

# WESCAN GOLDFIELDS INC.



## **Management's Discussion and Analysis December 31, 2018**

## MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

The following discussion and analysis is prepared by Management as of April 17, 2019 and should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2018 ("financial statements for the year ended December 31, 2018") available on SEDAR at [www.sedar.com](http://www.sedar.com). Wescan Goldfields Inc. ("Wescan" or "the Company") prepared its financial statements for the year ended December 31, 2018 in accordance with International Financial Reporting Standards ("IFRS"). All currency amounts are quoted in Canadian Dollars, unless otherwise stated.

### Overview

During 2018, the Company completed a private placement of 625,000 flow-through common shares for gross proceeds of \$50,000 (see Wescan News Release dated May 4, 2018). During 2018, the Company carried out a field exploration program on the Company's Munro Lake gold property ("Munro Lake"). Work performed included reconnaissance prospecting and mapping as well as a geochemical survey. As a result, the flow-through expenditure requirement was satisfied by the Company as of December 31, 2018.

### Projects

#### Jojay Gold Project

##### *Background*

The Company holds a 100% interest in the Jojay gold property, consisting of five claim blocks covering 1,496 hectares located approximately 150 kilometers northeast of La Ronge, Saskatchewan. The Company's initial 25% interest in the property was acquired from Shore Gold Inc. (now Star Diamond Corporation) in 2004 in exchange for shares of the Company. The remaining 75% was acquired from Claude Resources Inc. (now SSR Mining Inc.) in 2006 in exchange for shares. The Company has an Indicated Mineral Resource and Inferred Mineral Resource, as defined under National Instrument ("NI") 43-101, on the Jojay gold deposit which was completed on February 4, 2010. The NI 43-101 compliant Mineral Resource Estimate completed by ACA Howe International Limited ("ACA Howe") includes 21 Wescan diamond drill holes completed in 2005 and 2007-2008 and 79 historic drill holes (see Wescan News Release dated February 4, 2010). At a block cut-off grade of 2.0 grams per tonne Au, non-diluted Indicated Mineral Resources, located entirely in the Red Zone, amount to 420,000 tonnes with an average grade of 3.7 grams per tonne Au, for 50,000 ounces gold. Non-diluted Inferred Mineral Resources, approximately half of which were located in the Red Zone, amount to 630,000 tonnes with an average grade of 4.3 grams per tonne Au, for 87,000 ounces gold. No Measured Mineral Resources or Mineral Reserves of any category were identified. Mineral resources are not mineral reserves and by NI 43-101 definition do not demonstrate economic viability. There is no certainty that all or any part of the Mineral Resource will be converted into a Mineral Reserve.

Based on recommendations from a review of historical drilling data that was completed in February 2011 and the recommendations contained in the Technical Report that



accompanied the NI 43-101 compliant Resource Estimate, Wescan commenced a 2,678.5 metre drill program (10 holes) in June 2011. The program successfully identified significant mineralized zones outside the existing drill-defined area of mineralization and successfully confirmed, as well as infilled, historical drilling results.

***Current year and future activities***

No activity occurred on the Jojay property during the year ended December 31, 2018. Management is currently assessing options for future work on this property.

**Munro Lake Gold Project**

***Background***

The Company holds a 100% interest in the Munro Lake gold property. The Munro Lake property consists of mineral dispositions covering 2,489 hectares located approximately 128 kilometers northeast of La Ronge, Saskatchewan. The Company's initial 51% interest in the property was acquired from Shore Gold Inc. in 2004 in exchange for shares of the Company and has increased based on non-participation of the former joint venture partner in past exploration programs. Munro Lake is located approximately seven kilometers from a producing gold mine and is on trend with other known gold mineralized zones in the area. Limited historical exploration work has been performed on Munro Lake.

During 2011 the Company conducted a magnetic and electromagnetic airborne geophysical survey on the Munro Lake property (see Wescan News Release dated June 22, 2011). The intent of the airborne geophysical survey was to assist in the interpretation of historic soil sampling and prospecting programs that had identified anomalous gold targets throughout the property. During 2013, the Company announced the results of a winter drill program on the Munro Lake property (see Wescan News Release dated June 17, 2013). This winter drill program consisted of 1,052.34 metres of diamond drilling over 4 holes. Drilling results included an interval of 67.1 g/t Au over 1.00 metres in a vein with associated visible gold as well as 7.1 g/t Au over 1.00 metres.

***Current year and future activities***

During 2018, the Company carried out a field exploration program on the Company's Munro Lake gold property ("Munro Lake"). Work performed included reconnaissance prospecting and mapping as well as a geochemical survey. Management is currently assessing options for future work on this property.

**Jasper Gold Project**

***Background***

The Company holds a 100% interest in the Fork Lake/Jasper/Tamar ("Jasper") gold property, consisting of certain mineral dispositions covering 6,513 hectares located approximately 150 kilometers northeast of La Ronge, Saskatchewan. The property contains the high grade Jasper Gold Mine which mined and milled 140,127 tonnes at an average grade of 18.9 grams per tonne in the early 1990s. The Company's initial interest in the property was acquired from Shore Gold Inc. in 2004 in exchange for shares of the Company. The Company performed drilling in 2005, 2006, and 2007 of certain deeper

zones and during 2011 the Company completed a 2,313.5 metre drill program (9 holes) to further assess the future potential of this past producing gold mine. During 2013 the Company performed a drill program to further evaluate the Jasper property. This program was carried out following examination of Wescan's 2005, 2006 & 2011 diamond drill programs on the Jasper property and recommendations of the Technical Report for the Jasper Gold Project, completed by A.C.A. Howe International dated November 30, 2005.

The Company intends to continue exploration efforts on the Jasper Gold deposit before an NI 43-101 Resource Estimate is completed to maximize any potential mineral resources.

### ***Current year and future activities***

No activity occurred on the Jasper property during the year ended December 31, 2018. Management is currently assessing options for future work on this property.

## **Financial Highlights**

### **Selected Annual Information**

Selected financial information of the Company by year is summarized as follows:

	<b>2018</b> \$	<b>2017</b> \$	<b>2016</b> \$
<b>Interest and other income</b>	511	888	360
<b>Net income (loss)</b>	41,489	(179,476)	(103,696)
<b>Net income (loss) per share</b>	0.00	(0.00)	(0.00)
<b>Total assets</b>	226,839	286,692	388,582
<b>Total non-current liabilities<sup>(1)</sup></b>	75,520	75,520	75,520
<b>Working capital</b>	203,778	33,062	127,794

(1) Non-current liabilities are comprised of an environmental rehabilitation provision.

## **Year Ended December 31, 2018**

### **Results of Operations**

For the year ended December 31, 2018 the Company recorded net income of \$41,489 (\$0.00 per share) compared to a net loss of \$179,476 (\$0.00 per share) for 2017. Net income for the year ended December 31, 2018 was due to the reversal of a previously recorded provision. The net loss during 2017 was due to ongoing operating costs incurred by the Company.

### **Expenses**

Total expenses for the year ended December 31, 2018 were \$192,752 compared to \$180,364 for 2017. This increase of \$12,388 was primarily due to higher expenditures incurred on certain mineral properties.

