Victory Metals Inc.
(formerly Ripper Oil and Gas Inc.)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED MARCH 31, 2019
AND
YEAR ENDED SEPTEMBER 30, 2018

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Victory Metals Inc. (formerly Ripper Oil and Gas Inc.)

Opinion

We have audited the accompanying consolidated financial statements of Victory Metals Inc. (formerly Ripper Oil and Gas Inc.) (the "Company"), which comprise the consolidated statements of financial position as at March 31, 2019 and September 30, 2018 and the consolidated statements of (loss) income and comprehensive (loss) income, cash flows and changes in equity for the six month period ended March 31, 2019 and the year ended September 30, 2018, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2019 and September 30, 2018, and its financial performance and its cash flows for the six month period ended March 31, 2019 and the year ended September 30, 2018 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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

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

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

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

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

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

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

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

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

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

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

We 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 Stephen Hawkshaw.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada | Chartered Professional Accountants

July 29, 2019

Victory Metals Inc. (formerly Ripper Oil and Gas Inc.)
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	March 31, 2019 $	September 30, 2018 $
ASSETS			
Current assets			
Cash		1,658,615	-
Short-term investments		3,000,000	-
GST receivable		18,597	-
Prepaid expenses		142,107	191,181
Total current assets		4,819,319	191,181
Non-current assets			
Exploration and evaluation assets	4	3,099,929	1,551,479
Total non-current assets		3,099,929	1,551,479
Total Assets		7,919,248	1,742,660
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		542,843	33,485
Due to Casino Gold Corp.	5	-	1,025,574
Total current liabilities		542,843	1,059,059
EQUITY			
Share capital	7	33,322,172	19,244,360
Reserves	7	2,102,198	-
Deficit		(28,047,965)	(18,560,759)
Total equity		7,376,405	683,601
Total Equity and Liabilities		7,919,248	1,742,660

NATURE OF OPERATIONS AND GOING CONCERN UNCERTAINTY (Note 1)
SUBSEQUENT EVENTS (Note 14)

These consolidated financial statements are authorized for issue by the Board of Directors on July 29, 2019. They are signed on the Company's behalf by:

"Craig Roberts" , Director

"*Doug Forster*" , Director

Victory Metals Inc. (formerly Ripper Oil and Gas Inc.)
Consolidated Statements of (Loss) Income and Comprehensive (Loss) Income
(Expressed in Canadian Dollars)

	Note	Six month period ended March 31, 2019 $	Year ended September 30, 2018 $
Expenses			
Advertising		33,555	-
Consulting		56,000	-
Management and directors fees	8	318,110	-
Office and sundry		26,464	1,367
Professional fees		9,577	-
Share-based compensation	8	2,102,198	-
Transfer agent and regulatory fees		8,669	-
Travel		23,199	-
Loss from operating activities		(2,577,772)	(1,367)
Debt forgiveness from New Found Gold Corp.	6	-	679,971
Foreign exchange gain		7,158	4,997
Listing expense	3	(6,730,960)	-
Loss on disposal of exploration and evaluation assets	4ii	(185,632)	-
Income (loss) and comprehensive income (loss) for the period		(9,487,206)	683,601
(Loss) earnings per share – basic and diluted ($)		(0.24)	0.04
Weighted average number of common shares outstanding – basic and diluted		40,315,212	17,930,436

Victory Metals Inc. (formerly Ripper Oil and Gas Inc.)
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Six month period ended March 31, 2019 $	Year ended September 30, 2018 $
Cash flows from operating activities		
(Loss) income for the period	(9,487,206)	683,601
Adjustments for:		
Debt forgiveness from New Found Gold Corp.	-	(679,971)
Listing expense	6,730,960	-
Loss on disposal of exploration and evaluation assets	185,632	-
Share-based compensation	2,102,198	-
Unrealized foreign exchange loss (gain)	11,663	(4,997)
	(456,753)	(1,367)
Change in non-cash working capital items:		
(Increase) in GST receivable	(18,597)	-
(Increase) decrease in prepaid expenses	(102,264)	1,367
Increase in accounts payable and accrued liabilities	13,533	-
Net cash used in operating activities	(564,081)	-
Cash flows from investing activities		
Cash acquired from Ripper Oil & Gas Inc., net	394,595	-
Expenditures on exploration and evaluation assets	(393,361)	-
Purchase of short-term investments	(3,000,000)	-
Net cash used in investing activities	(2,998,766)	-
Cash flows from financing activities		
Issuance of common shares in private placement	5,950,000	-
Repayment of exploration and evaluation expenditures to Casino Gold Corp.	(728,538)	-
Net cash from financing activities	5,221,462	-
Net increase in cash	1,658,615	-
Cash at beginning of period	-	-
Cash at end of period	1,658,615	-

SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (Note 9)

Victory Metals Inc. (formerly Ripper Oil and Gas Inc.)
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital		Reserves		
	Number of shares[1]	Amount $	Equity settled share-based payments $	Deficit $	Total equity $
Balance at September 30, 2017	15,030,436	19,244,360	-	(19,244,360)	-
Warrants exercised	2,900,000	-	-	-	-
Total comprehensive income for the year	-	-	-	683,601	683,601
Balance at September 30, 2018	17,930,436	19,244,360	-	(18,560,759)	683,601
Acquisition (note 3)	41,837,681	6,275,653	-	-	6,275,653
Share issuance cost – finders shares (note 3)	2,434,741	852,159	-	-	852,159
Shares issued in private placement	17,514,942	6,130,230	-	-	6,130,230
Finders shares issued in private placement	-	(180,230)	-	-	(180,230)
Convertible loan	5,000,000	1,000,000	-	-	1,000,000
Share-based compensation	-	-	2,102,198	-	2,102,198
Total comprehensive (loss) for the period	-	-	-	(9,487,206)	(9,487,206)
Balance at March 31, 2019	84,717,800	33,322,172	2,102,198	(28,047,965)	7,376,405

[1] On January 31, 2019, the Company received approval from the TSX Venture Exchange and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of one and one half (1.5) pre-consolidation share for one (1) post-consolidation share. Comparative periods have been retroactively restated.

1. NATURE OF OPERATIONS AND GOING CONCERN UNCERTIANTY

Victory Metals Inc. (formerly Ripper Oil and Gas Inc.) (the "Company") was originally incorporated on October 20, 2000, under the Business Corporations Act in the province of Alberta and on May 25, 2012, the Company was continued as a British Columbia corporation under the Business Corporations Act in the province of British Columbia. The address of the Company's registered office is Suite 2200 – 885 West Georgia Street, Vancouver, BC, Canada V6C 3E8.

On January 31, 2019, the Company received approval from the TSX Venture Exchange and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of one and one half (1.5) pre-consolidation share for one (1) post-consolidation share and completed the Acquisition described in Note 3. Comparative periods have been retroactively restated in these consolidated financial statements with respect to the share consolidation. Upon closing of the Acquisition, the Company acquired all of the outstanding common shares of Brownstone Ventures (US) Inc., a wholly-owned subsidiary of Casino Gold Corp. On February 1, 2019, the Company changed its name to Victory Metals Inc. and on February 8, 2019 commenced trading on the TSX Venture Exchange ("TSX-V") under the ticker symbol "VMX". The Acquisition was considered a reverse takeover for accounting purposes, and Brownstone Ventures (US) Inc. ("Brownstone") is considered the continuing entity. Accordingly, the comparative periods are those of Brownstone.

The Company is a mineral exploration company engaged in the acquisition, exploration and evaluation of resource properties in Nevada, United States of America. The Company's exploration and evaluation assets presently have no proven or probable reserves, and on the basis of information to date, it has not yet determined whether these properties contain economically recoverable resources. The recoverability of amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

These financial statements have been prepared assuming the Company will continue on a going-concern basis and do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. The ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. As at March 31, 2019, the Company had an accumulated deficit of $28,047,965 and shareholder's equity of $7,376,405. In addition, the Company has working capital of $4,276,476, consisting primarily of cash and short-term investments, and negative cash flow from operating activities of $564,081. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing. These items may cast a significant doubt on the company's ability to continue as a going concern.

These consolidated financial statements were approved by the Board of Directors of the Company on July 29, 2019.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below.

a) Statement of compliance

The Company's consolidated financial statements, including comparatives, have been prepared in accordance with and using accounting policies in compliance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"), effective for the Company's reporting for the period ended March 31, 2019.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

c) Changes in accounting standards

The Company has adopted the following accounting standards effective October 1, 2018:

The Company adopted, retrospectively without restatement, all of the requirements of IFRS 9: Financial Instruments ("IFRS 9") as of October 1, 2018. This standard replaces the guidance in IAS 39: Financial Instruments: Recognition and Measurements ("IAS 39"). The adoption of IFRS 9 did not impact the carrying value of any of the Company's financial assets or financial liabilities on the transition date.

