

# KING GLOBAL VENTURES INC. CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020 (EXPRESSED IN CANADIAN DOLLARS) (UNAUDITED)

#### **NOTICE TO READER**

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed consolidated interim financial statements have not been reviewed by the Company's auditors.

Condensed Consolidated Interim Statements of Financial Position (Expressed in Canadian Dollars) (Unaudited)

(Graduited)	;	September 30, 2020		ecember 31, 2019	
ASSETS					
Current assets					
Cash	\$	550,845	\$	84,780	
Amounts receivable		41,185		20,423	
Prepaid expenses		54,412		5,797	
Total current assets		646,442		111,000	
Non-current assets					
Investment in joint venture (notes 4)		2,263,653		2,317,744	
Equipment (note 5)		8,137		8,191	
Mineral exploration properties (note 6)		192,800		110,000	
Total non-current assets		2,464,590		2,435,935	
Total assets	\$	3,111,032	\$	2,546,935	
Current liabilities  Accounts payable and accrued liabilities (note 0)	¢	77 227	¢	70 047	
Accounts payable and accrued liabilities (note 9)	\$	77,337 120,051	\$	78,047 116,892	
Loan payable from joint venture partner (note 8)  Due from related party		508,288		326,638	
Loan payable from shareholder (note 7)		61,535		50,828	
Total current liabilities		767,211		572,405	
		707,211		072,400	
Non-current liabilities  Deferred income tax liability		334,628		334,628	
-		·			
Total liabilities		1,101,839		907,033	
Shareholders' equity					
Share capital (note 10)		20,359,747		20,095,225	
Warrant reserve		697,276		303,863	
Share-based payment reserve		14,348,461		14,348,461	
Accumulated other comprehensive loss		(100,609)		(225,860)	
Deficit		(33,295,682)		(32,881,787)	
Total shareholders' equity		2,009,193		1,639,902	
Total liabilities and shareholders' equity	\$	3,111,032	\$	2,546,935	
	*	, ,	-	, -,	

Nature of operations and going concern (note 1) Subsequent events (note 15)

On behalf of the Board:

(Signed) "John Cook" John Cook, Director (Signed) "Nick Watters" Nick Watters, Director

The notes to the unaudited condensed consolidated interim financial statements are an integral part of these statements.

King Global Ventures Inc.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars) (Unaudited)

	Three months ended September 30,				Nine month Septemb		
		2020		2019		2020	2019
Administrative expenses							
Amortization (note 5)	\$	17	\$	18	\$	54 \$	353
Interest		3,437		-		10,699	-
Foreign exchange loss (gain)		30,742		49,653		88,194	147,435
Office and miscellaneous		42,867		58,814		123,308	77,260
Professional fees (note 9)		79,235		11,219		112,727	26,297
Shareholder communication		12,993		3,262		32,710	7,373
Net operating loss before other items		(169,291)		(122,966)		(367,692)	(258,718)
Other items							
Loss from investment in joint venture		(3,328)		-		(46,203)	-
T. I. G. W.		-				-	
Total other items		(3,328)		-		(46,203)	
Net loss before income taxes		(172,619)		(122,966)		(413,895)	(258,718)
Net loss for the period	\$	(172,619)	\$	(122,966)	\$	(413,895) \$	(258,718)
Other community and the land							
Other comprehensive loss Unrealized (loss) gain foreign currency translation		(53,182)		(62,442)		125,251	(53,902)
Officialized (1888) gain foreign durintal and		(00,102)		(02,112)		120,201	(00,002)
Net comprehensive loss for the period	\$	(225,801)	\$	(185,408)	\$	(288,644) \$	(312,620)
Basic and diluted net loss per share (note 13)	\$	(0.00)	\$	(0.00)	\$	(0.00) \$	(0.00)
Weighted average number of common shares							
outstanding - basic and diluted (note 13)	10	08,052,282	6	66,802,282	8	37,276,735	66,802,282

King Global Ventures Inc.
Condensed Consolidated Interim Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

