

## FORM 5

### **QUARTERLY LISTING STATEMENT**

Name of Listed Issuer: Bolt Metals Corp. (the "Issuer").

Trading Symbol: BOLT

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities Act*, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

#### **General Instructions**

- (a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.
- (b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.
- (c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

#### **SCHEDULE A: FINANCIAL STATEMENTS**

**See Financial Statements for the quarter ended March 31, 2020 attached as Schedule A.**

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

#### **SCHEDULE B: SUPPLEMENTARY INFORMATION**

The supplementary information set out below must be provided when not included in Schedule A.

**1. Related party transactions**

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

**All Related Party transactions, if any, have been disclosed in the Issuer's Management Discussion and Analysis for the quarter ended March 31, 2020 attached as Schedule C.**

- (a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
- (b) A description of the transaction(s), including those for which no amount has been recorded.
- (c) The recorded amount of the transactions classified by financial statement category.
- (d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
- (e) Contractual obligations with Related Persons, separate from other contractual obligations.
- (f) Contingencies involving Related Persons, separate from other contingencies.

**2. Summary of securities issued and options granted during the period.**

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

**All securities issued and options granted, if any, have been disclosed in the Issuer's Financial Statements for the quarter ended March 31, 2020 – see Schedule A.**

- (a) summary of securities issued during the period,

<b>Date of Issue</b>	<b>Type of Security (common shares, convertible debentures, etc.)</b>	<b>Type of Issue (private placement, public offering, exercise of warrants, etc.)</b>	<b>Number</b>	<b>Price</b>	<b>Total Proceeds</b>	<b>Type of Consideration (cash, property, etc.)</b>	<b>Describe relationship of Person with Issuer (indicate if Related Person)</b>	<b>Commission Paid</b>

- (b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant

**3. Summary of securities as at the end of the reporting period.**

**A summary of securities as at the end of the reporting period have been disclosed in the Issuer's Financial Statements for the quarter ended March 31, 2020 – see Schedule A.**

Provide the following information in tabular format as at the end of the reporting period:

- (a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,
- (b) number and recorded value for shares issued and outstanding,
- (c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value, and
- (d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

**4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.**

Name	Position
Ranjeet Sundher	Director, President and Chief Executive Officer
Steve Vanry	Director, Chief Financial Officer and Corporate Secretary
Sean Bromley	Director
Garry Clark	Director
Geoffrey Fielding	Director

**SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS**

Provide Interim MD&A if required by applicable securities legislation.

**See Management Discussion and Analysis for the quarter ended March 31, 2020 attached as Schedule C.**

## Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated June 1, 2020.

Ranjeet Sundher  
Name of Director or Senior Officer

/s/ "Ranjeet Sundher"  
Signature

President & CEO  
Official Capacity

<b>Issuer Details</b> Name of Issuer <b>Bolt Metals Corp.</b>	For Quarter Ended <b>March 31, 2020</b>	Date of Report <b>06/01/2020</b>
Issuer Address <b>300 235 15<sup>th</sup> Street</b>		
City/Province/Postal Code <b>West Vancouver, B.C., V7T 2X1</b>	Issuer Fax No. <b>N/A</b>	Issuer Telephone No. <b>(604) 922-8272</b>
Contact Name <b>Leah Hodges</b>	Contact Position <b>Administrator</b>	Contact Telephone No. <b>(604) 377-0403</b>
Contact Email Address <a href="mailto:admin@boltmetals.com">admin@boltmetals.com</a>	Web Site Address <a href="http://www.boltmetals.com">www.boltmetals.com</a>	

**SCHEDULE A**

**FINANCIAL STATEMENTS**

**FOR THE QUARTER ENDED MARCH 31, 2020**



**BOLT METALS CORP.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED MARCH 31, 2020**

**(Expressed in Canadian Dollars)  
(Unaudited)**

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

The accompanying condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

**BOLT METALS CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars)

(Unaudited)

AS AT

	<b>March 31, 2020</b>	<b>December 31, 2019</b>
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 1,228,008	\$ 202,730
Receivables	17,750	12,257
Prepaid expenses	54,610	66,887
Advances (Note 11)	<u>4,336</u>	<u>4,336</u>
	1,304,704	286,210
<b>Equipment</b> (Note 4)	42,221	47,098
<b>Right-of-use assets</b> (Note 5)	11,778	14,722
<b>Exploration and evaluation assets</b> (Note 6)	<u>741,948</u>	<u>741,948</u>
	\$ 2,100,651	\$ 1,089,978
<b>LIABILITIES AND EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Notes 7 and 11)	\$ 381,575	\$ 737,387
Lease liability (Note 5)	-	12,688
Taxes payable	<u>71,200</u>	<u>71,200</u>
	<u>452,775</u>	<u>821,275</u>
<b>Equity</b>		
Share capital (Note 8)	14,581,920	12,260,266
Reserves (Note 8)	827,901	371,932
Deficit	<u>(13,873,002)</u>	<u>(12,464,598)</u>
Equity attributable to the Company's shareholders	1,536,819	167,600
Non-controlling interest (Note 10)	<u>111,057</u>	<u>101,103</u>
	<u>1,647,876</u>	<u>268,703</u>
	\$ 2,100,651	\$ 1,089,978

**NATURE OF OPERATIONS AND GOING CONCERN** (Note 1)**SUBSEQUENT EVENT** (Note 16)

Approved and authorized on behalf of the Board:

"Ranjeet Sundher"

Director

"Steve Vanry"

Director

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



**BOLT METALS CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31,

	<b>2020</b>	<b>2019</b>
<b>EXPENSES</b>		
Consulting fees (Note 11)	\$ 408,297	\$ 179,464
Corporate development (Note 11)	24,000	57,500
Exploration expenditures (Note 6)	59,606	341,640
Foreign exchange	(14,407)	(995)
Interest and bank charges	879	428
Investor relations	149	465
Office and miscellaneous	26,810	48,684
Management fees (Note 11)	89,323	91,552
Marketing	304,309	172,358
Professional fees (Note 11)	61,755	39,720
Property investigation costs (Notes 9 and 11)	4,500	4,500
Rent	2,250	2,250
Share-based payments (Notes 8 and 11)	697,995	14,238
Shareholder liaison and filing fees	13,741	13,133
Transfer agent	4,668	3,074
Travel	<u>23,461</u>	<u>22,450</u>
	<u>(1,707,336)</u>	<u>(990,461)</u>
Gain (loss) on settlement of accounts payable (Note 8)	<u>107,000</u>	<u>(12,000)</u>
	<u>107,000</u>	<u>(12,000)</u>
<b>Loss and comprehensive loss for the period</b>	<b>\$ (1,600,336)</b>	<b>\$ (1,002,461)</b>
Loss and comprehensive loss attributable to:		
Equity holders of the Company	\$ (1,610,290)	\$ (1,002,461)
Non-controlling interest (Note 10)	<u>9,954</u>	<u>-</u>
	<u>\$ (1,600,336)</u>	<u>\$ (1,002,461)</u>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.02)</b>	<b>\$ (0.02)</b>
<b>Weighted average number of common shares outstanding</b>	<b>73,584,453</b>	<b>57,631,117</b>

