TAIGA GOLD CORP.
(An Exploration Stage Corporation)
CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

For the periods ended
June 30, 2020 and 2019

NOTICE TO READER OF THE
CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed interim financial statements for the period ended June 30, 2020.

The Management of Taiga Gold Corp. is responsible for the preparation of the accompanying condensed interim financial statements as at June 30, 2020.

The condensed interim financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards.

"Timothy J Termuende"	*"Glen J Diduck"*
Timothy J. Termuende, P. Geo President and Chief Executive Officer	Glen J. Diduck Chief Financial Officer

TAIGA GOLD CORP.
(An Exploration Stage Corporation)
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

	June 30 2020 (unaudited)	December 31 2019 (audited)
Assets		
Current		
Cash and cash equivalents	**$ 732,620**	$ 31,817
Accounts receivable (Note 7)	**108,745**	20,491
Prepaid expenses	**7,242**	-
Investments (Note 4)	**67,500**	-
	916,107	52,308
Exploration and evaluation assets (Note 5)	**571,026**	626,744
	$ 1,487,133	$ 679,052
Liabilities and Shareholders' Equity		
Current		
Accounts payable and accrued liabilities	**$ 36,679**	$ 77,223
Shareholders' equity		
Share capital (Note 10)	**8,805,315**	7,271,993
Contributed surplus	**807,328**	560,207
Deficit	**(8,162,189)**	(7,230,371)
	1,450,454	601,829
	$ 1,487,133	$ 679,052

Nature and continuance of operations (Note 1)
Commitments and contingencies (Note 8)
Subsequent event (Note 12)

On behalf of the Board:

"Timothy J Termuende" Director
Mr. Timothy J. Termuende (Signed)

"Glen J Diduck" Director
Mr. Glen J. Diduck (Signed)

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

TAIGA GOLD CORP.
(An Exploration Stage Corporation)
CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

	Three Months Ended Jun 30		Six Months Ended Jun 30	
	2020	2019	**2020**	2019
Revenue	**$ -**	$ -	**$ 4,992**	$ -
Operating expenses				
Administration costs (Note 7)	**65,528**	71,696	**136,729**	137,721
Professional fees (Note 7)	**14,982**	12,760	**27,409**	25,216
Public company costs	**11,874**	11,857	**16,348**	15,407
Trade shows, travel and promotion	**85,003**	13,720	**247,874**	35,847
	(177,387)	(110,033)	**(428,360)**	(214,191)
Loss before other items	**(177,387)**	(110,033)	**(423,368)**	(214,191)
Other items				
Other income	**2,482**	1,149	**716**	2,300
Other expense (Note 7)	**(282,749)**	-	**(285,795)**	-
Premium on flow-through shares	**-**	503	**-**	783
Unrealized gain on FV investments (Note 4)	**23,750**	-	**23,750**	-
Share-based payments (Note 10)	**(247,121)**	(684)	**(247,121)**	(6,815)
Loss for the period	**$(681,025)**	$(109,065)	**$(931,818)**	$(217,923)
Net loss per share – basic and diluted (Note 11)	**$(0.01)**	$(0.00)	**$(0.01)**	$(0.00)
Weighted average number of shares – basic and diluted (Note 11)	**79,924,065**	63,596,995	**79,244,720**	62,435,523

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

TAIGA GOLD CORP.
(An Exploration Stage Corporation)
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – prepared by management)
(Expressed in Canadian dollars)