The impact on the classification and measurement of its financial instruments is set out below.

IFRS 9 includes finalized guidance on the classification and measurement of financial assets. Under IFRS 9, financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 largely retains the existing requirements in IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"), for the classification and measurement of financial liabilities. All financial assets not classified at amortized cost or FVOCI are measured at FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss; and
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

IFRS 9 introduced a single expected credit loss impairment model for financial assets measured at amortized cost and for debt instruments at FVOCI, which is based on changes in credit quality since initial recognition. The adoption of the expected credit loss impairment model did not have a significant impact on the Company's financial statements.

The requirements of IAS 39 for classification and measurements of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in profit or loss for the period. Financial assets and liabilities classified at amortized cost are measured at amortized cost using the effective interest method.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

The Company completed a detailed assessment of its financial assets and liabilities as at October 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash	Loans and receivables	Amortized cost
Short-term investments	Loans and receivables	Amortized cost
Due to Casino Gold Corp.	Other financial liability	Amortized cost
Accounts payables and accrued liabilities	Other financial liability	Amortized cost

The Company did not restate prior periods as it recognized the effects of retrospective application to shareholders' equity at the beginning of the 2018 annual reporting period, which also includes the date of initial application. The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on October 1, 2018.

The adoption of the following accounting standards had no significant impact on the consolidated financial statements. These standards are:

IFRS 15 – Revenue from Contracts with Customers
Interpretations 22 – Foreign Currency Transactions and Advance Considerations

d) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary as follows:

	Place of Incorporation	Principal Activity
Brownstone Ventures (US) Inc.	Delaware, USA	Exploration company

Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements. Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

e) Foreign currencies

The presentation and functional currency of the Company and its subsidiary is considered to be the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

f) Exploration, evaluation and development expenditures

Costs incurred before the Company has obtained the legal right to explore are expensed as incurred. Once the legal right to explore has been acquired, the Company capitalizes the costs of acquiring, maintaining its interest in, exploring and evaluating mineral properties until such time as the lease expires, it is abandoned, sold or considered impaired in value. Indirect administrative costs are expensed as incurred. Exploration and evaluation properties are not amortized during the exploration and evaluation stage.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

At each reporting date the carrying amounts of the Company's exploration and evaluation assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

For the purposes of impairment testing, exploration and evaluation assets are allocated to cash generating units to which the exploration activity relates. Each of the Company's properties is considered to be a separate cash generating unit. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash- generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Cash and cash equivalents

Cash and cash equivalents include short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

h) Decommissioning liabilities

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment when those obligations result from the acquisition, construction, development or normal operation of assets. The net present value of future rehabilitation costs is capitalized to exploration and evaluation assets along with a corresponding increase in the rehabilitation provision in the period incurred.

Pre-tax discount rates that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to exploration and evaluation assets and the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. There are no decommissioning liabilities for the periods presented.

i) Impairment

At the end of each reporting period the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use.

Fair value is determined as the amount that would be obtained by the sale of the asset in any arm's length transaction between knowledgeable and willing parties. Fair value of mineral assets is generally determined as the present value of the estimated cash flows expected to arise from the continued use of the asset, including an expansion projects. Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and from its ultimate disposal.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment is assessed at the level of cash-generating units or "CGUs", which are identified as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets.

Non-financial assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstances indicate that the impairment may have reversed. When a reversal of a previous impairment is recorded, the reversal amount is adjusted for depreciation that would have been recorded had the impairment not taken place.

j) Share-based payment transactions

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

k) Earnings and loss per share

The Company presents basic and diluted earnings and loss per share data for its common shares, calculated by dividing the earnings attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings or loss per share does not adjust the earnings or loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

l) Income taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the statement of financial position liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill; deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at year end applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

m) Significant Accounting Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at year end that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to the following:

(i) Critical accounting estimates

- The valuation of share based payments. The fair value of common share purchase options granted is determined at the issue date using the black-Scholes pricing model. The fair value of common shares issued for finders fees are based on the closing price of the transaction those fees pertain to.

- The net carrying value of each exploration and evaluation asset is reviewed regularly for conditions that suggest impairment. This review requires significant judgment. Factors considered in the assessment of asset impairment include, but are not limited to, whether there has been a significant adverse change in the legal, regulatory, accessibility, title, environmental or political factors that could affect the property's value; whether there has been an accumulation of costs significantly in excess of the amounts originally expected for the property's acquisition, development or cost of holding; and whether exploration activities produced results that are not promising such that no more work is being planned in the foreseeable future. If impairment is determined to exist, a formal estimate of the recoverable amount is performed and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount.