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

**BOLT METALS CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31,

	<b>2020</b>	<b>2019</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (1,600,336)	\$ (1,002,461)
Items not affecting cash:		
Depreciation	7,821	4,877
Share-based payments	697,995	14,238
Loss (gain) on settlement of accounts payable	(107,000)	12,000
Interest on lease liability	212	-
Changes in non-cash working capital items:		
Receivables	(5,493)	(4,363)
Prepaid expenses	12,277	10,215
Accounts payable and accrued liabilities	<u>229,188</u>	<u>107,833</u>
Net cash used in operating activities	<u>(765,336)</u>	<u>(857,661)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITY</b>		
Advance non-controlling interest payment	<u>(40,140)</u>	<u>(40,339)</u>
Net cash used in investing activity	<u>(40,140)</u>	<u>(40,339)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of common shares	742,164	1,265,000
Proceeds from exercise of warrants	1,121,066	-
Share issue costs	(19,576)	(27,932)
Lease payments	<u>(12,900)</u>	<u>-</u>
Net cash provided by financing activities	<u>1,830,754</u>	<u>1,237,068</u>
<b>Change in cash for the period</b>	<b>1,025,278</b>	<b>339,068</b>
<b>Cash, beginning of period</b>	<u><b>202,730</b></u>	<u><b>1,481,206</b></u>
<b>Cash, end of period</b>	<u><b>\$ 1,228,008</b></u>	<u><b>\$ 1,820,274</b></u>

**Supplemental disclosure with respect to cash flows** (Note 12)

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

**BOLT METALS CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Canadian Dollars)  
(Unaudited)

	<u>Share capital</u>		Reserves	Deficit	Non-controlling interest	Total
	Number	Amount				
<b>Balance at December 31, 2018</b>	51,952,691	\$ 10,355,641	\$ 1,159,858	\$ (9,833,124)	\$ 23,705	\$ 1,706,080
Shares issued for cash	10,541,667	1,265,000	-	-	-	1,265,000
Share issuance costs	-	(27,932)	-	-	-	(27,932)
Shares issued for settlement of accounts payable	600,000	120,000	-	-	-	120,000
Share-based payments	-	-	14,238	-	-	14,238
Advance non-controlling interest payment (Note 6)	-	-	-	(40,339)	-	(40,339)
Loss for the period	-	-	-	(1,002,461)	-	(1,002,461)
<b>Balance at March 31, 2019</b>	63,094,358	\$ 11,712,709	\$ 1,174,096	\$ (10,875,924)	\$ 23,705	\$ 2,034,586
<b>Balance at December 31, 2019</b>	64,777,691	\$ 12,260,266	\$ 371,932	\$ (12,464,598)	\$ 101,103	\$ 268,703
Shares issued for cash	6,184,704	742,164	-	-	-	742,164
Shares issued for exercise of warrants	5,605,332	1,121,066	-	-	-	1,121,066
Share issuance costs	-	(19,576)	-	-	-	(19,576)
Shares issued for settlement of accounts payable	2,899,999	478,000	-	-	-	478,000
Share-based payments	-	-	697,995	-	-	697,995
Allocation of expired options	-	-	(242,026)	242,026	-	-
Advance non-controlling interest payment (Note 6)	-	-	-	(40,140)	-	(40,140)
Loss for the period	-	-	-	(1,610,290)	9,954	(1,600,336)
<b>Balance at March 31, 2020</b>	79,467,726	\$ 14,581,920	\$ 827,901	\$ (13,873,002)	\$ 111,057	\$ 1,647,876

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

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020**

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Bolt Metals Corp. ("the Company") operates in the mineral resource industry and trades on the Canadian Securities Exchange ("CSE") under the symbol BOLT, on the OTCQB under the symbol PCRCF, and on the Frankfurt Exchange under the symbol NXFE. The Company's head office is located at Suite 300 - Bellevue Centre, 235 - 15th Street, West Vancouver, BC, V7T 2X1 and its registered records office is located at Pacific Centre, 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5.

The Company's principal business activities include the acquisition and exploration of mineral exploration and evaluation assets in Indonesia. The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the 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. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These condensed interim consolidated financial statements 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 Company's continuation as a going concern is dependent upon the successful results from its business activities, its ability to obtain profitable operations and generate funds, and/or complete financings sufficient to meet current and future obligations, which in turn is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. The Company will be required to raise funding to operate in the upcoming year. These material uncertainties may cast significant doubt as to the ability of the Company to continue as a going concern. Management closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations or its ability to raise funds.

**2. BASIS OF PREPARATION****Statement of compliance**

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee. They do not include all disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements, and, therefore, should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2019, prepared in accordance with IFRS as issued by the IASB.

**Approval of the financial statements**

These condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on June 1, 2020.

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020**

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**2. BASIS OF PREPARATION (cont'd...)****Basis of presentation**

These condensed interim consolidated financial statements have been prepared on a historical cost basis, using the accrual basis of accounting, except for cash flow information and certain financial assets that are measured at fair value.

**Functional and presentation currency**

These condensed interim consolidated financial statements are presented in Canadian dollars, unless otherwise noted, which is the functional currency of the Company and its subsidiaries.

**Principles of consolidation**

These condensed interim consolidated financial statements include the accounts of the Company and its direct wholly-owned subsidiaries. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions, are eliminated in preparing the condensed interim consolidated financial statements.

For partially owned subsidiaries, non-controlling interest represents the portion of a subsidiary's earnings and losses and net assets that is not held by the Company. Adjustments to non-controlling interest are accounted for as transactions with owners and adjustments that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

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Name of Subsidiary	Country of Incorporation	Percentage of Ownership	Principal Activity
1121844 BC Ltd.	Canada	100%	Holding company
Cobalt Power (Asia) Limited ("CPA HK")	Hong Kong	100%	Holding company
Pacific Rim Mining Limited	Hong Kong	100%	Inactive
Pacific Rim Processing Limited	Hong Kong	100%	Holding company
Minerals Harvest Limited	Hong Kong	100%	Holding company
PT. Tablasufa Nickel Mining ("TNM")	Indonesia	65%	Exploration in Indonesia
PT. Pacific Rim Mineral Indonesia	Indonesia	100%	Exploration in Indonesia

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**Significant estimates**

The preparation of these condensed interim consolidated financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020**

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**2. BASIS OF PREPARATION (cont'd...)****Significant estimates (cont'd...)**Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Accounting for acquisitions

The fair value of assets acquired and liabilities assumed requires that management make estimates based on the information provided by the acquiree. The determination of fair value as of the acquisition date requires management to make certain estimates about future events, including, but not restricted to, mineral reserves and resources acquired, exploration potential, future operating costs and capital expenditures, future metal prices, long-term foreign exchange rates and discount rates.

