

**NV GOLD CORPORATION**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED AUGUST 31, 2018 and 2017**  
**(Expressed in Canadian Dollars)**

## INDEPENDENT AUDITORS' REPORT

To the Shareholders of  
NV Gold Corporation

We have audited the accompanying consolidated financial statements of NV Gold Corporation, which comprise the consolidated statements of financial position as at August 31, 2018 and 2017, and the consolidated statements of comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### *Management's Responsibility for the Consolidated Financial Statements*

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

### *Auditors' Responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### *Opinion*

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



*Emphasis of Matter*

Without qualifying our opinion, we draw attention to Note 2 in the consolidated financial statements which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about NV Gold Corporation's ability to continue as a going concern.

Vancouver, Canada

December 11, 2018

**“DAVIDSON & COMPANY LLP”**

Chartered Professional Accountants

**NV GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars)  
AS AT AUGUST 31

	2018	2017
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 1,404,251	\$ 1,506,132
Accounts receivable	1,398	27,140
Prepaid expenses	<u>11,619</u>	<u>27,790</u>
	1,417,268	1,561,062
<b>Reclamation bonds</b> (Note 5)	142,952	119,092
<b>Exploration advances</b> (Note 6)	41,369	1,311
<b>Exploration and evaluation assets</b> (Note 6)	<u>5,204,180</u>	<u>3,166,195</u>
	<u>\$ 6,805,769</u>	<u>\$ 4,847,660</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

<b>Current</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 84,147	\$ 204,472
Due to related parties (Note 9)	<u>43,528</u>	<u>40,110</u>
	<u>127,675</u>	<u>244,582</u>
<b>Shareholders' equity</b>		
Share capital (Note 8)	14,445,951	11,872,270
Share-based payments reserve (Note 8)	2,052,956	1,818,573
Deficit	<u>(9,820,813)</u>	<u>(9,087,765)</u>
	<u>6,678,094</u>	<u>4,603,078</u>
	<u>\$ 6,805,769</u>	<u>\$ 4,847,660</u>

**Nature of operations** (Note 1)

**Basis of presentation** (Note 2)

**Commitments** (Note 15)

**Events subsequent to the reporting period** (Note 16)

**Approved on behalf of the Board**  
**on December 11, 2018**

*"John E. Watson"*

Director

*"Peter A. Ball"*

Director

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

**NV GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars)  
**YEARS ENDED AUGUST 31**

	2018	2017
<b>EXPENSES</b>		
Advertising and promotion	\$ 40,038	\$ 96,438
Bank charges and interest	2,260	5,792
Consulting	204,850	126,645
Geological database (Note 6)	-	468,098
Insurance	958	-
Office and general	24,596	18,737
Professional fees	107,592	106,739
Property investigation	20,944	54,469
Registration and filing	10,994	14,461
Shareholder costs	12,297	11,198
Share-based compensation (Note 8)	260,655	787,388
Transfer agent	7,832	7,747
Travel and related	40,362	49,367
<b>Loss before other items</b>	<u>(733,378)</u>	<u>(1,747,079)</u>
<b>OTHER ITEMS</b>		
Foreign exchange gain (loss)	11,232	(18,270)
Interest income	7,521	3,908
Other income	10,000	-
Write-down of exploration and evaluation assets	<u>(28,423)</u>	<u>(90,599)</u>
	<u>330</u>	<u>(104,961)</u>
<b>Loss and comprehensive loss for the year</b>	<u>\$ (733,048)</u>	<u>\$ (1,852,040)</u>
<b>Basic and diluted loss per common share</b>	<u>\$ (0.02)</u>	<u>\$ (0.07)</u>
<b>Weighted average number of shares outstanding</b>	<u>35,153,342</u>	<u>24,858,545</u>

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

**NV GOLD CORPORATION**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Expressed in Canadian Dollars)

	Share Capital		Share Subscriptions Received	Share-based Payments Reserve	Deficit	Total Shareholders' Equity
	No. of Shares	Amount				
<b>Balance, August 31, 2016</b>	<b>11,721,852</b>	<b>\$ 6,236,430</b>	<b>\$ 371,347</b>	<b>\$ 1,031,185</b>	<b>\$ (7,235,725)</b>	<b>\$ 403,237</b>
Shares issued for mineral property and database	6,172,730	2,160,455	-	-	-	2,160,455
Shares issued for finder's fees on Swiss Permits	40,000	8,000	-	-	-	8,000
Private placements	13,719,572	3,606,700	(371,347)	-	-	3,235,353
Share issue costs	-	(139,315)	-	-	-	(139,315)
Share-based compensation	-	-	-	787,388	-	787,388
Loss for the year	-	-	-	-	(1,852,040)	(1,852,040)
<b>Balance, August 31, 2017</b>	<b>31,654,154</b>	<b>\$ 11,872,270</b>	<b>\$ -</b>	<b>\$ 1,818,573</b>	<b>\$ (9,087,765)</b>	<b>\$ 4,603,078</b>
Private placements	5,156,364	2,302,000	-	-	-	2,302,000
Shares issued on exercise on stock options and warrants	583,500	310,772	-	(26,272)	-	284,500
Share issue costs	-	(39,091)	-	-	-	(39,091)
Share-based compensation	-	-	-	260,655	-	260,655
Loss for the year	-	-	-	-	(733,048)	(733,048)
<b>Balance, August 31, 2018</b>	<b>37,394,018</b>	<b>\$ 14,445,951</b>	<b>\$ -</b>	<b>\$ 2,052,956</b>	<b>\$ (9,820,813)</b>	<b>\$ 6,678,094</b>