Administration expense incurred during 2018 decreased to \$134,027, compared to \$136,428 in 2017. This decrease of \$2,401 was primarily due to lower non-cash share-based compensation (\$79,458, compared to \$83,781 during the same period in 2017). Costs in the administration category relating to depreciation, interest, professional fees,



regulatory requirements and other office related expenses decreased from period to period as a result of efforts to reduce costs. During 2018, the Company incurred exploration and evaluation expenditures of \$56,965 compared to \$43,502 in 2017. Of these exploration and evaluation expenditures, \$6,095 (2017 - \$43,502) related to the maintenance of certain mineral claims. Corporate development costs increased to \$1,760 for 2018 compared to \$434 for 2017 due to corporate activities in the year.

## Financing

During 2018 the Company completed a private placement financing consisting of an aggregate of 625,000 flow-through common shares at a price of \$0.08 per flow-through common share, for gross proceeds of \$50,000 (see WGF News Release dated May 4, 2018). The shares issued require that the Company make certain qualifying expenditures for tax purposes on or before December 31, 2019; the deduction of which flows through to the shareholder. The Company has fulfilled this obligation as of December 31, 2018. No financing activities occurred in 2017.

## Summary of Quarterly Results

	2018				2017			
	Qtr 4 \$	Qtr 3 \$	Qtr 2 \$	Qtr 1 \$	Qtr 4 \$	Qtr 3 \$	Qtr 2 \$	Qtr 1 \$
Net income (loss) <sup>(1)</sup>	(11,371)	224,418	(154,683)	(16,875)	(9,305)	(8,045)	(102,394)	(59,732)
Net loss/share <sup>(2)</sup>	(0.00)	0.00	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Shares outstanding <sup>(3)</sup>	45,084,320	45,084,320	45,084,320	44,459,320	44,459,320	44,459,320	44,459,320	44,459,320

(1) Net income for the third quarter of 2018 was due to the reversal of a previously recorded provision. The net loss in the second quarters of 2018 and 2017 were higher due to expenditures relating to share-based compensation as well as exploration and evaluation expenditures incurred. The remaining quarters reflect normal operations of the Company.

(2) Basic and diluted.

(3) During the second quarter of 2018, the Company issued 625,000 common shares pursuant to a private placement.

## Fourth Quarter Results

For the quarter ended December 31, 2018, the Company recorded a net loss of \$11,371 (\$0.00 per share) compared to a net loss of \$9,305 (\$0.00 per share) during the same period in 2017. The losses incurred during the fourth quarters of 2018 and 2017 were due to ongoing general operating costs. Administration expense for the fourth quarter of 2018 increased by \$1,936 compared to the same period in 2017 primarily as a result of professional fees incurred.

## Related Party Transactions

During 2018 and 2017, Mr. Kenneth E. MacNeill (Chief Executive Officer) through his consulting company, waived his management fees.

Total compensation paid to key management personnel, including amounts paid or payable to related parties owned by key management personnel, executive officers and directors, was comprised of share-based payments of \$73,226 (2017 - \$77,517). These



amounts have been included in administration expense on the statement of loss and comprehensive loss. The above transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The fair value of share-based payments was determined using the Black-Scholes model.

## **Liquidity**

The Company currently has no ongoing source of revenue and, as such, is dependent upon the issuance of new equity to finance its ongoing obligations and to advance its exploration properties. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

As at December 31, 2018, the Company had working capital of \$203,778 as compared to \$33,062 at December 31, 2017. Included in the working capital at December 31, 2018 are payables and accrued liabilities of \$19,997. As at December 31, 2017, working capital included \$16,067 of payables and accrued liabilities from operating activities, as well as a \$233,730 provision representing estimated amounts to indemnify certain flow-through subscribers as a result of the Company not incurring certain qualifying expenditures by December 31, 2012. As the Company has not received any claims from subscribers relating to this event, the indemnification provision previously recognized was reversed during 2018.

## **Capital Resources and Outstanding Share Data**

As at December 31, 2018 the Company had 45,084,320 shares outstanding and 4,190,000 options with a weighted average exercise price of \$0.06. As at April 17, 2019, the Company's issued and outstanding shares and outstanding options remained unchanged from December 31, 2018.

## **Financial Instruments**

As at December 31, 2018, the fair value of all of the Company's financial instruments approximates their carrying value. Certain financial instruments are exposed to the following financial risks:

### ***Credit risk***

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company's financial instruments that may have credit risk consist primarily of cash and cash equivalents and receivables. The Company's cash and cash equivalents are held by financial institutions with an A (low) credit rating. The Company may invest excess cash, if any, in guaranteed investment certificates until it is required. The Company's receivables are mainly comprised of GST receivable and therefore credit risk is minimal.



The Company has gross credit exposure at December 31, 2018 relating to cash and cash equivalents and receivables of \$223,209 (2017 - \$282,325).

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due.

As at December 31, 2018, the Company is committed to current liabilities of \$19,997 (2017 - \$249,797) with working capital of \$203,778 (2017 - \$33,062). As at December 31, 2018 all of the Company's mineral property claims are in good standing with a requirement to incur \$6,095 of committed expenditures on certain mineral properties in 2019 to keep these properties in good standing. The existing working capital is sufficient to fund the minimum expenditures the Company must incur to sustain its operations beyond 2019.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity issues or other forms of financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration plans, forfeit rights in its properties or reduce or terminate its operations.

***Market risk***

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, commodity price risk, interest rate risk and equity risk.

***Foreign currency risk:***

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation since it is currently not producing.

***Commodity price risk:***

Commodity price risk is the risk that a variation in commodity price will affect the Company's operations and financial results. The Company does not have significant exposure to commodity price fluctuations since it is currently not producing.

***Interest rate risk:***

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.



*Equity risk:*

The Company does not have any equity investments and is not exposed to equity risk.

## **Accounting Changes**

### ***New IFRS standards, amendments and interpretations effective during the period***

At the date of authorization of these consolidated financial statements, the IASB has issued the following new Standards which became effective for the reporting periods.

#### IFRS 9 – Financial Instruments

On July 24, 2015 the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39, "Financial Instruments: Recognition and Measurement", and all previous versions of IFRS 9. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 requires financial assets to be classified into three measurement categories: those measured at fair value through profit or loss, those measured at fair value through comprehensive income and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

The implementation of IFRS 9 did not have a material impact on the consolidated financial statements.

#### IFRS 15 – Revenue from contracts with customers

IFRS 15 replaces IAS 11, "Construction Contracts" and IAS 18, "Revenue" and related interpretations effective for annual periods commencing on or after January 1, 2018. IFRS 15 introduces a new single revenue recognition model for contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The implementation of IFRS 15 did not have a material impact on the consolidated financial statements.

#### IFRS 2 – Share Based Payments

In June 2016, the IASB issued amendments to IFRS 2. These amendments clarify how to account for certain share-based payment transactions, including accounting for cash-settled share-based payment transactions; accounting for share-based payment transactions with net settlement features; and accounting for modifications of share-based payment transactions from cash-settled to equity. IFRS 2 amendments are effective for annual periods beginning on or after January 1, 2018. The amendments to IFRS 2 did not have a material impact on the consolidated financial statements.