(onductor)		Nine months Septembe	30,	
		2020	2019	
Operating activities				
Net loss for the period	\$	(413,895) \$	(258,718)	
Items not affecting cash:	•	(112,000)	(===,:==)	
Amortization		54	353	
Loss from investment in joint venture		46,203	-	
Foreign exchange		136,298	152,097	
Non-cash working capital items:		,	,,,,,,,	
Amounts receivable		(20,762)	(5,850)	
Prepaid expenses		(48,615)	(325)	
Accounts payable and accrued liabilities		(710)	83,002	
Loan payable from shareholder		10,707	-	
Net cash used in operating activities		(290,720)	(29,441)	
Investing activities				
Acquisition of and expenditures on mineral exploration properties		(12,000)	(36,000)	
Net cash used in investing activities		(12,000)	(36,000)	
Financing activities				
Proceeds from issuance of common shares		600,000	-	
Shares issue cost		(12,865)	-	
Advances from related parties		181,650	94,154	
Net cash provided by financing activities		768,785	94,154	
Net change in cash		466,065	28,713	
Cash, beginning of period		84,780	17,855	
Cash, end of period	\$	550,845 \$	46,568	

King Global Ventures Inc.
Condensed Consolidated Interim Statements of Changes in Equity (Expressed in Canadian Dollars) (Unaudited)

	Commo	on Shares		Share-based				
	Number	Amount	Warrant reserve	payment reserve		nprehensive come/(loss)	Deficit	Total
Balance, December 31, 2018	66,802,282	\$ 20,095,225	\$ 303,863	\$ 14,348,461	\$	(102,263)	\$ (32,873,335) \$	1,771,951
Foreign currency translation  Net loss for the period	-	-	-	-		53,902 -	- (258,718)	53,902 (258,718)
Balance, September 30, 2019	66,802,282	\$ 20,095,225	\$ 303,863	\$ 14,348,461	\$	(48,361)	\$(33,132,053) \$	1,567,135
Balance, December 31, 2019	66,802,282	\$ 20,095,225	\$ 303,863	\$ 14,348,461	\$	(225,860)	\$(32,881,787) \$	1,639,902
Private placements	40,000,000	600,000	-	-		- '	-	600,000
Value of warrants	-	(324,613)	324,613	-		-	-	-
Broker warrants	-	(48,000)	48,000	-		-	-	-
Shares to be issued Units issued for exploration and	-	(12,865)	-	-		-	-	(12,865)
evaluation asset	1,250,000	50,000	20,800	-		-	-	70,800
Foreign currency translation	-	-	-	-		125,251	-	125,251
Net loss for the period	-	-	-	-		-	(413,895)	(413,895)
Balance, September 30, 2020	108,052,282	\$ 20,359,747	\$ 697,276	\$ 14,348,461	\$	(100,609)	\$ (33,295,682) \$	2,009,193

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 1. Nature of operations and going concern

King Global Ventures Inc. (the "Company"), is an exploration-stage, publicly-traded company and is trading on the TSX Venture Exchange ("TSXV") under the symbol 'KING'. The Company was incorporated in Ontario, Canada and was continued in the Province of British Columbia on November 14, 2018, and on September 25, 2019, Rosita Mining Corporation changed its name to King Global Ventures. The Company is a junior prospecting and natural-resource company, focused on growing exploration and mineral assets to build shareholder value. The Company's properties are located in Newfoundland and Quebec, Canada and Nicaragua. The Company's head office is at Suite 200, 82 Richmond Street East, Toronto, ON, M5C 1P1.

These unaudited condensed consolidated interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. These unaudited condensed consolidated interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. During the nine months ended September 30, 2020, the Company incurred a net loss of \$413,895 (nine months ended September 30, 2019 - \$258,718). As at September 30, 2020, the Company has an accumulated deficit of \$33,295,682 (December 31, 2019 - \$32,881,787). and a working capital deficit of \$120,769 (December 31, 2019 - \$461,405). The continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

These unaudited condensed consolidated interim financial statements have been prepared on the going concern basis, which assumes that the Company will be able to continue as a going concern and realize its assets and discharge its liabilities in the normal course of business. These unaudited condensed consolidated interim financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. Management is of the opinion that additional funds will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern and accordingly use accounting principles applicable to a going concern.

#### 2. Basis of presentation and principles of consolidation

These unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2020, including comparatives, have been prepared in accordance with International Accounting Standard 34, 'Interim Financial Reporting'. These unaudited condensed consolidated interim financial statements may not include all information and note disclosures required by IFRS for annual financial statements and therefore, should be read in conjunction with the annual audited financial statements for the year ended December 31, 2019, which have been prepared in accordance with IFRS.

These unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2020 were approved and authorized for issue by the Company's Board of Directors on November 30, 2020.