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

**NV GOLD CORPORATION**  
**COSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)  
**YEARS ENDED AUGUST 31**

	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year	\$ (733,048)	\$ (1,852,040)
Items not affecting cash		
Foreign exchange	(4,821)	1,836
Geological database (Note 6)	-	468,098
Share-based compensation	260,655	787,388
Write-down of exploration and evaluation assets	28,423	90,599
Change in non-cash working capital items:		
Accounts receivable	25,742	(22,073)
Prepaid expenses	16,171	(26,722)
Accounts payable and accrued liabilities and due to related parties	<u>8,230</u>	<u>354,497</u>
Net cash used in operating activities	<u>(398,648)</u>	<u>(198,417)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Reclamation bonds	(19,039)	(77,805)
Exploration and evaluation assets	(2,191,545)	(1,699,987)
Exploration advances	<u>(40,058)</u>	<u>58,105</u>
Net cash (used in) provided by investing activities	<u>(2,250,642)</u>	<u>(1,719,687)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of share capital	2,586,500	3,235,353
Share issue costs paid	<u>(39,091)</u>	<u>(139,315)</u>
Net cash provided by financing activities	<u>2,547,409</u>	<u>3,096,038</u>
<b>Change in cash during the year</b>	(101,881)	1,177,934
<b>Cash, beginning of year</b>	<u>1,506,132</u>	<u>328,198</u>
<b>Cash, end of year</b>	<u>\$ 1,404,251</u>	<u>\$ 1,506,132</u>

**Supplemental disclosures with respect to cash flows** (Note 12)

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

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2018

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**1. NATURE OF OPERATIONS**

The Company was incorporated under the laws of the province of British Columbia on May 23, 2007. The Company is engaged in the identification, acquisition and exploration of mineral properties. The Company began trading on the TSX Venture Exchange (“TSX-V”) on November 26, 2009 under the trading symbol NVX.

On May 24, 2018, the Company began trading in the United States on OTC Markets under the symbol “NVGLF” after receiving.

The address of the Company’s corporate office is located at Suite 588 - 580 Hornby Street, Vancouver, British Columbia, Canada, V6C 3B6. The registered office is located at 10<sup>th</sup> Floor, 595 Howe Street, Vancouver, British Columbia, Canada, V6C 2T5.

**2. BASIS OF PRESENTATION**

a) Statement of Compliance

The financial statements of the Company for the year ending August 31, 2018 have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

b) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting.

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiaries.

c) Going Concern of Operations

The Company has not generated revenue from operations. The Company incurred a net loss of \$733,048 during the year ended August 31, 2018 and, as of that date the Company’s deficit was \$9,820,813. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.



**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2018

**2. BASIS OF PRESENTATION (cont'd...)**

c) Going Concern of Operations

	August 31, 2018	August 31, 2017
Working capital	\$ 1,289,593	\$ 1,316,480
Deficit	(9,820,813)	(9,087,765)

**3. SIGNIFICANT ACCOUNTING POLICIES**

**Principles of consolidation**

These consolidated financial statements include the financial statements of the parent company, NV Gold Corporation, and its subsidiaries listed below:

	Jurisdiction	Nature of Operations	Equity Interest	
			2018	2017
NV Gold Corporation(USA) Inc. (“NV Gold USA”)	Nevada, USA	Exploration	100%	100%
SwissGold Exploration AG (“SwissGold”)	Switzerland	Exploration	100%	100%

The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company balances and transactions have been eliminated upon consolidation.

*Financial assets*

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

*Loans and receivables* - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at 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.

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

**Financial instruments (cont'd...)**

*Financial assets (cont'd...)*

*Held-to-maturity investments* - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of comprehensive loss.

*Available-for-sale* - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

*Financial liabilities*

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

*Fair value through profit or loss* - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of comprehensive loss.

*Other financial liabilities*: This category includes amounts due to related parties and accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Company has classified its cash as fair value through profit or loss. The Company's accounts receivable are classified as loans and receivables. The Company's accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities.

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

**Exploration and evaluation assets**

*Pre-exploration costs*

Pre-exploration costs are expensed in the period in which they are incurred.

*Exploration and evaluation expenditures*

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as material used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mine under construction”. Mineral property assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

At the end of each reporting period, the Company’s exploration and evaluation assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**Reclamation bonds**

Cash which is subject to contractual restrictions on use is classified separately as reclamation bonds.

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

**Income taxes**

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it is probable that a future tax asset will be recovered, it does not recognize the asset.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset 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.

