STARR PEAK
Exploration Ltd.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
(Unaudited)

APRIL 30, 2019

These unaudited condensed interim financial statements of Starr Peak Exploration Ltd. for the nine months ended April 30, 2019 have been prepared by management and approved by the Board of Directors. These unaudited condensed interim financial statements have not been reviewed by the Company's external auditors.

STARR PEAK EXPLORATION LTD.
STATEMENTS OF FINANCIAL POSITION
AS AT
(Unaudited - Expressed in Canadian Dollars)

		April 30, 2019		July 31, 2018
ASSETS				
Current				
Cash	$	271	$	835
Receivables and prepaids		4,811		25,201
Investments (Note 4)		5,044		5,931
		10,126		31,967
Exploration and evaluation assets (Note 5)		243,649		243,649
	$	253,775	$	275,616
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)				
Current				
Accounts payable (Note 8 and 10)	$	6,934	$	12,400
Accrued liabilities		-		12,000
Due to related parties (Note 10)		81,589		38,564
Loan (Note 6)		21,283		20,125
		109,806		83,089
Shareholders' equity (deficiency)				
Share capital (Note 7)		11,278,351		11,278,351
Reserve (Note 7)		1,693,882		1,389,882
Other comprehensive income		1,307		2,193
Deficit		(12,829,571)		(12,477,899)
		143,969		192,527
	$	253,775	$	275,616

Nature and continuance of operations (Note 1)

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

STARR PEAK EXPLORATION LTD.
STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
NINE MONTHS ENDED APRIL 30,
(Unaudited - Expressed in Canadian Dollars)

	Three Months Ended April 30, 2019	Three Months Ended April 30, 2018	Nine Months Ended April 30, 2019	Nine Months Ended April 30, 2018
EXPENSES				
Bank charges, interest and penalties	$ 1,185	$ 157	$ 1,677	$ 271
Consulting	1,500	-	4,500	-
Exploration (Note 5)	-	-	14,828	-
Office and administration	143	-	540	5,290
Professional fees	7,984	3,500	12,811	10,030
Promotion and shareholder communications	-	1,138	2,431	1,138
Share-based compensation	304,000	-	304,000	-
Transfer agent and filing fees	7,440	8,175	10,885	12,205
	(322,252)	(12,970)	(351,672)	(28,934)
Loss on exchange	-	(19)	-	(253)
Gain on write off of payables	-	244,260	-	244,260
Gain on sale of exploration and evaluation assets	-	20,000	-	20,000
Gain on sale of investments (Note 3)	-	-	-	45,458
	-	264,241	-	309,465
Net income (loss) for the period	(322,252)	251,271	(351,672)	280,531
Other comprehensive income				
(Loss) on investment	(885)	(682)	(886)	(64,072)
Comprehensive income (loss) for the period	$ (323,137)	$ 250,589	$ (352,558)	$ 216,459
Basic and diluted gain (loss) per common share	$ (0.02)	$ 0.01	$ (0.02)	$ 0.01
Weighted average number of common shares outstanding	19,704,015	19,704,015	19,704,015	19,704,015

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

STARR PEAK EXPLORATION LTD.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
(Unaudited - Expressed in Canadian Dollars)

	Share Capital						
	Common Shares	**Amount**	**Share Subscriptions**	**Deficit**	**Reserves**	**Other Comprehensive Income**	**Shareholders Deficiency**
Balance, July 31, 2017	19,704,015	$ 11,278,351	$ -	$ (12,745,447)	$ 1,389,882	$ 63,526	$ (13,688)
Share subscription advances	-	-	20,125	-	-	-	20,125
Adjustment to other comprehensive income	-	-	-	-	-	(64,072)	(64,072)
Net income for the period	-	-	-	280,531		-	280,531
Balance, April 30, 2018	19,704,015	$ 11,278,351	$ 20,125	$ (12,464,916)	$ 1,389,882	$ (546)	$ 222,896
Balance, July 31, 2018	19,704,015	$ 11,278,351	$ -	$ (12,477,899)	$ 1,389,882	$ 2,193	$ 192,527
Share-based compensation	-	-	-	-	304,000	-	304,000
Adjustment to other comprehensive income	-	-	-	-	-	(886)	(886)
Net (loss) for the period	-	-	-	(351,672)	-	-	(351,672)
Balance, April 30, 2019	19,704,015	$ 11,278,351	$ -	$ (12,829,571)	$ 1,693,882	$ 1,307	$ 143,969