These unaudited condensed consolidated interim financial statements have been prepared on a going concern basis under the historical cost convention, except for the revaluation of certain financial instruments. In addition, these unaudited condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

## 3. Significant accounting policies

The policies applied in these unaudited condensed consolidated interim financial statements are based on IFRSs issued and outstanding as of November 30, 2020, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed consolidated interim financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended December 31, 2019, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending December 31, 2020 could result in restatement of these unaudited condensed consolidated interim financial statements.

#### New standards adopted

(a) IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition. The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The adoption of the amendments had no impact on the Company's unaudited condensed consolidated interim financial statements.

#### (b) IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications. The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's unaudited condensed consolidated interim financial statements.

#### (c) IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications. The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's unaudited condensed consolidated interim financial statements.

#### Accounting standards issued but not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2021. Many are not applicable or do not have a significant impact to the Company and have been excluded.

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 4. Investment in joint venture

On October 11, 2018, the Company, through its subsidiary ALR, was a party to a joint venture agreement between the Company and two other non-related companies which resulted in the incorporation of a joint venture company, Santa Rita Mining Company ("Santa Rita"), a Nicaraguan company. As part of the joint venture agreement, the Company would transfer its 70% interest in the Rosita Project into Santa Rita in exchange for a 17.5% interest in Santa Rita, Calibre Mining Corporation ("Calibre") would transfer its 30% interest in the Rosita Project into Santa Rita for 7.5% interest in Santa Rita, and Century Resources ("Century") would contribute US\$8,500,000 for a 75% interest in Santa Rita. As part of the arrangement, the Board of Directors for Santa Rita would consist of 5 members, where Century would elect 3 members and ALR and Calibre would each elect one member each to the Santa Rita Board. Significant decisions impacting the operations of Santa Rita would require unanimous consent. On March 11, 2019, the Company transferred its interest in the Rosita Project into Santa Rita.

The investment in Santa Rita has been accounted for as a joint venture arrangement in accordance with IFRS 11, Joint Arrangements. The agreement meets the standard as a joint arrangement as the three parties are bound by a contractual agreement and each party has joint control over the arrangement which requires unanimous consent of the parties sharing control. The parties to the joint venture arrangement have rights to the net assets of Santa Rita.

# Summarized statement of financial position – Santa Rita Mining Corporation

As at September 30, 2020	 (Unaudited)
Current assets	\$ 1,139,604
Non current assets	2,142,292
TOTAL ASSETS	\$ 3,281,896
Current liabilities	628,460
Shareholder equity	
Share capital	2,653,436
Total liabilities and shareholders' equity	\$ 3,281,896

#### Summarized statement of operations and comprehensive loss – Santa Rita Mining Corporation

Septe	ember 30, 2020 audited)
\$	11,723
	151,162
	66,081
	35,054
\$	264,020
\$	(264,020)
\$	(264,020)
\$	(46,203)
	\$ \$ \$ \$ \$ \$

Nine months anded

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

## 4. Investment in joint venture (continued)

Changes in the investment in joint venture for the year ended December 31, 2020:

	Equipment
5. Equipment  Cost	
Balance, September 30, 2020	\$ 2,263,653
Balance, December 31, 2019 Foreign exchange adjustment Share of joint venture loss for the nine months ended September 30, 2020	\$ <b>2,317,744</b> (7,888 (46,203

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	Equipment
Balance, December 31, 2018 Amortization	<b>\$ 20,007</b> 1,748
Balance, December 31, 2019 Amortization	<b>21,755</b> 54
Balance, September 30, 2020	\$ 21,809

## Net book value

	Eq	Equipment		
At December 31, 2019	\$	8,191		
At September 30, 2020	\$	8,137		

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 6. Mineral exploration expenditures

Exploration and acquisition costs for the nine months ended September 30, 2020 and September 30, 2019 are as follows:

		ork Gold Project	Marilyn Three Project			Rosita Project		Total
	<b>'</b>	TOJECE		1 TOJECE		1 TOJECT		Total
Acquisition costs:								
Balance, December 31, 2018	\$	-	\$	110,000	\$	923,190	\$ 1	1,033,190
Foreign exchange translation gain		-		-		(8,412)		(8,412)
Total acquisition costs		-		110,000		914,778	•	1,024,778
Exploration costs								
Balance, December 31, 2018		-		-		1,311,512		-
Foreign exchange translation gain		-		-		(11,950)		-
Total exploration costs		-		-		1,299,562		-
Transfer to joint venture (Note 4)		-		-	(	2,214,340)		-
Balance, December 31, 2019	\$	-	\$	110,000	\$	-	\$ 1	1,024,778
Acquisition costs:								
Balance, December 31, 2019	\$	-	\$	110,000	\$	-	\$	110,000
Acquisition and staking cost		82,800				-		82,800
Total acquisition costs		82,800		110,000		-		192,800
Balance, September 30, 2020	\$	82,800	\$	110,000	\$	-	\$	192,800

