SPRUCE RIDGE RESOURCES LTD.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED

APRIL 30, 2019 and 2018

S & W LLP
Chartered Professional Accountants

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Spruce Ridge Resources Ltd.

Opinion

We have audited the financial statements of **Spruce Ridge Resources Ltd.** (the Company), which comprise the statements of financial position as at April 30, 2019 and April 30, 2018, and the statements of loss and comprehensive loss, statements of changes in equity and statements of cash flow for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2019 and April 30, 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards (Canadian GAAS). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the 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

Without qualifying our opinion, we draw attention to Note 1 to the financial statements which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Information

Management is responsible for the other information. The other information comprises:
- Management's Discussion and Analysis

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the 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, or otherwise appears to be materially misstated.

We obtained the Management's Discussion and Analysis prior to the date of this auditor's 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 this auditor's 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 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgement 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 Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

S & W LLP

August 28, 2019
Toronto, Canada

S & W LLP
Chartered Professional Accountants, Licensed Public Accountants

SPRUCE RIDGE RESOURCES LTD.
Statements of Financial Position
April 30, 2019 and April 30, 2018

	Notes	**2019** $	**2018** $
Assets			
Current			
Cash		24,157	1,256
HST receivable	3	82,039	4,968
Other receivable	3	-	508
Security deposit	5	70,176	21,576
Marketable securities	4	154	154
Prepaid expenses	5	14,504	3,512
		191,030	31,974
Exploration and evaluation assets	6	1,630,606	1,352,862
Property and equipment, net	8	94,015	101,790
Total Assets		1,915,651	1,486,626
Liabilities			
Current			
Accounts payable and accrued liabilities	9	466,273	348,302
Due to director	10, 12	74,857	290,858
		541,130	639,160
Shareholders' Equity			
Share capital	11(b)	9,718,872	9,296,832
Warrants	11(d)	1,228,025	554,275
Contributed surplus	11(e)(f)	3,252,866	3,218,023
Deficit		(12,825,242)	(12,221,664)
Total Shareholders' Equity		1,374,521	847,466
Total Liabilities and Shareholders' Equity		1,915,651	1,486,626

Nature of operations and going concern 1

Approved by the Board on August 28, 2019

Signed: "John A. Ryan" Signed: "Marc Askenasi"

The accompanying notes are an integral part of these financial statements

SPRUCE RIDGE RESOURCES LTD.
Statements of Changes in Equity
April 30, 2019 and April 30, 2018

	Shares Issued	Share Capital $	Warrants $	Contributed Surplus $	Deficit $	Total $
Balance, April 30, 2018	73,436,122	9,296,832	554,275	3,218,023	(12,221,664)	847,466
Private placement first tranche May 2018	5,525,000	221,000	-	-	-	221,000
Private placement second tranche June 2018	2,525,000	101,000	-	-	-	101,000
Private placement final tranche July 2018	2,822,500	112,900	-	-	-	112,900
Share issue costs	-	(8,775)	-	-	-	(8,775)
Black scholes - private placement warrants	-	(272,575)	272,575	-	-	-
Shares issued - property acquisition	3,000,000	105,000	-	-	-	105,000
Black scholes warrants property acquisition	-	-	149,409	-	-	149,409
Private placement November 2018	8,000,000	400,000	-	-	-	400,000
Share issue costs	-	(2,000)	-	-	-	(2,000)
Flow-through premium	-	(2,745)	-	-	-	(2,745)
Black scholes - private placement warrants	-	(267,127)	267,127	-	-	-
Stock based compensation	-	-	-	34,843	-	34,843
Warrants exercised	400,000	20,000	-	-	-	20,000
Black scholes on warrants exercised	-	15,362	(15,362)	-	-	-
Loss and comprehensive loss	-	-	-	-	(603,577)	(603,577)
Balance, April 30, 2019	95,708,622	9,718,872	1,228,025	3,252,866	(12,825,242)	1,374,521
Balance, April 30, 2017	73,436,122	9,296,832	554,275	3,218,023	(12,012,576)	1,056,554
Loss and comprehensive loss	-	-	-	-	(209,088)	(209,088)
Balance, April 30, 2018	73,436,122	9,296,832	554,275	3,218,023	(12,221,664)	847,466

The Company did not have any Accumulated Other Comprehensive Income/Loss during the year.

SPRUCE RIDGE RESOURCES LTD.
Statements of Loss and Comprehensive Loss
For the Years Ended April 30, 2019 and April 30, 2018

	2019 $	2018 $
Expenses		
Management fee	60,000	60,000
Amortization	7,774	9,443
Stock based compensation	34,843	-
Exploration expenses (Note 7)	392,600	35,543
Write off mineral property acquisition costs (Note 6)	67,050	-
Professional fees	28,609	24,691
Filing fees	4,173	11,194
Office and general	522	664
Investor and shareholder relations	17,525	64,682
Interest expenses	570	6,980
Property expenses	11,606	17,711
	625,272	230,908
Net operating loss before other income	(625,272)	(230,908)
Rental income	18,950	14,100
Gain on sale of marketable securities	-	9,231
Marketable securities - fair value adjustment	-	(1,512)
Net loss before income tax	(606,322)	(209,089)
Income tax recovery (Note 13)	2,745	-
Net loss and comprehensive loss for the year	(603,577)	(209,089)
Net loss per share	(0.007)	(0.003)
Weighted average outstanding shares	89,536,923	73,436,122

The accompanying notes are an integral part of these financial statements

SPRUCE RIDGE RESOURCES LTD.
Statements of Cash Flow
For the Years Ended April 30, 2019 and April 30, 2018

