

KWG RESOURCES INC.

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2019 AND 2018

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

All of the information in the accompanying consolidated financial statements of KWG Resources Inc. is the responsibility of management. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards. Where necessary, management has made judgments and estimates in preparing the consolidated financial statements and such statements have been prepared within acceptable limits of materiality.

Management maintains appropriate systems of internal control to give reasonable assurance that its assets are safeguarded and the financial records are properly maintained.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and internal control and exercises this responsibility principally through the Audit Committee. The Audit Committee, which is comprised of Directors, none of whom are employees or officers of the Company, meets with management and the external auditors to review the auditor's report and the consolidated financial statements to satisfy itself that management is properly discharging its responsibilities to the Directors, who approve the consolidated financial statements.

A firm of independent Licensed Public Accountants was appointed by the shareholders to examine the consolidated financial statements and provide an independent professional opinion thereon. The external auditors have free and full access to the Audit Committee with respect to their findings regarding the fairness of financial reporting and the adequacy of internal controls.

Frank C. Smeenk
President & CEO

Thomas E. Masters
Chief Financial Officer

June 15, 2020

Independent Auditor's Report

To the Shareholders of KWG Resources Inc.

Opinion

We have audited the consolidated financial statements of KWG Resources Inc. and its subsidiaries (the "Company"), which comprise the consolidated balance sheets as at December 31, 2019 and 2018, and the consolidated statements of operations, consolidated statements of comprehensive loss, consolidated statements of changes in equity (deficiency) and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

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

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company had continuing losses during the year ended December 31, 2019 and a working capital deficiency as of that date. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

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

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

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

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

Responsibilities of management and those charged with governance for the consolidated financial statements

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

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

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

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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

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

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

The engagement partner of the audit resulting in this independent auditor's report is Jessica Glendinning.

McGovern Hurley LLP



**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
June 15, 2020

KWG RESOURCES INC.
Consolidated Balance Sheets

(in Canadian dollars)	Notes	As at December 31, 2019	As at December 31, 2018	As at January 1, 2018
ASSETS				(Note 28)
Current assets				
Cash and cash equivalents	6	1,618	210,887	1,214,400
Receivables	5(i),7	214,671	272,067	321,652
Marketable securities	8	6,807	10,789	66,365
Prepaid expenses		-	12,702	-
Total current assets		223,096	506,445	1,602,417
Non-current assets				
Cash surrender value of life insurance	9	1,689	22,309	33,022
Property and equipment	10	13,983	29,347	44,779
Intangible assets	12	-	4,120,375	4,307,514
Total non-current assets		15,672	4,172,031	4,385,315
Total assets		238,768	4,678,476	5,987,732
LIABILITIES AND EQUITY				
Current liabilities				
Trade and other payables and provisions	13,22,23(i)	1,368,565	2,956,649	2,932,951
Convertible debentures payable	14	1,752,341	1,044,338	-
Total current liabilities		3,120,906	4,000,987	2,932,951
Long-term liabilities				
Convertible debentures payable	14	6,679	-	766,217
Total liabilities		3,127,585	4,000,987	3,699,168
Equity (Deficiency)				
Share capital	15	32,059,589	31,881,465	31,881,465
Debenture equity	14	2,580,829	1,732,469	1,732,469
Warrants	16	1,601,719	2,596,050	3,062,193
Contributed surplus		18,318,247	17,235,717	16,769,574
Accumulated other comprehensive (loss)		(75,588)	(71,606)	(30,290)
(Deficit)		(57,373,613)	(52,696,606)	(51,078,558)
Equity attributable to shareholders		(2,888,817)	677,489	2,336,853
Non-controlling interest	18	-	-	(48,289)
Total equity (deficiency)		(2,888,817)	677,489	2,288,564
Total liabilities and equity (deficiency)		238,768	4,678,476	5,987,732

Nature of operations and going concern (Note 1)
 Commitments and contingencies (Notes 11 and 23)
 Subsequent event (Note 29)

The accompanying notes form an integral part of these consolidated financial statements.

Approved by the Board of Directors

Douglas Flett
 Director

Frank Smeenk
 Director

KWG RESOURCES INC.
Consolidated Statements of Operations and Statements of Comprehensive Loss
For the years ended December 31, 2019 and 2018