**Share-based payment transactions**

Where equity-settled share options are awarded to employees, the fair value of the options is measured on the date of grant using the Black-Scholes option pricing model and is charged to the statement of comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of the Black-Scholes option pricing model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

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

**Share-based payment transactions (cont'd...)**

All equity-settled share-based payments are reflected in share-based payments reserve until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based payments reserve is credited to share capital along with any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

**Provisions**

*Rehabilitation provision*

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability-specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period which they occur. The Company had no rehabilitation obligations as at August 31, 2018 and August 31, 2017.

*Other provisions*

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. An amount equivalent to the discounted provision is capitalized within tangible fixed assets and is depreciated over the useful lives of the related assets. The increase in the provision due to passage of time is recognized as interest expense.

**Earning/Loss per share**

Basic earnings / loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

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

**Earning/Loss per share (cont'd...)**

Diluted earnings per share is determined by adjusting the earnings or loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options and common share purchase warrants, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the exercise of “in-the-money” stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period.

In periods that the Company reports a net loss, per share amounts are not presented on a diluted basis as the result would be anti-dilutive.

**Foreign currencies**

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for the Company and its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of comprehensive loss.

**New Standards Not Yet Adopted**

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the company.

**IFRS 9, “Financial Instruments”**, is part of the IASB’s wider project to replace IAS 39, “Financial Instruments: Recognition and Measurement”. IFRS 9 retains but simplifies the mixed measurement model and established two primary measurement categories for financial assets; amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset. The standard is effective for the Company on or after September 1, 2018. The Company does not anticipate a material impact from adoption of this new standard.

**IFRS 15, “Revenue from Contracts with Customers”**, is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. IFRS 15 replaces IAS 11, “Construction Contracts”, and IAS 18, “Revenue” among others. It provides a single model in order to depict the transfer of promised goods or services to customers. The standard is effective for the Company on or after September 1, 2018. The Company does not anticipate a material impact from adoption of this new standard.

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

**New Standards Not Yet Adopted (cont'd...)**

*IFRS 16, "Leases"*, is a new standard to set out the principles for recognition, measurement, presentation, and disclosure of leases including guidance for both parties to a contract, the lessee and the lessor. The new standard eliminates the classification of leases as either operating or finance leases as is required by IAS 17, "Leases", and instead introduces a single lessee accounting model. It provides a single model in order to depict the transfer of promised goods or services to customers. The standard is effective for the Company on or after September 1, 2019. The Company is assessing the impact of this new standard.

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, 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:

a) Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period the new information becomes available.

b) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (cont'd...)**

c) Share-based compensation

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are discussed in Note 8.

**5. RECLAMATION BONDS**

The Company has refundable reclamations bond held with the Bureau of Land Management in the state of Nevada, USA covering its various projects in Nevada. The current value of the reclamation bonds are \$142,952 (US\$109,500) (2017 - \$119,092 (US\$95,000)).



**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2018

**6. EXPLORATION AND EVALUATION ASSETS**

The following exploration and evaluation assets expenditures were incurred on the Company's mineral properties.

<b>For the year ended August 31, 2018</b>	Nevada Properties	Cooks Creek Project	ATV Project	Green Gold Project	SW Pipe Project	Frazier Dome Project	Swiss Permits	Total
Acquisition costs								
Balance, August 31, 2017	\$ 1,350,285	\$ 342,072	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,692,357
Additions	-	-	-	-	-	-	-	-
Total acquisition cost, August 31, 2018	<u>1,350,285</u>	<u>342,072</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,692,357</u>
Exploration costs								
Balance, August 31, 2017	\$ 219,264	\$ 306,377	\$ 780,082	\$ 47,011	\$ 84,664	\$ 36,439	1	1,473,838
Additions:								
Assays and sample storage	-	-	145,976	-	-	2,319	1,616	149,911
Claim filing and registration	62,934	14,372	35,058	10,131	17,988	26,147	10,872	177,502
Drilling and related	-	-	1,245,790	-	-	90,457	-	1,336,247
Field office	20,859	-	2,128	-	-	-	-	22,987
Geological consulting	5,126	-	136,879	-	-	10,892	17,165	170,062
Geological surveying	-	-	-	-	-	4,236	-	4,236
Insurance	-	-	4,445	-	-	4,445	-	8,890
Land management and royalty	3,634	-	8,176	-	-	4,691	-	16,501
Maps and database	-	-	6,407	-	-	-	145	6,552
Materials and supplies	-	-	17,307	-	-	4,501	-	21,808
Meals and lodging	-	-	26,675	-	-	2,073	-	28,748
Site access and preparation	-	-	66,316	-	-	10,301	-	76,617
Travel and transport	-	-	44,877	-	-	2,845	-	47,722
Recovery of costs	-	-	-	-	-	-	(1,375)	(1,375)
	<u>92,553</u>	<u>14,372</u>	<u>1,740,034</u>	<u>10,131</u>	<u>17,988</u>	<u>162,907</u>	<u>28,423</u>	<u>2,066,408</u>
Total exploration costs, August 31, 2018	<u>311,817</u>	<u>320,749</u>	<u>2,520,116</u>	<u>10,131</u>	<u>17,988</u>	<u>199,346</u>	<u>28,424</u>	<u>3,540,246</u>
Less: write-off of exploration and evaluation assets	-	-	-	-	-	-	(28,423)	(28,423)
Total exploration and evaluation assets, August 31, 2018	<u>\$ 1,662,102</u>	<u>\$ 662,821</u>	<u>\$ 2,520,116</u>	<u>\$ 57,142</u>	<u>\$ 102,652</u>	<u>\$ 199,346</u>	<u>\$ 1</u>	<u>\$5,204,180</u>