#### Rosita Project

On August 29, 2011, the Company entered into an option agreement with Calibre Mining Corp. to earn a 65% interest in the Rosita project. To exercise the option, the Company must perform the following:

(i) Issue 200,000 common shares as follows:

- 40,000 common shares within 5 business days of the TSX approval of the option agreement (issued);
- 40,000 common shares on or before October 3, 2012 (issued);
- 40,000 common shares on or before October 3, 2013 (issued);
- 40,000 common shares on or before October 3, 2014 (issued); and
- 40,000 common shares on or before October 3, 2015 (issued).

•

(ii) Incur \$4,000,000 of exploration expenditures on the property as follows:

- \$500,000 on or before October 3, 2012 (incurred);
- An additional \$750,000 on or before October 3, 2013 (incurred);
- An additional \$1,250,000 on or before October 3, 2014 (incurred); and
- An additional \$1,500,000 on or before October 3, 2015 (incurred).

On June 30, 2014, the Company entered into a royalty agreement with Forbes & Manhattan, Inc. ("Forbes") for the settlement of accounts payable totaling \$508,500. The royalty is a 0.5% net smelter royalty ("NSR") multiplied by the Company's participating interest in the Rosita Project at the time. The royalty becomes effective upon the Company earning the 65% interest in the Rosita Project (completed in November 2015). The Company may reacquire the NSR by paying \$1,508,500 to Forbes.

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

## 6. Mineral exploration expenditures (continued)

#### Rosita Project (continued)

In November 2015, the Company fulfilled the requirements under the option agreement and it had earned its 65% interest in the Rosita project. Pursuant to the option agreement, upon earn-in, an automatic joint-venture was created between Rosita and Calibre and in November 2016, the Company and Calibre memorialized an agreement (the "JV Agreement") with an effective date of November 23, 2015. For accounting purposes, the Company has determined that the JV Agreement does not meet the criteria set forth in IFRS 11 *Joint Arrangements*.

In 2019, the Company transferred its interest in the Rosita Project to Santa Rita for \$2,661,198 resulting in a realized gain on sale of the property of \$356,546. Refer to Note 4.

#### Marilyn Three Properties

On August 11, 2018, the Company acquired a 100% interest in mining claims and patents located near Grand Falls, Newfoundland comprised of 104 claim blocks of approximately 6,448 acres. In exchange for the interest in the claims, the Company will pay \$35,000 (paid) and issue 2,500,000 common shares (issued). The seller retains a 2% net smelter royalty (NSR), and the Company has the option to acquire 1% of the NSR for \$1,000,000.

#### York Gold Property

On February 13, 2020 the Company acquired a 100% interest in the York Gold Project, located in northeastern Quebec, and is comprised of 77 claims and exceeds 40 square kilometres in size for the following consideration: cash payment of \$12,000 and 1,250,000 units for the acquisition, where each unit is comprised of one common share and one share purchase warrant to acquire one additional share at \$0.07 per share for the first six months and \$0.10 per share thereafter for a period of one year from the date of acquisition. The vendor retains a 2% NSR, of which 1% can be acquired for \$1,000,000.

#### 7. Loan payable

As at September 30, 2020, the Company owes \$61,535 (December 31, 2019 - \$50,828) to a shareholder of the Company, which is unsecured, bears interest at 12% per annum, and is due on demand. In addition, the Company also owed \$11,198 (December 31, 2019 - \$7,713) of accrued interest, which has been included in accounts payable and accrued liabilities. For the nine months ended September 30, 2020 the Company received \$10,707 (nine months ended September 30, 2019 - \$3,000) in advances for the shareholder, and for the nine months ended September 30, 2020 interest of \$1,525 and \$4,962, respectively was recorded (nine months ended September 30, 2019 - \$nil), and the amount and were outstanding at September 30, 2020.

#### 8. Loan payable from joint venture partner

As at September 30, 2020, the Company owes \$120,051 (December 31, 2019 - \$116,892) to Santa Rita. The amounts are unsecured, non interest bearing, and due on demand.

