

**NV GOLD CORPORATION**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**YEARS ENDED AUGUST 31, 2019 and 2018**  
**(Expressed in Canadian Dollars)**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
NV Gold Corporation

### ***Opinion***

We have audited the accompanying consolidated financial statements of NV Gold Corporation. (the "Company"), which comprise the consolidated statements of financial position as at August 31, 2019 and 2018, 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.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### ***Basis for Opinion***

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

### ***Material Uncertainty Related to Going Concern***

We draw attention to Note 2 of the consolidated financial statements, which indicates that the Company incurred a net loss of \$3,675,539 during the year ended August 31, 2019 and, as of that date, the Company's deficit was \$13,496,352. As stated in Note 2, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### ***Other Information***

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, 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.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Consolidated Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Peter Maloff.

**“DAVIDSON & COMPANY LLP”**

Vancouver, Canada

Chartered Professional Accountants

December 18, 2019

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

	2019	2018
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 955,877	\$ 1,404,251
Accounts receivable	3,711	1,398
Prepaid expenses	67,698	11,619
Due from related party (Notes 9 and 16)	<u>25,000</u>	<u>-</u>
	1,052,286	1,417,268
<b>Reclamation bonds</b> (Note 5)	172,170	142,952
<b>Exploration advances</b>	37,425	41,369
<b>Exploration and evaluation assets</b> (Note 6)	<u>3,194,490</u>	<u>5,204,180</u>
	<u>\$ 4,456,371</u>	<u>\$ 6,805,769</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

<b>Current</b>		
Accounts payable and accrued liabilities (Note 7)	\$ 71,128	\$ 84,147
Due to related parties (Note 9)	<u>25,883</u>	<u>43,528</u>
	<u>97,011</u>	<u>127,675</u>
<b>Shareholders' equity</b>		
Share capital (Note 8)	15,455,561	14,445,951
Share-based payments reserve (Note 8)	2,400,151	2,052,956
Deficit	<u>(13,496,352)</u>	<u>(9,820,813)</u>
	<u>4,359,360</u>	<u>6,678,094</u>
	<u>\$ 4,456,371</u>	<u>\$ 6,805,769</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 18, 2019**

*"John E. Watson"*

Director

*"Peter 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**

	2019	2018
<b>EXPENSES</b>		
Advertising and promotion	\$ 80,960	\$ 40,038
Bank charges and interest	2,217	2,260
Consulting	308,607	204,850
Insurance	11,500	958
Office and general	35,969	24,596
Professional fees	77,947	107,592
Property investigation	48,688	20,944
Registration and filing	12,458	10,994
Shareholder costs	8,782	12,297
Share-based compensation (Note 8)	318,954	260,655
Transfer agent	7,339	7,832
Travel and related	<u>73,202</u>	<u>40,362</u>
<b>Loss before other items</b>	<u>(986,623)</u>	<u>(733,378)</u>
<b>OTHER ITEMS</b>		
Foreign exchange gain (loss)	(6,093)	11,232
Interest income	13,329	7,521
Other income	-	10,000
Write-down of exploration and evaluation assets (Note 6)	<u>(2,696,152)</u>	<u>(28,423)</u>
	<u>(2,688,916)</u>	<u>330</u>
<b>Loss and comprehensive loss for the year</b>	<u>\$ (3,675,539)</u>	<u>\$ (733,048)</u>
<b>Basic and diluted loss per common share</b>	<u>\$ (0.09)</u>	<u>\$ (0.02)</u>
<b>Weighted average number of shares outstanding</b>	<u>41,298,473</u>	<u>35,153,342</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-based Payments Reserve	Deficit	Total Shareholders' Equity
	No. of Shares	Amount			
<b>Balance, August 31, 2017</b>	<b>31,654,154</b>	<b>\$ 11,872,270</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
Share issued on exercise of 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>\$ 2,052,956</b>	<b>\$ (9,820,813)</b>	<b>\$ 6,678,094</b>
Private placement	8,835,199	1,060,224	-	-	1,060,224
Share issue costs	-	(82,914)	28,241	-	(54,673)
Share-based compensation	-	-	318,954	-	318,954
Shares issued for services	190,000	32,300	-	-	32,300
Loss for the year	-	-	-	(3,675,539)	(3,675,539)
<b>Balance, August 31, 2019</b>	<b>46,419,217</b>	<b>\$ 15,455,561</b>	<b>\$ 2,400,151</b>	<b>\$ (13,496,352)</b>	<b>\$ 4,359,360</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**