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**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

<b>For the year ended August 31, 2017</b>	Nevada Properties	Cooks Creek Project	ATV Project	Green Gold Project	SW Pipe Project	Frazier Dome Project	Swiss Permits	Total
Acquisition costs								
Balance, August 31, 2016	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1	\$ 1
Additions	<u>1,350,285</u>	<u>342,072</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>21,635</u>	<u>1,713,992</u>
Total acquisition cost, August 31, 2017	<u>1,350,285</u>	<u>342,072</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>21,636</u>	<u>1,713,993</u>
Exploration costs								
Balance, August 31, 2016	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	39,485	39,485
Additions:								
Assays and sample storage	-	65,270	13,083	-	1,356	1,112	2,944	83,765
Claim filing and registration	169,165	29,717	271,379	47,011	70,739	27,936	6,151	622,098
Drilling and related	-	128,540	226,519	-	-	-	-	355,059
Field office	13,079	-	-	-	-	-	-	13,079
Geological consulting	8,782	38,261	62,784	-	10,300	6,668	13,149	139,944
Insurance	-	-	13,205	-	-	-	-	13,205
Land management and royalty	12,963	8,408	94,360	-	-	-	-	115,731
Maps and database management	14,287	4,926	683	-	94	94	-	20,084
Materials and supplies	393	1,912	11,875	-	41	41	392	14,654
Meals and lodging	240	1,632	5,878	-	706	-	1,434	9,890
Site access and preparation	-	23,908	71,205	-	-	-	-	95,113
Travel and transport	<u>355</u>	<u>3,803</u>	<u>9,111</u>	<u>-</u>	<u>1,428</u>	<u>588</u>	<u>5,409</u>	<u>20,694</u>
	<u>219,264</u>	<u>306,377</u>	<u>780,082</u>	<u>47,011</u>	<u>84,664</u>	<u>36,439</u>	<u>29,479</u>	<u>1,503,316</u>
Total exploration costs, August 31, 2017	<u>219,264</u>	<u>306,377</u>	<u>780,082</u>	<u>47,011</u>	<u>84,664</u>	<u>36,439</u>	<u>68,964</u>	<u>1,542,801</u>
Less: write-off of exploration and evaluation assets	-	-	-	-	-	-	(90,599)	(90,599)
Total exploration and evaluation assets, August 31, 2017	<u>\$ 1,569,549</u>	<u>\$ 648,449</u>	<u>\$ 780,082</u>	<u>\$ 47,011</u>	<u>\$ 84,664</u>	<u>\$ 36,439</u>	<u>\$ 1</u>	<u>\$3,166,195</u>

**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

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

**ATV Project (Nevada, USA)**

The Company staked 367 lode mining claims in Humboldt County, Nevada. The Company has named the claims collectively, Across-the-Valley or ATV Project. The Company further expanded its land position at the ATV Project with the leasing of several parcels of private land (both surface and minerals) from a private party.

On June 7, 2017, the Company entered into a Mining Use and Surface Use Agreement (“Lease agreement”) for several parcels of private land. The terms of the agreement are as follows:

- 1) Payment of advance minimum royalty payments of US\$50,000 on signing and on the first anniversary date (paid) and increasing by US\$10,000 annually on each consecutive anniversary date to the ninth anniversary date; payment of US\$150,000 on each consecutive anniversary date from the tenth to the fifteenth anniversary date and then for each subsequent anniversary date the payment amount will be prior year payment plus 5%;
- 2) Minimum work obligations of US\$75,000 before the first anniversary date; increasing to US\$125,000 annually for the second to fifth anniversary dates; US\$150,000 annually following the fifth anniversary date;
- 3) Payment of a 3% Net Smelter Royalty upon production.

During the year ended August 31, 2018 the Company terminated the Lease agreement and as a result, the advance minimum royalty payment due on the first anniversary was not required to be paid. The Company has a 100% interest in 63 lode mining claims which are in good standing.

**Nevada Properties (Nevada, USA)**

On September 29, 2016 the Company completed its acquisition of the Nevada assets of Redstar Gold Corp. (“Redstar”) according to the detailed terms of the agreement (the “Purchase Agreement”). These assets consist of a 100% interest in 11 exploration projects in Nevada (“Nevada Properties”), 4 of which are subject to NSRs, as well as the AngloGold-Ashanti database (the “Database”).