	2019 $	2018 $
Operating activities		
Net loss for the year	(603,577)	(209,089)
Add back / Deduct non cash expenses		
Amortization	7,774	9,443
Stock based compensation	34,843	-
Deferred income tax recovery	(2,745)	-
Write off mineral property acquisition costs	67,050	-
Gain on sale of marketable securities	-	(9,231)
Marketable securities - fair value adjustment	-	1,512
Total Non Cash Expenses	106,922	1,724
Changes in non-cash balances		
GST/HST receivable	(76,562)	6,767
Security deposit	(48,600)	(13,796)
Prepaid expenses	(10,991)	(643)
Accounts payable and accrued liabilities	117,969	159,922
Changes in Operating Activities	(18,184)	152,250
Total cash used in operating activities	(514,839)	(55,115)
Investing activities		
Proceeds from disposition of marketable securities	-	24,302
Proceeds from sale of equipment	-	8,200
Purchase of mining property	(90,385)	(82,908)
Total cash used in investing activities	(90,385)	(50,406)
Financing activities		
Cash from private placement	834,900	-
Cash from warrants exercised	20,000	-
Share issue costs	(10,775)	-
Advance from director	(216,000)	62,559
Total cash provided by financing activities	628,125	62,559
Increase (decrease) in cash	22,901	(42,962)
Cash at the beginning of the year	1,256	44,218
Cash at the end of the year	24,157	1,256

The accompanying notes are an integral part of these financial statements

1. Nature of operations and going concern

Spruce Ridge Resources Ltd. ("**Spruce**" or the "**Company**") is a public company listed on the TSX Venture Exchange (TSXV-SHL) and operating under the laws of the Province of Ontario. The Company is an exploration-stage company that is in the process of exploring its mineral properties located in Canada and has not yet determined whether these properties contain reserves that are economically recoverable. The Company's registered head office is located at 7735 Leslie Road West, Puslinch, Ontario, N0B 2J0.

These financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business for the foreseeable future, which is at least, but not limited to, one year from April 30, 2019. At April 30, 2019, the Company has not generated any revenues from operations, has an accumulated deficit of $12,825,242 (April 30, 2018 - $12,221,664) and has working capital deficiency of $350,099 (April 30, 2018 - working capital deficiency $607,186). The Company's ability to continue as a going concern is dependent upon its ability to generate sufficient funds and continue to obtain sufficient capital from investors to meet its current and future obligations. The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. As a result of these risks, there is significant doubt which constitutes a material uncertainty as to the appropriateness of the going concern assumption. There is no assurance that the Company's funding initiatives will continue to be successful and these interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material. The Company will have to raise additional funds to advance its exploration and development efforts and, while it has been successful in doing so in the past, there can be no assurance that it will be able to do so in the future.

2. Significant accounting policies

(a) Basis of presentation and statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Company operates in one segment defined as the cash generating unit (CGU) which is Canada.

The Company's IFRS accounting policies have been applied consistently in all periods in preparing the financial statements for the year ended April 30, 2019, and the comparative information for the year ended April 30, 2018. The policies applied in these audited financial statements are based on IFRS issued and outstanding as of August 28, 2019, the date of approval by the Company's Board of Directors.

(b) Basis of measurement

These financial statements have been prepared on the historical cost basis, except for financial instruments designated at fair value through profit and loss, which are stated at their fair value.

(c) Application of new International Financial Reporting Standards ("IFRS")

The following standards were adopted on May 1, 2018:

IFRS 9 Financial Instruments ("IFRS 9"): This standard replaced IAS 39 Financial Instruments: Recognition and Measurement. This standard sets out revised guidance for classifying and measuring financial assets and liabilities and introduces a new expected credit loss model for calculating impairment of financial assets and includes a reformed approach to hedge accounting. The standard also requires that when financial liabilities measured at amortized cost are modified or exchanged, and where such modification or exchange does not result in derecognition, that the adjustment to the amortized cost of the financial liability be recognized in profit or loss.

IFRS 9 contains a new classification and measurement approach for financial assets that reflects the business model in which the assets are managed and their cash flow characteristics. IFRS 9 contains three principal classification categories for financial assets: amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit or loss (FVTPL). The standard eliminates the IAS 39 categories of held to maturity, loans and receivables and available for sale.

IFRS 9 contains two principal classification categories for financial liabilities: amortized cost and fair value through profit or loss (FVTPL).

2. Significant accounting policies (Continued)

The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies for financial instruments. There were no financial assets or financial liabilities that were subject to reclassification, or to which the company elected to reclassify, upon adoption of IFRS 9.

IFRS 15 Revenue from Contracts with Customers ("IFRS 15"): Under the standard, revenue is recognized when a customer obtains control of promised goods or services in an amount that reflects the consideration the entity expects to receive in exchange for those goods and services. In addition, the standard requires disclosure of the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

Since the company has no revenues, the application of this new standard had no impact on the reported results. There was no impact on the cash flows from operating activities as a result of adopting this standard.

(d) Presentation and functional currency

The Company's presentation currency and functional currency is the Canadian dollar.

(e) Foreign currency translation

Monetary assets and liabilities denominated in a foreign currency are translated to Canadian dollars at exchange rates in effect at statement of financial position date and non-monetary assets and liabilities are translated at rates of exchange in effect when the assets were acquired or obligations incurred.

Revenues and expenses are translated at rates in effect at the time of the transactions. Foreign exchange gains and losses are included in Statements of Loss and Comprehensive Loss, except for differences arising on the translation of available for sale equity instruments that are recorded in other accumulated comprehensive income.