### ***Future Accounting Changes***

At the date of authorization of the consolidated financial statements, the IASB has issued the following new Standard which is not yet effective for the relevant reporting periods.

#### IFRS 16 – Leases

IFRS 16 will replace IAS 17, "Leases" and related interpretations effective for annual periods commencing on or after January 1, 2019. Early application is permitted for



companies that also apply IFRS 15. IFRS 16 follows a 'right-of-use' model which will require most leases to be reported on a company's financial statements as assets and liabilities, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases.

Upon adoption of IFRS 16, there is expected to be no impact to the Company's financial statements, as no right-of-use assets or lease liabilities will be recognized.

There are no other IFRSs or IFRIC interpretations that have been issued and are not yet effective that are expected to have a material impact on the Company.

## **Outlook**

The Company has focused exploration efforts on its northern Saskatchewan properties with known gold mineralization located in the La Ronge Gold Belt. Proceeds from the recent financing were used to incur qualifying expenditures on the Company's gold properties. The Company is assessing future options for the Company's Jojay, Munro Lake and Jasper gold properties. The Company will also continue to evaluate the potential for the acquisition of other mineral properties that fit the Company's strategic direction.

## **Risks and Uncertainties**

The Company attempts to mitigate risks by identifying, assessing, reporting and managing risks of significance. The following are risks relating to the business of the Company. This information is only a summary of risks currently facing the Company based on its stage of development. Additional risks and uncertainties not presently known may also impact the Company's operations. Management's view on risks facing the Company will evolve as the Company's stage of development progresses.

### ***Risks Associated With a Non-Producing Company***

The principal risks faced by the Company during the exploration stage involve: Wescan's ability to obtain financing to further the exploration and development of exploration and evaluation properties in which Wescan holds interests; obtaining the required permits from various federal, provincial and local governmental authorities; and the ultimate economic feasibility of any future development projects.

The further development and exploration of exploration and evaluation properties in which Wescan holds interests or which Wescan acquires may depend upon Wescan's ability to obtain financing through equity financing, debt financing or other means. The Company does not have sufficient funds to put any of its property interests into production from its own financial resources. There is no assurance that Wescan will be successful in obtaining required financing as and when needed. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on Wescan's future cash flows, earnings, results of operations and financial condition. The relative prices of applicable commodities and future expectations for such prices have a



significant impact on the market sentiment for investment in mining and exploration companies.

The future operations of the Company, including exploration activities and potential development of its properties, require permits from various federal, provincial and local governmental authorities. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations. The Company utilizes qualified individuals, service providers and external consultants and maintains communications with governmental authorities to ensure that the Company is in compliance with all applicable rules and regulations.

All of Wescan's exploration and evaluation property interests are currently in the exploration stage and are without a known body of commercial ore. The exploration, development and production of precious metals are capital-intensive, subject to the normal risks and capital expenditure requirements associated with mining operations. While the rewards can be substantial if commercial quantities of precious metals are found, there can be no assurance that Wescan's past or future exploration efforts will be successful, that any production therefrom will be obtained or continued, or that any such production which is attempted will be profitable. To ensure that exploration procedures are being performed effectively and those results are interpreted and reported in a proper manner, management ensures that qualified individuals, service providers and external consultants are utilized in the verification and quality assurance of analytical results.

### **Technical Information**

All technical information in this report has been prepared under the supervision of Mark Shimell, P.Geo, Vice President of Exploration, Professional Geoscientist in the Province of Saskatchewan, and is the Company's "Qualified Person" under the definition of National Instrument 43-101.

### **Caution Regarding Forward-looking Information**

This MD&A contains forward-looking statements within the meaning of certain securities laws, including the "safe harbour" provisions of Canadian Securities legislation and the United States Private Securities Litigation Reform Act of 1995. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements, and, in particular, statements regarding Wescan's future operations, future exploration and development activities or other development plans contain forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, the ability to raise funds to meet commitments and pursue exploration activities, the use of such funds, future plans for the Jojay, Jasper and Munro Lake properties and the acquisition and exploration of additional properties.

These forward-looking statements are based on Wescan's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world gold markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or



mining plans due to exploration results and changing budget priorities of Wescan, the effects of competition in the markets in which Wescan operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings and operational risks and the additional risks described in Wescan's most recently filed annual and interim MD&A, news releases and technical reports. Wescan's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although management considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to Wescan, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities law, Wescan does not undertake to update any forward-looking statement that may be made.

Further information relating to the Company has been filed on SEDAR and may be viewed at [www.sedar.com](http://www.sedar.com).



# WESCAN GOLDFIELDS INC.



## **Consolidated Financial Statements December 31, 2018**

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

The accompanying consolidated financial statements of Wescan Goldfields Inc. are the responsibility of management and have been approved by the Board of Directors.

Management has prepared the consolidated financial statements in conformity with International Financial Reporting Standards. The consolidated financial statements include some amounts that are based on best estimates and judgments.

The management of the Company, in furtherance of the integrity and objectivity of data in the consolidated financial statements, has developed and maintains a system of internal accounting controls. Management believes the internal accounting controls provide reasonable assurance that financial records are reliable and form a proper basis for preparation of consolidated financial statements and that assets are properly accounted for and safeguarded.

The Board of Directors carries out its responsibility for the consolidated financial statements through its audit committee, consisting entirely of outside directors. The audit committee reviewed the Company's annual consolidated financial statements and recommended their approval to the Board of Directors. The shareholders' auditors have full access to the audit committee, with and without management being present.

The shareholders' auditors, KPMG LLP, Chartered Professional Accountants, in accordance with Canadian generally accepted auditing standards, have examined these consolidated financial statements and their independent professional opinion on the fairness of the consolidated financial statements is attached.

"Kenneth E. MacNeill"

**Kenneth E. MacNeill**

Chairman and Chief Executive Officer  
Saskatoon, Canada  
April 17, 2019

"Greg P. Shyluk"

**Greg P. Shyluk**

Chief Financial Officer  
Saskatoon, Canada  
April 17, 2019



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## INDEPENDENT AUDITORS' REPORT

To the Shareholders of Wescan Goldfields Inc.

### ***Opinion***

We have audited the consolidated financial statements of Wescan Goldfields Inc. (the Entity), which comprise:

- the consolidated statements of financial position as at December 31, 2018 and December 31, 2017
- the consolidated statements of income (loss) and comprehensive income (loss) for the years then ended
- the consolidated statements of changes in equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(hereinafter referred to as the “financial statements”).

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2018 and December 31, 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

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

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the “***Auditors’ Responsibilities for the Audit of the Financial Statements***” section of our auditors’ report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the 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 is sufficient and appropriate to provide a basis for our opinion.



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

We draw attention to Note 3 in the financial statements, which indicates that Wescan Goldfields Inc. requires additional funding to finance its exploration and operating activities beyond its 2019 fiscal year.

As stated in Note 3 in the financial statements, these events or conditions, along with other matters as set forth in Note 3 in the financial statements, indicate that a material uncertainty exists that casts significant doubt on the Entity'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. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

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

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

In preparing the financial statements, management is responsible for assessing the Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

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



## ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 the 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 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 Entity'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 Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the 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 auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



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

*KPMG LLP*

Chartered Professional Accountants

The engagement partner on the audit resulting in this auditors' report is Deborah Lynne Grenier.