- The determination of tax expense for the period and deferred tax assets and liabilities involves significant estimation and judgment by management. In determining these amounts, management interprets tax legislation in a variety of jurisdictions and make estimates of the expected timing of the reversal of deferred tax assets and liabilities. Management also makes estimates of future earnings which affect the extent to which potential future tax benefits may be used. The Company is subject to assessments by various taxation authorities, which may interpret legislation differently. These differences may affect the final amount or the timing of the payment of taxes. We provide for such differences where known based on our best estimate of the probable outcome of these matters.

(ii) Critical accounting judgments

- Presentation of the consolidated financial statements as a going concern which assumes that the Company will continue in operation for the foreseeable future, obtain additional financing as required, and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

- The analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency of the parent and its subsidiary company, management considered the currency that mainly influences the cost of providing goods and services in each jurisdiction in which the Company operates. As no single currency was clearly dominant the Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained.

- Management is required to assess impairment in respect to the Company's intangible mineral property interests. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. Management has determined that there were no indicators of impairment as at March 31, 2019.

n) New Accounting Standards and Interpretations

The International Accounting Standards Board ("IASB") has issued new and amended standards and interpretations which have not yet been adopted by the Company. The following is a brief summary of the new and amended standards and interpretations:

IFRS 16 – Leases

In January 2016, the IASB issued IFRS 16, Leases. This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of a low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The mandatory effective date of IFRS 16 for the Company is for the annual period beginning on or after October 1, 2019. The Company has completed a preliminary assessment and determined there will be no material impact from adopting IFRS 16.

3. ACQUISITION OF BROWNSTONE VENTURES (US) INC.

On October 1, 2018, the Company entered into a letter of intent ("LOI") with Casino Gold Corp. ("Casino Gold"), pursuant to which the Company agreed to acquire all of the issued and outstanding securities of Brownstone, a wholly-owned subsidiary of Casino Gold (the "Acquisition"). The Acquisition constitutes a reverse takeover (the "Transaction") of the Company under the policies of the TSX Venture Exchange as the former shareholders of Brownstone acquired control of the Company.

On January 31, 2019, the Transaction was completed and Brownstone became a wholly-owned subsidiary of the Company. Pursuant to the Transaction, Casino Gold Corp. received an aggregate of 41,837,681 post-consolidation common shares as consideration for the sale of the Company. The Company paid finder's fees of 2,434,741 post-consolidation common shares to certain finders in connection with the Acquisition.

(Expressed in Canadian Dollars Unless Otherwise Noted)

3. ACQUISITION OF BROWNSTONE VENTURES (US) INC. (continued)

The acquisition of the net assets of the Company is summarized as follows:

Purchase price – value of equity instruments issued	$ 6,275,653
Value of finders shares issued	852,159
Transaction costs	114,748
Total Consideration	$ 7,242,560
Assets	
Cash	512,656
Amounts receivable	53
Total Assets	512,709
Liabilities	
Accounts payable and accrued liabilities	1,109
Total Liabilities	1,109
Listing expense	$ 6,730,960

4. EXPLORATION AND EVALUATION ASSETS

The schedules below summarize the carrying costs of acquisition and exploration costs incurred to date for each exploration and evaluation asset that the Company is continuing to explore as at March 31, 2019 and September 30, 2018:

Period ended March 31, 2019	Iron Point (i) $	Other (ii) $	Total $
Acquisition Costs			
Balance as at September 30, 2018	599,502	632,317	1,231,819
Additions			
Land claim payments and acquisition costs	255,521	16,561	272,082
Disposals			
Sale of non-Iron Point assets	-	(632,317)	(632,317)
Balance as at March 31, 2019	855,023	16,561	871,584
Exploration Costs			
Balance as at September 30, 2018	105,408	214,252	319,660
Drilling	1,684,220	-	1,684,220
Environmental	14,827	-	14,827
Exploration	92,239	-	92,239
Geochemistry	33,498	-	33,498
Geological information systems and mapping	21,761	-	21,761
Metallurgy	165,821	-	165,821
Resource estimate	39,697	-	39,697
Other	70,874	-	70,874
Sale of non-Iron Point assets	-	(214,252)	(214,252)
Balance as at March 31, 2019	2,228,345	-	2,228,345
Total Exploration and Evaluation Assets			
Balance as at March 31, 2019	3,083,368	16,561	3,099,929