The Company acquired the Database and the 11 Nevada Properties by issuing to Redstar a total of 6,172,730 common shares of the Company, resulting in Redstar owning 29.9% of the Company’s outstanding common shares upon completion of the transaction. The shares were valued at \$2,160,455. Of this value, \$1,692,357 (\$342,072 allocated to the Cooks Creek Project) was recognized as exploration and evaluation assets acquisition costs and \$468,098 was recognized as geological database expense and charged to operations during the year ended August 31, 2017.

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**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

**Nevada Properties (Nevada, USA) (cont'd...)**

The Nevada Properties are comprised of the following projects:

<b>Project Name</b>	<b>Number of Claims</b>	<b>County in State of Nevada</b>
Baker Springs	22	Elko
Gold Cloud	20	Eureka
Larus	36	Eureka
Long Island	27	Nye
Oasis	10	Esmeralda
Painted Hills	64	Humboldt
Queens	4	Nye
Richmond Summit	30	Eureka
Root Spring	26	Pershing
Seven Devils	54	Pershing
	<u>293</u>	

**Cooks Creek Project (Nevada, USA)**

The Cooks Creek Project consists of 66 unpatented mining claims in Lander County, Nevada. These claims consisted of one of the 11 exploration projects in Nevada acquired from Redstar on September 29, 2016.

**Green Gold Project (Nevada, USA)**

The Company staked 47 unpatented mining claims in Pershing County, Nevada, The claims, collectively named the Green Gold Project.

**SW Pipe Project (Nevada, USA)**

The Company staked 84 unpatented mining claims in Lander County, Nevada. The claims, collectively named the SW Pipe Project.

**Frazier Dome Project (Nevada, USA)**

The Company staked 50 unpatented mining claims in Nye County, Nevada. The claims, collectively named the Frazier Dome Project.

On August 17, 2018, the Company entered into a mining lease agreement with the owner of 5 unpatented lode mining claims situated in the Tonopah Mining District, Nye County, Nevada, USA. The 5 claims are adjacent to the 50 unpatented claims the Company staked on the Frazier Dome Property during the year ended August 31, 2017.

**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

**Frazier Dome Project (Nevada, USA) (cont'd...)**

Upon signing of the lease agreement, the Company paid US \$3,350 to the lessor, representing US\$ 2,500 as an Advance Minimum Royalty ("AMR") and US\$850 for various filing fees. Pursuant to the lease agreement, the Company will pay an AMR of US \$3,000 on each subsequent anniversary date increasing by US \$500 each year until the 5<sup>th</sup> anniversary date when the payment will be US \$7,500 annually through to the 10<sup>th</sup> anniversary date. The AMR for the 11<sup>th</sup> to the 20<sup>th</sup> anniversaries dates will be US \$15,000 annually. The AMR for the 21<sup>st</sup> to 30<sup>th</sup> anniversaries dates will be US\$ 30,000 annually. The Company will also be responsible for the payment of any annual maintenance and filing fees subject to the 5 claims.

The Company has the option to purchase the claims from the lessor by paying US \$2,000,000, less any AMR paid, during the term of the agreement.

**Swiss Permits (Switzerland)**

The Company, through its Swiss subsidiary, SwissGold, was issued a five year exploration permit ("Permit") for gold and precious metals that covers an area of approximately 224km<sup>2</sup> within the Communes of Medel/Lucmagn, Disentis/Muster and Sumvitg in Canton Graubunden, southeastern Switzerland. The Permit is governed by the terms of an amended mining law that has been approved by the residents of the Communes. The Permit is renewable for two additional 5-year terms. Under the terms of the Permit, the Company must:

- a) pay an initial fee of Swiss Francs 4,500 (paid);
- b) pay an annual fee of Swiss Francs 4,500 (paid);
- c) incur exploration expenditures of Swiss Francs 120,000 before the end on 2015; and
- d) incur exploration expenditures of Swiss Francs 100,000 annually thereafter during the first term of the permit to maintain the Permit in good standing.

Excess expenditures may be carried forward to meet expenditure requirements in future years. Also, the Communes can issue a mining concession to the Company subject to: (i) completion of a satisfactory feasibility study; (ii) completion of an environmental impact study; and (iii) consent from each of the three municipal bodies in the Communes.

In prior fiscal years the Company received written confirmation from the Communes regarding future work commitment obligations whereby the Company was provided with relief from incurring exploration expenditures for 2016 and 2017. During the current fiscal year, the Communes have again provided the Company relief from incurring exploration expenditures for 2018 and 2019. The Company will still incur approximately US\$12,000 in maintenance fees in each year during 2018 and 2019 to keep the Swiss Permits in good standing. Also during the current fiscal year, the Company received a drilling permit from the Communes to further explore the property. However, due to delays in development the Company has charged to operations \$28,423 (2017 - \$90,599) in costs related to the Swiss Permits.

During the year ended August 31, 2017, the Company issued 40,000 common shares valued at \$8,000 and paid Swiss Francs 10,000 as a finder's fee pursuant to the terms of an agreement in connection with the Company securing the Permit.