(f) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes party to a contractual agreement.

Classification of Financial Assets

Financial assets are initially measured at fair value and classified into one of the following specified categories: amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI"). Financial assets measured at amortized cost are initially recognized at fair value and subsequently are measured at amortized cost using an effective interest rate method. Financial assets measured at FVTPL are measured at fair value with unrealized gains and losses recognized in the Statements of Loss and Comprehensive Loss.

Financial assets recognized in the statements of financial position include cash and cash equivalents, marketable securities, security deposit and other receivables.

Cash and cash equivalents consist of cash on hand, bank balances and investments in money market instruments in Canada with maturities of three months or less. Cash and cash equivalents are classified as fair value through profit or loss and are measured at fair value.

Security deposit and other receivable is initially recognized at fair value and is subsequently measured at amortized cost using an effective interest rate method.

Investments reported at fair-value-through-profit-and-loss (FVTPL) are recorded at fair value with the difference between fair value and cost being recorded as unrealized gain or loss in value of investments on the Statements of Loss and Comprehensive Loss.

Classification of Financial Liabilities

Financial liabilities are classified as either FVTPL or amortized cost. Financial liabilities classified as FVTPL are measured at fair value with unrealized gains and losses recognized in the Statements of Loss and Comprehensive Loss unless the change in fair value is attributable to changes in credit risk in which case the change is reported in other comprehensive income. Financial liabilities reported at amortized cost, including borrowings, are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method. Financial liabilities consist of accounts payable and accrued liabilities

2. Significant accounting policies (Continued)

and due to director. Accounts payable and accrued liabilities and due to director are initially recognized at fair value and classified as amortized cost, and subsequently measured at amortized cost.

Measurement of Fair Value

All financial instruments that are measured at fair value are categorized into one of three hierarchy levels, as described below, for disclosure purposes. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities.

Level 1 - inputs are unadjusted quoted prices of identical instruments in active markets

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the comparable asset or liability, either directly or indirectly.

Level 3 - one or more significant inputs used in a valuation technique are unobservable in determining fair values of the instruments

Transaction Costs

Transaction costs directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities recorded at fair value through profit or loss for the period are recognized immediately in the Statements of Loss and Comprehensive Loss.

Offsetting

Financial assets and financial liabilities are offset and reported on the Statements of Financial Position only if there is an enforceable legal right to offset the recognized amounts, and an intention to realize the asset and settle the liability simultaneously.

Issuance of Equity Instruments

Equity instruments issued by the Company are recognized at the proceeds received, net of direct issuance costs.

A comparison of the classifications of financial assets and financial liabilities before and after implementation of IFRS 9 is shown in the table below:

Financial assets	**IAS 39**	**IFRS 9**
Cash	FVTPL	FVTPL
Other receivable	Loans and receivables	Amortized cost
Marketable securities	FVTPL	FVTPL
Security deposit	Loans and receivables	Amortized cost

Financial liabilities	**IAS 39**	**IFRS 9**
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost
Due to director	Other financial liabilities	Amortized cost

2. Significant accounting policies (Continued)

(g) Property, Plant and Equipment

On initial recognition, property, plant and equipment are valued at cost, being the purchase price which includes the cash consideration and the fair market value of the shares issued for the acquisition of mineral properties and those directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within the provisions.

Property, plant and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statements of Loss and Comprehensive Loss during the financial period in which they are incurred.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized in the Statements of Loss and Comprehensive Loss.

Property, plant and equipment are stated at cost less accumulated amortization. Amortization based on the estimated useful life of the asset is calculated as follows:

Buildings	10%
Exploration equipment	20%
Office equipment	20%
Trucks	30%

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate.

(h) Leased assets

Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Company (a "finance lease"), the asset is treated as if it had been purchased outright. The amount initially recognized as an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability. Lease payments are split between interest and capital. The interest element is charged to the Statements of Loss and Comprehensive Loss over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

Where substantially all of the risks and rewards incidental to ownership are not transferred to the Company (an "operating lease"), the total rentals payable under the lease are charged to the Statements of Loss and Comprehensive Loss on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognized as a reduction of the rental expense over the lease term on a straight-line basis.

(i) Exploration and evaluation assets

Exploration assets

Exploration expenditures relating to resource properties in which a legal right to explore has been obtained and an interest is retained are deferred and are carried as an asset until the results of the projects are known. If a project is unsuccessful or if exploration has ceased because continuation is not economically feasible, the cost of the property is written off. The fair value of resource properties acquired in exchange for the issuance of the Company's shares is determined by the trading price of the Company's shares on the date the shares are issued.

2. Significant accounting policies (Continued)

Option payments paid by the Company are capitalized against resource property costs when paid. Option payments received by the Company are deducted from resource property costs when received. No gain or loss on disposition of a partial interest is recorded until all carrying costs of the interest have been offset by proceeds of sale or option payments received or paid.

Evaluation assets

Evaluation expenditures relating to the evaluation of resource properties are capitalized until properties brought into production, at which time costs are amortized on a unit-of production basis over economically recoverable reserves, or abandoned or the interest is sold.

If a project is successful and production has occurred, the exploration expenditures and related deferred evaluation expenditures are first tested for impairment and reclassified to mine property and development, and then amortized by charges against income from future mining operations.

Exploration and evaluation expenditures, which are general in nature and cannot be associated with a specific group of mining claims, and general administrative expenses, are expensed in the year in which they are incurred.