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Year ended September 30, 2018	Iron Point (i) $	Other (ii) $	Total $
Acquisition Costs			
Balance as at September 30, 2017	-	356,553	356,553
Additions			
Land claim payments and acquisition costs	599,502	275,764	875,266
Balance as at September 30, 2018	599,502	632,317	1,231,819
Exploration Costs			
Balance as at September 30, 2018	-	138,265	138,265
Assays and sampling	48,102	4,272	52,374
Environmental	7,223	-	7,223
Exploration	72,151	50,883	123,034
Geological services	95,197	5,942	101,139
Geological information systems and mapping	7,445	14,890	22,335
Metallurgy	4,345	-	4,345
Reimbursement of exploration expenditures	(129,055)	-	(129,055)
Balance as at September 30, 2018	105,408	214,252	319,660
Total Exploration and Evaluation Assets			
Balance as at September 30, 2018	704,910	846,569	1,551,479

(i) Iron Point Project

As at March 31, 2019, the Company owns 594 unpatented lode claims (2018 – 594) located in the Iron Point mining district, in Humboldt County, Nevada (USA). Each claim is comprised of 20.66 acres of area.

On October 10, 2018, the Company entered into an option agreement with a third party to earn 100% interest in one unpatented Claim (Silver Coin). The Company agreed to the following payments:

Payment due date	Amount $
Five days from October 10, 2018 (paid)	64,695 (US$50,000)
October 24, 2019	66,815 (US$50,000)
October 24, 2020	66,815 (US$50,000)
October 24, 2021	200,445 (US$150,000)

On October 24, 2018, the Company entered into an option agreement with Canarc Resources Corp. to earn 100% interest in four patented Claims (Silver King). The Company agreed to grant a 2% NSR upon commencement of commercial production for minerals from these claims and the following payments:

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Payment due date	Amount $
Five days from October 24, 2018 (paid)	15,725 (US$12,000)
October 24, 2019	16,035 (US$12,000)
October 24, 2020	16,035 (US$12,000)
October 24, 2021	16,035 (US$12,000)
October 24, 2022	16,035 (US$12,000)
October 24, 2023	16,035 (US$12,000)
October 24, 2024	16,035 (US$12,000)
October 24, 2025	16,035 (US$12,000)
October 24, 2026	16,035 (US$12,000)
October 24, 2027	16,035 (US$12,000)
October 24, 2028	160,350 (US$120,000)

The Company has the option of purchasing half of this 2% NSR for $1,336,300 (US$1,000,000).

(ii) Other Projects

During the period ended March 31, 2019, the Company sold all other non-vanadium properties to 2656065 Ontario Limited ("HoldCo"), a subsidiary of Casino Gold and related party to the Company, for consideration of $660,937 (US$508,707). The amount was satisfied by extinguishing $660,937 (US$508,707) in amounts owed to Casino Gold. As part of the transaction the Company recognized a loss on the sale of its non-vanadium properties of $185,632 (US$140,110).

5. DUE TO CASINO GOLD CORP. AND CONVERTIBLE LOAN

Due to Casino Gold Corp.

During the period ended March 31, 2019, the Company received advances of $357,291 (US$269,674) (year ended September 30, 2018 – $1,025,574 (US$792,255)) from Casino Gold, a related party to the Company, to fund exploration activities. The amount due was non-interest bearing, had no terms of repayment and was due on notice from Casino Gold Corp. Subsequent to the completion of the Transaction described in Note 3, the Company reimbursed Casino Gold $728,538 (US$553,222) for mutually agreed upon exploration work on the Iron Point Vanadium Project prior to closing of the Transaction and disposed of its non-vanadium properties to a subsidiary of Casino Gold in consideration for extinguishing $660,937 (US$508,707) in amounts owed to Casino Gold.

As at March 31, 2019, the amount due to Casino Gold is $Nil (September 30, 2018 - $1,025,574).

Convertible Loan

During the period ended March 31, 2019, the Company entered into a Convertible Loan agreement with certain lenders (the "Lenders") for a total of $1,000,000 (US$762,294). In the event that the Acquisition described in Note 3 was not completed on or before January 31, 2019, or if the Acquisition was terminated prior thereto by any party, the Company, at its election, and with the consent of Casino Gold, within two business days of such termination (the "Conversion Date"), convert all or a portion of the Principal, into common shares in the capital of Casino Gold, at a price of $0.053 per share. Any principal not converted on or before the Conversion Date shall be entitled to interest, at the rate of 10% per annum, calculated from the original date of this Convertible Loan. Thereafter the Company promises to repay the total principal not otherwise converted, plus accrued interest, to the Lenders, within 60 days of the Conversion Date.