**Exploration advances**

During the year ended August 31, 2018, the Company incurred \$41,369 (August 31, 2017 - \$1,311) as exploration advances on mineral claims.

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**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities for the Company are comprised of the following:

	August 31, 2018	August 31, 2017
Accrued liabilities	\$ 12,500	\$ 19,011
Trade payables	<u>71,647</u>	<u>185,461</u>
Total	<u>\$ 84,147</u>	<u>\$ 204,472</u>

**8. SHAREHOLDERS' EQUITY**

*Authorized:*

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

During the year ended August 31, 2018, the Company issued:

- a) 2,600,000 common shares for gross proceeds of \$910,000 by issuing 2,600,000 units at \$0.35 per unit pursuant to a non-brokered private placement. Each unit consists of one common share and one-half of one warrant exercisable at \$0.60 per share expiring October 30, 2019.
- b) 886,364 units at \$0.44 per unit for gross proceeds of \$390,000 pursuant to a non-brokered private placement financing that was completed on March 23, 2018. Each unit consists of one common share and one-half of one warrant exercisable at \$0.60 per share until March 23, 2020. The expiry date of each whole warrant is subject to acceleration such that, should the volume weighted average price of the common shares of the Company exceed \$1.00 for ten consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 trading days from receipt of such notice unless exercised by the holder before such date. The units and any common shares issued upon the exercise of the warrants are subject to a hold period expiring on July 23, 2018.
- c) 1,670,000 units at \$0.60 per unit for gross proceeds of \$1,002,000 pursuant to a non-brokered private placement financing that was completed on April 3, 2018. Each unit consists of one common share and one-half of one warrant exercisable at \$0.90 per share until April 3, 2020. The expiry date of each whole warrant is subject to acceleration such that, should the volume weighted average price of the common shares of the Company exceed \$1.50 for ten consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 trading days from receipt of such notice unless exercised by the holder before such date. The units and any common shares issued upon the exercise of the warrants are subject to a hold period expiring on August 4, 2018.
- d) 546,000 common shares for gross proceeds of \$277,000 pursuant to the exercise of warrants. The Company reallocated the fair value of various warrants previously recorded in the amount of \$18,896 from share-based payments reserve to share capital.
- e) 37,500 common shares for gross proceeds of \$7,500 pursuant to the exercise of stock options. The Company reallocated the fair value of these stock options previously recorded in the amount of \$7,376 from share-based payments reserve to share capital.

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**8. SHAREHOLDERS' EQUITY (cont'd...)**

During the year ended August 31, 2017, the Company issued:

- a) 6,172,730 common shares valued at \$2,160,455 to Redstar to acquire the Nevada Properties and a Database (Note 6).
- b) 2,750,000 units at \$0.20 per unit for gross proceeds of \$550,000 pursuant to a private placement financing that was completed on September 29, 2016. A cash Finder's fee of \$2,250 was paid. Each unit consisted of one share and one-half of one warrant exercisable at \$0.40 per share until September 29, 2018. The expiry date of each whole warrant is subject to acceleration such that, should the volume weighted average price of the common shares of the Company exceed \$0.60 for ten consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 trading days from receipt of such notice unless exercised by the holder before such date.
- c) 2,723,000 units at \$0.30 per unit for gross proceeds of \$816,900 pursuant to a private placement financing completed on November 22, 2016. Each unit issued consisted of one share and one-half of one warrant exercisable at \$0.60 per share until November 22, 2018. The expiry date of each whole warrant is subject to acceleration such that, should the volume weighted average price of the common shares of the Company exceed \$1.00 for ten consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 trading days from receipt of such notice unless exercised by the holder before such date.
- d) 4,310,000 units at \$0.20 per unit for gross proceeds of \$862,000 pursuant to a non-brokered private placement completed on February 27, 2017. Each unit consists of one common share and one-half of one warrant exercisable at \$0.30 per share expiring February 27, 2019. The Company paid a cash finder's fee of \$16,800. The units and any common shares issued pursuant to the exercise of the warrants are subject to a hold period expiring June 28, 2017. The proceeds of the private placement will be used by the Company for the acquisition and advancement of new and existing mineral properties and for general working capital.
- e) 40,000 common shares valued at \$8,000 for finder's fees pursuant to terms of an agreement on the Company securing an exploration license on the Swiss Permits (Note 6).
- f) 3,759,572 units at \$0.35 per unit for gross proceeds of \$1,315,850 from tranche 1 of a private placement completed on July 5, 2017. Each unit consists of one common share and one-half of one warrant exercisable at \$0.50 per share until July 5, 2019. The Company will pay a finder's fee in cash of \$47,358. The expiry date of each whole warrant is subject to acceleration such that, should the volume weighted average price of the common shares of the Company exceed \$1.00 for ten consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 trading days from receipt of such notice unless exercised by the holder before such date.
- g) 177,000 units at \$0.35 per unit for gross proceeds of \$61,950 from tranche 2 of a private placement completed on July 10, 2017. Each unit consists of one common share and one-half of one warrant exercisable at \$0.50 per share until July 10, 2019. The Company will pay a finder's fee in cash of \$1,887. The expiry date of each whole warrant is subject to acceleration such that, should the volume weighted average price of the common shares of the Company exceed \$1.00 for ten consecutive trading days, the Company may notify the holder in writing that the warrants will expire 20 trading days from receipt of such notice unless exercised by the holder before such date.