Saskatoon, Canada

April 17, 2019

**Wescan Goldfields Inc.**  
**Consolidated Statements of Financial Position**

	(In Canadian dollars)	
	December 31, 2018	December 31, 2017
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 222,912	\$ 282,053
Receivables	297	272
Prepays	566	534
	223,775	282,859
Property and equipment (note 7)	3,064	3,833
	\$ 226,839	\$ 286,692
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Payables and accrued liabilities (note 10)	\$ 19,997	\$ 249,797
	19,997	249,797
Environmental rehabilitation provision (note 11)	75,520	75,520
Shareholders' equity:		
Share capital	20,687,794	20,638,794
Contributed surplus	2,523,455	2,443,997
Deficit	(23,079,927)	(23,121,416)
	131,322	(38,625)
	\$ 226,839	\$ 286,692
Going concern (note 3)		
On behalf of the Board:	\$ -	
"Kenneth E. MacNeill"		"Gary L. Billingsley"
Kenneth E. MacNeill		Gary L. Billingsley
Chairman and Chief Executive Officer		Chairman of the Audit Committee

See accompanying notes to consolidated financial statements

**Wescan Goldfields Inc.**  
**Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)**  
**For the years ended December 31**

	(In Canadian dollars)	
	2018	2017
<b>Income</b>		
Interest and other	\$ 511	\$ 888
<b>Expenses</b>		
Exploration and evaluation (note 9)	56,965	43,502
Administration	134,027	136,428
Corporate development	1,760	434
	192,752	180,364
<b>Loss before the undernoted items</b>	(192,241)	(179,476)
Reversal of provision for indemnification of flow-through shares (note 10)	233,730	-
	\$ 41,489	\$ (179,476)
<b>Net income (loss) and comprehensive income (loss)</b>		
<b>Net income (loss) and comprehensive income (loss) per share</b>		
Basic and diluted	\$ 0.00	\$ (0.00)
<b>Weighted average number of shares outstanding</b>	44,871,991	44,459,320

See accompanying notes to consolidated financial statements

**Wescan Goldfields Inc.**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31**

(In Canadian dollars)

	2018	2017
<b>Cash provided by (used in):</b>		
<b>Operations:</b>		
Net income (loss) and comprehensive income (loss)	\$ 41,489	\$ (179,476)
Non-cash items:		
Amortization	769	963
Fair value of stock options vested	79,458	83,781
Reversal of provision for indemnification of flow-through shares (note 10)	(233,730)	-
Net change in non-cash operating working capital items:		
Receivables	(25)	179
Prepays	(32)	-
Payables and accrued liabilities	3,930	(6,195)
	(108,141)	(100,748)
<b>Financing:</b>		
Issuance of share capital (net of issue costs) (note 13)	49,000	-
	49,000	-
<b>Decrease in cash position</b>	(59,141)	(100,748)
<b>Cash and cash equivalents, beginning of period</b>	282,053	382,801
<b>Cash and cash equivalents, end of period</b>	\$ 222,912	\$ 282,053
<b>Cash and cash equivalents consists of:</b>		
Cash	\$ 222,912	\$ 282,053
	\$ 222,912	\$ 282,053

See accompanying notes to consolidated financial statements

**Wescan Goldfields Inc.**  
**Consolidated Statements of Changes in Equity**  
**For the years ended December 31**

(In Canadian dollars)

	2018	2017
<b>Share capital (note 13)</b>		
Balance, beginning of period	\$ 20,638,794	\$ 20,638,794
Shares issued	49,000	-
Balance, end of period	\$ 20,687,794	\$ 20,638,794
<b>Contributed surplus (note 13)</b>		
Balance, beginning of period	\$ 2,443,997	\$ 2,360,216
Share-based payments (note 15)	79,458	83,781
Balance, end of period	\$ 2,523,455	\$ 2,443,997
<b>Deficit</b>		
Balance, beginning of period	\$ (23,121,416)	\$ (22,941,940)
Net and comprehensive income (loss)	41,489	(179,476)
Balance, end of period	\$ (23,079,927)	\$ (23,121,416)
<b>Total Shareholders' Equity</b>	\$ 131,322	\$ (38,625)

See accompanying notes to consolidated financial statements

# WESCAN GOLDFIELDS INC.

Notes to the Consolidated Financial Statements

For the year ended December 31, 2018

(In Canadian dollars except as otherwise noted)

## 1. Corporate Information

Wescan Goldfields Inc. was originally incorporated as Shore Resources Inc. under the *Business Corporations Act of Alberta* on January 17, 2003 and by amended articles dated April 2, 2004 changed its name to Wescan Goldfields Inc. (“Wescan” or the “Company”). Substantially all of the Company’s efforts are directed to the exploration and future development of its current exploration permits. Wescan is located at 600 – 224 4<sup>th</sup> Avenue South, Saskatoon, Saskatchewan, Canada.

## 2. Basis of preparation

The consolidated financial statements of Wescan for the year ended December 31, 2018 were authorized for issue by the Company’s Board on April 17, 2019. The financial statements of Wescan have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The Company’s financial statements have been prepared on a historical cost basis, except as otherwise disclosed, using the Company’s functional currency of Canadian dollars.

## 3. Going Concern

These financial statements are prepared on the assumption that the Company will continue as a going concern and realize its assets and discharge its liabilities and commitments in the normal course of business. Management is aware, in making its going concern assessment, of material uncertainties related to events and conditions that cast significant doubt upon the Company’s ability to continue as a going concern. As at December 31, 2018, the Company had working capital of \$203,778. The Company is committed to expenditures in 2019 on certain mineral properties to keep these claims in good standing. While the existing working capital is sufficient to fund the minimum expenditures the Company must incur to sustain its mineral claims and operations beyond 2019, the ability of the Company to continue as a going concern and fund general and administrative expenses in an orderly manner will require further equity issuances or other forms of financings. There is no assurance that the Company will be successful in obtaining required financing at an acceptable cost as and when needed or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone exploration and/or evaluation plans, forfeit rights in its properties or reduce or terminate its operations.

These financial statements do not include any adjustments to carrying values and classification of asset amounts and liabilities, reported expenses and the statement of financial position classifications used, that would be necessary if the going concern assumption were not appropriate.

## 4. Summary of significant accounting policies

The Company’s principal accounting policies are outlined below:

### a. Basis of Consolidation

#### Subsidiaries

The consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary. All intra-company transactions, balances, income and expenses are eliminated in full upon consolidation.

### b. Financial instruments

#### i. Non-derivative financial assets

The Company adopted IFRS 9 Financial Instruments, on January 1, 2018. The new standard includes three classifications for financial assets; measurement at fair value through profit or loss, measurement at fair value through comprehensive income and measurement at amortized cost.

#### Financial assets measured at amortized cost

Financial assets measured at amortized cost are comprised of the Company’s cash and cash equivalents, short-term investments and receivables. Such assets are recognized initially at fair value plus any

directly attributable transaction costs. Subsequent to initial recognition, financial assets measured at amortized cost are measured at amortized cost using the effective interest method, less impairment losses.

ii. Non-derivative financial liabilities

The Company classifies non-derivative financial liabilities into financial liabilities at fair value through profit or loss and financial liabilities at amortized cost.