Determination of income taxes

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.

The determination of the ability of the Company to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

**Significant judgments**

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are, but are not limited to, the following:

Deferred acquisition costs

The Company has entered into an agreement to acquire a company holding a mineral project. The acquisitions are being accounted for as advances toward the purchase of a company interest in accordance with IFRS 10, Consolidated Financial Statements and capitalized to the statement of financial position. Upon gaining control, the Company will consolidate the entity.

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****2. BASIS OF PREPARATION (cont'd...)****Significant judgments (cont'd...)**Acquisition of company that does not meet the definition of a business

Determination of whether a set of assets acquired and liabilities assumed constitute a business may require the Company to make certain judgments, taking into account all facts and circumstances. A business is presumed to be an integrated set of activities and assets capable of being conducted and managed for the purpose of providing a return in the form of dividends, lower costs or economic benefits. The transaction with PT. Tablasufa Nickel Mining was determined to constitute an acquisition of net assets, as it did not meet the definition of a business.

Determination of functional currency

The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which each entity operates. The Company has determined the functional currency of each entity to be the Canadian dollar. Determination of the functional currency may involve certain judgments to determine the primary economic environment. The functional currency may change if there is a change in events and conditions which determines the primary economic environment.

**3. SIGNIFICANT ACCOUNTING POLICIES**

There have been no significant changes to the Company's significant accounting policies from those disclosed in the consolidated financial statements for the year ended December 31, 2019.

**4. EQUIPMENT**

	<b>Equipment</b>	<b>Total</b>
<b>Cost</b>		
December 31, 2018, December 31, 2019, and March 31, 2020	\$ 78,033	\$ 78,033
<b>Accumulated depreciation</b>		
December 31, 2018	\$ 11,427	\$ 11,427
Depreciation	19,508	19,508
December 31, 2019	30,935	30,935
Depreciation	4,877	4,877
March 31, 2020	\$ 35,812	\$ 35,812
<b>Net Book Value</b>		
December 31, 2019	\$ 47,098	\$ 47,098
March 31, 2020	\$ 42,221	\$ 42,221

Depreciation is included in exploration expenditures.

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****5. RIGHT-OF-USE ASSETS AND LEASE LIABILITY**

Set out below are the carrying amounts of the Company's right-of-use assets and lease liabilities and the movements.

	<b>Right-of-use assets</b>	<b>Lease liabilities</b>
January 1, 2019	\$ 26,500	\$ 24,173
Depreciation expense	(11,778)	-
Interest expense	-	1,415
Payments	-	(12,900)
December 31, 2019	\$ 14,722	\$ 12,688
Depreciation expense	(2,944)	-
Interest expense	-	212
Payments	-	(12,900)
March 31, 2020	\$ 11,778	\$ -

Depreciation of right-of-use assets is included in exploration expenses. Interest expense related to lease liabilities is included in interest and bank charges.

**6. EXPLORATION AND EVALUATION ASSETS**

<b>Property</b>	<b>Cyclops Property</b>	<b>Dina Pool Property</b>	<b>Doe Creek Property</b>	<b>Total</b>
Balance, December 31, 2018	\$ 741,948	\$ 20,064	\$ 6,368	\$ 768,380
Option agreement	-	(1,250)	(1,250)	(2,500)
Disposition of exploration and evaluation assets	-	(18,814)	(5,118)	(23,932)
Balance, December 31, 2019 and March 31, 2020	\$ 741,948	\$ -	\$ -	\$ 741,948

Cyclops Property

CPA HK is party to an option agreement to acquire all of the issued and outstanding securities of TNM, which holds a mining permit for the Cyclops property located in the located in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. TNM is a private Indonesia company holding an Izin Usaha Pertambangan Operation Production Mining Permit for the TNM Cobalt Project. On July 16, 2018, the Company acquired 65% of the issued and outstanding shares of TNM.

On June 17, 2019, the Company entered into an amended agreement with the vendor for the acquisition of the remaining 35% of TNM. Under the terms of the agreement, the Company is required pay US\$1,220,000 as follows:

- i. US\$120,000 on or before June 15, 2020;
- ii. US\$120,000 on or before June 15, 2021; and
- iii. US\$980,000 on or before June 15, 2022.



**BOLT METALS CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2020

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**6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**Cyclops Property (cont'd...)

The Company has the right to defer the final payment date for a period of one year by delivering written notice and paying an additional USD\$120,000 on or before June 15, 2022.

Pursuant to the amended agreement, to acquire the remaining 35% minority interest, the amount of debt due and owing from TNM to the vendor was reduced by \$296,269, which resulted in a gain on settlement of accounts payable of \$296,269 for the year ended December 31, 2019.

Payments made prior to signing the agreement and toward the acquisition of the 35% interest will be recorded to deficit as an advance non-controlling interest payment (three months ended March 31, 2020 - \$40,140; year ended December 31, 2019 - \$160,855).

Upon obtaining control, the Company will grant a 2% net smelter returns royalty on future production.

Dina Pool Property

On June 23, 2016, the Company purchased land in the Provost area of Alberta through a Province of Alberta land sale.

Doe Creek Property

On September 15, 2016, the Company purchased land in the Grande Prairie area of Alberta through a Province of Alberta Land sale.

On September 5, 2017, subsequently amended on December 11, 2019, the Company entered into a property option agreement with Drifter Way Holding Co. Ltd. ("Drifter"), in which a director has significant influence, to dispose of the Dina Pool property and the Doe Creek property by granting to Drifter the sole and exclusive option to acquire a 100% interest in such properties by making aggregate cash payments of \$5,000 over a two year period.

On December 20, 2019, Drifter gave notice it would exercise its option for the acquisition of the Dina Pool property and the Doe Creek property. The properties were transferred to Drifter and, accordingly, the Company recorded a loss on disposition of exploration and evaluation assets of \$23,932 for the year ended December 31, 2019.