	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the year	\$ (3,675,539)	\$ (733,048)
Items not affecting cash		
Foreign exchange	(5,169)	(4,821)
Share-based compensation	318,954	260,655
Shares issued for services	32,300	-
Write-down of exploration and evaluation assets	2,696,152	28,423
Change in non-cash working capital items:		
Accounts receivable	(2,313)	25,742
Prepaid expenses	(56,079)	16,171
Due from related party	(25,000)	-
Accounts payable and accrued liabilities and due to related parties	<u>(35,066)</u>	<u>8,230</u>
Net cash (used in) provided by operating activities	<u>(751,760)</u>	<u>(398,648)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Reclamation bonds	(24,049)	(19,039)
Exploration and evaluation assets	(682,060)	(2,191,545)
Exploration advances	<u>3,944</u>	<u>(40,058)</u>
Net cash used in provided by investing activities	<u>(702,165)</u>	<u>(2,250,642)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of share capital	1,060,224	2,586,500
Share issue costs paid	<u>(54,673)</u>	<u>(39,091)</u>
Net cash provided by financing activities	<u>1,005,551</u>	<u>2,547,409</u>
<b>Change in cash during the year</b>	(448,374)	(101,881)
<b>Cash, beginning of year</b>	<u>1,404,251</u>	<u>1,506,132</u>
<b>Cash, end of year</b>	<u>\$ 955,877</u>	<u>\$ 1,404,251</u>

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

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

**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, 2019 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 \$3,675,539 during the year ended August 31, 2019 and, as of that date the Company’s deficit was \$13,496,352. 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, 2019

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

c) Going Concern of Operations (cont'd...)

	August 31, 2019	August 31, 2018
Working capital	\$ 955,275	\$ 1,289,593
Deficit	(13,496,352)	(9,820,813)

**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	
			2019	2018
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 instruments**

*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...)*

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

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.

*Amortized cost*: 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, 2019 and August 31, 2018.

*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 Adopted**

***IFRS 9 - Financial Instruments: Classification and Measurement.*** The Company adopted accounting standard IFRS 9, *Financial Instruments: Classification and Measurement*, effective for annual periods beginning on or after September 1, 2018. The adoption of IFRS 9 did not result in any changes to the classification, measurement, or carrying amounts of the Company’s existing financial instruments on transition date.

The new standard brings together the classification and measurement, impairment and hedge accounting phases of the IASB’s project to replace IAS 39, *Financial Instruments: Recognition and Measurement*. The standard retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value.

The Company continues to classify and measure its financial instruments at fair value through profit or loss with changes in fair value recognized in profit or loss as they arise (“FVTPL”), unless restrictive criteria regarding the objective and contractual cash flows of the instrument are met for classifying and measuring at either amortized cost or fair value through other comprehensive income.

Cash and cash equivalents, marketable securities and trade receivables continue to be recorded at FVTPL and other receivables and loans, initially at FVTPL, and subsequently at amortized cost using the effective interest rate method. Trade and other payables are classified and measured as financial liabilities, initially at FVTPL, and subsequently at amortized cost using the effective interest rate method.

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

**New Standards Adopted (cont'd...)**

**IFRS 15 - Revenue from Contracts with Customers.** The Company adopted accounting standard IFRS 15, *Revenue from Contracts with Customers*, effective for annual periods beginning on or after September 1, 2018. The adoption of IFRS 15 did not result in any changes to the Company's financial statements. The new standard establishes 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.

**New Standard Not Yet Adopted**

**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 does not anticipate a material impact from the adoption of IFRS 16.

**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.

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

a) 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.

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 \$172,170 (US\$129,500) (2018 - \$142,952 (US\$109,500)).