Financial liabilities at amortized cost

Financial liabilities at amortized cost are recognized initially at fair value net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Financial liabilities at amortized cost are comprised of the Company's accounts payable and accrued liabilities.

iii. Impairment

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications of significant financial difficulty and where observable data indicate that there is a measurable decrease in the estimated future cash flows.

Under IFRS 9, the Company recognizes a loss allowance using the expected credit loss model on financial assets that are measured at amortized cost. The adoption of the expected credit loss impairment model under IFRS 9 had no impact on the carrying amounts of financial assets on the transition date or at year end.

c. Cash and cash equivalents

Cash and cash equivalents include cash, and short-term investments that, upon acquisition, have a term to maturity of three months or less.

d. Property and equipment

Property and equipment are tangible assets that are stated at cost less accumulated depreciation and any impairment in value. Such cost includes costs of replacing parts that are eligible for capitalization when the cost of replacing the parts is incurred. Similarly, when each major inspection is performed, its cost is recognized in the carrying amount of the property and equipment as a replacement only if it is eligible for capitalization. All other repairs and maintenance are expensed as incurred.

Depreciation is calculated using the declining balance method except for leasehold improvements, which would be depreciated on a straight-line basis over a term equal to the remaining life of the current lease agreement. Annual depreciation rates are as follows:

Computer equipment	30%
Computer software	100%
Furniture and equipment	20%

The carrying value of items of property and equipment is reviewed for impairment either annually or when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values of an asset exceed its estimated recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An item of property and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on de-recognition of the asset is included in the statement of income (loss) and comprehensive income (loss) in the year the item is derecognized.

e. **Exploration and evaluation**

i. Pre-permit costs

Pre-permit costs are expensed in the period in which they are incurred. These costs are intangible.

ii. Exploration and evaluation costs

Subject to compliance with provincial mineral regulations, the Company holds the right to explore for and develop mineral resources on various Crown property dispositions within the Province of Saskatchewan. These rights are intangible assets and classified as exploration and evaluation assets for financial statement purposes.

Once the legal right to explore has been established, exploration and evaluation expenditures are expensed as incurred, unless the Company concludes that a future economic benefit is more likely than not to be realized.

Exploration and evaluation expenditures incurred on permits where a National Instrument (“NI”) 43-101 compliant reserve and a final feasibility study have not yet been completed are expensed during this phase and included in “exploration and evaluation” expense in the statements of income (loss) and comprehensive income (loss).

Upon the establishment of a NI 43-101 compliant reserve and the completion of a final feasibility study (at which point, the Company considers it probable that economic benefits will be realized), the Company capitalizes any further costs incurred for the particular permit to exploration and evaluation assets up to the point when a development decision is made.

Once NI 43-101 compliant reserves are established and development is approved by the Company, previously capitalized exploration and evaluation assets that will be transferred to “mine development costs” are tested for impairment on a cash generating unit basis (“CGU”). If facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the capitalized expenditure which is not expected to be recovered is charged to the statements of income (loss) and comprehensive income (loss). No amortization of exploration and evaluation assets is charged during the exploration and evaluation phase nor while it is under construction.

Exploration and evaluation assets acquired in a business combination or through purchase of an asset are initially recognized at fair value. These costs are intangible. The Company assesses each CGU annually to determine whether an indication of impairment exists. Where an indicator of impairment exists a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. These assets are subsequently stated at cost less accumulated impairment.

When options to acquire exploration and evaluation assets are granted or exploration and evaluation assets are sold, proceeds are credited to the cost of the property. If proceeds exceed costs, the excess proceeds are reported as a gain.

f. **Employee Benefits**

i. Wages and salaries, and annual leave

The liability for employee entitlements to wages and salaries represents the amount which the Company has a present obligation to pay resulting from services provided up to the reporting date. A provision exists for annual leave as it is earned and is measured at the amount expected to be paid when it is settled and includes all related costs.

ii. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

iii. Termination benefits

Termination benefits are recognized as an expense when the Company is committed to provide termination benefits in accordance with certain contracts provided to officers of the Company. If

benefits are payable for more than 12 months after the reporting date, then those benefits are discounted to their present value.

*iv. Share-based payment transactions*

The grant-date fair value of share-based payment awards granted to employees, officers or directors is recognized as an expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met.

**g. Provisions**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount, if material, is recognized as a finance cost.

*Environmental rehabilitation*

The Company may be required to decommission and rehabilitate exploration sites to a condition acceptable to the relevant authorities.

The expected cost of any decommissioning or rehabilitation program is recognized as a liability when the related environmental disturbance occurs. The offsetting cost is treated as an “exploration and evaluation” expense until a NI 43-101 reserve has been established and a final feasibility report completed. Once a NI 43-101 reserve has been established and a final feasibility study completed, the estimated cost (on a discounted basis, if material) of any new environmental disturbances are capitalized. Where there is a change in the expected decommissioning and rehabilitation costs, the value of the provision and any related asset are adjusted and the effect is recognized in the statements of income (loss) and comprehensive income (loss) on a prospective basis over the remaining life of the operation.

**h. Income tax**

Income tax expense for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate adjusted by temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities and assets are not recognized for temporary difference between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

**i. Flow-through shares**

The Company finances a portion of its exploration activities through the issuance of flow-through shares. Upon the sale of flow-through shares, the Company recognizes a liability for the excess purchase price paid by the investors over the fair value of common shares without the flow-through feature (the “premium”) and records the fair value of the shares in equity. As the Company incurs qualifying expenditures, the liability is reversed and a deferred tax liability is recorded for the amount of the benefits renounced to the investors. To the extent the Company has unrecognized tax benefits from loss carry forwards or other tax pools in excess of book value that are not expected to expire the Company will offset the future income tax liability resulting in the premium being recognized in the statement of income (loss) and comprehensive income (loss).

## 5. Use of estimates and judgment

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The effect of a change in an accounting estimate is recognized prospectively by including it in the statement of income (loss) and comprehensive income (loss) in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

### Key sources of estimation uncertainty

The areas of estimation uncertainty considered by management that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements are discussed below:

#### a. Reserve and resource estimates

Reserves are estimates of the amount of ore that can be economically and legally extracted from the Company's mineral properties. The Company currently only has mineral resources and does not have a basis to determine if any of its resources will be converted to reserves. The estimation of recoverable reserves is based upon factors such as estimations of foreign exchange rates, commodity prices, future capital requirements, and production costs along with geological assumptions and judgments made in estimating the size and grade of the ore body. Changes in the Company's resource estimates may impact upon the carrying value of exploration and evaluation assets, property and equipment, environmental rehabilitation provision, recognition of deferred tax assets, and depreciation and amortization charges.

#### b. Impairment of exploration and evaluation assets

Should the Company identify an indicator of impairment, the Company is required to perform an impairment assessment. The impairment assessments for exploration and evaluation assets require the use of estimates and assumptions such as discount rates, future commodity prices, future foreign exchange rates, future royalty rates, recoverable grades, and future capital and operating expenditures. Fair value for exploration and evaluation assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset. 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 risk specific to the asset. Management assesses its CGUs as being an individual mine site that may include multiple ore bodies. This is the lowest level for which cash inflows are largely independent of those of other assets.

