NORAM VENTURES INC.

CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED OCTOBER 31, 2019

(Unaudited - Expressed in Canadian Dollars)

Notice of No Auditor Review

These unaudited consolidated interim financial statements of Noram Ventures Inc. (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3 (3) (a) of National Instrument 51-102 - Continuous Disclosure Obligations.

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	October 31 2019	January 31 2019
ASSETS		
Current assets		
Cash	$ 141,705	$ 251,697
GST receivable	1,126	7,957
Subscriptions receivable	5,000	5,000
Prepaid expenses	20,000	80,648
	167,831	345,302
Property and equipment (note 3)	200,150	9,899
Reclamation bond	19,159	19,541
Exploration and evaluation assets (note 4)	3,038,362	2,778,654
Total assets	$ 3,425,502	$ 3,153,396
LIABILITIES		
Current liabilities		
Accounts payable	$ 255,891	$ 192,338
Accrued liabilities	26,693	16,309
Current portion of lease liability	86,336	-
	368,920	208,647
Lease liability (note 2)	113,013	-
Total liabilities	481,933	208,647
SHAREHOLDERS' EQUITY		
Share capital (note 5)	10,860,903	10,598,720
Reserves (note 5)	1,603,350	1,517,428
Deficit	(9,520,684)	(9,171,399)
Total shareholders' equity	2,943,569	2,944,749
Total liabilities and shareholders' equity	$ 3,425,502	$ 3,153,396

Nature of operations and going concern (note 1)
Subsequent event (note 11)

Approved on behalf of the Board:

Director	*"Arthur Brown"*	*"Mark Ireton"*
	Arthur Brown	Mark Ireton

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

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited - Expressed in Canadian Dollars)

	For the three months ended October 31		For the nine months ended October 31	
	2019	**2018**	**2019**	**2018**
EXPENSES				
Consulting and management fees with related parties (note 6)	$ -	$ 20,000	$ -	$ 53,500
Claims maintenance fees	-	70,564	-	70,564
Consulting fees	-	-	95,121	-
Corporate communication	160	63,349	(2,045)	63,349
Depreciation (note 3)	22,958	146	68,874	438
Filing and transfer agent fees	6,284	14,711	20,917	37,870
Office and administrative	14,613	15,355	44,554	43,634
Professional fees (note 6)	975	11,100	12,999	29,033
Rent	-	6,180	-	18,540
Share-based compensation (note 6)	100,754	146,657	100,754	345,933
Travel and promotion	555	10,298	34,068	40,010
Loss from operations	(146,299)	(358,360)	(375,242)	(702,871)
Other items				
Finance expense	(5,111)	-	(16,817)	-
Rental income	12,692	-	38,077	-
Interest (expense) forgiven (note 6)	-	(5,324)	6,309	(8,454)
Net and comprehensive loss	$ (138,718)	$ (363,684)	$ (347,673)	$ (711,325)
Basic and diluted loss per share	$ (0.00)	$ (0.02)	$ (0.01)	$ (0.03)
Weighted average number of common shares outstanding	37,128,620	18,492,594	36,732,406	20,653,585

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited - Expressed in Canadian Dollars)

	For the nine months ended October 31 2019	2018
Cash provided by (used in):		
Operating activities		
Net loss	$ (347,673)	$ (711,325)
Adjustments		
Depreciation	68,874	438
Share-based compensation	100,754	345,933
Non-cash working capital items		
GST receivable	6,831	(8,427)
Other receivables	-	(12,344)
Prepaid expenses	60,648	(8,816)
Accounts payable and accrued liabilities	73,937	(31,674)
	(36,629)	(426,215)
Interest paid on lease liability	16,817	-
Net cash used in operating activities	(19,812)	(426,215)
Investing activities		
(Increase) decrease to reclamation bond	382	(2,365)
Purchase of equipment	(2,050)	(10,805)
Exploration and evaluation expenditures	(259,708)	(288,509)
Net cash (used in) provided by investing activities	(261,376)	(301,679)
Financing activities		
Lease liabilities payments	(76,154)	-
Loan advances	-	58,000
Shares issued for cash, net of share issue costs	247,350	1,310,912
Net cash provided by financing activities	171,196	1,368,912
Change in cash	(109,992)	641,018
Cash, beginning of the period	251,697	152,356
Cash, end of the period	$ 141,705	$ 793,374