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

**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, 2019</b>	Nevada Properties	Cooks Creek Project	ATV Project	Green Gold Project	SW Pipe Project	Frazier Dome Project	Slumber Project	Swiss Permits	Total
Acquisition costs									
Balance, August 31, 2018	\$ 1,350,285	\$ 342,072	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,692,357
Additions	-	-	-	-	-	-	-	-	-
Total acquisition costs, August 31, 2019	<u>1,350,285</u>	<u>342,072</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,692,357</u>
Exploration costs									
Balance, August 31, 2018	\$ 311,817	\$ 320,749	\$ 2,520,116	\$ 57,142	\$ 102,652	\$ 199,346	-	1	3,511,823
Additions:									
Assays and sample storage	2,737	-	14,697	386	-	51,602	-	1,601	69,422
Claim filing and registration	47,298	12,235	31,295	9,167	19,721	39,426	14,274	267	173,683
Drilling and related	-	-	-	-	-	66,949	-	-	66,949
Field office	25,874	-	813	-	-	797	-	-	27,484
Geological consulting	12,335	2,848	32,533	2,217	1,007	68,322	15,657	3,030	137,949
Geological surveying	-	-	-	-	-	-	36,024	-	36,024
Insurance	-	-	-	-	-	9,175	-	-	9,175
Land management and royalty	-	-	173	-	-	6,084	22,738	-	28,995
Maps and database	-	-	-	-	-	1,325	10	138	1,473
Materials and supplies	2,567	21	3,227	30	-	1,681	1,832	-	9,358
Meals and lodging	281	60	-	85	-	2,823	1,428	-	4,677
Site access and preparation	-	11,565	88,262	-	-	12,682	-	-	112,509
Travel and transport	584	-	-	177	-	4,527	1,751	-	7,163
	<u>91,676</u>	<u>26,853</u>	<u>171,000</u>	<u>12,062</u>	<u>20,728</u>	<u>265,393</u>	<u>93,714</u>	<u>5,036</u>	<u>686,462</u>
Total exploration costs, August 31, 2019	<u>403,493</u>	<u>347,602</u>	<u>2,691,116</u>	<u>69,204</u>	<u>123,380</u>	<u>464,739</u>	<u>93,714</u>	<u>5,037</u>	<u>4,198,285</u>
Less: write-off of exploration and evaluation assets	-	-	(2,691,116)	-	-	-	-	(5,036)	(2,696,152)
Total exploration and evaluation assets, August 31, 2019	\$ 1,753,778	\$ 689,674	\$ -	\$ 69,204	\$ 123,380	\$ 464,739	\$ 93,714	\$ 1	\$ 3,194,490

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

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

<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 costs, 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>

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

---

**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 had a 100% interest in 63 lode mining claims in Humboldt County, Nevada. The Company named the claims collectively, Across-the-Valley or ATV Project. During the current fiscal year the Company did not renew the claims for project. As a result, \$2,691,116 in total property costs was written off and charged to operations.

**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.

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	16	Elko
Gold Cloud	13	Eureka
Larus	19	Eureka
Long Island	27	Nye
Oasis	10	Esmeralda
Painted Hills	14	Humboldt
Queens	4	Nye
Richmond Summit	18	Eureka
Root Spring	26	Pershing
Seven Devils	54	Pershing
	<u>201</u>	

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

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

The Cooks Creek Project consists of 51 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 39 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 55 mining claims in Nye County, Nevada. The claims, collectively named the Frazier Dome Project. In March 2019, the Company staked an additional 71 claims, approximately 1,467 acres, to consolidate a key property position in an around the 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 existing claims the Company has staked.

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> anniversary dates will be US \$15,000 annually. The AMR for the 21<sup>st</sup> to 30<sup>th</sup> anniversary 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.

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

On May 30, 2019, the Company announced that it executed a binding letter of intent (the "LOI") with a two private individuals (the "Vendors") providing the Company the right to enter into a Lease Agreement to lease an undivided 100% right, title and interest in the Slumber Gold Property in Nevada. The LOI may be subject to TSX-V approval, and the transaction is an arms-length transaction.

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

**Slumber Gold Project (Nevada, USA) (cont'd...)**

The Slumber Gold Property occurs along an intra-mountain graben in the Jackson Mountains approximately 50 miles northwest of Winnemucca, Humboldt County, Nevada.

On July 29, 2019, the Company formalized the LOI and entered into a Mining Lease and Surface Use Agreement (“Lease”) with the Vendors. The company is subject to incur minimum annual work commitments as follows:

\$25,000	First anniversary date
\$50,000	Second anniversary date
\$75,000	Third anniversary date
\$75,000	Fourth anniversary date
\$100,000	Fifth and each anniversary date thereafter

The Company is also required to make Advance Minimum Royalty Payments to the Vendors until production of minerals is achieved as follows:

\$10,000	Upon execution of the Lease
\$15,000	First anniversary date
\$25,000	Second anniversary date
\$35,000	Third anniversary date
\$45,000	Fourth anniversary date
\$50,000	Fifth anniversary date and annually thereafter as long as the Lease remains in effect

**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. During the year ended August 31, 2019, the Permit was extended for a 5-year term. 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, 2017 and 2018. The Communes have again provided the Company relief from incurring exploration expenditures for 2019. The Company will still incur approximately US\$12,000 in maintenance fees during 2019 to

**NV GOLD CORPORATION**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

---

---

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

**Swiss Permits (Switzerland) (cont'd...)**

keep the Swiss Permits in good standing. The Company has a drilling permit from the Communes to further explore the property until August 31, 2020. However, due to delays in development, the Company has charged to operations \$5,036 (2018 - \$28,423) 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.