#### c. Environmental rehabilitation provision

Environmental rehabilitation provisions have been created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. Estimates are reviewed annually and are based on management's understanding of the current regulatory requirements. Significant changes in estimates of restoration standards and techniques will result in changes to provisions from year to year. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs which will reflect the market condition at the time the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provision may be higher or lower than currently provided for.

#### d. Income taxes

Judgment and estimates are required in determining the recognition of deferred tax assets and tax uncertainties on the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future

taxable income are based on forecasted cash flows from operations and the application of existing tax laws. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded, if any, could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods. The most significant provision for tax uncertainties relate to flow through offerings to the extent the Company is unable to meet qualifying expenditure requirements.

**e. Share-based payment transactions**

The Company measures the cost of equity-settled transactions 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 stock 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 disclosed in note 15.

**6. IFRS standards, amendments and interpretations**

**a. IFRS standards, amendments and interpretations effective during the period**

At the date of authorization of these consolidated financial statements, the IASB has issued the following new Standards which are effective for the relevant reporting periods.

*i. IFRS 9 – Financial Instruments*

On July 24, 2015 the IASB issued the final version of IFRS 9, bringing together the classification and measurement, impairment and hedge accounting phases of the IASB’s project to replace IAS 39, “Financial Instruments: Recognition and Measurement”, and all previous versions of IFRS 9. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 requires financial assets to be classified into three measurement categories: those measured at fair value through profit or loss, those measured at fair value through comprehensive income and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity’s business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

*Implementation:*

The implementation of IFRS 9 did not have a material impact on the consolidated financial statements. The following table shows the classification under IAS 39 and the new classification under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Classification under IAS 39</b>	<b>Classification under IFRS 9</b>
Cash and cash equivalents	Held-to-maturity	Amortized cost
Accounts receivable	Loans and receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost	Amortized cost

*ii. IFRS 15 – Revenue from contracts with customers*

IFRS 15 replaces IAS 11, “Construction Contracts” and IAS 18, “Revenue” and related interpretations effective for annual periods commencing on or after January 1, 2018. IFRS 15 introduces a new single revenue recognition model for contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The implementation of IFRS 15 did not have a material impact on the consolidated financial statements.

*iii. IFRS 2 – Share Based Payments*

In June 2016, the IASB issued amendments to IFRS 2. These amendments clarify how to account for certain share-based payment transactions, including accounting for cash-settled share-based payment transactions; accounting for share-based payment transactions with net settlement features; and accounting for modifications of share-based payment transactions from cash-settled to equity. IFRS 2 amendments are effective for annual periods beginning on or after January 1, 2018. The amendments to IFRS 2 did not have a material impact on the consolidated financial statements.

**b. IFRS standards, amendments and interpretations issued but not yet effective**

At the date of authorization of these consolidated financial statements, the IASB has issued the following new Standard which is not yet effective for the relevant reporting periods.

*i. IFRS 16 – Leases*

IFRS 16 will replace IAS 17, “Leases” and related interpretations effective for annual periods commencing on or after January 1, 2019. Early application is permitted for companies that also apply IFRS 15. IFRS 16 follows a ‘right-of-use’ model which will require most leases to be reported on a company’s financial statements as assets and liabilities, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases.

The Company plans on adopting IFRS 16 using the modified retrospective application method, where the 2018 comparatives would not be restated and a cumulative catch up adjustment is recorded on January 1, 2019 for any differences identified. In addition, the Company will apply the recognition exemptions in IFRS 16 for ‘low value’ leases and leases that end within twelve months of the date of initial application, and account for them as low value and short-term leases, respectively.

Upon adoption of IFRS 16, there is expected to be no impact to the Company’s financial statements, as no right-of-use assets or lease liabilities will be recognized.

There are no other IFRSs or IFRIC interpretations that have been issued and are not yet effective that are expected to have a material impact on the Company.

**7. Property and equipment**

The Company’s property and equipment are comprised of the following:

	Computer Software	Computer Equipment	Furniture and Equipment	Total
<b>Cost</b>				
Balance – December 31, 2016	\$ 2,234	\$ 348	\$ 36,925	\$ 39,507
Acquisitions and disposals	-	-	-	-
Balance – December 31, 2017	\$ 2,234	\$ 348	\$ 36,925	\$ 39,507
Acquisitions and disposals	-	-	-	-
<b>Balance – December 31, 2018</b>	<b>\$ 2,234</b>	<b>\$ 348</b>	<b>\$ 36,925</b>	<b>\$ 39,507</b>
<b>Accumulated depreciation</b>				
Balance – December 31, 2016	\$ (2,234)	\$ (309)	\$ (32,168)	\$ (34,711)
Charge for the year	-	(12)	(951)	(963)
Eliminated on disposals	-	-	-	-
Balance – December 31, 2017	\$ (2,234)	\$ (321)	\$ (33,119)	\$ (35,674)
Charge for the year	-	(8)	(761)	(769)
Eliminated on disposals	-	-	-	-
<b>Balance – December 31, 2018</b>	<b>\$ (2,234)</b>	<b>\$ (329)</b>	<b>\$ (33,880)</b>	<b>\$ (36,443)</b>
<b>Net book value</b>				
Balance – December 31, 2017	\$ -	\$ 27	\$ 3,806	\$ 3,833
<b>Balance – December 31, 2018</b>	<b>\$ -</b>	<b>\$ 19</b>	<b>\$ 3,045</b>	<b>\$ 3,064</b>

## 8. Exploration and evaluation assets

The Company's exploration and evaluation assets arising from acquisitions are comprised of the following:

	Jojay (a)	Munro (b)	Fork Lake/ Jasper/ Tamar (c)	Total
Exploration and evaluation assets	\$ 1,365,001	\$ 69,561	\$ 201,501	\$ 1,636,063
Less: previous impairments	(1,365,001)	(69,561)	(201,501)	(1,636,063)
<b>Exploration and evaluation assets – December 31, 2017 and 2018</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

The Company has not yet determined whether any of its exploration and evaluation assets contain economically recoverable reserves.

### a. Jojay

The Company holds a 100% interest in the Jojay gold property, consisting of certain mineral dispositions located approximately 150 kilometers northeast of La Ronge, Saskatchewan. The Company's initial 25% interest in the property was acquired from Shore Gold Inc. (now Star Diamond Corporation) in 2004 in exchange for shares of the Company. The remaining 75% was acquired from Claude Resources Inc. (now SSR Mining Inc.) in 2006 in exchange for shares. The Company has an Indicated Resource and Inferred Resource, as defined under National Instrument 43-101, on the Jojay gold deposit.

### b. Munro

The Company holds a 100% interest in the Munro gold property, consisting of certain mineral dispositions located approximately 128 kilometers northeast of La Ronge, Saskatchewan. The Company's initial 51% interest in the property was acquired in 2004 in exchange for shares of the Company and increased to 100% based on non-participation of the former joint venture partner in past exploration programs. The Munro gold property is located approximately 7 kilometers from a producing gold mine.