5. DUE TO CASINO GOLD CORP. AND CONVERTIBLE LOAN (continued)

On closing of the Transaction, the Company issued 5,000,000 post-consolidation Shares in settlement of $1,000,000 (USD$762,294) that was advanced by the Lenders to the Company, for mutually agreed upon exploration work on the Iron Point Vanadium Project, prior to closing of the Transaction.

6. DEBT FORGIVENESS FROM NEW FOUND GOLD CORP.

During the period ended March 31, 2019, advances from New Found Gold was $Nil.

During the year ended September 30, 2018, the Company received advances from New Found Gold Corp. (“New Found Gold”) to fund exploration activities, including property staking. On June 8, 2018, New Found Gold Corp. undertook a series of transactions that transferred its 100% ownership in Brownstone to Casino Gold Corp. As a result, New Found Gold forgave $679,971 (US$529,734). These advances to Brownstone were not interest bearing, had no term of repayment and were due on notice from New Found Gold Corp.

7. SHARE CAPITAL AND RESERVES

Authorized Share Capital

At March 31, 2019, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Capital Restructuring

On January 31, 2019, the Company received approval from the TSX Venture Exchange and the Company’s shareholders for the consolidation of the Company’s issued and outstanding common shares on the basis of one and one half (1.5) pre-consolidation share for one (1) post-consolidation share pursuant to the closing conditions of the Acquisition described in Note 3. Comparative periods have been retroactively restated in these consolidated financial statements.

Details of Issues of Common Shares in 2019

On January 31, 2019, the Company issued 41,837,681 post-consolidation common shares pursuant to the Transaction described in Note 3. The Company paid finder’s fees of 2,434,741 post-consolidation common shares to certain finders in connection with the Acquisition.

On January 31, 2019, the Company completed a non-brokered private placement financing of 17,000,000 subscription receipts at $0.35 per subscription receipt for gross proceeds of $5,950,000. Each subscription receipt automatically converted into one post-consolidation common share of the Company upon completion of the Transaction described in Note 3. The Company paid finder’s fees of 514,942 post-consolidation common shares valued at $180,230 to certain finders in connection with the private placement financing.

On January 31, 2019, the Company issued 5,000,000 post-consolidation common shares in settlement of a $1,000,000 (US$762,294) convertible loan (Note 5).

Share Purchase Option Compensation Plan

The Company has a share purchase option plan (the “Plan”) approved by the Company’s shareholders that allows it to grant share purchase options, subject to regulatory terms and approval, to its officers, directors, employees and service providers. The Plan is based on the maximum number of eligible shares equaling a rolling percentage of 10% of the Company’s outstanding common shares, calculated from time to time. If outstanding share purchase options are exercised or expire, and/or the number of issued and outstanding common shares of the Company increases, then the share purchase options available to grant under the Plan increase proportionately.

(Expressed in Canadian Dollars Unless Otherwise Noted)

7. SHARE CAPITAL AND RESERVES (continued)

The exercise price of each share purchase option is set by the Board of Directors at the time of grant but cannot be less than the market price less allowable discounts in accordance with the policies of the TSX-V. Share purchase options granted generally vest immediately, and are subject to a four-month hold period and are generally exercisable for a period of up to five years.

The continuity of share purchase options for the period ended March 31, 2019 is as follows:

Expiry date	Exercise Price	September 30, 2018	Granted	Exercised	Cancelled/ Expired	March 31, 2019	Options exercisable
January 31, 2021	$0.35	-	2,500,000	-	-	2,500,000	2,500,000
February 5, 2021	$0.35	-	70,000	-	-	70,000	70,000
January 31, 2024	$0.35	-	5,900,000	-	-	5,900,000	5,900,000
		-	8,470,000	-	-	8,470,000	8,470,000
Weighted average exercise price $		-	0.35	-	-	0.35	0.35
Weighted average contractual remaining life (years)		-	4.09	-	-	3.93	3.93

The continuity of share purchase options for the year ended September 30, 2018 is as follows:

Expiry date	Exercise Price	September 30, 2017	Granted	Exercised	Cancelled/ Expired	September 30, 2018[(1)]	Options exercisable[(1)]
June 15, 2020	$0.25	87,500	-	-	-	87,500	87,500
June 26, 2020	$0.25	87,500	-	-	-	87,500	87,500
July 23, 2023	$0.25	-	1,070,000	-	-	1,070,000	1,070,000
		-	1,070,000	-	-	1,245,000	1,245,000
Weighted average exercise price $		-	0.25	-	-	0.25	0.25
Weighted average contractual remaining life (years)		-	4.81	-	-	4.38	4.38

[(1)] Upon closing of the Transaction described in Note 3, the Company's outstanding share purchase options were cancelled pursuant to the closing conditions of the agreement.