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**8. SHAREHOLDERS' EQUITY**

**Stock options**

The Company adopted a stock option plan under which it is authorized to grant options to officers, directors, employees and consultants enabling them to acquire common shares of the Company. The number of shares reserved for issuance under the plan shall not exceed 10% of the issued and outstanding common shares. The options can be granted for a maximum of 5 years and vest as determined by the board of directors. The exercise price of each option may not be less than the fair market value of the common shares.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, August 31, 2016	606,000	\$ 0.82
Granted	2,250,000	0.36
Expired/cancelled	<u>(130,000)</u>	2.00
Outstanding, August 31, 2017	2,726,000	0.38
Granted	400,000	0.82
Exercised	<u>(37,500)</u>	0.20
Outstanding, August 31, 2018	3,088,500	\$ 0.44
Exercisable, August 31, 2018	2,888,500	\$ 0.42

Stock options outstanding at August 31, 2018 are as follows:

Number Of Options	Exercise Price	Expiry Date
146,000	\$ 0.25	January 20, 2019
330,000	0.60	January 28, 2020
1,450,000	0.35	September 29, 2021
37,500	0.20	February 27, 2022
725,000	0.39	June 26, 2022
300,000	0.80	March 19, 2023
<u>100,000</u>	0.89	April 3, 2023
3,088,500		



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**8. SHAREHOLDERS' EQUITY (cont'd...)**

**Warrants**

Warrants transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, August 31, 2016	1,030,000	\$ 0.83
Granted	6,859,786	0.29
Expired/cancelled	<u>(670,000)</u>	1.00
Outstanding, August 31, 2017	7,219,786	0.43
Granted	2,578,182	0.70
Exercised	(546,000)	0.51
Expired/cancelled	<u>(200,000)</u>	0.50
Outstanding, August 31, 2018	9,051,968	\$ 0.51
Exercisable, August 31, 2018	9,051,968	\$ 0.51

Warrants outstanding at August 31, 2018 are as follows:

Number of Warrants	Exercise Price	Expiry Date
1,250,000	\$ 0.40	September 29, 2018 <sup>(i)</sup>
1,196,500	0.60	November 22, 2018 <sup>(ii)</sup>
2,155,000	0.30	February 27, 2019
1,833,786	0.50	July 5, 2019
38,500	0.50	July 10, 2019
1,300,000	0.60	October 30, 2019
443,182	0.60	March 23, 2020
<u>835,000</u>	0.90	April 3, 2020
9,051,968		

- i) The warrants are subject to an accelerated exercise provision in the event the volume weighted average trading price exceeds \$0.60 for a period of 10 consecutive days.
- ii) The warrants are subject to an accelerated exercise provision in the event the volume weighted average trading price exceeds \$1.00 for a period of 10 consecutive days.

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**8. SHAREHOLDERS' EQUITY (cont'd...)**

**Share-based compensation**

During the year ended August 31, 2018, the Company recognized \$260,654 (2017 - \$787,388) in share-based compensation on stock options that vested during the current period. The Company granted 400,000 (2017 - 2,250,000) stock options with a fair value of \$0.83 (2017 - \$0.35). The fair value of share-based compensation was calculated using the Black-Scholes option-pricing model.

The following assumptions were used for the Black-Scholes valuation of stock options granted during the period:

	August 31, 2018	August 31, 2017
Risk-free interest rate	2.00%	0.57% ~ 1.12%
Expected life of options	5 years	5 years
Annualized volatility	208.86%	210.53% ~ 214.07%
Forfeiture rate	0.0%	0.0%
Dividend rate	0.0%	0.0%

**9. RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions with related parties during the year ended August 31, 2018:

- i) Paid or accrued \$76,736 (2017 - \$79,744) in consulting fees to the President and CEO of the Company.
- ii) Paid or accrued \$13,382 (2017 - \$3,151) in office and general costs to the President and CEO of the Company.
- iii) Paid or accrued \$27,144 (2017 - \$Nil) in consulting fees to an officer of the Company.
- iv) Paid or accrued \$93,523 (2017 - \$109,044) in professional fees and share issue costs to companies controlled by officers of the Company.

The Company entered into an amended office lease agreement with a company controlled by the President and CEO of the Company which came into effect on July 1, 2018 for a period of 18 months expiring December 31, 2019. See Commitments, Note 15.

Included in due to related parties as of August 31, 2018 is \$43,528 (2017 - \$40,110) due to directors and companies controlled by officers. The amounts are non-interest bearing and unsecured.