For the six months ended June 30,	2020	2019
Cash flows from operating activities		
Loss for the period	**$(931,818)**	$(217,923)
Adjustment for:		
Share-based payments	**247,121**	6,815
Unrealized gain on FV investments	**(23,750)**	6,815
Premium on flow-through shares	**-**	(783)
	(708,447)	(211,891)
Changes in non-cash working capital items		
Increase in accounts receivable	**(88,239)**	3,353
Increase in prepaid expenses	**(7,242)**	-
Increase in accounts payable and accrued liabilities	**(40,560)**	(40,584)
	(844,488)	(249,122)
Cash flows from financing activity		
Proceeds from issuance of shares	**1,399,616**	209,040
Share issuance costs	**(30,293)**	(593)
Proceeds from exercise of options	**99,500**	-
Proceeds from exercise of warrants	**64,500**	-
	1,533,323	208,447
Cash flows from investing activities		
Cash received for option payments	**30,000**	-
Exploration and evaluation assets expenditures	**(18,032)**	(7,829)
	11,968	(7,829)
Increase (decrease) in cash and cash equivalents	**700,803**	(48,504)
Cash and cash equivalents, beginning of period	**31,817**	509,834
Cash and cash equivalents, end of period	**$ 732,620**	$ 461,330
Cash and cash equivalents comprise:		
Bank deposits	**$230,586**	$ 29,679
Term deposits	**502,034**	431,651
	$732,620	$ 461,330

The Company made no cash payments for interest or income taxes.
The Company received cash payments of $2,665 (2019 - $2,090) for interest.
Supplemental Cash Flow Information:
Pursuant to certain mineral property option agreements, the Company received 250,000 (2019 – nil) shares with an attributed value of $43,750 (2019 - $nil).

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

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited – prepared by management)
(Expressed in Canadian dollars)

	Share Capital		Contributed		
	Shares	Amount	Surplus	Deficit	Total
Balance, December 31, 2018	61,274,050	$7,063,546	$538,957	$ (912,923)	$6,689,580
Shares issued for private placement	2,613,000	209,040	-	-	209,040
Share issue costs	-	(593)	-	-	(593)
Share-based payments	-	-	$21,250	-	21,250
Loss for the year	-	-	-	$(6,317,448)	(6,317,448)
Balance, December 31, 2019	63,887,050	$7,271,993	$560,207	$(7,230,371)	$ 601,829
Balance, December 31, 2019	63,887,050	$7,271,993	$560,207	$(7,230,371)	$601,829
Shares issued for private placement	15,551,273	1,399,615	-	-	1,399,615
Share issue costs	-	(30,293)	-	-	(30,293)
Shares issued for EPL options exercised	1,020,000	99,500	-	-	99,500
Shares issued for warrants exercised	437,500	64,500	-	-	64,500
Share-based payments	-	-	$247,121	-	247,121
Loss for the period	-	-	-	(931,818)	(931,818)
Balance, June 30, 2020	**80,895,823**	**$8,805,315**	**$807,328**	**$(8,162,189)**	**$1,450,454**

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

1. Nature and continuance of operations

Taiga Gold Corp. ("Taiga" or the "Company") was incorporated on September 28, 2017 under the laws of the province of Alberta as a wholly-owned subsidiary of Eagle Plains Resources Ltd. ("Eagle Plains", "EPL"). On April 6, 2018, a Plan of Arrangement (the "Plan of Arrangement") was approved by the shareholders of Eagle Plains whereby Eagle Plains distributed 100% of its interest in certain properties (the "Spin-out Properties") to Taiga. Concurrently with the completion of the Arrangement, Taiga obtained approval to list its common shares on the Canadian Securities Exchange ("CSE") and began trading under the symbol TGC on April 30, 2018.

The Company is engaged in the exploration and development of mineral resources and is considered to be in the exploration stage as it has not placed any of its mineral properties into production.

The Corporate office and principal place of business is Suite 200, 44-12th Avenue South, Cranbrook, British Columbia, Canada.

The Company's ability to continue as a going concern is dependent on the ability of Taiga to raise equity or debt financing or the attainment of profitable operations to settle liabilities as they become payable. In March 2020 there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company's operations. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. These financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going concern.

2. Basis of Preparation

(a) Statement of Compliance

The condensed interim financial statements for the Company for the periods ending June 30, 2020 and 2019 are prepared in accordance with International Financial Reporting Standard 34 ("IAS 34"), Interim Financial Reporting, using accounting policies which are consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed interim financial statements were authorized for issue by the Board of Directors on August 26, 2020.

