, 2018, the Company announced it acquired an option to earn 100% interests in the Jovan and Powerline properties. The purchase price was structured to be payable over a three-year period and included cash payments totaling $225,000, the issuance of commons shares valued at $180,000 and the commitment to spend up to $800,000 in exploration activities. The Company made a cash payment of $37,500 upon signing the definitive agreements. On October 5, 2018, the Company issued 500,000 common shares valued at $20,000 pursuant to the definitive agreement. On August 14, 2019, in accordance with agreement, the Company issued 800,000 common shares valued at $40,000 (see Note 14(a)) and paid $45,500 in cash. On August 06, 2020, the Company made a cash payment of $66,000 and on September 14, 2020 the Company issued 409,091 common shares valued at $45,000 in accordance with the agreement. The shares were valued at $45,000. (see Note14(a))

b) <u>Holdsworth Property</u>

On December 7, 2016 (the "Effective Date"), the Company entered into an Option and Joint Venture ("JV") agreement ("the Option Agreement") with Noble Mineral Exploration Inc. ("Noble") to advance exploration on Noble's Wawa-Holdsworth Gold and Silver Project (the "Holdsworth Project"), located 25 kilometres northeast of Wawa, Ontario. Subject to the terms and conditions of the Option Agreement, the Company will have the right to earn up to an undivided 75% interest in the Project, comprising of a first option to earn a 51% base interest and a second option to earn an additional 24% interest. The property covers 18 contiguous patented mining claims covering approximately 285 hectares.

To earn an initial 51% undivided interest (the "Base Interest") in the Holdsworth Project, the Company issued 2,500,000 of its Class A Common Shares and 2,500,000 share purchase warrants to Noble and must incur a minimum of $1,200,000 in expenditures in the 18-month period following the Effective Date. The share purchase warrants have an

(Expressed in Canadian dollars, unless otherwise noted)

9. Mineral Properties (continued)

exercise price of $0.15 and expire 3 years from the date of issue. The Company issued the common shares and share purchase warrants on January 12, 2017. To earn the additional 24% undivided interest, the Company shall incur a further $1,000,000 of expenditures on or before the second anniversary of the date the 51% interest is exercised and the Base Interest is earned and make a payment of $100,000 to Noble.

On May 3, 2017, the Option Agreement was replaced with a purchase agreement whereby the Company agreed to acquire the Holdsworth Project from Noble (the "Purchase Agreement"). The purchase price comprised the following: (i) 5,500,000 units of the Company; (ii) the granting of a 1.5% net smelter return royalty in favour of Noble; and (iii) the payment of the equivalent of 5,000 ounces of gold once a mineral reserve or resource has been identified compliant with National Instrument 43-101 guidelines. Each unit shall comprise one common share and one share purchase warrant of the Company, with each share purchase warrant having an exercise price of $0.30 and a 3-year term from the date of issue. The Purchase Agreement supersedes the Option Agreement. Payment of the 5,500,000 units shall be issued in tranches to ensure Noble's shareholdings in the Company does not exceed 9.9%.

On October 25, 2018, the Company announced that it had elected to cease any further work at its Holdsworth Project and rather focus its efforts on the Jovan and Powerline properties. The remaining units will no longer be issued under the Purchase Agreement.

In total, the Company issued 5,225,000 units to Noble under the Purchase Agreement.

On August 24, 2020, the Company entered into an agreement with Noble to sell all of its' interest in the Holdsworth Project back to Nobel. As consideration for the property, Noble issued to the Company 4,000,000 common shares of Noble, as well as 2,000,000 warrants which expire 3 years after issuance and are exercisable at $0.15 per common share of Noble. The fair value of the common shares received on August 24, 2020 was $0.09 each, Noble's closing price on August 24, 2020, while the fair value of the warrants received was $0.06 each, using the Black-Scholes model. The fair value of the total consideration received was valued at $481,419 and recorded as other income in the statement of loss and comprehensive loss. The shares and the warrants are subject to a 4 month hold period.

c) Charlevoix-Silica Property

On November 18, 2016, the Company entered into a purchase agreement with 9019-5504 Quebec Inc. to acquire a 100% interest in certain mining claims located in the Province of Quebec known as the Charlevoix-Silica Property. In consideration for the purchase of the mining claims, the Company issued 9,000,000 common shares on January 12, 2017 valued at $0.07 per share for a total fair value of $630,000.

d) McFaulds Lake and Area Properties

The Company had held property in this region of Northern Ontario since 2004. During the nine months ended September 30, 2020, the Company sold its remaining interests in the McFaulds Lake and area properties to Juno Corp. ("Juno"), a private company. As consideration for the properties, the Company received $55,000 in cash, which is recorded in other income in the statements of loss and comprehensive loss, and 500,000 common shares in the capital of Juno. No value has currently been ascribed to the Juno common shares.