(in Canadian dollars)	Notes	2019	2018
			(Note 28)
General and administrative	19	(1,836,624)	(2,065,956)
Amortization of property and equipment	10	(15,364)	(15,432)
Amortization of intangible assets	12	-	(216,862)
Write down of intangible assets	12	(4,136,160)	-
Accretion expense	14	(209,716)	(218,121)
Exploration and evaluation expenditures	11	(1,750)	(146,793)
Loss on modification of debentures	14(vi)	(532,426)	-
Gain on foreign exchange		994	595
Loss before the undernoted		(6,731,046)	(2,662,569)
Other income (expenses)			
Other income		3,125	103,125
Loss on disposal of marketable securities	8	(2,500)	-
Gain due to loss of control of subsidiary	5	-	582,581
Recovery of written down (write down) of receivables		22,271	(110,043)
Part XII.6 penalties and interest recovery (expense)	13,23(i)	1,263,699	(72,975)
Change in flow-through indemnification provision	13,23(i)	767,444	526,826
		2,054,039	1,029,514
Net loss for the year		(4,677,007)	(1,633,055)
Net loss attributable to non-controlling interest	18	-	15,007
Net loss attributable to equity holders of KWG Resources Inc.		(4,677,007)	(1,618,048)
Loss per share (basic and diluted)	21	(0.00)	(0.00)

Consolidated Statements of Comprehensive Loss

(in Canadian dollars)	Notes	2019	2018
Net loss for the year		(4,677,007)	(1,633,055)
Other comprehensive loss ("OCL")			
Realized loss on disposition	8	-	(28,520)
Net change in fair value of marketable securities	8	(3,982)	(12,796)
Total comprehensive loss for the year		(4,680,989)	(1,674,371)
Portion attributable to non-controlling interest		-	15,007
Net comprehensive loss for the year attributable to equity holders of KWG Resources Inc.		(4,680,989)	(1,659,364)

The accompanying notes form an integral part of these consolidated financial statements.

KWG RESOURCES INC.
Consolidated Statements of Changes in Equity (Deficiency)
For the years ended December 31, 2019 and 2018

(in Canadian dollars)	Notes	Share capital	Debenture equity	Warrants	Contributed surplus	(Deficit)	Accumulated other comprehensive (loss)	Non-controlling Interests	Total
Balance, December 31, 2017		31,881,465	1,732,469	3,062,193	16,769,574	(51,078,558)	(30,290)	(48,289)	2,288,564
Net loss for the year		-	-	-	-	(1,618,048)	-	(15,007)	(1,633,055)
Other comprehensive loss for the year	8	-	-	-	-	-	(41,316)	-	(41,316)
Expired warrants	16	-	-	(466,143)	466,143	-	-	-	-
Derecognition of non-controlling interest on loss of control	5	-	-	-	-	-	-	63,296	63,296
Balance, December 31, 2018		31,881,465	1,732,469	2,596,050	17,235,717	(52,696,606)	(71,606)	-	677,489
Net loss for the year		-	-	-	-	(4,677,007)	-	-	(4,677,007)
Other comprehensive loss for the year	8	-	-	-	-	-	(3,982)	-	(3,982)
Issuance of convertible debenture	14	-	848,360	-	-	-	-	-	848,360
Expired warrants	16	-	-	(1,082,530)	1,082,530	-	-	-	-
Issue of units for bonus on convertible debentures	14	178,124	-	88,199	-	-	-	-	266,323
Balance, December 31, 2019		32,059,589	2,580,829	1,601,719	18,318,247	(57,373,613)	(75,588)	-	(2,888,817)

The accompanying notes form an integral part of these consolidated financial statements.

KWG RESOURCES INC.
Consolidated Statements of Cash Flows
For the years ended December 31, 2019 and 2018

(in Canadian dollars)	Notes	2019	2018
Cash flows from operating activities			
Net (loss) for the year		(4,677,007)	(1,633,055)
Adjustments for			
Amortization of property and equipment	10	15,364	15,432
Amortization of intangible assets	12	-	216,862
Write down of intangible assets	12	4,136,160	-
Accretion expense	14	209,716	218,121
Convertible debentures issued for services	14	404,820	-
Loss on modification of debentures	14 (vi)	532,426	-
Interest accrued on debenture liabilities	14	(111,275)	60,000
Part XII.6 tax, penalty and interest (recovery) expense	13,23(i)	(1,283,037)	72,975
Change in flow-through indemnification provision	13,23(i)	(767,444)	(526,826)
Loss on disposal of marketable securities	8	2,500	-
(Recovery of written down) write down of receivables		(22,271)	110,043
Gain due to loss of control of subsidiary	5	-	(582,581)
Net change in non-cash working capital balances		985,944	512,219
Net cash used by operating activities		(574,104)	(1,536,810)
Cash flows from financing activities			
Proceeds from convertible debenture financing	14	295,000	-
Net cash provided by financing activities		295,000	-
Cash flows from investing activities			
Expenditures on intangible assets	12	(15,785)	(29,723)
Proceeds from disposal of marketable securities	8	65,000	14,260
Decrease in cash surrender value of life insurance	9	20,620	10,713
Proceeds on disposition of subsidiary	5	-	539,370
Cash derecognized on loss of control	5	-	(1,323)
Net cash used by investing activities		69,835	533,297
Net change in cash and cash equivalents during the year		(209,269)	(1,003,513)
Cash and cash equivalents – beginning of the year		210,887	1,214,400
Cash and cash equivalents – end of the year	6	1,618	210,887
Change in non-cash working capital balances comprises:			
Receivables		(138,776)	3,428
Prepaid expenses		12,702	(12,702)
Trade and other payables		1,112,018	521,493
Net change in non-cash working capital balances		985,944	512,219
Additional information - non-cash transactions			
Issuance of convertible debentures for settlement of payables	14	498,678	-
Conversion of accounts receivable into marketable securities	5	67,500	-
Expired warrants included in contributed surplus	16	1,082,530	466,143