(b) Basis of Measurement

These condensed interim financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI") which are stated at their fair value. These condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed interim financial statements are presented in Canadian dollars, which is also the Company's functional currency.

(c) Use of Estimates and Judgments

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets

(Expressed in Canadian dollars)

2. Basis of Preparation - continued

and liabilities that are not readily apparent from other sources. Financial results as determined by actual events could differ from these estimates.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further years if the revision affects both current and future years.

Significant areas requiring the use of management estimates include impairment of exploration and evaluation assets; provision of reclamation and environmental obligations, if any; and inputs used in accounting for share-based payments in profit or loss.

Areas of significant judgment include the going concern assessment (note 1); the classification of financial instruments; recognition of deferred income taxes and contingencies reported in the notes to the financial statements; and the classification of exploration and evaluation expenditures, which requires judgment in determining whether it is likely that future economic benefits will flow to the Company as this would result in the properties being shown as mines under construction instead of exploration and evaluation assets.

3. Significant Accounting Policies

The condensed interim financial statements have been prepared, for all periods presented, following the same accounting policies and methods of computation as described in Note 3 to the audited financial statements for the year ended December 31, 2019.

New accounting pronouncements
Certain new accounting standards and interpretations have been published that are mandatory for the June 30, 2020 reporting period. The adoption of the following standards, effective January 1, 2020, had no impact on the Company's condensed interim financial statements.

IFRS 16 – Leases

The new standard recognizes most leases for lessees under a single model, eliminating the distinction between operating and finance leases. The application of this standard is effective for annual periods beginning on or after January 1, 2019.

4. Investments

The Company holds investments that have been designated as FVTPL as follows:

	June 30, 2020		December 31, 2019	
	Market Value	**Cost**	Market Value	Cost
Current:				
Common shares in public companies	**$ 67,500**	**$ 43,750**	$ nil	$ nil

For securities traded in an active market, market value is based on the quoted closing bid prices of the securities at June 30, 2020. Cost is calculated using the quoted closing bid price on the date of receipt of the securities.

During the quarter, the Company received 250,000 (2019 – nil) shares for the various option and property purchase agreements in effect with an attributed value of $43,750 (2019 - $nil).

The Company recorded unrealized gains on investments of $23,750 (2019 – $nil) in the period which is included in the condensed interim statements of comprehensive income (loss).

(Expressed in Canadian dollars)

5. Exploration and Evaluation Assets

During the period ended June 30, 2020, the Company made acquisition and exploration expenditures of $18,032 (2019 - $7,829) and received option payments of $73,750 (2019 - $nil). As a result of the foregoing, exploration and evaluation assets totaled $571,026 at June 30, 2020, down from $626,744 at December 31, 2019.

	Dec 31 2019	Acquisition and Exploration	Option Payments	Jun 30 2020
Chico	$ 9,904	$ -	$ -	$ 9,904
Fisher	100,000	-	-	100,000
Leland	280,620	11,425	(73,750)	218,295
Orchid	116,986	4,054	-	121,040
SAM	119,234	678	-	119,912
Other	-	1,875	-	1,875
	$ 626,744	$ 18,032	$(73,750)	$ 571,026

	Dec 31 2018	Acquisition and Exploration	Option Payments	Write down of mineral properties	Dec 31 2019
Chico	$ 7,415	$ 2,489	$ -	$ -	$ 9,904
Fisher	1,927,967	-	(75,000)	(1,752,967)	100,000
Leland	1,201,892	274,622	-	(1,195,894)	280,620
Orchid	2,761,972	10,705	-	(2,655,691)	116,986
SAM	374,490	192	-	(255,448)	119,234
	$6,273,736	$288,008	$(75,000)	$(5,860,000)	$626,744

Summary of acquisition and exploration expenditures:

	6 months 2020	YTD 2019
Analytical	$ -	$ 36,586
Environmental & consultations	-	11,878
Equipment rental	-	12,833
Geological and geochemical	199	2,287
Geophysical	-	54,050
Labour	11,922	128,610
Transportation	-	11,124
Travel and camp	-	15,720
Tenure and acquisitions	5,911	-
	$18,032	$288,008

The Company has interests in a number of optioned exploration projects. As at June 30, 2020, the Company has executed option agreements with third parties on the following projects:

Saskatchewan

Chico Project: On December 9, 2016, Eagle Plains entered into an option agreement (subsequently transferred to Taiga per the Plan of Arrangement) with Aben Resources Ltd. ("Aben") whereby Aben has the exclusive right to earn an undivided 80% interest in the Chico Gold Project located in Saskatchewan. Aben may earn an initial 60% interest by incurring $1,500,000 in exploration expenditures, issuing 1,500,000 common shares and making cash payments totalling $100,000 over 4 years. Upon earning this 60% interest, Aben may elect to exercise a second option to earn a further 20% interest by incurring an additional $2,000,000 in exploration expenditures, issuing 1,000,000 common shares, and making $50,000 cash payment within two years of the date of election. Payments for the initial 60% are due as follows:

(Expressed in Canadian dollars)

5. Exploration and Evaluation Assets - continued

Cash Payments	Share Payments	Exploration Expenditures	Due Date
$ 25,000	-	$ -	December 9, 2016 (received)
-	250,000	-	January 6, 2017 (received)
25,000	250,000	150,000	January 6, 2018 (received)
25,000	500,000	250,000	January 6, 2019 (in force majeure)
25,000	500,000	450,000	January 6, 2020 (in force majeure)
-	-	650,000	January 6, 2021
$ 100,000	1,500,000	$ 1,500,000	

On March 23, 2018, the Company and Aben made the decision to suspend the planned and permitted drill program as a result of a request by the citizens of the community of Pelican Narrows and members of the Peter Ballantyne Cree Nation. As a result, the option agreement has been placed in force majeure and all future payments are suspended. Aben may revisit plans to explore the property in the future, following meaningful consultation with the community and PBCN members.

Fisher Gold Project: On October 5, 2016, Eagle Plains entered into an option agreement (subsequently transferred to Taiga per the Plan of Arrangement) with Silver Standard Resources Inc.(subsequently transferred to SGO Mining Inc., a wholly-owned subsidiary) ("SGO") whereby SGO could earn up to a 60% interest in the property, located in Saskatchewan. To earn a 60% interest over four years, SGO agreed to complete $4,000,000 in exploration expenditures, make an initial cash payment of $100,000 and make annual cash payments of $75,000. Once the 60% earn-in has been completed, SGO has a 365-day, one-time option (by agreement dated October 15, 2018 with SGO, Taiga agreed to extend the time period under the option agreement for SGO to exercise its right to acquire an additional 20% undivided interest in the Fisher property from 90 days to 365 days) to earn an additional 20% interest (for a total of 80%) by making a cash payment of $3,000,000 to Taiga, at which time an 80/20 joint-venture will be formed to further advance the property. Taiga will retain a Net Smelter Return ("NSR") ranging from 0.5% to 2.5% depending on the locations of the claims as set out in the agreement, subject to reduction on certain claims by underlying NSR agreements. Taiga's NSR may be reduced by 1% at any time upon payment of $1,000,000 by the joint venture. In addition, Taiga will receive advance royalty payments of $100,000 annually from the joint venture until commencement of commercial production. Taiga has an agreement to pay a third party a 1% net smelter return on certain claims as described in an underlying agreement. Payments for the initial 60% are due as follows:

Cash Payments	Exploration Expenditures	Due Date
$ 100,000	$ -	October 5, 2016 (received)
75,000	-	October 5, 2017 (received)
75,000	-	October 5, 2018 (received)
75,000	-	October 5, 2019 (received)
75,000	4,000,000	October 5, 2020
$ 400,000	$ 4,000,000	