Exploration and evaluation expenditures for the three months ended March 31, 2020 are as follows:

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<b>Property</b>	<b>Cyclops Property</b>	<b>Total</b>
Equipment	\$ 5,094	\$ 5,094
Travel	2,788	2,788
Wages and benefits	51,724	51,724
Balance, March 31, 2020	\$ 59,606	\$ 59,606

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**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****6. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

Exploration and evaluation expenditures for the three months ended March 31, 2019 are as follows:

Property	Cyclops Property	Dina Pool and Doe Creek Properties	Total
Community development	\$ 68,809	\$ -	\$ 68,809
Drilling, sampling, analysis	20,826	-	20,826
Equipment	24,318	-	24,318
Metallurgy	34,065	-	34,065
Permitting	59	-	59
Professional	1,055	-	1,055
Supplies and miscellaneous	56,502	-	56,502
Travel	11,939	-	11,939
Wages and benefits	124,067	-	124,067
Balance, March 31, 2019	\$ 341,640	\$ -	\$ 341,640

**7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	March 31, 2020	December 31, 2019
Accounts payable	\$ 317,612	\$ 664,855
Accrued liabilities	63,963	72,532
	\$ 381,575	\$ 737,387

**8. SHARE CAPITAL****Authorized share capital**

Unlimited number of common shares without par value.

**Issued share capital**

During the three months ended March 31, 2020, the Company:

- i. issued 6,184,704 units at a price of \$0.12 per unit by way of a private placement for proceeds of \$742,164. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$0.16 per common share, for a period of 12 months from the date of issue. The Company paid a total of \$19,576 in cash for finder's and legal fees;
- ii. issued 5,605,332 common shares, for proceeds of \$1,121,066, pursuant to the exercise of warrants; and
- iii. issued 2,899,999 common shares, valued at \$478,000, to settle accounts payable of \$585,000, which resulted in a gain on settlement of accounts payable of \$107,000.

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020**

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**8. SHARE CAPITAL (cont'd...)****Issued share capital (cont'd...)**

During the three months ended March 31, 2019, the Company:

- i. issued 10,541,667 units at a price of \$0.12 per unit by way of a private placement for proceeds of \$1,265,000. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$0.20 per common share, for a period of 12 months from the date of issue. The Company paid a total of \$27,932 in cash for finder's and legal fees; and
- ii. issued 600,000 common shares, valued at \$120,000, to settle accounts payable of \$108,000, which resulted in a loss on settlement of accounts payable of \$12,000.

**Escrow shares**

As at March 31, 2020, there are 4,950,000 (December 31, 2019 - 4,950,000) shares held in escrow. The escrow shares will be released from escrow based upon the passage of time at a rate of 2,475,000 common shares every six months.

**Stock options**

The Company has a stock option plan that provides for the issuance of options to directors, officers, employees and consultants of the Company to purchase common shares. The maximum aggregate number of plan shares that may be reserved for issuance under the plan at any point in time is 10% of the outstanding shares at the time. Vesting is determined at the discretion of the Board of Directors.

During the three months ended March 31, 2020, the Company granted 4,800,000 (2019 - nil) incentive stock options to consultants. The options have various vesting provisions. During the three months ended March 31, 2020, the Company expensed \$697,995 (2019 - \$14,238), which was recorded in share-based payments.

The weighted average fair value of stock options granted during the three months ended March 31, 2020 was \$0.15 (2019 - \$nil) per option.

The fair value of stock options granted was estimated using the Black-Scholes option pricing model with weighted average assumptions as follows:

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	<b>For the three months ended March 31, 2020</b>	<b>For the three months ended March 31, 2019</b>
Risk-free interest rate	1.48%	-
Expected option life in years	2.6	-
Expected stock price volatility	111%	-
Expected forfeiture rate	-	-

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**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****8. SHARE CAPITAL (cont'd...)****Stock options (cont'd...)**

Stock option activities are summarized as follows:

	Number of options		Weighted average exercise price
Outstanding at December 31, 2018	3,993,750	\$	0.42
Expired	(3,137,500)		0.38
Outstanding at December 31, 2019	856,250		0.57
Granted	4,800,000		0.25
Expired	(500,000)		0.69
Outstanding at March 31, 2020	5,156,250	\$	0.26
Exercisable at March 31, 2020	4,956,250	\$	0.26

The Company has outstanding options entitling the holder to purchase an aggregate of common shares at March 31, 2020 as follows:

Number of options	Exercise price	Expiry date	Contractual life remaining (years)
56,250	\$ 0.133	May 12, 2021	1.12
3,600,000	0.26	February 14, 2022	1.88
200,000	0.26	March 3, 2022	1.92
300,000	0.45	June 12, 2023	3.20
1,000,000	0.20	January 15, 2025	4.80
5,156,250			

**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****8. SHARE CAPITAL (cont'd...)****Warrants**

Warrant activities are summarized as follows:

	Number of warrants		Weighted average exercise price
Outstanding at December 31, 2018	14,921,992	\$	0.57
Issued	10,541,667		0.20
Exercised	(1,083,333)		0.20
Expired	(14,583,660)		0.56
Outstanding at December 31, 2019	9,796,666		0.23
Issued	6,184,704		0.16
Exercised	(5,605,332)		0.20
Expired	(4,191,334)		0.26
Outstanding at March 31, 2020	6,184,704	\$	0.16

The Company has outstanding warrants entitling the holder to purchase an aggregate of common shares at March 31, 2020 as follows:

Number of warrants	Exercise price	Expiry date	Contractual life remaining (years)
6,184,704	\$ 0.16	February 6, 2021	0.85
6,184,704			

Unit Warrant activities are summarized as follows:

	Number of unit warrants		Weighted average exercise price
Outstanding at December 31, 2018	133,333	\$	0.75
Expired	(133,333)		0.75
Outstanding at December 31, 2019 and March 31, 2020	-	\$	-

**BOLT METALS CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2020

**9. PROPERTY INVESTIGATION COSTS**

Property investigation costs for the three months ended March 31, 2020 are as follows:

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<b>Property</b>		<b>Other</b>	<b>Total</b>
Geological	\$	4,500	\$ 4,500
Balance, March 31, 2020	\$	4,500	\$ 4,500

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Property investigation costs for the three months ended March 31, 2019 are as follows:

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<b>Property</b>		<b>Other</b>	<b>Total</b>
Geological	\$	4,500	\$ 4,500
Balance, March 31, 2019	\$	4,500	\$ 4,500

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**10. NON-CONTROLLING INTEREST**

As at March 31, 2020, the equity attributable to the 35% non-controlling interest in TNM is \$111,057 (December 31, 2019 - \$101,103).

The following table presents the changes in equity attributable to the 35% non-controlling interest in TNM:

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		<b>March 31, 2020</b>	<b>December 31, 2019</b>
Balance, beginning of the period	\$	101,103	\$ 23,705
Share of income for the period		9,954	77,398
Balance, end of the period	\$	111,057	\$ 101,103

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**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****10. NON-CONTROLLING INTEREST (cont'd...)**

Summarized financial information about TNM is as follows:

	<b>March 31, 2020</b>	<b>December 31, 2019</b>
Current assets	\$ 1,785	\$ 1,928
Non-current assets	741,948	741,948
Current liabilities	207,790	218,780
Non-current liabilities	218,636	236,231
<hr/>		
Income for the three months ended March 31, 2020 and 2019	28,439	-

The income allocated to non-controlling interest based on an interest of 35% (2019 - 35%) was \$9,954 (2019 - \$nil).