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

NORAM VENTURES INC.
CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited - Expressed in Canadian Dollars)

	Number of Shares	Share capital	Share Subscriptions Advanced	Reserves	Deficit	Total
Balance at January 31, 2018	19,613,733	$ 7,957,949	$ 10,000	$ 904,031	$(7,722,095)	$ 1,149,885
Shares issued:						
warrants exercised at $0.50 per share (note 5)	70,000	35,000	(10,000)	-	-	25,000
options exercised at $0.50 per share (note 5)	100,000	111,274	-	(61,273)	-	50,001
in private placement at $0.105 per unit (note 5)	11,962,476	1,256,060	-	-	-	1,256,060
Share issuance costs	-	(72,679)	-	14,030	-	(58,649)
Share-based payments	-	-	-	345,933	-	345,933
Net and comprehensive loss for the period	-	-	-	-	(711,325)	(711,325)
Balance at October 31, 2018	31,746,209	9,287,604	-	1,202,721	(8,433,420)	2,056,905
Balance at January 31, 2019	36,296,209	10,598,720	-	1,517,428	(9,171,399)	2,944,749
Adjustment on initial application of IFRS 16 (net of tax) (note 3)	-	-	-	-	(1,612)	(1,612)
Adjusted balance at February 1, 2019	36,296,209	10,598,720	-	1,517,428	(9,173,011)	2,943,137
Shares issued:						
options exercised at $0.15 to $0.16 per share (note 5)	100,000	30,683	-	(14,832)	-	15,851
warrants exercised at $0.14 per share (note 5)	150,000	21,000	-	-	-	21,000
in private placement at $0.055 per unit (note 5)	3,827,273	210,500	-	-	-	210,500
Share-based payments	-	-	-	100,754	-	100,754
Net and comprehensive loss for the period	-	-	-	-	(347,673)	(347,673)
Balance at October 31, 2019	40,373,482	$ 10,860,903	$ -	$ 1,603,350	$(9,520,684)	$ 2,943,569

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

(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations and going concern

Noram Ventures Inc. ("Noram" or the "Company") was incorporated on June 15, 2010 under the Business Corporations Act (British Columbia). The Company, through its wholly owned subsidiary, Green Energy Resources Inc., is in the business of acquiring, exploring and developing mineral exploration properties, primarily in the province of British Columbia, Canada and the state of Nevada, USA. The Company's shares are listed on the TSX Venture Exchange ("TSX-V")

The address of the Company's registered and records office is 2150, 555 West Hastings Street, Vancouver, BC, V6B 4N6.

These consolidated interim financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation.

The business of exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of resource property expenditures is dependent upon several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral properties. The Company will need access to capital to continue advancing its properties. Additional financing is subject to the global financial markets and prevailing economic conditions. These factors will likely make it more challenging to obtain financing. These matters and conditions indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern.

These consolidated interim financial statements do not reflect the adjustments to the carrying value of assets and liabilities, or the impact on the statement of operations and comprehensive loss and financial position classifications that would be necessary were the going concern assumption not appropriate.

	October 31 2019	January 31 2019
Deficit	$ (9,520,684)	$ (9,171,399)
Working capital (deficiency)	$ (201,089)	$ 136,655

These consolidated interim financial statements were approved by the Board of Directors of the Company on December 30, 2019.

2. Basis of presentation and statement of compliance

Statement of compliance

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting. These consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended January 31, 2019, which have been prepared in accordance with IFRS.

These consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

These consolidated financial statements are presented in Canadian dollars, which is the Company's and its subsidiary's functional currency.

Basis of consolidation

These consolidated financial statements include the financial statements of the Company and its wholly owned subsidiary Green Energy Resources Inc. ("Green Energy"), incorporated under the laws of the State of Nevada on May 10, 2016.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and related disclosure. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Critical judgments in applying accounting policies:

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated interim financial statements:

- the determination that the Company will continue as a going concern for the next year;
- the determination that there have been no events or changes in circumstances that indicate the carrying amount of exploration and evaluation assets may not be recoverable; and
- new significant judgments related to lessee accounting under IFRS 16, which are described below.

2. Basis of presentation and statement of compliance (continued)

Impairment

At each reporting period, management reviews all assets for indicators of impairment. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value. If the recoverable amount of the asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for that period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which that asset belongs.