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

STARR PEAK EXPLORATION LTD.
STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED APRIL 30,
(Unaudited - Expressed in Canadian Dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) for the period	$ (351,672)	$ 280,531
Items not affecting cash:		
(Gain) on write off of payables	-	(244,260)
(Gain) on sale of marketable securities	-	(38,457)
Share based compensation	304,000	-
Changes in non-cash working capital items:		
Receivables and prepaids	20,390	(1,096)
Accounts payable and accrued liabilities	(17,465)	24,076
Loan	1,158	-
Due to related party	43,025	(3,017)
Net cash provided by (used in) operating activities	(564)	17,777
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation asset costs	-	(265,597)
Proceeds on sale of Exploration and evaluation asset	-	145,000
Proceeds on sale of investments	-	73,200
Net cash provided by (used in) investing activities	-	(47,397)
CASH FLOWS FROM FINANCING ACTIVITIES		
Share subscriptions	-	20,125
Net cash provided by (used in) financing activities	-	20,125
Change in cash during the period	(564)	(9,495)
Cash, beginning of year	835	17,460
Cash, end of period	$ 271	$ 7,965

Supplemental disclosure with respect to cash flows:

During the period ended April 30, 2019, the Company adjusted its value of investment through other comprehensive income by $(886) (2018 - $64,072).

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

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated under the Canada Business Corporations Act on February 4, 1981 and has continued as a company under the Business Corporations Act of British Columbia. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties. The Company's head office, principal address and registered records office is 804 – 750 West Pender Street, Vancouver, BC, V6C 2T7.

The Company's financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Several conditions cast doubt on the validity of this assumption. The Company has incurred ongoing losses and has an accumulated deficit. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. Such adjustments would be material.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including the acquisition and exploration of exploration and evaluation assets, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and acquire mineral properties. The outcome of these matters cannot be predicted at this time. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of its mineral properties and upon future profitable production.

2. BASIS OF PRESENTATION

Statement of compliance

These unaudited condensed interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee.

These unaudited condensed interim financial statements do not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the audited annual financial statements of the Company for the year ended July 31, 2018.

Approval of the financial statements

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on June 28, 2019.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company has not applied the following new and revised IFRSs that have been issued but are not yet effective:

IFRS 9 - Financial Instruments was issued in November 2009 and covers the classification and measurement of financial assets as part of its project to replace IAS 39 - Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entitles would be required to reverse the portion of the fair value change due to own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is applicable for periods beginning on or after January 1, 2018. The Company has not yet assessed the impact of the standard on its financial statements.

IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2018.

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position. Disclosure changes are anticipated. Other standards issued by not yet effective were determined to not have an effect on the Company's financial statements.

Critical accounting estimates and judgments

The preparation of these 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 the reported expenses during the year. Actual results could differ from these estimates.

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

i) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

ii) The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

iii) The recorded value of provision. This amount represents a best estimate of the probable amount payable taking into account available evidence including past history of payments and uncertainty of outflow of future resources.

Exploration and evaluation assets

All costs related to the acquisition of exploration and evaluation assets are capitalized on a property by property basis, net of recoveries. Exploration costs incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are expensed to operations as incurred. If economically recoverable ore reserves are developed, capitalized costs of the related property are classified as mining assets and amortized using the unit-of-production method. When a property is abandoned, all related costs are written off to operations.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets (continued)

The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. These costs are depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

From time to time, the Company may acquire or dispose of an exploration and evaluation asset pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Proceeds received on the sale of an option of the Company's property are recorded as a reduction of the mineral property cost. The Company recognizes amounts received in excess of the carrying amount in profit or loss.

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Evaluation and exploration assets are assessed for impairment by management when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned, or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount.

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development and commercial exploitation or alternatively the sale of the respective areas of interest.

Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through depreciation of the asset and unwinding of the discount on the provision.

Depreciation is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

Changes in the measurement of a liability, which arises during production, are charged against profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of tangible assets

The Company's tangible assets are reviewed for indications of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit or loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Income (loss) per share

Basic income (loss) per share is calculated using the weighted average number of common shares outstanding during the period. The Company computes the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Share-based payments

The Company grants options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes Option Pricing Model, and is recognized over the vesting period for employees using the graded vesting method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes Option Pricing Model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in the reserve. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in the reserve is transferred to share capital.