Leland Gold Project: On May 20, 2020, Taiga executed an option agreement with SKRR Exploration Inc. ("SKRR") whereby SKRR may earn up to a 75% interest in the Leland property (the "Property") located east of La Ronge, northern Saskatchewan. Under terms of the agreement SKRR may earn its' initial 51% interest in the property by completing exploration expenditures of $1,500,000, making cash payments of $500,000 and issuing 1,000,000 voting class common shares to Taiga over a 3 year period. Taiga will retain a 2% NSR, with a buy-down to 1% at any time upon payment to Taiga of $1,000,000. To earn the additional 24% interest in the Property, SKRR agrees to make additional exploration expenditures of $1,500,000 ($3,000,000 total) on the Property and to issue an additional 500,000 common shares of SKRR to Taiga on or before December 31, 2023.

(Expressed in Canadian dollars)

5. Exploration and Evaluation Assets - continued

Cash Payments	Share Payments	Exploration Expenditures	Due Date
$ 30,000	250,000	$ -	May 28, 2020 (received)
25,000	250,000	100,000	December 31, 2020
165,000	250,000	600,000	December 31, 2021
280,000	250,000	800,000	December 31, 2022
$ 500,000	1,000,000	$ 1,500,000	

6. Financial Instruments

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

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).

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

June 30, 2020	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:				
Cash and cash equivalents	**$ 732,620**	**$ -**	**$ -**	**$ 732,620**
Investments	**$ 67,500**	**$ -**	**$ -**	**$ 67,500**

December 31, 2019	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	$ 31,817	$ -	$ -	$ 31,817

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk, credit risk, currency risk, commodity price risk and liquidity risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

a) <u>Concentration risk</u>
At June 30, 2020 and 2019, substantially all of the Company's cash and cash equivalents were held at one recognized Canadian National financial institution. As a result, the Company was exposed to all of the risks associated with that institution.

b) <u>Credit risk</u>
The Company is exposed to credit risk, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The maximum credit exposure associated with accounts receivable is the carrying value on the statements of financial position.

(Expressed in Canadian dollars)

6. Financial Instruments - continued

c) Currency risk

Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. At June 30, 2020, the Company held cash of $3,792 (2019 - $326) in US$. The Company is not exposed to significant currency risk.

d) Commodity price risk

The value of the Company’s mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company’s control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

e) 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 to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation. The contractual financial liabilities of the Company as of June 30, 2020 equal $36,663. All of the liabilities presented as accounts payable and accrued liabilities are due within 60 days of June 30, 2020.

7. Related Party Transactions

The Company was involved in the following related party transactions during the period:

(a) The Company is related to Eagle Plains Resources Ltd. through common directors. During the period the Company had the following transactions with the related company:

	2020	2019
Administrative services provided by EPL	**$ 28,836**	**$ 28,961**
Costs reimbursed to EPL*	**$ 314,576**	**$ 20,164**
Exploration services provided by EPL	**$ 18,560**	**$ 6,764**
Proceeds from exercise of EPL options	**$ (99,500)**	**$ -**

*Includes $282,749 for spin-out costs repaid to Eagle Plains per the Plan of Arrangement.
At June 30, 2020, $11,382 (2019 - $6,678) is included in accounts payable and accrued liabilities.
At June 30, 2020, $99,198 (2019 - $nil) is included in accounts receivable.

(b) Included in professional fees is $6,186 (2019 - $7,096) paid or accrued for legal fees to a law firm of which one of the directors, Darren Fach, is a partner.

(c) Compensation to key management

Compensation to key management personnel in the period was as follows:

		2020	2019
Consulting fees	to a company owned by a director and officer of Taiga	**$ 47,000**	$ 42,000
Wages	to directors and officers of Taiga	**50,692**	53,220
Professional fees	to a director and officer of Taiga	**21,000**	21,000
		$ 118,692	$116,220

(d) Included in administration costs is $47,000 (2019 - $42,000) paid or accrued for management services to a company owned by a director and officer of the Company.