Past impairments are also considered at each reporting period and where there is an indication that an impairment loss may have decreased, the recoverable amount is calculated as outlined above to determine the extent of the recovery. If the recoverable amount of the asset is more than its carrying amount, the carrying amount of the asset is increased to its recoverable amount and the impairment loss is reversed in the profit or loss for that period. The increased carrying amount due to reversal will not be more than what the depreciated historical cost would have been if the impairment had not been recognized.

New accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

(i) IFRS 16 Leases

On January 13, 2016, the International Accounting Standards Board published a new standard, IFRS 16, Leases, eliminating the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Under the new standard, a lease becomes an on-balance sheet liability that attracts interest, together with a new right-of-use asset. In addition, lessees will recognize a front-loaded pattern of expense for most leases, even when cash rentals are constant. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. For the reporting period ending January 31, 2020, the Company's office lease has become an on-balance sheet liability and a right-of-use asset.

The lease liability has initially been measured at the present value of the lease payments that are unpaid at the lease commencement date, discounted using the interest rate implicit in the lease, 10%. The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made.

(Unaudited - Expressed in Canadian Dollars)

3. Property and equipment

The following table summarizes the changes in the Company's equipment for the periods ended October 31, 2019 and January 31, 2019:

	Computer Equipment	Furniture and Fixtures	Right-of-use Asset: Building	TOTAL
Cost				
Balance, January 31 2018	$ 1,563	$ -	$ -	$ 1,563
Additions	-	10,805	-	10,805
Balance, January 31 2019	**$ 1,563**	**$ 10,805**	**$ -**	**$ 12,368**
Additions	-	2,050	264,420	266,470
Balance, October 31 2019	**$ 1,563**	**$ 12,855**	**$ 264,420**	**$ 278,838**
Accumulated Depreciation				
Balance, January 31 2018	$ 264	$ -	$ -	$ 264
Depreciation for the year	584	1,621	-	2,205
Balance, January 31 2019	**$ 848**	**$ 1,621**	**$ -**	**$ 2,469**
Depreciation for the period	240	2,529	73,450	76,219
Balance, October 31 2019	**$ 1,088**	**$ 4,150**	**$ 73,450**	**$ 78,688**
Net Book Value				
Balance, January 31, 2019	**$ 715**	**$ 9,184**	**$ -**	**$ 9,899**
Balance, October 31 2019	**$ 475**	**$ 8,705**	**$ 190,970**	**$ 200,150**

On January 1, 2019, the Company entered into a lease agreement for corporate office space which expires December 31, 2021. Effective February 1, 2019, the Company transitioned to IFRS 16 and recognized this lease as a right-to-use asset, including a lease liability, and recognized the difference of $1,612 upon adoption as a charge to the opening deficit. The Company has applied IFRS 16 using the cumulative catch up method, under which comparative information is not restated.

(Unaudited - Expressed in Canadian Dollars)

4. Exploration and evaluation assets

The Company has interests in mineral properties located in Nevada, USA, and Argentina as at October 31, 2019. A summary of the capitalized acquisition and exploration expenditures on the Company's exploration and evaluation assets for the nine months ended October 31, 2019 and year ended January 31, 2019 are as follows:

	Jumbo Claims	Clayton Valley Claims	Hector Lode Claims	Arizaro East Claims	Total
Balance, January 31 2018	$ -	$ 987,331	$ -	$ -	$ 987,331
Acquisition costs		1,623,605	-	-	1,623,605
Exploration costs	-	328,894	-	-	328,894
Option to purchase	-	-	-	-	-
Impairment	-	(161,176)	-	-	(161,176)
Balance, January 31 2019	**-**	**2,778,654**	**-**	**-**	**2,778,654**
Acquisition costs	-	-	-	-	-
Exploration costs	-	259,708	-	-	259,708
Advanced NSR payments	-	-	-	-	-
Impairment	-	-	-	-	-
Balance, October 31 2019	**$ -**	**$ 3,038,362**	**$ -**	**$ -**	**$ 3,038,362**

Jumbo Claims, Slocan Mining Division, British Columbia

The Company entered into an option agreement dated August 23, 2012 (as amended on May 15, 2014 and February 26, 2015), to acquire a 100% interest in 22 mining claims located near Nakusp, British Columbia, and received TSX-V approval on August 29, 2012 ("effective date"). The purchase price for the 100% interest is payable by the Company with cumulative payments totaling $205,000 and the issuance of an aggregate 140,000 shares of the Company's common stock, as follows:

Date	Cash	Shares
Upon signing (paid)	$ 20,000	-
Within 3 business days of the effective date, (paid and issued)	$ 10,000	50,000
First anniversary after effective date, (paid and issued)	$ 50,000	35,000
On or before June 15, 2014 (paid and issued)	$ 20,000	27,500
On or before August 29, 2014 (issued)	-	27,500
On or before February 28, 2015 (paid)	$ 15,000	-
Upon the Company acquiring additional funds (paid)	$ 15,000	-
On or before February 28, 2016 (paid)	$ 75,000	-
	$ 205,000	140,000

These claims are also subject to a 3% Net Smelter Return Royalty payable to the Optionor, one third of which can be acquired from the Optionor at a purchase price of $1,000,000. The terms of the Net Smelter Royalty ("NSR") also provide that commencing 36 months after the effective date, minimum annual payment payable to the Optionor pursuant to the NSR Royalty will be $20,000.

4. Exploration and evaluation assets (continued)

Jumbo Claims, Slocan Mining Division, British Columbia (continued)

On February 28, 2016, the Company entered into Addendum III, to amend the Agreement and the two previous amendments of May 13, 2014 and February 26, 2015. Pursuant to Addendum III, the final cash option payment of $75,000 payable on or before February 28, 2016 and the $20,000 annual NSR Royalty payment due August 29, 2015 have been amended to the following:

- $10,000 per month commencing on March 15, 2016 and paid monthly until the $75,000 is paid (paid);
- Subject to regulatory acceptance, the issuance of 40,000 shares of the Company at a deemed price of $0.50 per share in settlement of the $20,000 annual NSR payment outstanding (issued on April 30, 2016), with the shares being restricted from trading for a period of one year from their date of issue; and
- Forgiveness of the second annual NSR Royalty payment of $20,000 due August 29, 2016, with the next annual NSR payment now due August 29, 2017. In relation to that, on June 8, 2018, the Company transferred 2 mineral claims back to the Vendor in exchange for the forgiving of a $20,000 advanced royalty payment that was due on August 29, 2017.

On April 10, 2018, the Company announced that it allowed the Jumbo Claims to lapse; therefore impairment of $921,664 was recognized for the year ended January 31, 2018.

Clayton Valley, Nevada

The Company entered into an agreement to acquire mineral claims in Clayton Valley, Nevada. The Company paid USD$ 100,000 ($125,480) for the mineral claims, by way of a promissory note to the vendor and a NSR of 2.5%. The promissory note and all accrued interest at the rate of 8% per annum is due on or before April 27, 2017. The definitive agreement and transfer of tenure was closed on April 27, 2016.

The Company subsequently acquired additional claims by way of staking. In total, Noram held 888 claims in the Clayton Valley.

On February 8, 2017, the Company entered into a definitive property option agreement (the “Option Agreement”) with Alba Minerals Ltd. (“Alba”), whereby Alba would acquire an interest in the lithium claims at Clayton Valley, Nevada and the Hector Lode lithium claims in San Bernardino County California upon fulfilling a series of commitments and milestones. In 2017, Alba vested a 25% interest in the claims by fulfilling the necessary terms of this agreement. On September 1, 2017, the claim blocks were reduced to 646 claims by mutual consent of the two companies.

On March 8, 2018, the Company purchased an additional 140 lode claims for USD 64,680 ($83,605) by way of staking.

On May 28, 2018, the Company entered into a property purchase agreement with Alba to repurchase the 25% interest Alba earned in the Clayton Valley claims by issuing 3,800,000 common shares with a fair value of $1,140,000 and paying $400,000 in cash. On November 14, 2018, this transaction was completed.

On June 7, 2018, Green Energy filed a complaint in the Fifth Judicial Court of the State of Nevada against Centrestone Resources LLC (“Centerstone”), a Nevada limited liability company. On January 10, 2019, a settlement was reached with Centerstone and the Company received cash consideration of USD 50,000 ($66,329). Noram retained core Zeus claims.

4. Exploration and evaluation assets (continued)

Clayton Valley, Nevada (continued)

During the year ended January 31, 2019, the Company decided not to proceed with the Lithium Brine project; therefore, impairment of $161,176 was recognized.