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 9. Related party balances and transactions

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

- (a) The Company entered into the following transactions with related parties:
- (i) As at September 30, 2020, the Company owed \$395,487 (December 31, 2019 \$276,337) to a company controlled by the Chief Executive Officer of the Company which is unsecured, non-interest bearing, and due on demand. During the nine months ended September 30, 2020, the Company incurred management fees of \$36,000 and \$108,000, respectively (nine months ended September 30, 2019 \$72,500 and \$96,500, respectively) to the company controlled by the Chief Executive Officer of the Company which has been included in office and administrative expenses.
- (ii) As at September 30, 2020, the Company owed \$50,301 (December 31, 2019 \$50,301) to a company controlled by the former Chief Financial Officer of the Company, which is unsecured, bears interest at 12% per annum, and is due on demand. In addition, the Company also owed \$25,648 (December 31, 2019 \$19,911) of accrued interest, which has been included in accounts payable and accrued liabilities. During the nine months ended September 30, 2020, the Company incurred interest expense of \$1,912 and \$5,737, respectively (nine months ended September 30, 2019 \$nil).
- (iii) For the three and nine months ended September 30, 2020, the Company expensed \$10,707 and \$18,700, respectively (three and nine months ended September 30, 2019 \$nil) to Marrelli Support Services Inc. ("Marrelli") for: Victor Hugo to act as the Chief Financial Officer of the Company; and for bookkeeping services. Victor Hugo is an employee of Marrelli. These services were incurred in the normal course of operations for general accounting and financial reporting matters. As at September 30, 2020, the amount of \$1,474 (December 31, 2019 \$2,513), is due to Marrelli and in included in accounts payable.

#### 10. Share capital

a) Authorized share capital

Unlimited common shares without par value

b) Common shares issued

	Number of common share	s Amount		
Balance, December 31, 2019 and September 30, 2020	66,802,282	\$ 20,095,225		
Private placements (ii)	40,000,000	600,000		
Value of warrants (ii)	-	(324,613)		
Share issuance costs (ii)	-	(12,865)		
Broker warrants issued (ii)	-	(48,000)		
Shares issued for mineral exploration properties ((i) and note 6))	1,250,000	50,000		
Balance, September 30, 2020	108,052,282	\$ 20,359,747		

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 10. Issued capital (continued)

#### b) Common shares issued

- (i) In February 2020, the Company issued 1,2500,000 units at \$0.04 per share in consideration for the York Gold mineral property acquisition.
- (ii) On May 20, 2020, the Company completed a private placement and issued 40,000,000 units at \$0.015 per unit for proceeds of \$600,000. Each unit is comprised of one common share of the Company and one share purchase warrant, which is exercisable into one common share of the Company at \$0.05 per share for a period of two years from the date of issuance, subject to the Company's option to accelerate expiry in the event that the Company's share price closes at, or above, \$0.07 for 10 consecutive trading days. The fair value of the 40,000,000 share purchase warrants was estimated at \$324,613 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%; risk free interest 0.03%; volatility 185% and an expected life of 24 months. In connection with the private placement, the Company paid finder fees totaling \$11,940 to certain eligible persons, incurred legal and other cost of \$925 and issued 2,656,000 share purchase warrants was estimated at \$48,000 using the Black-Scholes pricing model with the following assumptions: dividend yield 0%; risk free interest 0.28%; volatility 284% and an expected life of 6 months.

#### 11. Stock options

The Company has adopted a stock option plan pursuant to which options may be granted to directors, officers, employees, and consultants of the Company to a maximum of 10% of the issued and outstanding common shares, and not exceeding 5% granted to any individual. The stock options have a maximum term of five years and cannot be assigned or transferred.

The following table reflects the continuity of stock options for the periods presented:

	Number of stock options	Weighted average exercise price (\$)	
Balance, December 31, 2018	3,109,050	0.09	
Expired	(9,050)	0.28	
Balance, September 30, 2019	3,100,000	0.09	
Balance, December 31, 2019 and September 30, 2020	3,000,000	0.08	

The following table reflects the actual stock options issued and outstanding as of September 30, 2020:

 Exercise price (\$)	Remaining contractual life (years)	Number of options outstanding	Number of exercisable options		
0.11	0.84	1,000,000	1,000,000		
 0.06	0.88	2,000,000	2,000,000		
 0.08	0.87	3,000,000	3,000,000		

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 12. Warrants

The following table reflects the continuity of warrants for the periods presented:

	Number of warrants	Weighted average exercise price (\$)
Balance, December 31, 2018, September 30, 2019 and		
December 31, 2019	-	0.00
Granted (notes 6 and 10)	43,906,000	0.05
Balance, September 30, 2020	43,906,000	0.05

The following table reflects the actual warrants issued as of September 30, 2020:

 Number of warrants outstanding	Grant date fair value (\$)	Exercise price (\$)	Expiry date	Remaing contract life (years)
2,656,000	48,000	0.05	November 20, 2020	0.14
1,250,000	20,800	$0.10^{(1)}$	February 14, 2021	0.38
40,000,000	317,775	$0.05^{(2)}$	May 20, 2022	1.64
43,906,000	386,575	0.05		1.51

- (1) Exercisable into one common share at \$0.07 untill August 14, 2020 and \$0.10 untill February 14, 2021.
- (2) The Company has the option to accelerate the expiry in the event that the Company's share price closes at, or above, \$0.07 for 10 consecutive trading days.

#### 13. Net loss per share

The calculation of basic and diluted loss per share for the nine months ended September 30, 2020 was based on the loss attributable to common shareholders of \$172,619 and \$413,895, respectively (nine months ended September 30, 2019 - \$122,966 and \$258,718, respectively) and the weighted average number of common shares outstanding of 108,052,282 and 87,276,735, respectively (nine months ended September 30, 2019 - 66,802,282 and 66,802,282, respectively). Diluted loss per share did not include the effect of 3,000,000 options and 43,906,000 warrants outstanding (nine months ended September 30, 2019 - 3,100,000 options and nil warrants outstanding) as they are anti-dilutive.

Notes to Condensed Consolidated Interim Financial Statements Three and Nine Months Ended September 30, 2020 (Expressed in Canadian Dollars) (Unaudited)

#### 14. Segmented information

The Company operates in one industry segment, namely exploration of mineral resources in two geographic regions, Canada and Nicaragua. Geographical segmentation of the Company's non-current assets is as follows:

September 30, 2020	Canada		Nicaragua		Total	
Property and equipment Mineral exploration properties Investment in Santa Rita	\$	- 192,800 -	\$	8,137 - 2,263,653	\$ 8,137 192,800 2,263,653	
	\$	192,800	\$	2,271,790	\$ 2,464,590	
December 31, 2019		Canada	ļ	Nicaragua	Total	
Property and equipment Mineral exploration properties Investment in Santa Rita	\$	- 110,000 -	\$	8,191 - 2,317,744	\$ 8,191 110,000 2,317,744	
	\$	110,000	\$	2,325,935	\$ 2,435,935	

# 15. Subsequent event

Subsequent to September 30, 2020, the Company announced the acquisition of three gold exploration properties with high-grade indications, in the province of Newfoundland and Labrador, the Gold Boulder Property, the Golden Nugget Property and the Miss Pickle Property. The acquisition terms are subject to Exchange acceptance:

- ♦ Gold Boulder: Cash of \$15,000 and 2,000,000 units of King and \$25,000 initial year exploration commitment. Each Unit is comprised of one common share and one 12 month warrant exercisable at \$0.10. The vendors retain a 2% NSR of which 1% can be acquired for \$1,000,000. Advance royalties of \$15,000 commence on third anniversary of signing of agreement. Minimum exploration in years 2 through 5 of \$5,000, however, greater work in one year can be applied towards others.
- ♦ Golden Nugget: Cash of \$35,000 on signing plus 2,000,000 units of King and \$100,000 initial year exploration commitment. Each unit is comprised of one common share and one 12 month warrant exercisable at \$0.10. For years 1 to 3 aggregate cash payments of \$215,000 and 9,000,000 shares. The vendors retain a 2% NSR of which 1% can be acquired for \$1,000,000. Advance royalties of \$25,000 commence on fifth anniversary of signing of agreement. Minimum exploration in years 2 through 5 of \$50,000, however, greater work in one year can be applied towards others.
- ♦ Miss Pickle: Cash of \$50,000 on signing plus 3,000,000 units of King and \$100,000 initial year exploration commitment. Each unit is comprised of one common share and one 18 month warrant exercisable at \$0.10. For years 1 to 3 aggregate cash payments of \$215,000 and 8,000,000 shares. The vendors retain a 2% NSR of which 1% can be acquired for \$1,000,000. Advance royalties of \$25,000 commence on fifth anniversary of signing of agreement. Minimum exploration in years 2 through 5 of \$50,000.