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in profit or loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted or

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against

which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Flow-through shares

On the issuance of flow-through shares, any premium received in excess of the closing market price of the Company's common shares is initially recorded as a flow-through premium liability and included as a liability. Upon related expenditures being incurred, the Company proportionately derecognizes the liability and recognizes the offsetting amount in profit or loss.

The Company indemnifies the subscribers of flow-through shares against certain tax related amounts that become due related to their flow-through subscriptions.

Financial instruments

IFRS 7 *Financial Instruments: Disclosures* requires classification of fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(i) Financial assets

The Company classifies its financial assets in the following categories: held-to-maturity, fair value through profit and loss ("FVTPL"), loans and receivables, and available-for-sale ("AFS"). The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at recognition.

(a) Held-to-maturity
Held-to-maturity financial assets are recognized on a trade-date basis and are initially measured at fair value using the effective interest rate method.

(b) Fair value through profit or loss
Financial assets are classified as FVTPL when the financial asset is held for trading or it is designated as FVTPL.

(Unaudited - Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

A financial asset is classified as FVTPL if:

- it has been acquired principally for the purpose of selling in the near future;
- it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial assets classified as FVTPL are stated at fair value with any resultant gain or loss recognized in profit or loss. The net gain or loss recognized incorporates any dividend or interest earned on the financial asset.

(c) Available-for-sale investments

AFS financial assets are non-derivatives that are either designated as AFS or not classified in any of the other financial assets categories. Changes in the fair value of AFS financial assets, other than impairment losses, are recognized as other comprehensive income and classified as a component of equity.

(d) Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Loans and receivables are initially recognized at the transaction value and subsequently carried at amortized cost less impairment losses. The impairment loss of receivables is based on a review of all outstanding amounts at year-end. Bad debts are written off during the reporting period in which they are identified. Interest income is recognized by applying the effective interest method, except for short-term receivables when the recognition of interest would be immaterial.

(ii) Financial liabilities and equity

Debt and equity instruments are classified as either FVTPL, other financial liabilities or as equity in accordance with the substance of the contractual arrangement.

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded as the proceeds received, net of direct issue costs. Financial liabilities are classified as other financial liabilities, based on the purpose for which the liability was incurred. The liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

4. INVESTMENTS

Investments consist of common shares of Barkerville Gold Mines Ltd. ("Barkerville").

	April 30 , 2019		July 31, 2018	
	Number of shares	Quoted market price	Number of shares	Quoted market price
Barkerville	13,633	$5,044	13,633	$5,931

During the period ended April 30, 2019, the Company sold Nil (2018 – 97,000) common shares of Barkerville for net proceeds of $Nil (2018 - $73,200) recognizing a gain of $Nil (2018 - $45,548) on the sale of shares. The Company recognized a net unrealized loss in other comprehensive income of $886 (2018 - $64,072).

(Unaudited - Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

El Toro Property

The Company holds a 100% interest in the El Toro property located in the Omineca Mining Division of British Columbia with historical acquisition costs of $243,649.

The Company incurred and expensed current exploration as follows:

	April 30, 2019	April 30, 2018
Admin	$ 303	$ -
Consulting fees	11,525	-
Permit & filing fees	3,000	-
	$ 14,828	$ -

DM Claims

In the year ended July 31, 2018 the Company purchased a 12.5% interest in the DM Claims located in South Central British Columbia for $125,000. The claims were sold in the same fiscal year $145,000 resulting in a gain of $20,000.

6. LOAN

A loan is outstanding for $21,283. Principle of $20,125 was received on February 5, 2018, originally for a private placement that did not complete. The loan has no fixed repayment date and simple interest at 5.00% has been applied.

7. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Issued: During the nine months ended April 30, 2019 and the year ended July 31, 2018 no shares were issued.

Stock options - The Company has a rolling stock option plan (the "Plan") that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Under the Plan, the exercise price of each option may not be less than the market price of the Company's shares at the date of grant, subject to a minimum exercise price of $0.05 per share. Options granted under the Plan will have a term not to exceed five years and be subject to vesting provisions as determined by the board of directors of the Company.