Hector Lode mineral claims, San Bernadino County, California, US

On September 14, 2016 the Company acquired claims in San Bernadino County, California, US by paying USD$100,000 ($132,303) and issuing 1 million common shares to the vendor with a fair value of $0.65 per share.

During the year ended January 31, 2018, management abandoned the Hector Lode mineral claims. The aggregate costs related to the abandoned exploration and evaluation assets in the amount of $782,303 were recorded as an impairment charge. The abandonment of these claims was taken into consideration when repurchasing Alba's interest in the original Clayton Valley agreement.

Arizaro East mineral claims, Province of Salta, Argentina

On July 26, 2017, the Company signed a property option agreement to acquire the Arizaro East Claims in the Province of Salta, Argentina. In keeping with the terms of the option agreement, the Company issued 2,850,000 common shares, at a fair value of $0.30 per share equaling $855,000, to earn a 90% interest in the property and can earn the remaining 10% by making a payment of US$150,000 on or before July 31, 2018 (Note 5). On August 25, 2017, the Company paid $187,380 (US$150,000) for the remaining 10% interest of Arizaro East Mineral Claims.

During the year ended January 31, 2018, the Company recognized impairment of $1,066,005 on the Arizaro East property due to less than favourable results; however, the Company has continued discussions regarding exploration.

5. Share Capital

a) Authorized: Unlimited number of common shares with no par value

b) Issued and Outstanding

2020

On October 17, 2019, the Company issued 3,827,273 units pursuant to a non-brokered private placement at $0.055 per unit for gross proceeds of $210,500. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share at the price of $0.07 until October 17, 2024.

During the nine months ended October 31, 2019, the Company issued 100,000 common shares pursuant to the exercise of options at prices ranging from $0.15 to $0.16 per share for cash proceeds of $15,850. An amount of $14,833 was transferred from reserves to share capital upon exercise of these options.

During the nine months ended October 31, 2019, the Company issued 150,000 common shares pursuant to the exercise of warrants at a price of $0.14 per share for gross proceeds of $21,000.

(Unaudited - Expressed in Canadian Dollars)

5. Share Capital (continued)

b) Issued and Outstanding (continued)

2019

During the year ended January 31, 2019, the Company issued a total of 850,000 common shares pursuant to the exercise of options for total cash proceeds of $165,500. In February, 2018, 100,000 options were exercised at a price of $0.50 per share; in November, 2018, 300,000 options were exercised at a price of $0.16 per share; in December, 2018, 450,000 options were exercised at a price of $0.15 per share. An amount of $161,200 was transferred from reserves to share capital upon exercise of these options.

During the year ended January 31, 2019, the Company issued 70,000 common shares pursuant to the exercise of warrants at a price of $0.50 per share for gross proceeds of $35,000.

On November 14, 2018, the Company issued 3,800,000 common shares for property option payments for Clayton Valley mineral claim to earn a 25% interest at fair value of $0.30 per share for a total fair value of $1,140,000 (Note 4).

On October 11, 2018, the Company issued 11,962,476 units pursuant to a non-brokered private placement at $0.105 per unit for gross proceeds in the amount of $1,256,060. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share at the price of $0.14 until October 11, 2020. The Company paid finder's fees of $58,648 in cash and 558,560 non-transferrable warrants with a fair value of $58,341. Each warrant is exercisable into one common share at a price of $0.14 until October 11, 2020. Consulting fees of $6,000 owing to a director were converted into common shares at $0.105 per share. As at January 31, 2019, the Company has subscriptions receivable of $5,000 related to this private placement.

On March 2, 2018, the Company consolidated its shares on the basis of one new, post-consolidated share for every 10 old, pre-consolidated shares. All share and per share amounts in these financial statements are presented on a post-consolidation basis.

c) Stock Options

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option will not be less than the discounted market price of the common shares as permitted by the TSX Venture Exchange policies. The options can be granted for a maximum term of 5 years.