7. Related Party Transactions - continued

(e) Included in administration costs is $50,692 (2019 - $53,220) paid or accrued for wages to directors and officers of the Company.

(f) Included in professional fees is $21,000 (2019 - $21,000) paid or accrued for accounting services to a director and officer of the Company.

(g) The Company granted 1,800,000 (2019 – nil) options, with exercise prices of $0.20 (2019 – $nil) and expiry dates of April 28, 2025 (2019 - nil) to directors of the Company and recorded share-based payments of $177,927 (2019 - $nil).

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment unless otherwise specified.

8. Commitments and Contingencies

Per the Plan of Arrangement, the Company has agreed to issue shares upon the exercise of options and /or warrants in Eagle Plains on the basis of one Taiga share for every 2 Eagle Plains shares exercised. As at June 30, 2020, the total commitment is for 2,592,500 options exercisable at $0.10 - $0.15 with expiry dates of December 29, 2020 to February 19, 2023 and 2,217,000 warrants exercisable at $0.40 and expiring February 7, 2021. The Company will receive a pro-rata share of the exercise proceeds from Eagle Plains.

The Company has agreed to indemnify directors and officers under the bylaws of the Company to the extent permitted by law. The nature of the indemnifications prevent the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to beneficiary of such indemnification agreement. The Company has purchased various insurance policies to reduce the risks association with such indemnification. The Company has included in officers' management contracts a change of control clause that would entitle them to compensation of twenty-four (24) months' salary or a lump sum payment as disclosed in their contract should such an event occur.

9. Capital Management

The Company includes cash and cash equivalents and shareholders' equity, comprising of issued common shares and contributed surplus and deficit, in the definition of capital. 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, exploration and development 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 properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the periods ended June 30, 2020 and 2019. The Company is not subject to externally imposed capital requirements.

(Expressed in Canadian dollars)

10. Equity Instruments

(a) Authorized

Unlimited number of common shares without nominal or par value.

Unlimited number of preference shares, with the rights, privileges and conditions thereof determined by the directors of the Company at the time of issuance.

(b) Issued and outstanding

At June 30, 2020, there were 80,895,823 (2019 – 63,887,050) shares outstanding.

- On April 16, 2019, the Company completed a non-flow-through financing, issuing 2,560,000 shares for proceeds of $204,800.
- On May 3, 2019, the Company completed a 2nd tranche non-flow-through financing, issuing 53,000 shares for proceeds of $4,240.
- On February 12, 2020, the Company completed a non-flow-through financing, issuing 15,551,273 shares for proceeds of $1,399,615.
- In May 2020, the Company issued 795,000 shares from the exercise of Eagle Plains' options and received proceeds of $78,667.
- In May 2020, the Company issued 162,500 shares from the exercise of share purchase warrants and received proceeds of $25,500.
- In June 2020, the Company issued 225,000 shares from the exercise of Eagle Plains' options and received proceeds of $20,833.
- In June 2020, the Company issued 275,00 shares from the exercise of share purchase warrants and received proceeds of $39,000.

Financing

On February 12, 2020, the Company closed a non-brokered private placement to arms-length and non-arms-length investors which comprised of 15,551,273 non-flow-through units for gross proceeds of $1,399,615. The financing was originally announced on January 21, 2020, with an increase announced on January 28, 2020. Non-flow-through units were sold at a price of $0.09 per unit, with each unit consisting of one non-flow-through common share and one non-flow-through common share purchase warrant, each whole warrant exercisable at $0.18 for a 24-month period.

(c) Stock Option Plan

The Company has a stock option plan for employees, directors, officers and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price of options granted is not less than the market price of the common shares traded less the available discount under Canadian Securities Exchange policies, and is determined by the Board of Directors. Options granted can have a term of up to 10 years.