10. Accounts Payable and Accrued Liabilities

	September 30, 2020	December 31, 2019
	$	$
Accounts payable	**728,488**	439,816
Accrued liabilities	**43,733**	35,802
	772,221	475,618

(Expressed in Canadian dollars, unless otherwise noted)

11. Deferred Premium on Flow-Through Shares

The premium paid for flow-through shares in excess of the market value of the shares without the flow-through features is initially recognized as a liability. The liability is subsequently reduced and recorded in the statements of loss and comprehensive loss on a pro-rata basis based on the corresponding eligible expenditures that have been incurred when it is the Company's intention to file the appropriate renunciation forms with the Canadian taxation authorities.

The following table sets out the changes to the deferred premium balances:

		2019 F/T Series		2019 F/T Series		Total
Balance, January 1, 2019	$	-	$	2,891	$	2,891
Recognition of deferred premium (Note 14(a))		66,600		-		66,600
Decrease of deferred premium		(23,778)		(2,891)		(26,669)
Balance, December 31, 2019	$	42,822	$	-	$	42,822
Decrease of deferred premium		(42,822)		-		(42,822)
Balance, September 30, 2020	**$**	**-**	**$**	**-**	**$**	**-**

12. Provision for Flow-Through shares

During the year ended December 31, 2015, the Company underwent an audit conducted by the Canada Revenue Agency ("CRA") for the calendar years 2010 to 2013. As a result of the audit, CRA adjusted the amount of qualifying expenditures that were renounced to subscribers aggregating approximately $2,500,000. The Company did not appeal the adjustment resulting in the subscribers being reassessed tax payable for calendar years 2010-2013 for which the Company was ultimately responsible. In addition, CRA assessed additional Part XII.6 tax of $255,043 to the Company in connection with the shortfall, which was paid in January 2017. In addition, there was a shortfall in 2018's eligible flow-through exploration expenditures.

At September 30, 2020, there is a provision of $238,852 (December 31, 2019 - $979,406) representing the estimated amount of repayments to subscribers, related to the 2010-2013 and 2018 shortfalls in flow-through eligible exploration expenditures, that the Company currently expects to incur. During the nine months ended September 30, 2020, the Company made cash payments of $23,679 to settle obligations to subscribers and reduced its estimate of the amount of provision ultimately payable, booking a recovery of $716,875 against the amount previously accrued.

13. Related Party Transactions and Balances

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company. Key management personnel include the Board of Directors and the executive management team. The executive management team comprises: (i) the President and Chief Executive Office; and (ii) the Chief Financial Officer.

Compensation for key management personnel of the Company for the nine months ended September 30, 2020 and 2019 was as follows:

	2020	2019
	$	$
Short-term benefits	**176,169**	60,535
Share-based payments	**495,603**	-
	671,772	60,535

13. Related Party Transactions and Balances (continued)

At September 30, 2020, included in taxes and other receivables is an amount of $31,300 (December 31, 2019 – $251,497) related to exploration and general and administrative charges to companies under common management. Included in accounts payable and accrued liabilities is an amount of $65,973 (2019 - $121,511) related to exploration, rent and general & administrative charges from a company under common management.

14. Shareholders' Equity (Deficit)

a) Share Capital

The Company's authorized share capital includes an unlimited number of Class "A" common shares having no par value. At September 30, 2020, 211,744,290 common shares (December 31, 2019 – 156,257,851) were issued and outstanding. Please refer to the statements of changes in shareholders' equity (deficiency) for movements in share capital during the nine months ended September 30, 2020 and 2019.

On August 13, 2019, the Company closed the first tranche of a non-brokered private placement financing for gross proceeds of $482,000. The Company issued 7,700,000 units at a price of $0.05 per unit and 1,940,000 flow-through common shares at a price of $0.05 per share. Each unit consisted of one common share and one-half of one common share purchase warrant exercisable for a period of two years at an exercise price of $0.075 per purchase warrant. As part of the financing the Company paid $10,180 cash commission, issued 28,000 compensation shares to certain brokers and issued 140,000 non-transferable compensation options giving the holder thereof the option to acquire common shares for a period of 24 months from the date of issuance at an exercise price of $0.05 per compensation option. The fair value of the compensation options and the warrants issued under this tranche was $0.05 per unit (see Note 14(c)).

On August 13, 2019, the Company issued 800,000 common shares in connection with the Jovan and Powerline properties acquisition. The fair value of the common shares issued was $40,000 (see Note 9(a)).

On August 15, 2019, the Company issued 3,000,000 common shares in connection with the Blueberry property acquisition. The fair value of the common shares issued was $150,000 (see Note 9(a)).