### c. Fork Lake/Jasper/Tamar

The Company holds a 100% interest in the Fork Lake/Jasper/Tamar gold property, consisting of certain mineral dispositions located approximately 150 kilometers northeast of La Ronge, Saskatchewan. The Company's initial interest in the property was acquired from Shore Gold Inc. in 2004 in exchange for shares of the Company.

## 9. Exploration and evaluation expenditures

The Company is assessing options for future work on its portfolio of gold properties. During the year ended December 31, 2018, the Company incurred expenditures of \$56,965 (2017 - \$43,502) relating to exploration expenditures and claim maintenance costs on certain mineral claims.

	December 31, 2018	December 31, 2017
Claims maintenance costs	\$ 6,095	\$ 43,502
Field programs	50,870	-
<b>Balance</b>	<b>\$ 56,965</b>	<b>\$ 43,502</b>

## 10. Payables and accrued liabilities

A summary of the payables and accrued liabilities is as follows:

	December 31, 2018	December 31, 2017
Trade payables and accrued liabilities	\$ 19,997	\$ 16,067
Provision relating to 2011 flow-through financing (a)	-	233,730
<b>Balance - end of year</b>	<b>\$ 19,997</b>	<b>\$ 249,797</b>

- a. In December 2011, the Company issued flow-through shares for gross proceeds of \$1,000,000. At December 31, 2012, the Company had not spent all amounts related to this flow-through offering. The Company provided an indemnification to subscribers of flow-through shares in an amount equal to the income tax that

would be payable by subscribers in the event, and as a consequence, of the Company not incurring and renouncing qualifying expenditures as required under the subscription agreement. As the Company has not received any claims from subscribers relating to this event, the indemnification provision previously recognized was reversed during 2018.

## 11. Environmental rehabilitation provision

The Company estimates its present obligation of decommissioning and reclamation costs to be \$75,520 (December 31, 2017 - \$75,520). The provision has not been discounted as the effect of the time value of money is not material.

## 12. Deferred tax assets and liabilities

### Reconciliation between expected tax recovery for accounting purposes and actual recovery

The provision for income taxes differs from the amount computed by applying the combined expected federal and provincial income tax rate to earnings before income taxes for the following reasons:

	December 31, 2018	December 31, 2017
<b>Net income (loss) before income taxes</b>	\$ 41,489	\$ (179,476)
Combined federal and provincial tax rate	27%	27%
Expected tax expense (recovery)	11,202	(48,459)
Increase (decrease) in taxes resulting from:		
Reversal of provision for indemnification of flow-through shares	(63,107)	-
Share based compensation	21,454	22,621
Renounced resource pools	13,500	-
Change in unrecognized deferred tax assets	16,951	25,838
<b>Deferred income tax recovery</b>	<b>\$ -</b>	<b>\$ -</b>

### Unrecognized deferred tax assets

Deferred tax assets have not been recognized in respect of the following items:

	December 31, 2016	Through net loss	Through share capital	December 31, 2017
<b>Unrecognized Deferred tax assets</b>				
Exploration and evaluation	\$ 1,532,239	\$ 11,746	\$ -	\$ 1,543,985
Property and equipment	85,020	260	-	85,280
Non-capital loss carried forward	1,808,613	14,218	-	1,822,831
Capital loss carried forward	32,020	-	-	32,020
Share issue costs	1,165	(386)	-	779
Decommissioning and rehabilitation provision	20,390	-	-	20,390
Unrecognized deferred tax assets	<b>\$ 3,479,447</b>	<b>\$ 25,838</b>	<b>\$ -</b>	<b>\$ 3,505,285</b>

	December 31, 2017	Through net income	Through share capital	December 31, 2018
<b>Unrecognized Deferred tax assets</b>				
Exploration and evaluation	\$ 1,543,985	\$ 1,881	\$ -	\$ 1,545,866
Property and equipment	85,280	207	-	85,487
Non-capital loss carried forward	1,822,831	15,303	-	1,838,134
Capital loss carried forward	32,020	-	-	32,020
Share issue costs	779	(440)	270	609
Decommissioning and rehabilitation provision	20,390	-	-	20,390
Unrecognized deferred tax assets	<b>\$ 3,505,285</b>	<b>\$ 16,951</b>	<b>\$ 270</b>	<b>\$ 3,522,506</b>

The potential benefits of these carry-forward non-capital losses and deductible temporary differences has not been recognized in these financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred tax assets to be recovered.

#### Tax losses

As at December 31, 2018, the Company has estimated non-capital losses for Canadian income tax purposes that may be carried forward to reduce taxable income derived in future years. A summary of these tax losses is provided below. These tax losses will expire as follows:

Year of Expiry	Taxable losses
2026	\$ 746,142
2027	1,363,135
2028	1,368,116
2029	850,020
2030	581,344
2031	631,632
2032	577,675
2033	267,458
2034	135,438
2035	115,538
2036	62,069
2037	52,659
2038	56,678
<b>Total</b>	<b>\$ 6,807,904</b>

As at December 31, 2018, the Company has estimated net capital losses for Canadian income tax purposes of \$118,595 (December 31, 2017 - \$118,595) that may be carried forward to reduce net capital gains derived in future years. These net capital losses do not have an expiry date. The Company also had unrecorded investment tax credits totaling \$311,000 (December 31, 2017 - \$311,000) relating to pre-production mining expenditures. These investment tax credits expire starting in 2026.

### 13. Share capital and reserves

#### Authorized

The authorized share capital of the Company consists of an unlimited number of common shares.

#### Issued and outstanding

	2018		2017	
	Common Shares	Amount	Common Shares	Amount
<b>Balance - beginning of year</b>	44,459,320	\$20,638,794	44,459,320	\$20,638,794
Common shares issued (a)	625,000	50,000	-	-
Issue costs	-	(1,000)	-	-
<b>Balance - end of year</b>	<b>45,084,320</b>	<b>\$20,687,794</b>	<b>44,459,320</b>	<b>\$20,638,794</b>

#### a) Common shares

On May 4, 2018, the Company completed a private placement of 625,000 flow-through common shares for aggregate gross proceeds of \$50,000. The shares issued require that the Company make certain qualifying expenditures for tax purposes on or before December 31, 2019; the deduction of which flows through to the shareholder. This expenditure requirement was satisfied by the Company as of December 31, 2018. The pricing of the flow-through share financing was not for a premium over the market price of the Company's common shares. Accordingly, no amount was allocated towards a premium on flow-through shares.

#### Share option plan

The Company has established a share option plan whereby options may be granted to directors, officers, employees and service providers to purchase up to an aggregate of 10% of the issued and outstanding shares of the Company. Refer to note 15 for further details of this plan.

#### b) Nature and purpose of reserves

##### Warrant reserve

On certain issues of common shares, the Company has issued warrants with the common shares entitling the holder to acquire additional common shares of the Company. The warrant reserve is used to recognize the fair value of outstanding warrants. If the warrant is exercised or expires the fair value is transferred to share capital or contributed surplus, respectively.

No warrants were issued in 2017 or 2018.