**11. RELATED PARTY TRANSACTIONS**

The Company defines its directors and officers as its key management personnel. The compensation costs for key management personnel is as follows:

	<b>For the three months ended March 31, 2020</b>	<b>For the three months ended March 31, 2019</b>
Consulting fees	\$ 4,500	\$ 9,000
Corporate development	7,500	15,000
Management fees	62,019	51,379
Professional fees	31,750	21,750
Property investigation costs	4,500	4,500
Share-based payments	228,830	-
<hr/>		
	\$ 339,099	\$ 101,629

At March 31, 2020, included in advances are amounts owing from a director and officer of \$4,336 (December 31, 2019 - \$4,336).

At March 31, 2020, included in accounts payable and accrued liabilities are amounts owing to directors and officers of \$14,738 (December 31, 2019 - \$108,080).

**12. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

For the three months ended March 31, 2020, the Company's significant non-cash transactions consisted of:

- i. shares issued for settlement of accounts payable of \$478,000; and
- ii. allocation of expired options from reserves to deficit of \$242,026.

For the three months ended March 31, 2019, the Company's significant non-cash transaction consisted of:

- i. shares issued for settlement of accounts payable of \$120,000.

**BOLT METALS CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE MONTHS ENDED MARCH 31, 2020

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**13. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values because of the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

**Financial risk factors**

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's primary receivable consists of goods and service tax receivable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due. The Company is subject to liquidity risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

(a) *Interest rate risk* - this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 1% change in interest rates would result in a nominal difference in interest income for the three months ended March 31, 2020.

(b) *Foreign currency risk* - this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in foreign exchange rates would be approximately \$25,000 for the three months ended March 31, 2020.

(c) *Price risk* - this risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices in relation to its exploration and evaluation assets.



**BOLT METALS CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian Dollars)

(Unaudited)

**FOR THE THREE MONTHS ENDED MARCH 31, 2020****14. CAPITAL MANAGEMENT**

The Company considers its components within shareholders' equity as capital. The Company's objective when managing capital is to fund its operations and corporate overhead costs, meet obligations as they come due, and to maintain a flexible capital structure, which optimizes the cost of capital at an acceptable risk. The Company has no earnings and therefore it must finance its activities and corporate overhead costs by the sale of common shares or loans.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, or acquire or dispose of assets. In order to maximize ongoing development efforts, the Company does not pay out dividends. Given its objectives, the Company determines the amount of capital to be raised and retained based on the scope of operating activities and potential acquisitions management's assessment of the expected availability of acceptably priced capital in future periods.

There were no changes in the Company's approach to capital management for the three months ended March 31, 2020. The Company is not subject to externally imposed capital requirements.

**15. SEGMENTED INFORMATION**

The Company operates in a single reportable operating segment being the acquisition and exploration of exploration and evaluation assets located in Indonesia and Canada. Geographical information is as follows:

March 31, 2020	Indonesia	Canada	Total
Equipment	\$ 42,221	\$ -	\$ 42,221
Right-of-use assets	11,778	-	11,778
Exploration and evaluation assets	741,948	-	741,948
Total	\$ 795,947	\$ -	\$ 795,947

  

December 31, 2019	Indonesia	Canada	Total
Equipment	\$ 47,098	\$ -	\$ 47,098
Right-of-use assets	14,722	-	14,722
Exploration and evaluation assets	741,948	-	741,948
Total	\$ 803,768	\$ -	\$ 803,768

**16. SUBSEQUENT EVENT**

Subsequent to March 31, 2020, the Company:

- i. made payments of USD \$20,000 towards the Cyclops property (Note 6).

**SCHEDULE B**

**SUPPLEMENTARY INFORMATION**

(please refer to Schedule A”)

**SCHEDULE C**

**MANAGEMENT DISCUSSION AND ANALYSIS  
FOR THE QUARTER ENDED MARCH 31, 2020**

## **INTRODUCTION**

This management's discussion and analysis ("MD&A") reports on the financial position and results of operations of Bolt Metal Corp. (the "Company" or "Bolt") and was prepared and approved by the Board of Directors as at June 1, 2020 and should be read in conjunction with the condensed interim consolidated financial statements and notes thereto for the three months ended March 31, 2020 and the audited consolidated financial statements and notes thereto for the year ended December 31, 2019. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is intended to assist the reader's understanding of the Company and its operations, business, strategies, performance and future outlook from the perspective of management. All dollar figures included therein and in the following MD&A are quoted in Canadian dollars unless otherwise indicated. Additional information related to the Company, including its press releases and quarterly and annual reports, is available for view on SEDAR at [www.sedar.com](http://www.sedar.com).

This MD&A may contain management estimates of anticipated future trends, activities, or results; these are not a guarantee of future performance, since actual results may vary based on factors and variables outside of management's control. Management is responsible for the preparation and integrity of the consolidation financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable.

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the consolidated financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually and is free to meet with them throughout the year.

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under RISKS AND UNCERTAINTIES in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in hydrocarbon exploration and development and production activities in general, volatility and sensitivity to market prices for oil and gas, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, changes in foreign currency exchange rates, and the outbreak of an epidemic or a pandemic, including the recent outbreak of the novel coronavirus (COVID-19), or other health crisis and the related global health emergency affecting workforce health and wellbeing. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

## **DESCRIPTION OF BUSINESS**

The Company was incorporated under the laws of the Province of British Columbia and is a Canadian-based exploration company focused on the acquisition and development of production grade nickel-cobalt deposits, a key raw material input for the growing lithium-ion battery industry.

The Company's head office is located at Suite 300 - Bellevue Centre, 235 - 15th Street, West Vancouver, BC, V7T 2X1 and its registered records office is located at Pacific Centre, 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5. The Company is listed on the Canadian Securities Exchange ("CSE") under the symbol BOLT, the OTCQB under the symbol PCRCF and the Frankfurt Exchange under the symbol NXFE.

## **CYCLOPS PROJECT**

### **Cyclops Nickel-Cobalt Project Acquisition**

On June 17, 2019 the Company entered into a revised Conditional Purchase Agreement to indirectly acquire the remaining 35% (Company currently owns 65%) ownership of a mining permit for the Cyclops Nickel-Cobalt Project, located in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. The agreement was revised such that:

- a) The Company will indirectly purchase the balance of the Project it does not already own (35%) in exchange for staged consideration in the aggregate amount of USD\$1,220,000; and
- b) A creditor has agreed to reduce the amount of the debt due and owing in relation to the project to \$140,706 (Rp1,500,000,000).

Payment terms under the revised Conditional Purchase are:

- a) USD\$120,000 on or before June 15, 2020;
- b) USD\$120,000 on or before June 15, 2021; and
- c) USD\$980,000 on or before June 15, 2022 ("Final Payment").