During the period ended June 30, 2020, the Company had the following stock option activities:

Total issued and outstanding	Number of Options	Option Price per Share Range	Weighted Average Exercise Price
Balance, December 31, 2018 and June 30, 2019	5,200,000	$0.20	$0.20
Balance, December 31, 2019	5,105,000	$0.20	$0.20
Granted	2,700,000	$0.20	$0.20
Cancelled	(170,000)	$(0.20)	$(0.20)
Balance, June 30, 2020	**7,635,000**	**$0.20**	**$0.20**

(Expressed in Canadian dollars)

10. Equity Instruments - continued

At June 30, 2020, the following table summarized information about stock options outstanding:

Options Outstanding June 30, 2020	Exercise Price	Expiry Date	Number of Options Exercisable	Weighted Average Remaining Life
4,635,000	$0.20	July 20, 2023	4,635,000	3.30 years
300,000	$0.20	August 15, 2024	300,000	4.38 years
2,700,000	$0.20	April 28, 2025	2,500,000	4.82 years
7,635,000	$0.20		7,435,000	3.84 years

(d) Share-based payments for share options

During the period ended June 30, 2020, $247,121 (2019 – $6,815) was recorded as share-based payments related to options granted and vested during the period. Compensation expense has been determined based on the estimated fair value of the options at the grant dates and amortized over the vesting period. The Company valued the options using the Black Scholes model.

The Company valued the options vested in the period using the Black-Scholes model and the following weighted average assumptions:

	2020	2019
Expected annual volatility	**92.76%**	99.34%
Expected risk free rate	**0.41%**	1.17%
Expected term	**5 years**	5 years
Expected dividends	**-**	-
Share price at date of grant	**$0.15**	$0.08
Exercise price	**$0.20**	$0.20

Expected volatility for 2020 and 2019 was estimated using the historical stock price of the Company.

(e) Warrants outstanding

At June 30, 2020, the Company had 20,357,773 (2019 – 5,244,000) warrants outstanding exercisable from $0.12 to $0.40 (2019 - $0.12 - $0.40) and expiring June 6, 2021 to February 7, 2022 (2019 – June 6, 2020 to May 3, 2021).

During the periods ended June 30, 2020 and 2019, the Company had the following warrant activities:

Total issued and outstanding	Number of Warrants	Option Price per Share	Weighted Average Exercise Price
Balance, December 31, 2018	3,937,500	$0.40	$0.40
Issued	1,306,500	$0.12	$0.12
Balance, June 30, 2019	5,244,000	$0.12 - $0.40	$0.33
Balance, December 31, 2019	5,244,000	$0.12 - $0.40	$0.18
Issued	15,551,273	$0.18	$0.18
Exercised	(437,500)	($0.12 - $0.18)	($0.15)
Balance, June 30, 2020	**20,357,773**	**$0.12 - $0.40**	**$0.22**

(Expressed in Canadian dollars)

10. Equity Instruments - continued

At June 30, 2020, the following table summarizes information about warrants outstanding:

Warrants Outstanding June 30, 2020	Exercise Price	Expiry Date	Weighted Average Remaining Life
3,937,500	$0.40	June 6, 2021*	0.93 years
1,042,500	$0.12	April 15, 2021	0.76 years
26,500	$0.12	May 3, 2021	0.84 years
15,351,273	$0.18	February 7, 2022	1.61 years
20,357,773			1.43 years

* On May 26, 2020, the Company extended the expiry date one year to June 6, 2021. All other terms remain unchanged.

11. Per Share Amounts

The calculation of per share amounts have been calculated based on the weighted average number of shares outstanding during the period ended June 30, 2020 of 79,244,720 shares (2019 – 63,887,050). The net effect of applying the treasury-stock method to the weighted average number of shares outstanding had anti-dilutive effect for the years ended June 30, 2020 and 2019.

12. Subsequent Events

None.