The Company did not have any warrants outstanding as at March 31, 2019.

A summary of the Company's warrant activity for the year ended September 30, 2018 is as follows:

	Number of warrants	Weighted Average Exercise price
Balance, as at September 30, 2017	2,900,000	$0.06
Exercised	(2,900,000)	$0.06
Balance, as at September 30, 2018 and March 31, 2019	-	-

(Expressed in Canadian Dollars Unless Otherwise Noted)

7. SHARE CAPITAL AND RESERVES (continued)

The weighted average fair value of share purchase options granted during the period ended March 31, 2019 is $0.25 (year ended September 30, 2018 - $0.25).

Options were priced based on the Black-Scholes option pricing model using the following weighted average assumptions to estimate the fair value of options granted:

	Period ended March 31,2019	Year ended September 30, 2018
Risk-free interest rate	1.77%	-
Expected option life in years	4.1	4.8
Expected share price volatility	107%	-
Grant date share price	$0.35	$0.25
Expected forfeiture rate	-	-
Expected dividend yield	Nil	Nil

8. RELATED PARTY BALANCES AND TRANSACTIONS

During the period ended March 31, 2019, the Company received advances to fund exploration activities from Casino Gold, a company that is a significant shareholder of the Company, and disposed of its non-vanadium exploration and evaluation assets to a subsidiary of Casino Gold. See Note 4ii and 5 for further information.

Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

During the period ended March 31, 2019, key management personnel compensation totaled $1,985,232 (year ended September 30, 2018 - $Nil) comprised of management fees and bonuses of $298,110 paid to the Chief Financial Officer and companies controlled by the Company's Chief Executive Officer and Executive Chairman, $20,000 paid to directors and share-based compensation of $1,667,122 relating to 5,900,000 stock options granted to directors and officers of the Company.

(Expressed in Canadian Dollars Unless Otherwise Noted)

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Other than disclosed elsewhere in these financial statements, the significant non-cash transactions for the period ended March 31, 2019 were exploration and evaluation expenditures of $1,357,291 paid on behalf of the Company by Casino Gold Corp. and certain lenders described in Note 6 (year ended September 30, 2018 - $330,978 paid on behalf of the Company by New Found Gold Corp.)

	Period ended March 31, 2019 $	Year ended September 30, 2018 $
Non-cash investing and financing activities:		
Disposal of exploration and evaluation assets in exchange for settlement of debt to Casino Gold	846,569	-
Shares issued as finders fees on private placements	180,230	-
Settlement of convertible loan	1,000,000	-
Exploration and evaluation expenditures paid on behalf of the Company by Casino Gold and certain lenders	1,357,291	1,016,945
Exploration and evaluation expenditures included in accounts payable and accrued liabilities	529,310	33,485
Prepaid expenditures realized through exploration and evaluation assets	154,072	12,547
Cash paid for income taxes	-	-
Cash paid for interest	-	-

For the period ended March 31, 2019, cash paid for income taxes and interest were $Nil (year ended September 30, 2018 - $Nil).

10. SEGMENTED INFORMATION

The Company's operations are limited to a single reportable segment, being mineral exploration and evaluation. All of the Company's evaluation and exploration assets are located in Nevada, USA.