The fair value of options granted during the nine months ended October 31, 2019 and the year ended January 31, 2019 has been estimated as at the date of grant using the Black-Scholes Option Pricing Model using following weighted average assumptions:

	October 31, 2019	**January 31, 2019**
Risk-free interest rate	*1.45%*	*2.16 to 2.49%*
Expected dividend yield	*0%*	*0%*
Share price volatility	*78%*	*130 to 135%*
Expected life of options	*5 years to 10 years*	*5 years to 10 years*

(Unaudited - Expressed in Canadian Dollars)

5. Share Capital (continued)

c) Stock Options (continued)

On September 12, 2019, the Company granted 1,450,000 stock options to directors, officers and consultants of the Company, which are exercisable at $0.07 for a period of 10 years until September 12, 2029. The estimated fair value of $100,754, $0.0695 a share, has been expensed during the period. It was calculated using the Black-Scholes model based on the following assumptions: risk-free interest rate of 1.45%, expected life of 10 years, no annual dividend, and expected volatility of 78%.

On April 30, 2019, 90,000 options expired that were issued to a former director.

On December 21, 2018, the Company cancelled 30,000 options to a former consultant.

On October 12, 2018, the Company granted 1,230,000 stock options to directors, officers and consultants of the Company, which are exercisable at $0.16 for a period of 10 years until October 12, 2028. The estimated fair value of $189,883, $0.1544 a share, has been expensed during the year. It was calculated using the Black-Scholes model based on the following assumptions: risk-free interest rate of 2.49%, expected life of 10 years, no annual dividend and expected volatility of 130%.

On September 4, 2018, the Company granted 800,000 stock options to directors, officers and consultants of the Company, which are exercisable at $0.15 for a period of 5 years until September 4, 2023. The estimated fair value of $91,141, $0.1193 a share, has been expensed during the year. It was calculated for the options using the Black-Scholes model based on the following assumptions: risk-free interest rate of 2.16%, expected life of 5 years, no annual dividend, and expected volatility of 130%.

On May 18, 2018, the Company granted 1,900,000 stock options to directors, officers and consultants of the Company, which are exercisable at $0.18 for a period of 10 years until May 18, 2028. The estimated fair value of $435,232, $0.2291 a share, has been expensed during the year. It was calculated for the options using the Black-Scholes model based on the following assumptions: risk-free interest rate of 2.48%, expected life of 10 years, no annual dividend, and expected volatility of 135%.

All of the options granted in 2019 vested upon grant.

The Company has the following options outstanding and exercisable:

Number of Options	Weighted Average Exercise Price	Weighted Average remaining contractual life	Expiry Date
1,050,000	$ 0.18	8.55 years	May 18, 2028
335,000	$ 0.15	3.85 years	September 4, 2023
815,000	$ 0.16	8.96 years	October 12, 2028
1,450,000	$ 0.07	9.87 years	September 12, 2029
3,650,000	$ 0.13	8.74 years	

(Unaudited - Expressed in Canadian Dollars)

5. Share Capital (continued)

c) Stock Options (continued)

A summary of stock option activity is as follows:

	Nine months ended October 31 2019			Year ended January 31 2019		
	Number of Options Exercisable	Weighted average exercise price		Number of Options	Weighted average exercise price	
Outstanding - beginning of period	2,420,000	$	0.17	585,000	$	0.54
Issued during the period	-	$	-	1,900,000	$	0.18
Issued during the period	-	$	-	800,000	$	0.15
Issued during the period	-	$	-	1,230,000	$	0.16
Issued during the period	1,450,000	$	0.07	-	$	-
Cancelled during the period	-	$	-	(485,000)	$	0.54
Cancelled during the period	(90,000)	$	0.18	(760,000)	$	0.18
Cancelled during the period	(30,000)	$	0.16	-	$	-
Exercised during the period	-	$	-	(100,000)	$	0.54
Exercised during the period	(15,000)	$	0.15	(450,000)	$	0.15
Exercised during the period	(85,000)	$	0.16	(300,000)	$	0.16
Outstanding - end of period	3,650,000	$	0.13	2,420,000	$	0.17

d) Warrants

As at October 31, 2019, the following share purchase warrants were outstanding:

Number of Warrants Exercisable		Weighted Average Exercise Price	Weighted Average remaining contractual life	Expiry Date
12,371,036	$	0.14	0.95 years	October 11, 2020
3,827,273	$	0.07	4.97 years	October 17, 2024

Details of common share purchase warrants activity for the periods ending October 31, 2019 and January 31, 2019 are as follows:

(Unaudited - Expressed in Canadian Dollars)