(j) General

Administrative, prospecting and general expenses are expensed in the year in which they are incurred.

(k) Income Taxes

Income taxes are calculated using the asset and liability method. Under this method deferred income tax assets and liabilities are recognized for timing differences between the tax and accounting basis of assets and liabilities, and for the recognition of accumulated capital and non-capital losses, which in the opinion of management are more likely than not to be realized before expiry. Deferred tax assets and liabilities are presented as a non-current item and measured at the tax rates that are expected to be in effect in the period when the asset is expected to be realized or the liability is expected to be settled, based on the tax rates that have been enacted or substantially enacted by the end of the reporting period. The effect on deferred income tax assets and liabilities resulting from a change in enacted or substantially enacted tax rates is included in income in the period in which the change is enacted or substantively enacted.

(l) Flow-Through Shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. Pursuant to the terms of flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the flow-through subscribers at an agreed upon date.

Flow-through shares are reported at issue price. If the flow-through shares are issued at a premium to the market price of non-flow through or hard dollar shares at the date of announcement, such premium or excess proceeds is reported as a liability on the Statements of Financial Position. When the related expenditures are incurred, and the tax deductions renounced to the unit holders, the Company reverses the related premium liability on the Statements of Financial Position, and reduces the deferred tax expense on the Statements of Loss and Comprehensive Loss.

(m) Provisions

Rehabilitation provision

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

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated cost is capitalized by increasing the carrying amount of the related mining assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks. Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur.

2. Significant accounting policies (Continued)

The Company did not have a rehabilitation provision as at April 30, 2019 or April 30, 2018.

Other provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date. If the Company is virtually certain that some or all of a provision will be reimbursed, for example under an insurance contract, such reimbursement is recognized as a separate asset. Provisions may be discounted using a current pre-tax rate that reflects the risks specific to the liability. The expense relating to any provision is presented in the Statements of Loss and Comprehensive Loss.

(n) Share capital

Financial instruments issued by the Company are defined as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and warrants are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, stock options or warrants are shown in equity as a deduction, net of tax, from the proceeds.

(o) Use of Estimates

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

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

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustments to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Rehabilitation provisions

Rehabilitation provisions are based on internal estimates. Assumptions, based on the current economic environment, are made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. 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 recognized provisions may be higher or lower than currently provided for.

As at April 30, 2019 there were no rehabilitation provisions.

Exploration and evaluation assets

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

Title to mineral property interests

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

2. Significant accounting policies (Continued)

Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Share-based payment transactions

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

(p) Stock Based Payments

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

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the Statements of Loss and Comprehensive Loss over the remaining vesting period. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

When equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital. When the value of goods or services received in exchange for the stock based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management`s best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations. All equity-settled stock based payments are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

The Company values stock options using the Black-Scholes model.

(q) Income Recognition

IFRS 15 introduced a single model for recognizing revenue from contracts with customers. This standard applies to all contracts with customers, with only some exceptions, including certain contracts accounted for under other IFRSs. The standard requires revenue to be recognized in a manner that depicts the provision of goods (or the completion of services) to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services. This is achieved by applying the following five steps: i) identify the contract with the customer; ii) identify the performance obligations in the contract; iii) determine the transaction price; iv) allocate the transaction price to the performance obligations in the contract; and v) recognize revenue when (or as) the entity satisfies a performance obligation.

2. Significant accounting policies (Continued)

Income from the sale of mineral products, when they occur, are generally recorded on a gross basis when title passes to an external party. The Company recognizes income when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collection of the related receivable is reasonably assured. Title and risk of loss generally pass to the customer at the time of control of the product passes to the customer.

Interest income is accrued as earned.

(r) Comprehensive Income

Comprehensive income is the change in equity (net assets) of the Company during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes to equity during a period except those resulting from investments by owners and distributions to owners. Comprehensive income is comprised of net income for the period and other comprehensive income. This standard requires certain gains and losses that would otherwise be recorded as part of net earnings to be presented in "other comprehensive income" until it is considered appropriate to recognize in net earnings.

The Company had no comprehensive income or loss transactions, other than its net loss, presented in the Statements of Loss and Comprehensive Loss, nor has the Company accumulated other comprehensive income during the reporting periods.

Loss per Share

Basic earnings (loss) per share is computed by dividing income (loss) and comprehensive income (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the “if converted” method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted earnings per share by application of the treasury stock method. The assumed conversion of outstanding common share options and warrants has an anti-dilutive impact in 2019 and 2018.

(t) Impairment

Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. The amount of the provision is the difference between the asset`s carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

A previously recognized impairment loss may be reversed, to the extent of previously recorded losses, if the asset subsequently recovers.

Non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at the financial year-end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Indications of impairment such as significant decrease in its market price, evidence of obsolescence and physical damage, carrying amount of the net assets is more than its market capitalization, or significant adverse change in use.

Where the carrying value of an asset exceeds its recoverable amount, which is the greater of value in use and fair value less disposal costs, the asset is written down accordingly. If the carrying amount of an asset exceeds its estimated recoverable amount, the asset is written down and the impairment loss is recognized in the Statements of Loss and Comprehensive Loss.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the smallest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

A previously recognized impairment loss may be reversed only if there has been a change in the estimates used to determine the recoverable amount of the asset. If this is the case, the carrying amount of the asset is increased to its recoverable amount and is recognized in the Statements of Loss and Comprehensive Loss. The increased amount cannot exceed the carrying amount that would have been determined had no impairment been recognized for the asset.