On April 18, 2019 the Company granted 1,900,000 incentive stock options exercisable for a period of five years at a price of $0.16. The fair value of these stock based compensation options granted was estimated on the date of grant in the amount of $304,000 using the Black-Scholes valuation model with the following assumptions: i) exercise price per share of $0.16; ii) expected share price volatility of 183%; iii) risk free interest rate of 1.61%; iv) no dividend yield, v) expected life of 5 years and vi) fully vested on grant.

(Unaudited - Expressed in Canadian Dollars)

7. SHARE CAPITAL (continued)

The following is a summary of the changes in stock options:

	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding and exercisable at July 31, 2018	-	$ -
Options granted	1,900,000	0.16
Outstanding and exercisable at April 30, 2019	**1,900,000**	**$ 0.16**

As at April 30, 2019 the following stock options were outstanding and exercisable:

NUMBER OF OPTIONS OUTSTANDING	EXERCISE PRICES	EXPIRY DATES
1,900,000	$ 016	April 17, 2024
1,900,000		

As at April 30, 2019 the weighted average remaining contractual life of the stock options was 4.97 years (April 30, 2018 – Nil years) and the weighted average exercise price was $0.16 (April 30, 2018 – $Nil).

Reserve - The reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Warrants - As at April 30, 2019 and 2018, the Company did not have any warrants outstanding.

8. PROVISION

The Company and a non-related party entered into a subscription and renunciation agreement ("SRA") whereby the Company was to incur and renounce exploration expenditures in an amount equal to $300,000 by October 31, 2007. The SRA included an indemnification clause, whereby failure to incur and renounce the full amount of exploration expenditure requires the Company to pay the investors an amount equal to the value of the tax credits that were to be received under the Canadian Income Tax Act. As a result of the Company failing to incur the necessary exploration expenditures in 2007, a provision of $70,635 was previously recognized, but was written off in the year ended July 31, 2018 as management assessed that these amounts would be statute barred.

9. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, investments, accounts payable and accrued liabilities, and amounts due to related party. Cash has been designated as fair value through profit and loss, receivables as loans and receivables, investments as available for sale and accounts payable and accrued liabilities and due to related parties are designated as other financial liabilities. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments. Cash and investments which are valued at a level 1 fair value measurement.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and other price risk. There has been no change in the way management managed these risks for the year.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The cash is held in a large Canadian financial institution, which has a strong credit rating from a primary credit rating institution. There is nominal risk associated with receivables as this is due primarily from a government agency.

Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of April 30, 2019. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on the preservation of capital and liquidity.

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity issuances. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms. The Company is exposed to liquidity risk.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

d) Market risk

The Company's financial instruments include investments which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. Some of these investments have been acquired as a result of property transactions and, to a large extent, represent strategic investments in related mining companies and their properties. The Company closely monitors market values to determine the most appropriate course of action.

(Unaudited - Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

Due to related parties balances consisted of the following:

		April 30, 2019		April 30, 2018
Advances	$	81,589	$	21,878

Amounts due to related parties have no specific terms of repayment, are unsecured and non-interest-bearing.

The Company entered into the following transactions with related parties. All related party transactions were measured at the amount of consideration established and agreed to by the related parties.

a) The Company was charged $4,500 (April 2018 - $3,500) in consulting fees by the CFO of the Company. The Company was charged $Nil in professional fees (April 2018 - $3,750) by a company controlled by the former CFO.

b) The Company was advanced $6,589 (April 2018 - $Nil) by a director and $75,000 (April 2018 - $21,878) by a company controlled by a former significant shareholder.

10. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity (deficiency). Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the period.

11. SEGMENTED INFORMATION

An operating segment is defined as a component of the Company that engages in business activities from which it may earn revenues and incur expense, whose operating results are reviewed regularly by the Company's chief operating decision maker, and for which discrete financial information is available. The Company has determined that it has one reportable operating segment, the acquisition and exploration of mineral properties, all of which occurs within Canada.

12. SUBSEQUENT EVENTS

On June 13, 2019 the Company announced the acquisition of a priority land package in northwestern Quebec, directly east of Amex Exploration Inc.'s Perron Property and proximal to the past-producing Normétal Mine. The newly acquired NewMétal Property (the "Property") consists of 53 mineral claims covering 1,420 hectares. The

Property is located in the Abitibi Greenstone Belt of Quebec, along the Chicobi Deformation Zone. The Company may earn a 100% interest in the Property through the issuance of a $105,000 CAD cash payment and 1% Net Smelter Royalty (NSR) to the vendor.