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

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

---

---

	August 31, 2019	August 31, 2018
Accrued liabilities	\$ 12,500	\$ 12,500
Trade payables	<u>58,628</u>	<u>71,647</u>
Total	<u>\$ 71,128</u>	<u>\$ 84,147</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, 2019, the Company issued:

- a) 190,000 common shares as bonus shares valued at \$0.17 per share for a total value of \$32,300 pursuant to the appointment of an officer to the Company.
- b) 8,835,199 units at \$0.12 per unit for gross proceeds of \$1,060,224 pursuant to the closing of a non-brokered private placement that was closed on March 27, 2019. Each unit consists of one common share and one-half of one warrant where a whole warrant is exercisable into a common share at \$0.20 per share expiring September 27, 2021. The Company paid cash finder's fees of \$39,060 and issued 325,500 finder's warrants exercisable at \$0.20 per share expiring on September 27, 2021. The fair value assigned to finder's warrants using the Black-Scholes option pricing model is \$28,241 with the following assumptions: term 1.5 years; expected volatility of 146.05%; risk-free rate of 1.4%; and expected dividends of Nil. The common shares forming part of the units and any common shares issued upon exercise of the warrants or finder's warrants are subject to a hold period expiring on July 28, 2019. The proceeds of the private placement will be used by the Company for the advancement of its existing mineral properties, potential acquisition of new properties and for general working capital.

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 had a hold period which expired 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 had a hold period which expired 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.

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

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

- 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.

**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, 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
Granted	2,150,000	0.18
Expired/cancelled	<u>(778,500)</u>	0.44
Outstanding, August 31, 2019	4,460,000	\$ 0.31
Exercisable, August 31, 2019	4,290,000	\$ 0.32

Stock options outstanding at August 31, 2019 are as follows:

Number Of Options	Exercise Price	Expiry Date
260,000	\$ 0.60	January 28, 2020
1,175,000	0.35	September 29, 2021
625,000	0.39	June 26, 2022
150,000	0.80	March 19, 2023*
100,000	0.89	April 3, 2023
500,000	0.14	September 14, 2023
200,000	0.14	October 10, 2023
375,000	0.17	January 30, 2024*
<u>1,075,000</u>	0.20	July 17, 2024*
4,460,000		

\* See subsequent events

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

**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, 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
Granted	4,417,600	0.20
Expired/cancelled	<u>(6,473,786)</u>	0.42
Outstanding, August 31, 2019	6,995,782	\$ 0.38
Exercisable, August 31, 2019	6,995,782	\$ 0.38

Warrants outstanding at August 31, 2019 are as follows:

Number of Warrants	Exercise Price	Expiry Date
1,300,000	\$ 0.60	October 30, 2019 <sup>(A)</sup>
443,182	0.60	March 23, 2020
835,000	0.90	April 3, 2020
<u>4,417,600</u>	0.20	September 27, 2021
<u>6,995,782</u>		

(A) Expired unexercised subsequent to the period.

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

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

**Finder's warrants**

Finder's warrants transactions and the number of finder's warrants outstanding are summarized as follows:

	Number of Finder's Warrants	Weighted Average Exercise Price
Outstanding, August 31, 2017 and August 31, 2018	-	\$ -
Granted	<u>325,500</u>	0.20
Outstanding, August 31, 2019	325,500	\$ 0.20
Exercisable, August 31, 2019	<u>325,500</u>	<u>\$ 0.20</u>

Finder's warrants outstanding at August 31, 2019 are as follows:

Number of Warrants	Exercise Price	Expiry Date
325,500	\$ 0.20	September 27, 2021

**Share-based compensation**

During the year ended August 31, 2019, the Company recognized \$318,954 (2018 - \$260,654) in share-based compensation on stock options that vested during the current period. The Company granted 2,150,000 (2018 - 400,000) stock options with a fair value of \$0.13 (2018 - \$0.83). 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, 2019	August 31, 2018
Risk-free interest rate	1.45% ~ 2.43%	2.00%
Expected life of options	5 years	5 years
Annualized volatility	199.97% ~ 211.11%	208.86%
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, 2019:

- i) Paid or accrued \$289,629 (2018 - \$76,736) in consulting fees to the CEO and a company controlled by the President of the Company.
- ii) Paid or accrued \$14,313 (2018 - \$13,382) in office and general costs to the CEO of the Company.
- iii) Paid or accrued \$57,181 (2018 - \$93,523) in professional fees to companies controlled by officers of the Company.
- iv) Paid or accrued \$36,051 (2018 - \$27,144) in consulting fees to an officer of the Company.
- v) Paid or accrued \$146,313 (2018 - \$Nil) in consulting fees to directors, officers and companies controlled by directors of which \$116,719 (2018 - \$Nil) have been capitalized as exploration and evaluation costs and \$29,594 has been charged to operations as property investigation (2018 - \$Nil).

The Company entered into an amended office lease agreement with a company controlled by the 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 14.

An amount of \$25,000 (2018 - \$Nil) in consulting fees was billed in error by a company controlled by a director of the Company. This amount was repaid subsequent to the year end. See Note 16.

Included in due to related parties as of August 31, 2019 is \$25,883 (August 31, 2018 - \$43,528) due to directors and companies controlled by directors and 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, 2019, 2,075,000 (2018-100,000) stock options, out of a total of 2,150,000 (2018 - 400,000) (Note 8), were granted to directors and officers. The fair value of \$261,602 (2018 - \$87,350) 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, 2019 and 2018.

## **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, 2019, 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, 2019, the Company had a cash balance of \$955,877 to settle current liabilities of \$97,011. 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.

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

(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.

(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.

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

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

Significant non-cash transactions during the year month period ended August 31, 2019 included:

- a) Exploration and evaluation assets of \$56,599 are accrued in accounts payable and accrued liabilities.
- b) Issuance of 190,000 bonus shares valued at \$32,300 pursuant to the appointment of an officer to the Company.
- c) Issuance of 325,500 finder's warrants valued at \$28,241.

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

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

**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, 2019	August 31, 2018
United States of America	\$ 3,194,489	\$ 5,204,179
Switzerland	<u>1</u>	<u>1</u>
Total	\$ 3,194,490	\$ 5,204,180

Reclamation bonds of \$172,170 (August 31, 2018 - \$142,952) were held entirely in the United States of America.

**14. INCOME TAXES**

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

	2019	2018
Income (loss) for the period before income tax	\$ (3,675,539)	\$ (733,048)
Expected income tax (recovery)	\$ (999,000)	\$ (198,000)
Change in statutory, foreign tax, foreign exchange rates and other	159,000	328,000
Permanent difference	87,000	75,000
Share issue cost	(22,000)	(11,000)
Change in unrecognized deductible temporary differences	<u>775,000</u>	<u>(194,000)</u>
Total income tax (recovery)	\$ -	\$ -

**NV GOLD CORPORATION**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
(Expressed in Canadian Dollars)  
AUGUST 31, 2019

**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:

	2019	2018	Expiry Dates
Exploration and evaluation assets	\$ 4,858,000	\$ 2,162,000	No expiry date
Share issue costs	146,000	116,000	2040 – 2044
Non-capital losses	5,308,000	4,550,000	2023 – 2039
Canada	4,359,000	3,665,000	2026 – 2039
USA	698,000	647,000	2029 – 2039
Switzerland	251,000	238,000	2023 – 2029

**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:

2020 US \$ 3,600

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

- a) The Company acquired 100% control of the Sandy Gold Project, located in Lyon County, Nevada, by staking available ground over and around the gold project.
- b) On October 30, 2019, 1,300,000 warrants exercisable at \$0.20 per warrant expired unexercised.
- c) The expiry dates of 150,000 stock options exercisable at \$0.80 until March 19, 2023, 350,000 stock options exercisable at \$0.17 until January 30, 2024 and 200,000 stock options exercisable at \$0.20 until July 12, 2024 have been revised to a new expiry date of April 13, 2020.
- d) The Company received \$37,500 from a company controlled by a director of the Company as repayment of a billing error. Of this amount, \$25,000 was related to the year ended August 31, 2019. As such, the due from related party of \$25,000 was recognized at August 31, 2019.