Notwithstanding the foregoing, the Company shall have the right to defer the Final Payment date for a period of one year by: (i) delivering written notice of its intention to defer the Final Payment on or before the due date of the Final Payment and (ii) payment of an additional USD\$120,000 on or before June 15, 2022.

### **Background**

The Cyclops Project is located directly on the Pacific coast in Depapre District, Jayapura Regency, Papua Province, Republic of Indonesia. The town of Sentani is located about 15 km to the east and with Jayapura, the capital city of Papua Province, located about 40 km to the east.

The Cyclops Project is comprised of a Mining Business Permit – Production Operation license covering exactly five thousand hectares (50km<sup>2</sup>).

Sealed roads enable year-round access to the project area and connect it with the large towns of Jayapura and Sentani. Detailed bathymetric studies have identified three locations along the coast which appear to be favourable for the construction of a deep-water port site within the license area.

The Cyclops Project covers the western segment of a thick ultramafic unit that is exposed along the southern and western slopes of the Cyclops Mountain Range in an area measuring roughly 40 km east-west and 5 km north-south, from Tanahmerah Bay in the west to Jayapura's adjacent Yos Sudarso Bay (Humboldt Bay) in the east.

These ultramafic rocks have been extensively lateritized, resulting in the formation of elevated values of nickel and cobalt residing in shallow, near surface zones of the profile. A total of nine (9) prospective laterite zones underlain by ultramafic rocks have been identified and mapped on the property. Of these, only five have been historically, and to a limited extent, drill tested.

A total of eight hundred and fifty-six (856) holes drilled with manual augers, tripod-supported gas-powered augers and truck mounted drills, as well as twenty six (26) test pits, have been completed on the five of the nine cobalt prospects; the Tanahmerah, Tablasufa, Amaybu, Kirpon and Doyo zones. These prospects are in the northern part of the license.

The Cyclops Project hosts a historical estimate of 37.973 million tonnes grading 1.25% nickel and 0.11% cobalt at a 0.8% nickel cut-off grade, contained in five coastal deposits fringing Tanahmerah Bay; Tanahmerah, Tablasufa, Amaybu, Kirpon and Doyo. The Historical Estimate<sup>1</sup> was reported by PT. Pacific Nikkel in 1982 ("Pacific Nikkel report"), based on work carried out by PT. Pacific Nikkel in the period 1969 to 1979, as referenced by Thirnbeck in 2001.

The Pacific Nikkel report notes that drilling was the principal method of testing the extent, depth and grade of the laterite profile in the target areas and that such drilling averaged 7 meters in depth. The Pacific Nikkel report also notes that drilling was reported not to have intersected the full laterite profile, or to have reached bedrock and frequently bottomed in horizons with elevated cobalt and nickel concentrations.

**CYCLOPS PROJECT** (cont'd...)

**Background** (cont'd...)

The following outstanding cobalt intercepts are from within the mineralized zones: (operator, PT. Pacific Nikkel, 1970; true width of intervals are unknown)

- 8m @ 1.53% nickel and 0.18% cobalt; from surface to 8m depth (Hand Auger hole #35);
- 13m @ 1.26% nickel and 0.15% cobalt; from 2m to 15m depth (Hand Auger hole #6); and
- 10m @ 1.02% nickel and 0.19% cobalt; from 4m to 14m depth (Hand Auger hole #21).

**Title and Registration**

During February 2020 the Company received approval from the OMBUDSMAN of the Republic of Indonesia for the registration of the Cyclops Nickel-Cobalt Project license in the Directorate General of Minerals and Coal and the Ministry of Energy and Mineral Resources of the Republic of Indonesia. The project license will be transferred into a Foreign Investment License where it will be administered by the central government. The license will then be fully compliant with the regulation of the Minister of Energy and Mineral Resources No. 11 of 2018 regarding the procedure for the granting of licenses and reporting on mineral and coal mining business activities.

During April 2020 the Cyclops Project License was registered in the database of the Directorate General of Minerals and Coal, Ministry of Energy and Mineral Resources of the Republic of Indonesia with related physical documentation anticipated shortly.

**2019 Project Development Milestones**

The Company achieved several important milestones in 2019 as the result of ongoing drilling and bench-scale scoping tests for processing of materials from its Cyclops Nickel-Cobalt Project as detailed in the Company's press release of July 17, 2019. The following details the Company's progress during the second half of the year:

- The Company continued bulk sampling, which included excavation and sampling of test pits from the Cyclops project with a total of 530kg sent to Canada for the bench-scale test program and later pilot plant studies.
- In September, the Company completed its shallow drilling program, which confirmed elevated nickel and cobalt values from surface of the laterite profile. The drilling program was extensive, including 75 drill holes at depths of between 10 to 29 metres, with a total of 1,020 metres drilled. In conjunction with 11 test-pits of 2 to 6 metres in depth and 51 auger holes to depths of 1 to 3 metres.
  - These results are part of a multi-faceted exploration program supporting the suite of historic results, which included 856 drill holes, and 26 test-pits.
  - Within the overall results, the Company reported consistently elevated nickel levels in the saprolite zone as well as highly anomalous cobalt values in the surface limonite zone. Overall, the zone forms a continuous blanket across the entire 600 metres x 300 metres area drilled. Varying in thickness from 2 to 11 metres, these findings enhance the potential size of the mineralized body of material.

**CYCLOPS PROJECT** (cont'd...)

**2019 Project Development Milestones** (cont'd...)

- Selected elevated nickel results are given below from the Company's shallow drilling program *(for further information, please refer to the Company's press releases of March 5, April 1, April 23, June 13, June 20, and September 10, 2019)*:

Intersection Length (metres from surface)	Nickel Percentage	Cobalt Percentage
7.0	2.15%	0.03%
4.0	1.96%	0.04%
2.0	2.00%	0.01%
2.0	1.91%	0.05%
5.0	1.91%	0.03%
2.0	1.61%	0.26%
6.0	1.78%	0.06%
4.0	1.80%	0.06%
6.0	1.79%	0.05%
6.0	1.76%	0.03%
3.0	1.90%	0.05%
4.0	1.78%	0.06%
5.0	2.24%	0.05%
4.0	1.72%	0.03%

- Selected elevated Cobalt results of the Company's shallow drilling program are set out in greater detail below *(for further information, please refer to the Company's press release of September 24, 2019)*:

Intersection Length (metres from surface)	Nickel Percentage	Cobalt Percentage
11.0	0.89%	0.15%
8.0	1.03%	0.29%
7.0	1.19%	0.20%
8.0	1.42%	0.16%
10.0	1.31%	0.15%
10.0	0.80%	0.14%
10.0	1.65%	0.12%
8.0	0.96%	0.14%

- In October, the Company completed its recovery process bench-scale test program in conjunction with its extractive technology and process development partner, Process Research ORTECH Inc. ("Ortech") This followed the Company's scoping test program which had already confirmed the suitability of mixed chloride leach technology on multiple samples of Indonesian laterite.
  - The Company confirms that, using Ortech's patented solvent extraction process, the bench-scale test program successfully:
    - Defined optimal leach conditions;
    - Determined pregnant solutions for each relevant mineral; and
    - Established viable processes for separating the samples of nickel, cobalt and iron from the Company's Cyclops project.