11. INCOME TAXES

The recovery of income taxes shown in the consolidated statements of loss (income) and comprehensive loss (income) differs from the amounts obtained by applying statutory rates to the loss before provision for income taxes due to the following:

	2019 $	2018 $
(Loss) income before income taxes	(9,487,206)	683,601
Income tax (recovery) expense at statutory rate	(2,562,000)	144,000
Non-deductible differences	2,386,000	83,000
Change in statutory tax, exchange rates and other	(118,000)	-
Deferred income tax asset acquired	(348,000)	-
Change in unrecognized temporary differences	642,000	(227,000)
Income tax recovery	-	-
Statutory tax rate	27.00%	21.00%

(Expressed in Canadian Dollars Unless Otherwise Noted)

11. INCOME TAXES (continued)

Deferred income taxes reflect the net tax effects of differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	2019 $	2018 $
Deferred income tax assets		
Unrecognized deferred income tax assets	(4,356,000)	(3,714,000)
Exploration and evaluation assets	(91,000)	(133,000)
Non-capital loss carry-forwards	4,447,000	3,847,000
	-	-

As at March 31, 2019, the Company has Canadian non-capital loss carry forwards of $1,719,999 that may be available for tax purposes. The Company's non-capital losses expire as follows:

Expiry Date	$
2033	160,730
2034	148,309
2035	154,168
2036	150,974
2037	154,683
2038	96,874
2039	854,261
	1,719,999

At March 31, 2019, the Company had net operating loss carry forwards for United States income tax purposes of approximately 18,964,000 (US$14,191,000) (2018 – 18,910,000 (US$14,151,000)) which, if not utilized to reduce United States taxable income in future periods, expire through the year 2036. These available tax losses may only be applied to offset future taxable income from the Company's current US subsidiary.

12. FINANCIAL INSTRUMENTS

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Fair Values

The Company's financial assets and liabilities are measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

12. FINANCIAL INSTRUMENTS (continued)

The Company does not have financial instruments carried at fair value.

The Company's financial assets consist of cash and short-term investments. The carrying values of cash, short-term investments and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

(b) Financial Instrument Risk Exposure

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company does not have financial instruments that potentially subject the Company to credit risk. Overall the Company's credit risk has not changed significantly from the prior year. The Company places its cash and short-term investments with financial institutions with high credit ratings, the credit risk is minimal.

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 has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares to fund exploration programs and may require doing so again in the future.

The Company has $542,843 in accounts payable and accrued liabilities that are due within one year of the date of the statement of financial position.

Market risk

(i) Currency risk

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuation include cash accounts and accounts payable and accrued liabilities denominated in US dollars. The sensitivity of the Company's net earnings and other comprehensive income to a change in the exchange rate between the United States dollar and the Canadian dollar at March 31, 2019 would change the company's net loss (income) by $11,209 as a result of a 10% change in the CAD dollar exchange rate relative to the US dollar.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. As the Company deposits its short-term investments into fixed rate guaranteed investment certificates with one year maturities or less, the Company is not exposed to interest rate risk.

(iii) Price risk

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's property has exposure to predominantly vanadium. Commodity prices, especially vanadium, greatly affect the value of the Company and the potential value of its property and investments.

13. CAPITAL MANAGEMENT

The Company's objectives when managing capital are:

- To safeguard our ability to continue as a going concern in order to develop and operate our current projects;
- Pursue strategic growth initiatives; and
- To maintain a flexible capital structure which lowers the cost of capital.

In assessing our capital structure, we include in our assessment the components of shareholders' equity. In order to facilitate the management of capital requirements, the Company prepares annual expenditure budgets and continuously monitors and reviews actual and forecasted cash flows. The annual and updated budgets are monitored and approved by the Board of Directors. To maintain or adjust the capital structure, the Company may, from time to time, issue new shares, issue new debt, repay debt or dispose of non-core assets. The Company's current capital resources are insufficient to carry out our exploration plans and support operations through the current operating period. The Company is dependent upon the ability to raise additional funding to meet its obligations and commitments.

The Company is not subject to any capital requirements imposed by any regulator.

There were no changes in the Company's approach to capital management during the period ended March 31, 2019.

14. SUBSEQUENT EVENTS

Private Placement Financing

On May 9, 2019, the Company completed a non-brokered private placement financing of 5,400,000 common shares at a price of $0.67 per share for gross proceeds of $3,618,000. The Company paid finder's fees of 270,000 common shares to certain finders in connection with the financing.

Ethos Gold Corp. Option Agreement

On May 16, 2019, the Company entered into an option agreement (the "Agreement") with Ethos Gold Corp. ("Ethos), whereby Ethos can spend $5,000,000 over three years, with minimum expenditures of $1,000,000 in the first year, to earn an undivided 50% interest in the precious metals rights at the Iron Point Vanadium Project, Nevada. Once Ethos has incurred $5,000,000, a 50%/50% joint venture will be formed between the Company and Ethos, specific to the precious metals rights.

Stock Options

On June 17, 2019, the Company granted 560,000 stock options with an exercise price of $0.63 expiring in five years.