3. Accounts Receivable

The Company's receivables arise from two main sources: Harmonized Sales Tax ("HST") receivable due from Canadian government taxation authorities and trade accounts receivable. These are broken down as follows:

	30-Apr-19 $	30-Apr-18 $
HST receivable	82,039	4,968
Accounts receivable	-	508
Total	82,039	5,476

4. Marketable securities

At April 30, 2019 and April 30, 2018, the Company held marketable securities as follows:

April 30, 2019	Number of Shares	Cost	Fair Value
Cash			$23
Cerro Grande Mining Corp.	26,150	20,593	131
		$20,593	**$154**

April 30, 2018	Number of Shares	Cost	Fair Value
Cash	-	-	$23
Cerro Grande Mining Corp.	26,150	20,593	131
		$20,593	**$154**

5. Prepaid expenses and security deposits

The prepaid expenses and security deposit for the Company are as follows:

	30-Apr-19 $	30-Apr-18 $
Security deposit	70,176	21,576
Prepaid expenses	14,504	3,512

6. Exploration and evaluation assets

As at April 30, 2019	Acquisition costs			
	Opening May 1, 2018 $	Additions (Write downs) $	Adjustment $	Closing April 30, 2019 $
Nora Lake	7,500	-	-	7,500
Viking/Kramer	947,500	-	(25,000)	922,500
Metals Creek	67,050	(67,050)	-	-
Great Burnt Copper / Gold	330,812	37,085	-	367,897
Crawford property	-	332,709	-	300,680
	1,352,862	302,744	(25,000)	1,630,606

6. Exploration and evaluation assets (Continued)

As at April 30, 2018	Acquisition costs			
	Opening May 1, 2017 $	Additions (Write downs) $	Adjustment $	Closing April 30, 2018 $
Nora Lake	7,500	-	-	7,500
Viking/Kramer	962,500	-	(15,000)	947,500
Metals Creek	67,050	-	-	67,050
Great Burnt Copper/Gold	232,903	97,909	-	330,812
	1,269,953	97,909	(15,000)	1,352,862

(a) Crooked Green Property, Pifher Township, Ontario

1% net smelter - The company sold its interest in mining claim units in Pifher Township in 1999 but retained a royalty equal to 1% of the net smelter returns should the property commence commercial production. As at April 30, 2019, commercial production had not commenced.

(b) Nora Lake Property, Ontario

On May 18, 2005, the Company acquired an option to purchase an eighty nine percent (89%) interest in the Nora Lake area, Ontario for consideration of:

i) 50,000 shares (issued)
ii) 50,000 shares on the first anniversary (issued)

(c) Viking/Kramer Gold Property, Western Newfoundland

On February 10, 2016 the Company optioned the Viking and the Kramer Gold properties to Anaconda Mining Inc. To earn 100% interest in Viking, Anaconda is required to make aggregate payments to Spruce Ridge of $300,000 (received $50,000) over a five-year term based on milestones to production including a final payment of $175,000 upon commencement of commercial production. Anaconda can pay all fees at any time during the option period. Further, the Viking agreement provides for one-half of one percent (0.5%) Net Smelter Returns royalty (“NSR”) to Spruce Ridge on the sale of gold from Viking.

To earn 100% interest in Kramer, Anaconda is required to issue to Spruce 250,000 common shares (Issued) of Anaconda and make aggregate payments to Spruce Ridge of $132,500 (received $67,500) over a five year period. Anaconda must incur a maximum of $750,000 in exploration expenses during the option period. Further, the Kramer agreement provides for two percent (2.0%) Net Smelter Returns royalty (“NSR”) to Spruce Ridge on the sale of gold from Kramer.

(d) Great Burnt Copper/Gold Property, Central Newfoundland

On September 4, 2015 the Company entered into an option agreement to acquire a 100%-undivided interest in the Great Burnt Copper/Gold Property in Central Newfoundland from Pavey Ark Minerals Inc. for $390,000 and 200,000 common shares and 300,000 warrants. To acquire the 100%-undivided interest the Company is required to,

i) Make cash payments of $25,000 (paid);
ii) Issue 200,000 common shares (issued);
iii) Issue 300,000 purchase warrants (issued);
i)
  a. 13 monthly principal and interest (8% annual interest) payments of $11,437.77 (13 payments made);
  b. 23 monthly principal and interest (8% annual interest) payments of $8,663.68 (23 payments made);
    - During the 2017 fiscal year, the Company allocated refundable government deposits in the amount of $58,971 to Pavey Ark. These amounts were refunded directly to Pavey Ark during the 2017 fiscal year;
    - As a result of these amounts refunded, the terms of the commitment were revised from the originally agreed to 36 monthly payments of $11,437.77. The terms of the agreement were revised reducing the monthly payment amount to $8,663.68, with no changes to the number of payments.

The Company now owns 100% of the property as all payments have been made.

6. Exploration and evaluation assets (Continued)

(e) Crawford VMS, Nickel property, Northern Ontario

On May 8, 2018 the Company announced it had signed an Option Agreement with Noble Mineral Exploration Inc. ("Noble") to earn a 75 percent interest in specific target areas having a size of up to 2,000 hectares in Noble's 9,000-hectare Crawford Township property.

First Option:

To earn 51% undivided interest Spruce must make a payment of $50,000 (Paid $25,000 on June 27, 2018 and $25,000 on July 13, 2018) and make a second payment of $50,000 (Paid) not later than six (6) months after the date of the first payment of $50,000.