##### Contributed Surplus

Contributed surplus is used to recognize the fair value of equity-settled share-based payment transactions. The fair value of these securities is added to contributed surplus over the vesting period of the securities. Upon exercise, the corresponding fair value related to the security is removed from contributed surplus and added to share capital. Should the security go unexercised, the fair value will remain in contributed surplus. The fair value of warrants and broker warrants related to securities that go unexercised is transferred out of the respective reserves into contributed surplus in the year of expiry.

A summary of the contributed surplus activity is as follows:

	2018	2017
<b>Balance - beginning of year</b>	\$ 2,443,997	\$ 2,360,216
Options issued	79,458	83,781
<b>Balance - end of year</b>	<b>\$ 2,523,455</b>	<b>\$ 2,443,997</b>

#### 14. **Income (loss) per share**

The calculation of income (loss) per share amounts is based on the following:

	December 31, 2018	December 31, 2017
<b>Numerator:</b>		
Net income (loss) applicable to common shares	\$ 41,489	\$ (179,476)
<b>Denominator:</b>		
Common shares outstanding at January 1	44,459,320	44,459,320
Weighted average effect of shares issued	412,671	-
Weighted average common shares outstanding at December 31 – basic and diluted	44,871,991	44,459,320
<b>Basic and diluted income (loss) per common share (a)</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>

- (a) Excluded from the calculation of diluted loss per common share are the effects of outstanding options, as there is no effect on basic loss per share or it would be anti-dilutive.

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements.

#### 15. **Share-based payments**

The Company has established a share option plan, as approved by the shareholders, whereby each option may be granted to directors, officers, employees and service providers to purchase one common share of the Company. Options granted have an exercise price of not less than the closing price quoted on the TSX Venture exchange for the common shares of the Company on the trading day prior to the date on which the options were granted. Certain options vest immediately while others vest six to twenty-four months after grant date and all options granted under the plan expire five years from the date of the grant of the options. All options are to be settled by physical delivery of shares.

Option movements during the years ended December 31 including weighted average exercise prices are as follows:

	2018		2017	
	Options	Average Price	Options	Average Price
<b>Outstanding – January 1</b>	3,720,000	\$ 0.07	2,650,000	\$ 0.06
Granted during the year	1,020,000	0.08	1,070,000	0.08
Expired during the year	(550,000)	0.10	-	-
<b>Outstanding and Exercisable – December 31</b>	<b>4,190,000</b>	<b>\$ 0.06</b>	<b>3,720,000</b>	<b>\$ 0.07</b>

The options outstanding at December 31, 2018 have exercise prices that range from \$0.05 to \$0.08 (2017 - \$0.05 to \$0.10) and a weighted average contractual life of 3.1 years (2017 - 3.2 years). The options expire between the dates of May 2021 to June 2023.

For options outstanding and exercisable at December 31, 2018, the range of exercise prices, weighted average exercise price and the weighted average remaining contractual life is as follows:

	Outstanding and Exercisable		
Option Price Per Share	Options December 31, 2018	Weighted Average Exercise Price	Weighted Average Remaining Life
\$0.05	2,100,000	\$ 0.05	2.4 years
\$0.08	2,090,000	0.08	3.9 years
	<b>4,190,000</b>	<b>\$ 0.06</b>	<b>3.1 years</b>

The expense related to the Company's share-based payment is recognized in the statement of income (loss) and comprehensive income (loss) for the year ended December 31 in administration expense in the amount of \$79,458 (2017 - \$83,781).

The grant date fair value of stock options issued under the plan is estimated using the Black-Scholes option-pricing model. Expected volatility is estimated by considering historic average share price volatility. The option life is estimated based on the expected life of the options based on the individual receiving them.

The inputs used in the measurement of the fair values at grant date of the share-based payments during the year ended December 31, 2018 are as follows:

	December 31, 2018
Share price at grant date	\$ 0.08
Exercise price	\$ 0.08
Expected volatility	196.51%
Option life	5 years
Expected dividends	0 %
Expected forfeiture rate	0 %
Risk-free interest rate	2.15%
Fair value at grant date	\$ 0.08

## 16. Related party transactions

### Related party transactions with key management personnel

Key management personnel are persons responsible for planning, directing, and controlling the activities of an entity, and include executive and non-executive directors. The Company pays certain of its current and former key management personnel through companies owned by certain executive officers and directors. Those companies are as follows:

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During the year ended December 31, 2018 and 2017, certain of its key management personnel waived their management and consulting fees. Total compensation paid to key management personnel, including amounts paid or payable to related parties owned by key management personnel, executive officers and directors, was comprised of share-based payments of \$73,226 (2017 - \$77,517). These amounts have been included in administration expense on the statement of income (loss) and comprehensive income (loss). The above transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The fair value of share-based payments was determined using the Black-Scholes model.

## **17. Financial instruments**

Fair values have been determined for measurement and/or disclosure purposes based on the fair value hierarchy for financial instruments that require fair value measurement after initial recognition. The classification of each financial instrument is described in note 4.

The carrying amounts for cash and cash equivalents, receivables, and payables and accrued liabilities approximate their fair value due to the short-term nature of these instruments. These financial instruments are carried at amortized cost.

### Fair value hierarchy

The Company does not have any financial instruments measured at fair value. If the Company acquires a financial instrument that would be required to be measured at fair value it would be categorized into one of three hierarchy levels as described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

- Level 1 – Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2 – Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and
- Level 3 – Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

### Risk management

Certain financial instruments are exposed to the following financial risks:

#### (a) Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company's financial instruments that may have credit risk consist primarily of cash and cash equivalents and receivables. The Company's cash and cash equivalents are held by financial institutions with an A (low) credit rating. The Company may invest excess cash, if any, in guaranteed investment certificates until it is required. The Company's receivables are mainly comprised of GST receivable and therefore credit risk is minimal. The Company has gross credit exposure at December 31, 2018 relating to cash and cash equivalents and receivables of \$223,209 (2017 - \$282,325).

#### (b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

As at December 31, 2018, the Company is committed to current liabilities of \$19,997 (December 31, 2017 - \$249,797) with working capital of \$203,778 (December 31, 2017 - \$33,062). The Company is also committed to expenditures in 2019 on certain mineral properties to keep these claims in good standing. Based on the above, the Company has sufficient resources to meet obligations as they become due beyond 2019.

The further exploration, evaluation and/or development of exploration and evaluation properties in which the Company holds interests or which the Company acquires may depend upon the Company's ability to obtain financing through equity issues or other forms of financing. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing on a

timely basis may cause the Company to postpone exploration plans, forfeit rights in its properties or reduce or terminate its operations.

(c) Market risk

Market risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, commodity price risk, interest rate risk and equity risk.

*Foreign currency risk:*

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuations since it is currently not producing.

*Commodity price risk:*

Commodity price risk is the risk that a variation in commodity price will affect the Company's operations and financial results. The Company does not have significant exposure to commodity price fluctuations since it is currently not producing.

*Interest rate risk:*

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be immaterial.

*Equity risk:*

The Company does not have any equity investments and is not exposed to equity risk.

**18. Capital management**

The Company manages its cash, common shares, warrants, broker warrants and stock options as capital.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to explore its exploration and evaluation properties, so that it can provide returns to shareholders.

In order to facilitate the management of its capital requirements, the Company monitors capital and operating cash flows which are updated as considered necessary.