**CYCLOPS PROJECT** (cont'd...)

**2019 Project Development Milestones** (cont'd...)

- The solution quality of the nickel-bearing pregnant strip solution indicates an estimate of the NiCO<sub>3</sub> product quality above 99.9% requiring only a single stage purification process.
- The solution quality of the cobalt pregnant strip solution indicates that an estimate of the CoCO<sub>3</sub> product quality is 98.2%.
- The recovery percentages from the bench-scale test program are set out below (*for further information, please refer to the Company's press release of October 28, 2019*):

<b>Sample</b>	<b>Ni(%)</b>	<b>Co(%)</b>	<b>Fe(%)</b>
Limonite	99.26	98.82	97.77
Low Iron Transition	99.75	97.03	99.22
Saprolite	99.77	>99.9	99.74

- The Company is confident in its ability to further improve recovery rates as it conducts further testing.
- The Company continued to engage with downstream users and commodity suppliers to the EV battery space as the Company continues its strategy of actively engaging with market players in China, Indonesia and Korea.

These developments support characteristics of the Company's Cyclops Project which include: environmental and mining permits, comprehensive infrastructure including year-round sealed road access, proximity to air and sea transport links, gentle topography and an experienced local workforce.

These 2019 milestones, complement extensive development conducted during 2018, which included finalizing access rights to the site for topographic and photographic surveys, mapping, sampling, drilling and initial bulk sampling for small-scale process testing programs.

**Looking Ahead**

The Company's plans for 2020 include preparations to commission and operate a pilot plant in Canada which will contain an integrated circuit to produce high purity nickel and cobalt strip solutions in order to develop battery-grade nickel and cobalt.



**CYCLOPS PROJECT** (cont'd...)

<sup>1</sup>*Historical Estimate*

A historical estimate, which dates from before the requirement for uniform regulatory compliance and therefore fails to meet the current standards of National Instrument 43-101, is being referenced as a guide for the Company's 2018 work program. This early data employed measurements still in use today and indicate mineralization from surface with an estimated potential of 37 million tonnes of 0.11 per cent cobalt and 1.31 per cent nickel at a 0.8-per-cent-nickelcut- off grade. The company intends to validate the resource and, where possible, expand upon the historical estimate, as only five of the nine known cobalt/nickel occurrences were the subject of the historical studies. The company affirms this data in no way implies an estimated resource valuation but are offered as a basis for its current exploratory efforts and approach. The Company considers the cobalt and nickel tonnage and grade estimates contained herein to be historical estimates. The historical estimates are contained in the summary geologic investigations, PT Pacific Nikkel Indonesia 1969 (Reynolds, 1979). These historical estimates do not use categories that conform to current CIM (Canadian Institute of Mining, Metallurgy and Petroleum) definition standards on mineral resources and mineral reserves as outlined in National Instrument 43-101 (Standards of Disclosure for Mineral Projects) and have not been redefined to conform to current CIM definition standards. These estimates were prepared in the 1980s prior to the adoption and implementation of NI 43-101. A qualified person has not done sufficient work to classify the historical estimates as current mineral resources, and the Company is not treating the historical estimates as current mineral resources. More work, including, but not limited to drilling will be required to conform the estimates to current CIM definition standards. Investors are cautioned that the historical estimates do not mean or imply that economic deposits exist on the company's project. Efforts to obtain any additional information regarding relevant historical work are continuing, although there are no assurances that these original data will be found. The Company believes that the historical estimates are relevant to continuing exploration on the project. For more information, please refer to the technical report, filed on SEDAR on December 8, 2017, and available under the company's profile at SEDAR.

**LIQUIDITY, FINANCIAL POSITION AND CAPITAL RESOURCES**

As at March 31, 2020, the Company's liquidity and capital resources are as follows:

	<b>March 31, 2020</b>	<b>December 31, 2019</b>
Cash	\$ 1,228,008	\$ 202,730
Receivables	17,750	12,257
Prepaid expenses	54,610	66,887
Advances	4,336	4,336
<b>Total current assets</b>	<b>1,304,704</b>	<b>286,210</b>
Accounts payable and accrued liabilities	381,575	737,387
Lease liability	-	12,688
Taxes payable	71,200	71,200
<b>Total current liabilities</b>	<b>452,775</b>	<b>821,275</b>
<b>Working capital (deficiency)</b>	<b>\$ 851,929</b>	<b>\$ (535,065)</b>

During the current period, cash funded operating activities for \$765,336 and investing activities for \$40,140. The investing activities consisted of advance non-controlling interest payments of \$40,140.

The Company closed one private placement and raised net proceeds of \$722,588 from the issuance of 6,184,704 units. Each unit was comprised of one common share and one share purchase warrant, which will entitle the holder of each whole warrant to acquire an additional common share of the Company at a price of \$0.16 per common share, for a period of 12 months from the date of issue. The Company also received proceeds of \$1,121,066 from the exercise of warrants. These proceeds from financing activities were offset by lease payments of \$12,900.

At March 31, 2020, the Company had no source of operating cash flow, limited financial resources, and no assurance that additional funding would be available to it in order to remain a going concern.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company has not entered into any off-balance sheet arrangements.

**SUMMARY OF QUARTERLY RESULTS**

	<b>March 31, 2020</b>	<b>December 31, 2019</b>	<b>September 30, 2019</b>	<b>June 30, 2019</b>
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Income (loss) from continuing operations	\$ (1,600,336)	\$ (725,879)	\$ (667,117)	\$ (582,586)
- per share <sup>(1)</sup>	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Income (loss) and comprehensive loss	\$ (1,600,336)	\$ (725,879)	\$ (667,117)	\$ (582,586)
- per share <sup>(1)</sup>	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.01)

  

	<b>March 31, 2019</b>	<b>December 31, 2018</b>	<b>September 30, 2018</b>	<b>June 30, 2018</b>
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Income (loss) from continuing operations	\$ (1,002,461)	\$ (781,946)	\$ (1,293,338)	\$ (1,866,379)
- per share <sup>(1)</sup>	\$ (0.02)	\$ (0.02)	\$ (0.02)	\$ (0.04)
Income (loss) and comprehensive loss	\$ (1,002,461)	\$ (781,946)	\$ (1,293,338)	\$ (1,866,379)
- per share <sup>(1)</sup>	\$ (0.02)	\$ (0.02)	\$ (0.02)	\$ (0.04)

<sup>1</sup> Fully diluted loss per share was not calculated as the effect was anti-dilutive.