Spruce will issue 3,000,000 (Issued May 29, 2018) Class A common shares and an additional 3,000,000 common shares not later than one (1) year after the date for the first issue of common shares. Spruce will also issue 5,000,000 (Issued) exercisable warrants with each such warrant being exercisable at an exercise price of $0.05 per common share and having a term expiring five (5) years after issuance; and will issue an additional 5,000,000 exercisable warrants not later than one (1) year after the date for the first issue of warrants. with each such warrant being exercisable at the lowest exercise price as may be permitted by the TSXVE and having a term expiring five (5) years after issuance.

Spruce will incur a minimum of $300,000 of Expenditures in the first year following the Effective Date and an additional $700,000 no later than the date that is eighteen (18) months following the Effective Date.

Second Option:

Effective after Spruce has earned 51% interest, Spruce can earn an additional 24% undivided interest by issuing 2,000,000 common shares, and by incurring a further $1,000,000 of qualifying expenditures on or before the third anniversary of the execution of the option agreement.

Once 75% is earned (or 51% should Spruce Ridge elect not to acquire a 75% interest), the Crawford Property will be operated as a participating Joint Venture.

The Company signed an LOI with a private group of knowledgeable mining investors to acquire up to 50% of its Option and Joint Venture agreement with Noble Mineral Exploration Ltd. on its Crawford Township property.

Option Terms

Optionees will become the Operator for all Exploration Programs and for the First Exploration Program will fund $150,000 along with the Optionor funding $150,000 under the First Option, with such funding by the Optionees earning the Optionees an equivalent overall interest of 10% in the Crawford Property. Optionees will also contribute $25,000 to the Optionor so that Optionor can make the second required $50,000 payment to Noble.

Optionees can earn an additional equivalent overall interest of 15.5% in the Crawford Property by funding a second round of Exploration with $400,000 and the Optionor with $300,000.

Optionees, to earn an additional equivalent overall interest of 12% will fund $500,000 and the Optionor will fund $500,000 for the Second Round of Exploration to complete the Second Option.

At the completion of the Second Option, if all the parties have contributed and made all the payments as required, the interests in the Crawford Property would be Noble – 25%, Spruce Ridge – 37.5% and SRS – 37.5%.

(f) Metals Creek Property, Western Newfoundland

On October 8, 2010 the Company acquired an option from Metals Creek Resources Corp. to acquire 100% interest in claim units which are contiguous with the Kramer property and which covers the southern strike extent of Northern Abitibi's Thor Zone. To earn 100% interest, the Company will issue 250,000 common shares with 125,000 shares (issued) to be issued on signing of the agreement and an additional 125,000 shares one year later (issued) and incur $25,000 of exploration expenditures over five years. Metals Creek will retain a 2% NSR on any precious metals and a 100 % interest in the base metal potential.

The Company has decided to drop this property and has written down the cost of acquisition of $67,050.00.

7. Exploration expenses

A summary of exploration expenditures incurred for the period ended April 30, 2019 is as follows:

	Great Burnt	Crawford	Total
	$	$	$
Field Expenses	77,221	16,823	94,044
Geo's	35,052	14,951	50,003
Drilling	162,051	90,230	252,281
Assays	8,329	19,233	27,562
Government grant	(51,090)	-	(51,090)
Mining lease payment	19,800	-	19,800
	251,363	141,237	392,600

This amount should be doubled to include the SRS expenses.

8. Property and equipment

Cost	Land	Buildings	Equipment	Office Equipment	Trucks	Total
	$	$	$	$	$	$
Balance, April 30, 2018	**40,000**	**159,000**	**216,756**	**9,200**	**10,000**	**434,956**
	-	-	-	-	-	-
Balance, April 30, 2019	**40,000**	**159,000**	**216,756**	**9,200**	**10,000**	**434,956**
Accumulated amortization						
Balance, April 30, 2018	-	112,450	203,105	8,311	9,300	333,166
Amortization	-	4,656	2,731	178	210	7,775
Balance, April 30, 2019	**-**	**117,106**	**205,836**	**8,489**	**9,510**	**340,941**
Net book value						
As at April 30, 2018	40,000	46,550	13,649	892	700	101,790
Balance, April 30, 2019	**40,000**	**41,894**	**10,920**	**711**	**490**	**94,015**

9. Accounts payable and accrued liabilities

Payables and accrued liabilities for the Company are as follows:

	30-Apr-19	30-Apr-18
	$	$
Trade payables	230,001	168,033
Accrued liabilities	236,272	180,269
Due to related parties (Note 12)	74,857	290,858
Total	**541,130**	**639,160**

10. Due to Director

The amount due to director is non-interest bearing and has no set terms of repayment

11. Equity Capital and Reserve

(a) **Authorized**
Unlimited common shares without par value

(b) **Issued and outstanding – Common Shares**

	Shares	$ Value
Balance, as at April 30, 2018	73,436,122	9,296,832
Private placement first tranche May 2018	5,525,000	221,000
Shares issued Crawford property acquisition	3,000,000	105,000
Private placement second tranche June 2018	2,525,000	101,000
Private placement final tranche July 2018	2,822,500	112,900
Black Scholes on warrants issued on private placements	-	(272,575)
Share issue costs private placements	-	(8,775)
Private placement November 2018	8,000,000	400,000
Black Scholes on warrants issued on private placements	-	(267,128)
Share issue costs	-	(2,000)
Flow-through premium		(2,745)
Warrants exercised	400,000	20,000
Black Scholes on Warrants exercised	-	15,362
Balance, as at April 30, 2019	**95,708,622**	**9,718,872**

On May 23, 2018 the Company closed a first tranche private placement for gross proceeds of $221,000, consisting of 5,525,000 common shares and 5,525,000 warrants. A cash finder's fee of $5,000 was paid in connection with proceeds raised by finders pursuant to the Offering.