On August 26, 2019, the Company closed the second tranche of a non-brokered private placement financing for gross proceeds of $518,000. The Company issued 10,160,000 units at a price of $0.05 per unit and 200,000 flow-through common shares at a price of $0.05 per share. Each unit consisted of one common share and one-half of one common share purchase warrant exercisable for a period of two years at an exercise price of $0.075 per purchase warrant. As part of the financing the Company paid $34,040 cash commission and issued 656,000 non-transferable compensation options giving the holder thereof the option to acquire common shares for a period of 24 months from the date of issuance at an exercise price of $0.05 per compensation option. The fair value of the compensation options and the warrants issuable under this tranche was $0.05 per unit (see Note 14(c)).

On September 4, 2019, the Company issued 8,000,000 common shares in connection with the Currie Rose property agreement. The fair value of the common shares issued for the property was $640,000. 514 Finance Inc. acted as an arms-length advisor for this transaction and the Company issued 2,000,000 common shares for its services. The fair value of these common shares was $160,000 (see Note 9(a)).

On September 10, 2019, the Company issued 10,000,000 common shares in relation to the Northern Sphere property agreement. The fair value of the shares issued was $900,000 (see Note 9(a)).

On October 7, 2019, the Company closed a non-brokered financing for aggregate gross proceeds of $1,500,000. Pursuant to the offering, the Company issued 18,750,000 units at a price of $0.08 each. Each such unit comprised of one common share of the Company and one share purchase warrant. Each warrant is exercisable for a period of three years from the date of issuance at a price of $0.11 per warrant. The Company paid a total of $10,750 in service fees in connection with the offering. The fair value of the warrants issued under the financing was $0.14 each (see Note 14(c)).

14. Shareholders' Equity (Deficit) (continued)

a) Share Capital (continued)

On November 8, 2019, the Company issued a total of 2,075,000 common shares in connection with the property acquisitions of the Loney property (200,000 common shares) and the Golden Copper property (1,875,000 common shares). The fair value of the shares issued was $20,000 and $187,500, respectively (see Note 9(a)).

On December 18, 2019, the Company closed a non-brokered private placement of 1,480,000 flow-through common shares (the "FT Shares") of the Company at a price of $0.125 per FT Share for gross proceeds of $185,000. In connection with this placement, the Company paid finders fees of $7,000 and issued 56,000 compensation warrants, with each compensation warrant exercisable to acquire one common share of the Company at a price of $0.125 per common share. The fair value of the compensation warrants issued under the financing was $0.05 (see Note 14(c)). As a result of the flow-through financing the Company recognized a deferred flow-through premium of $66,600 (see Note 11).

On April 21, 2020, the Company closed a non-brokered private placement financing for gross proceeds of $994,781. The Company issued 7,388,480 units at a price of $0.065 per unit and 7,350,428 flow-through common shares at a price of $0.07 per common share. Each unit consisted of one common share and one-half of one common share purchase warrant exercisable for a period of two years at an exercise price of $0.10 per warrant. As part of the financing the Company paid $65,242 cash commission and issued 396,216 broker shares. The fair value of the warrants issued under the financing was $0.06 per warrant (see Note 14(c)).

On August 5, 2020 the Company closed a non-brokered private placement offering for total gross proceeds of $4,245,850 consisting of: (i) 9,332,223 "charity flow-through" units at a price of $0.135 each; and (ii) 29,860,000 "flow-through" units at a price of $0.10 each. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each warrant shall be exercisable to acquire one common share at a price of $0.20 for a period of 24 months from the closing of the offering. If the closing price of the common shares is at a price equal to or greater than $0.35 for a period of 10 consecutive trading days, MacDonald will have the right to accelerate the expiry date of the warrants by giving notice, via a news release, to the holders of the warrants that the warrants will expire on the date that is 30 days after the issuance of said news release. As part of the financing the Company paid $261,760 cash commission and issued 2,301,756 broker warrants. The fair value of the warrants issued under the charity flow-through financing and the flow-through financing was $0.03 per warrant (see Note 14(c)).

On September 14, 2020, the Company issued 409,091 common shares in relation to the Jovan-Powerline property agreement. The fair value of the shares issued was $45,000. (see Note 9(a)).

On September 30, 2020, the Company issued 300,000 common shares in relation to the Loney property agreement. The fair value of the shares issued was $30,000. (see Note 9(a)).

b) Stock Options

The Company has a stock option plan (the "Plan") pursuant to which the Company's Board of Directors may grant incentive stock options to directors, officers, employees and consultants at the discretion of the Board of Directors. The exercise price and vesting period of any option is fixed by the Board of Directors on the date of grant in accordance with applicable stock exchange or other regulatory requirements, if applicable. The maximum aggregate number of common shares under option at any time under the Plan cannot exceed 10% of the issued and outstanding number of common shares.