**RESULTS OF OPERATIONS**

For the years ended December 31, 2019 and 2018, the loss includes expenditures related to exploration of the property as per the acquisition of the Cyclops project of the Company.

For the three months ended March 31, 2020, significant expenditures are as follows:

<b>Expenses</b>	<b>Explanation for Change</b>
Consulting fees	Consultants continued to be used for the promotion of the Company and work performed to search for additional viable projects.
Exploration expenditures	The Company acquired a 65% in the Cyclops property on July 16, 2018. Costs incurred on the project since acquisition were recorded as exploration expenditures; previously they had been recorded as property investigation costs. The Company continues to explore the property.
Management fees	The Company incurs fees for management for their role in running the operations, searching for additional projects, and promoting its activities.
Marketing	The Company has incurred fees for attending conferences and road shows around the world in addition to other various advertising costs.
Share-based payments	The Company granted incentive stock options during the current period.

**PROPOSED TRANSACTIONS**

The Company has not entered into any proposed transactions.

### **RELATED PARTY TRANSACTIONS**

The Company defines its directors and officers as its key management personnel. The Company entered into the following transactions with related parties during the for the three months ended March 31, 2020:

- a) Paid or accrued corporate development fees of \$7,500 to a company controlled by Sean Bromley, a director of the Company;
- b) Paid or accrued management fees of \$62,019 to Ranjeet Sundher, the President, CEO, and a director of the Company;
- c) Paid or accrued professional fees of \$31,750 to a company controlled by Steve Vanry, the CFO and a director of the Company;
- d) Paid or accrued property investigation costs of \$4,500 to a company controlled by Garry Clark, a director of the Company;
- e) Paid or accrued consulting fees of \$4,500 to Geoffrey Fielding, a director of the Company; and
- f) Recorded share-based payments of \$36,908 to Sean Bromley, \$73,816 to Ranjeet Sundher, \$73,816 to Steve Vanry, \$22,145 to Garry Clark, and \$22,145 to Geoffrey Fielding.

At March 31, 2020, included in advances are amounts owing from related parties of \$4,336.

At March 31, 2020, included in accounts payable and accrued liabilities are amounts owing to related parties of \$14,738.

### **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values because of the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

#### **Financial risk factors**

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

#### **Credit risk**

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's primary receivable consists of goods and service tax receivable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT** (cont'd...)

**Financial risk factors** (cont'd...)

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due. The Company is subject to liquidity risk.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk is comprised of three types of market price changes:

(a) *Interest rate risk* - this risk relates to the change in the borrowing rates of the Company. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 1% change in interest rates would result in a nominal difference in interest income for the three months ended March 31, 2020.

(b) *Foreign currency risk* - this risk relates to any changes in foreign currencies in which the Company transacts. The effect of a 10% change in foreign exchange rates would be approximately \$25,000 for the three months ended March 31, 2020.

(c) *Price risk* - this risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices in relation to its exploration and evaluation assets.

**NEW ACCOUNTING STANDARDS, INTERPRETATIONS, AND AMENDMENTS**

There were no changes in accounting policies, including initial adoption, during the period.

**RISKS AND UNCERTAINTIES**

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, fluctuating metal prices, social, political, financial and economics. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not listed in order of importance nor are they inclusive of all the risks and uncertainties the Company may be subject to as other risks may apply: the risks associated with our dependence on the Cyclops project; geological exploration and development; changes in law, unrest and political instability in Indonesia; permits for development of the Company's projects cannot be renewed on terms satisfactory to the Company and other land title permitting and licensing risks; infrastructure; inflation; governmental regulation; environmental hazards and insurance; uninsured risks; competition; currency fluctuations; labour and employment; joint ventures; and contract repudiation.

**Limited Operating History**

The Company was restructured and recapitalized but has not yet commenced active operations. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

**RISKS AND UNCERTAINTIES** (cont'd...)

**History of Losses**

The Company has incurred net losses since inception and as of March 31, 2020, had an accumulated deficit of \$13,873,002.

**No History of Dividends**

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be utilized to acquire and finance a new business. The Company will need to achieve profitability prior to any dividends being declared.

**Dilution**

The Company does not generate any revenues and does not have sufficient financial resources to undertake by itself significant expenditures. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

The amount of additional funds required will depend largely on the success of the Company's business undertakings.

Further expenditures will depend on the Company's ability to obtain additional financing which may not be available under favourable terms, if at all.

**Capital and Liquidity Risk**

The amount of financial resources available to invest for the enhancement of shareholder value is dependent upon the size of the treasury, profitable operations, and willingness to utilize debt and issue equity. Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

**Dependence on Key Personnel**

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for a professional is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

**Health Crises**

The Company's business and operations could be adversely affected by the outbreak of an epidemic or a pandemic or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, and on March 20, 2020 the government of Indonesia implemented additional travel restrictions. Global government actions, including these restrictive measures in Indonesia, along with market uncertainty could cause an economic slowdown resulting in a decrease in the demand for metals and have a negative impact on metal prices, as well as possible disruptions to global supply chains. While these effects are expected to be temporary, the duration of the business disruptions internationally and related financial impact cannot be reasonably estimated at this time.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of the condensed interim consolidated financial statements requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

#### **Economic recoverability and probability of future economic benefits of exploration and evaluation assets**

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

#### **Valuation of share-based payments**

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

#### **Accounting for acquisitions**

The fair value of assets acquired and liabilities assumed requires that management make estimates based on the information provided by the acquiree. The determination of fair value as of the acquisition date requires management to make certain estimates about future events, including, but not restricted to, mineral reserves and resources acquired, exploration potential, future operating costs and capital expenditures, future metal prices, long-term foreign exchange rates and discount rates.

#### **Determination of income taxes**

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.

The determination of the ability of the Company to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgment and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company will benefit from these prior losses and other deferred tax assets. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

### **SUBSEQUENT EVENTS**

The following events occurred subsequent to March 31, 2020 and are not disclosed elsewhere in this MD&A:

- i. the Company made payments of USD \$20,000 towards the Cyclops property.

**OUTSTANDING SHARE DATA**

The following details the common shares, stock options, and warrants outstanding as of the date of this MD&A:

Common Shares	79,467,726
Stock Options	5,156,250
Warrants	6,184,704

**OTHER MD&A REQUIREMENTS**

Additional information relating to the Company may be found on or in:

- SEDAR at [www.sedar.com](http://www.sedar.com); and
- the Company's condensed interim consolidated financial statements for the three months ended March 31, 2020; and
- the Company's consolidated financial statements for the year ended December 31, 2019.

This MD&A was approved by the Board of Directors of the Company effective June 1, 2020.