On June 28, 2018 the Company closed a second tranche private placement for gross proceeds of $101,000, consisting of 2,525,000 common shares and 2,525,000 warrants.

On July 31, 2018 the Company closed a final tranche private placement for gross proceeds of $112,900, consisting of 2,822,500 common shares and 2,822,500 warrants. The total raised was $434,900, 10,872,500 shares and 10,872,500 warrants at an exercise price of $0.05 for a 36 month period.

On May 29, 2018 the Company issued 3,000,000 common shares to Noble Mineral Exploration Inc. to acquire an interest in the Crawford property. Deemed value of acquisition was $105.000 at $0.035 per share.

On November 8, 2018 the Company closed a non-brokered private placement for gross proceeds of $400,000 consisting of 7,100,000 non flow-through units ("NFT") for $355,000 and 900,000 flow-through units ("FT") for $45,000.

On **March 27, 2019** the Company issued 400,000 shares on the exercise of 400,000 warrants at $0.05 per warrant for gross proceeds of $20,000.00.

Each NFT unit will be issued at $0.05 and will consist of one (1) common share and one (1) common share purchase warrant, each warrant exercisable at $0.05 cents for three years.

Each FT unit will be issued at $0.05 and will consist of one (1) FT common share and one half (1/2) common share purchase warrant, each full common share purchase warrant being exercisable at $0.05 cents for three years.

11. Equity Capital and Reserve (Continued)

(c) **Warrants**

Details of warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, as at April 30, 2018	**20,395,000**	$0.08
Warrants issued private placement first tranche	5,525,000	$0.05
Warrants issue Crawford property acquisition	5,000,000	$0.05
Warrants issued private placement second tranche	2,525,000	$0.05
Warrants issued private placement final tranche	2,822,500	$0.05
Warrants issued private placement November 2018	7,550,000	$0.05
Warrants exercised – March 2019	(400,000)	$0.05
Balance, as at April 30, 2019	**43,417,500**	$0.07

Number of warrants	**Fair value at grant date**	**Exercise Price**	**Expiry Date**
300,000	$5,225	$0.10	September 5, 2020
10,000,000	130,600	0.10	May 25, 2021
4,000,000	165,800	0.05	May 31, 2021
400,000	16,600	0.05	May 31, 2021
3,770,000	156,300	0.05	September 8, 2021
1,550,000	64,214	0.05	October 26, 2021
175,000	7,250	0.05	October 26, 2021
5,525,000	149,377	0.05	May 23, 2021
2,525,000	40,789	0.05	June 30, 2021
2,822,500	82,409	0.05	August 3, 2021
5,000,000	149,409	0.05	May 30, 2023
7,350,000	260,052	0.05	November 9, 2021
43,417,500	**$1,228,025**		

(d) Stock Options

A summary of the status of outstanding stock options as of April 30, 2019 is presented below.

	Stock Options	Weighted Average Exercise Price
Balance, April 30, 2018	Nil	Nil
Stock options granted July 2018	3,500,000	$0.05
Balance, as at April 30, 2019	3,500,000	$0.05

The fair values of the warrants and stock options were estimated on the issuance date using the Black-Scholes pricing model, with the following weighted average assumptions:

Expected dividend yield	0%
Expected annual volatility	95 to 209%
Risk-free interest rate	0.94 to 1.29%
Expected average life	3 and 5 years

11. Equity Capital and Reserve (Continued)

(e) Contributed Surplus

Balance, April 30, 2018	**$3,218,023**
Stock options granted July 2018	34,843
Balance, as at April 30, 2019	**$3,252,866**

12. Related Party Transactions

No director fees have been paid to directors.

As at April 30, 2019, $60,000 (April 30, 2018 - $60,000) was accrued or paid to a company controlled by the President of the Company for management and accounting services, with $Nil (April 30, 2018 - Nil) remaining in accounts payable and $210,000 (April 30, 2018 – $160,000) remaining in accrued expenses as at April 30, 2019.

Included in accounts payable is an amount of $126,108 (April 30, 2018 – 109,182) owing to the President of the Company. These amounts relate to expenses incurred by the President on behalf of the Company.

As at April 30, 2019, $10,518 (April 30, 2018 - Nil) was accrued or paid to the Vice President of Exploration for geological services, with $Nil (April 30, 2018 - Nil) remaining in accounts payable.

The amount due to director as at April 30, 2019 is $74,857 (April 30, 2018 - $290,858). The loan is non-interest bearing and has no set terms of repayment.

13. Income Tax

The provision for income taxes differs from the amounts computed by applying the cumulative Canadian federal and provincial tax rates to the loss before tax provision due to the following:

	2019	2018
Statutory income tax rate	**26.50%**	**26.50%**
Net loss before provision for income taxes	$ (154,756)	$ (55,408)
Exploration expenses (recovery)	104,039	9,419
Amortization	2,060	2,502
Fair value adjustment	-	401
Share issue costs	1,975	4,213
	(46,682)	(38,873)
Income tax asset/liability not realized	46,682	38,873
Deferred income tax recovery *	(2,745)	-
Income tax recovery	$ (2,745)	$ -

* Deferred premium on flow-through shares

13. Income Tax (Continued)

The tax effects of temporary differences that would give rise to significant portions of the deferred tax assets and deferred tax liabilities at April 30, 2019 and April 30, 2018 were as follows:

	April 30, 2019	April 30, 2018
Deferred income tax assets	26.5%	26.5%
Non-capital loss carryforwards	$ 1,135,155	$ 974,495
Net capital loss carryforwards	301,316	301,316
Cumulative eligible capital deduction	-	-
Undeducted Share issue costs	5,093	4,213
Temporary difference in mining properties	864,170	949,697
Temporary difference in property and equipment	6,681	9,994
Total deferred income tax assets	2,312,415	2,239,715
Deferred income tax liability		
Valuation allowance	$(2,312,415)	$(2,239,715)
Net deferred income tax asset and liability	-	-

A deferred income tax asset has not been recorded as it is not known whether this benefit will be realized.