5. Share Capital (continued)

d) Warrants

	Nine months ended October 31 2019			Year ended January 31 2019		
	Number of Warrants Exercisable	Weighted average exercise price		Number of Warrants	Weighted average exercise price	
Outstanding - beginning of period	12,521,036	$	0.14	1,403,100	$	0.70
Unit warrants issued	-	$	-	11,962,476	$	0.14
Unit warrants issued	3,827,273	$	0.07	-	$	-
Brokers warrants issued	-	$	-	558,560	$	0.14
Warrants exercised	-	$	-	(70,000)	$	0.50
Warrants exercised	(150,000)	$	0.14	-	$	-
Warrants expired	-	$	-	(1,333,100)	$	0.50
Outstanding - end of period	16,198,309	$	0.12	12,521,036	$	0.14

e) Reserve

Reserves are comprised of items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

6. Related Party Transactions

During the nine months ended October 31, 2019, the Company had the following related party transactions:

a) The Company paid management fees in the amount of $Nil (2018: $45,000) to the former CEO of the Company.

b) The Company incurred geological consulting fees in the amount of $69,056 (2018: $17,667), which were capitalized in exploration and evaluation assets, to a company in which the CEO of the Company is a principal.

c) The Company paid consulting fees in the amount of $Nil (2018: $3,500) to a former officer of the Company.

d) The Company paid or accrued consulting fees of $Nil (2018: $5,000) to the CFO of the Company.

(Unaudited - Expressed in Canadian Dollars)

6. Related Party Transactions

e) During the year ended January 31, 2019, the Company received loans totaling $135,000 from directors or companies under their control. The loans were used to pay for the shares subscribed by the related party during the year. These loans bore interest at 12% per annum. Interest expense of $6,309 was accrued during the year and was included in accrued liabilities at January 31, 2019. This interest was forgiven during the nine months ended October 31, 2019.

f) At October 31, 2019, included in accounts payable and accrued liabilities is an amount of $77,904 (January 31, 2019 - $6,309) owing to a director and a company in which the CEO of the Company is a principal.

Key management compensation includes management fees of $Nil (2018: $53,500) and accounting fees of $Nil (2018: $1,500) paid to the CFO, the former CEO and a former officer of the Company.

7. Financial Instruments

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include cash, reclamation bond, and accounts payable. The carrying amounts of cash, reclamation bond and accounts payable approximate their fair values because of the short term nature of these instruments.

The following table summarizes the carrying values of the Company's financial instruments:

	October 31, 2019	January 31, 2019
	$	$
Financial assets at fair value through profit or loss (i)	160,864	271,238
Financial liabilities at amortized cost (ii)	255,891	192,338

(i) Cash and reclamation bond
(ii) Accounts payable

The following table sets forth the Company's financial assets measured at fair value on a recurring basis by level within the fair value hierarchy as follows:

Cash	Level 1	Level 2	Level 3	Total
	$	$	$	$
As at January 31, 2019	251,697	-	-	251,697
As at October 31, 2019	141,705	-	-	141,705

(Unaudited - Expressed in Canadian Dollars)

8. Financial risk management objectives and policies

The risks associated with financial instruments and the policies on how to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Credit risk

Credit risk is the risk of financial loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash and reclamation bond are subject to credit risk for a maximum of the amounts shown on the statements of financial position. The Company limits its exposure to credit risk on cash by depositing only with reputable financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company uses cash to settle its financial obligations as they fall due. The ability to do this relies on the Company maintaining sufficient cash on hand through debt or equity financing. Liquidity risk is assessed as high.

Significant commitments in years subsequent to October 31, 2019 are as follows:

	Carrying value	Contractual Cash flows	Within 1 Year	1 - 5 Years
	$	$	$	$
Accounts payable	255,891	255,891	255,891	-
Lease liability	199,349	220,001	101,544	118,457

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company believes it has no significant foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has no interest-bearing debt as at October 31, 2019. The Company believes it has no significant interest rate risk.

9. Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The capital structure of the Company consists of shareholder's equity, comprising issued capital and deficit. The Company is not exposed to any externally imposed requirements. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

10. Segmented information

The Company operates in one reportable segment, being the identification, acquisition and exploration of mineral interests in Argentina and the USA.

11. Subsequent event

On November 28, 2019, the Company issued 2,200,000 units pursuant to a non-brokered private placement at $0.055 per unit for gross proceeds of $121,000. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one common share at the price of $0.07 until November 28, 2024.

In connection with the November 28, 2019 private placement, the Company paid finders fees of $7,260.