On February 18, 2020 the Company granted 4,725,000 stock options to directors, employees, officers and consultants at an exercise price of $0.08 per common share. These five-year options vested immediately upon grant. The fair value of the stock options granted was estimated to be $324,679 and is included in the statements of loss and comprehensive loss for the nine months ended September 30, 2020.

(Expressed in Canadian dollars, unless otherwise noted)

14. Shareholders' Equity (Deficit) (continued)

b) Stock Options (continued)

On August 21, 2020, the Company granted 4,395,560 stock options to directors, employees, officers and consultants at an exercise price of $0.13 per common share. These five-year options vested immediately upon grant. The fair value of the stock options granted was estimated to be $449,592 and is included in the statements of loss and comprehensive loss for the nine months ended September 30, 2020.

The following table summarizes stock option movements during the nine months ended September 30, 2020:

	Number of Options		Weighted Average Exercise Price
Balance, December 31, 2019	7,935,000	$	0.12
Granted	9,120,560		0.10
Cancelled	(1,675,000)		0.11
Balance, September 30, 2020	**15,380,560**		**0.11**

Outstanding stock options at September 30, 2020 were as follows:

Number of Stock Options Outstanding		Black-Scholes Value		Exercise Price	Weighted Average Remaining Contractual Life (Years)	Expiry Date
1,980,000	$	356,400	$	0.18	1.64	May 22, 2022
1,675,000		100,467		0.09	2.80	July 18, 2023
2,605,000		208,400		0.10	3.94	September 8, 2024
4,725,000		324,679		0.08	4.35	February 18, 2025
4,395,560		449,592		0.13	4.89	August 21, 2025
15,380,560	**$**	**1,439,538**	**$**	**0.11**	**3.92**	

The fair value of the stock options issued during the nine months ended September 30, 2020 were calculated using the Black-Scholes option pricing model utilizing the following assumptions:

	February 18, 2020
Risk-free interest rate	1.39%
Expected stock volatility	212%
Expected life	5 years
Dividend yield	0%

	August 21, 2020
Risk-free interest rate	0.31%
Expected stock volatility	165%
Expected life	5 years
Dividend yield	0%

(Expressed in Canadian dollars, unless otherwise noted)

14. Shareholders' Equity (Deficit) (continued)

c) Warrants

The Company has issued warrants as part of equity financings. The fair value of warrants is recognized upon issuance as an equity reserve until expiration or exercise. The following table summarizes warrant movements during the nine months ended September 30, 2020:

	Number of Warrants		Weighted Average Exercise Price
Balance, December 31, 2019	42,297,580	$	0.11
Granted	25,436,552		0.19
Exercised	(450,000)		0.08
Expired	(12,098,857)		0.18
Balance, September 30, 2020	**55,185,275**	**$**	**0.14**

Warrants outstanding and exercisable as at September 30, 2020 were as follows:

Issue Date	Expiry Date		Exercise Price	Number of Warrants		Relative Fair Value
December 30, 2016	December 30, 2021	$	0.10	505,325	$	34,969
March 7, 2017	March 7, 2022		0.07	436,398		73,838
February 1, 2018	February 1, 2021		0.30	725,000		119,886
August 13, 2019	August 13, 2021		0.08	3,400,000		74,005
August 13, 2019	August 13, 2021		0.05	140,000		5,594
August 26, 2019	August 26, 2021		0.08	5,080,000		111,200
August 26, 2019	August 26, 2021		0.05	656,000		21,976
October 7, 2019	October 7, 2022		0.11	18,750,000		676,000
December 19, 2019	December 19, 2021		0.13	56,000		2,853
April 21, 2020	April 21, 2022		0.10	3,694,240		109,238
August 5, 2020	August 5, 2022		0.20	21,742,312		503,260
		$	**0.14**	**55,185,275**	**$**	**1,621,619**

The fair value of the warrants issued in 2020 was estimated using a relative fair value attribution of the Black-Scholes model for pricing options using the following weighted average assumptions:

	April 21, 2020
Risk-free interest rate	0.33%
Expected stock volatility	153%
Expected life	2 years
Dividend yield	0%

	August 5, 2020
Risk-free interest rate	0.23%
Expected stock volatility	72%
Expected life	2 years
Dividend yield	0%

15. Commitments

Flow-through expenditure commitment

The Company completed flow-through share financings that involve a commitment to incur Canadian Exploration Expenditures ("CEE") prior to the end of specific calendar years and to renounce the CEE tax deductions to the flow-through share subscribers. The flow-through commitment at September 30, 2020 was $2,955,749 (December 31, 2019 - $118,951).