As at April 30, 2019, the Company has non-capital losses of approximately $4,261,324 (April 30, 2018 - $3,677,340) available for deduction against future taxable income, which will expire as follows:

	30-Apr-19	30-Apr-18
	$	$
2039	583,984	-
2038	233,291	233,291
2037	150,695	150,695
2036	313,854	313,854
2035	94,818	94,818
2034	674,492	674,492
2033	1,084,591	1,084,591
2032	197,012	197,012
2031	104,903	104,903
2030	539,137	539,137
2029	282,336	282,336
2028	2,211	2,211
	4,261,324	3,677,340

As at April 30, 2019, the Company has capital losses of approximately $1,137,040 (April 30, 2018 - $1,137,040) available against future taxable income.

14. Capital and Financial Risk Management

The Company manages capital, based on its cash and equivalents and ongoing working capital, with an objective of safeguarding the Company's ability to continue as a going concern, maximizing the funds invested into exploration and development activities, exploring and developing gold resources, and considering additional financings which minimize shareholder dilution. There were no changes in the Company's approach to capital management during the period ended April 30, 2019.

14. Capital and Financial Risk Management (Continued)

The Company's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

The Company manages capital in proportion to risk and manages the exploration and evaluation assets and capital structure based on economic conditions and prevailing gold commodity pricing and trends. The Company relies on equity financings to maintain adequate liquidity to support its ongoing exploration and development activities and ongoing working capital commitments.

<u>Fair Value</u>
The carrying values for primary financial instruments, including cash, HST receivable, other receivables, marketable securities and accounts payable and accrued liabilities approximate fair values due to their short-term maturities. The Company's exposure to potential loss from financial instruments relates primarily to its cash held with Canadian financial institutions.

The fair value of financial instruments that are measured subsequent to initial recognition at their fair value, is measured within a 'fair value hierarchy' which has the following levels:

i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
ii) Level 2: valuation techniques using 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
iii) Level 3: valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash and marketable securities are considered Level 1.

There have been no major or significant changes that have had an impact on the overall risk assessment of the Company during the year. The objectives and strategy for the exploration and evaluation asset portfolio remains unchanged.

The Company's exploration and development activities expose it to the following financial risks:

<u>Credit Risk</u>
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Company's exposure to credit risk is concentrated in two specific areas: the credit risk on operating balances including receivables, primarily comprised of HST recoverable, and Cash and equivalents held with Canadian financial institutions. The maximum exposure to credit risk is equal to the carrying values of these financial assets.

The aggregate gross credit risk exposure at April 30, 2019 was $106,196 (April 30, 2018 - $6,732), and was comprised of $82,039 (April 30, 2018 - $5,476) in receivables and $24,157 (April 30, 2018 - $1,256) in Cash and equivalents held with Canadian financial institutions with a "AA" credit rating.

<u>Property risk</u>
The Company's significant projects are the Great Burnt Copper Gold property in Newfoundland, Crawford property in Northern Ontario, Nora Lake in Ontario, and 50% joint venture with Americas Silver Corp. in Montana. Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon these properties. If no additional mineral resource properties are acquired by the Company, any adverse development affecting these properties may have a material adverse effect on the Company's financial condition and results of operations.

<u>Market Risk</u>
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign currency exchange rates, commodity prices, interest rates and liquidity. A discussion of the Company's primary market risk exposures, and how those exposures are currently managed, follows:

<u>Currency Risk</u>
Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

14. Capital and Financial Risk Management (Continued)

The Company's financial assets and liabilities and operating costs are principally denominated in Canadian dollars. The Company has historically had insignificant operations in United States ("US") dollars. The Company has no US dollar hedging program due to its minimal exposure to financial gain or loss as a result of foreign exchange movements against the Canadian dollar.

Commodity Price Risk
Commodity prices, and in particular gold spot prices, fluctuate and are affected by factors outside of the Company's control. The current and expected future spot prices have a significant impact on the market sentiment for investment in mineral exploration companies and may impact the Company's ability to raise equity financing for its ongoing working capital requirements.

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk is minimal as there are no outstanding loans or interest-bearing debts. The Company has not entered into any interest rate swaps or other active interest rate management programs at this time.

Liquidity Risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and working capital obligations as they become due. To manage cash flow requirements, the Company maintains principally all its assets in cash and equivalents.

Sensitivity Analysis
The Company believes that movements of +10% / - 10% (FVTPL) in investments held for trading that are reasonably possible over the next twelve-month period will not have a significant impact on the Company. The Company believes that its cash position and short term investments provide adequate liquidity to meet all of the Company's near-term obligations.

15. Subsequent event

On June 10, 2019 the Company issued 3,000,000 common shares to Noble Mineral Exploration Inc. as a first anniversary payment to acquire an interest in the Crawford property. Deemed value of acquisition was $120.000 at $0.04 per share.

The Company also issued 5,000,000 warrants to Noble Mineral Exploration Inc. with each warrant exercisable at $0.05 cents for five years.