**Key Management Compensation**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members.

During the year ended August 31, 2018, 100,000 (2017-1,925,000) stock options, out of a total of 400,000 (2017 - 2,250,000) (Note 8), were granted to directors and officers. The fair value of \$87,350 (2017 - \$690,715) was recorded as share-based compensation.

Other than disclosed above, there was no other compensation paid to key management during the years ended August 31, 2018 and 2017.

## **10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

### **Fair value**

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value 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).

As at August 31, 2018, the Company's financial instruments are comprised of cash, accounts receivable, accounts payable and accrued liabilities and due to related parties. Cash is carried at fair value using a level 1 fair value measurement. The carrying value of accounts receivable, accounts payable and accrued liabilities and due to related parties approximate their fair values due to the relatively short periods to maturity of these financial instruments.

### **Financial risk factors**

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.

#### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash is remote. The Company's receivables consist of GST recoverable from the Canadian Government and a refund due from a supplier.

#### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at August 31, 2018, the Company had a cash balance of \$1,404,251 to settle current liabilities of \$127,675. All of the Company's financial liabilities are subject to normal trade terms.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

#### (a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to maintain cash in its banking institutions and does not believe interest rate risk to be significant.

**10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)**

(b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to 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. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(c) Foreign currency risk

The Company has two foreign subsidiaries whose operations are in the United States and Switzerland respectively, which exposes the Company to foreign exchange risk. The Company is subject to currency risk due to the fluctuations of exchange rates between the Canadian dollar, United States dollar and the Swiss Franc. The Company does not enter into derivative financial instruments to mitigate foreign exchange risk.

**11. 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 that it manages as share capital.

The Company is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long term viability.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

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

Significant non-cash transactions during the year month period ended August 31, 2018 included:

- a) Exploration and evaluation assets of \$61,001 are accrued in accounts payable and accrued liabilities.

Significant non-cash transactions during the year month period ended August 31, 2017 included:

- a) Exploration and evaluation assets of \$179,619 are accrued in accounts payable and accrued liabilities.
- b) Issuance of 6,172,730 common shares valued at \$2,160,455 to Redstar to acquire the Nevada Properties (\$1,692,357) and a Database (\$468,098) (Note 6).
- c) Issuance of 40,000 common shares valued at \$8,000 as finder's fees pursuant to the terms of an agreement in connection with securing the Permit in Switzerland (Note 6).

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**13. SEGMENTED INFORMATION**

The Company has one reportable operating segment, being the acquisition and exploration of mineral properties. The Company has mineral properties located geographically as follows:

<b>Exploration and evaluation assets</b>	August 31, 2018	August 31, 2017
United States of America	\$ 5,204,179	\$ 3,166,194
Switzerland	1	1
Total	\$ 5,204,180	\$ 3,166,195

Reclamation bonds of \$142,952 (2017 - \$119,092) were held entirely in the United States of America.

**14. INCOME TAXES**

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

	2018	2017
Income (loss) for the period before income tax	\$ (733,048)	\$ (1,852,040)
Expected income tax (recovery)	\$ (198,000)	\$ (482,000)
Change in statutory, foreign tax, foreign exchange rates and other	328,000	(40,000)
Permanent difference	75,000	224,000
Share issue cost	(11,000)	(36,000)
Change in unrecognized deductible temporary differences	(194,000)	334,000
Total income tax (recovery)	\$ -	\$ -

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**14. INCOME TAXES (cont'd...)**

Significant components of deductible and taxable differences and unused tax losses that have not been included in the statement of financial position are as follows:

	2018	2017	Expiry Dates
Exploration and evaluation assets	\$ 2,162,000	\$ 2,144,000	No expiry date
Canadian eligible capital (CEC)	-	1,000	No expiry date
Share issue costs	116,000	122,000	2039 – 2042
Non-capital losses	4,550,000	4,342,000	2023 – 2038
Canada	3,665,000	3,486,000	2026 – 2038
USA	647,000	635,000	2029 – 2038
Switzerland	238,000	221,000	2023 – 2028

**15. COMMITMENTS**

The Company entered into an office lease agreement with a related party which came into effect on May 1, 2017 and subsequently amended on July 1, 2018 for a period expiring December 31, 2019. The lease payments will be as follows:

2019	US \$ 10,800
2020	<u>3,600</u>
	US \$ <u>10,400</u>

**16. EVENTS SUBSEQUENT TO THE REPORTING PERIOD**

- a) The Company entered into a consulting agreement with a company controlled by a director of the Company for a period of one year at \$11,670 (plus GST) per month. The Company also granted 500,000 stock options exercisable at \$0.14 per share expiring on September 14, 2023 to the company controlled by a director of the Company.
- b) Cancelled 30,000 stock options exercisable at \$0.25 expiring January 20, 2019.
- c) Cancelled 70,000 stock options exercisable at \$0.60 expiring January 28, 2020.
- d) 1,250,000 warrants exercisable at \$0.40 expired unexercised on September 29, 2018.
- e) Granted 200,000 stock options exercisable at \$0.14 expiring October 11, 2023.
- f) 1,196,500 warrants exercisable at \$0.60 expired unexercised on November 22, 2018.