The accompanying notes form an integral part of these consolidated financial statements.

KWG RESOURCES INC.
Notes to the Consolidated Financial Statements
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(in Canadian dollars)

1 NATURE OF OPERATIONS AND GOING CONCERN

KWG Resources Inc. (“KWG” or the “Company”) is an incorporated entity domiciled in Canada. The Company’s registered office is located at 141 Adelaide St. West, Suite 420, Toronto, Ontario, M5H 3L5. KWG is involved in the exploration and evaluation of base metals and in the development of a transportation link to access the remote areas where these are located. It has interests in properties located in Canada. It also has interests in certain technology relating to the production of chromium iron alloys. It was incorporated under the laws of Quebec on August 21, 1937 and continued under the *Canada Business Corporations Act* effective June 15, 2016.

The Company’s shares are listed for trading on the Canadian Securities Exchange (“CSE”) under the symbols “KWG” for the Subordinate Voting Shares and “KWG.A” for the Multiple Voting Shares.

The Company is in the process of exploring its exploration and evaluation projects and has not yet determined whether its exploration and evaluation projects contain mineral deposits that are economically recoverable. The Company is also in the process of pursuing patents on its chromium alloy technology in several countries and preparing for the commercialization of that technology. The Company will periodically have to raise additional funds to continue its exploration and other activities and, while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation properties. The recoverability of the amounts expended on the Company’s exploration and evaluation projects is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to complete exploration, development and construction of mining and processing facilities; obtaining certain government approvals; and attaining profitable production.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. The holding of mineral rights does not provide full rights to the surface of the lands over those mineral rights – such surface rights may be held or acquired by third parties. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, failure to complete assessment work and file reports in respect thereof and non-compliance with regulatory and environmental requirements. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

While the Company has been successful in moving its patent applications forward in some countries, that process is not yet complete; moreover, the Company has not yet achieved any commercial success with its technology. There is no assurance that such efforts will be successful or, if successful, will not subsequently be challenged and impugned.

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties and pursuit of its technology’s patent applications. Because of continuing operating losses and a working capital deficit the Company’s continuance as a

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going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. These conditions indicate the existence of material uncertainties that cast significant doubt about the Company's ability to continue as a going concern. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material.

2 BASIS OF PREPARATION
Statement of Compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB").

These financial statements were approved by the board of directors for issue on June 15, 2020.

Basis of Measurement

The consolidated financial statements have been prepared under the historic cost convention, except for investments in equity securities which are measured at fair value. The methods used to measure fair values are discussed further in Note 24.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements unless otherwise noted.

Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Canada Chrome Corporation, SMD Mining Corporation, Canada Chrome Mining Corporation, Muketi Metallurgical General Partner Inc. and Muketi Metallurgical KWG-Limited Partner Inc. All of the Company's subsidiaries are incorporated in Canada.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

Foreign Currency

(i) Functional and presentation currency

Items included in the financial statements of each consolidated entity in the KWG group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of KWG and all of its subsidiaries is the Canadian dollar.

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(ii) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at exchange rates of monetary assets and liabilities denominated in currencies other than an entities' functional currency are recognized in the consolidated statements of operations in "gain (loss) on foreign exchange".

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less.

Financial assets and liabilities

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit or loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in other income in the consolidated statements of operations. Cash and receivables held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations. The Company does not have any financial assets classified as financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to

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measure the assets at FVOCI. The Company's investments in publicly traded equity securities are classified as financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive income (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the consolidated statements of operations when the right to receive payments is established.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company's only financial assets subject to impairment are receivables, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, receivables have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include trade and other payables and convertible debenture payable, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in accretion expense in the consolidated statements of operations.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations.

Property and Equipment

(i) Recognition and measurement

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Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes any expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Gains and losses on disposal of an item of property and equipment are determined by comparing the proceeds from disposal with the carrying amount of property and equipment and are recognized net in the consolidated statement of operations.

(ii) Amortization

Amortization is calculated as a function of the depreciable amount, which is the cost of an asset less its residual value.

Amortization is recognized through operations as follows over the estimated useful lives of each part of an item of property and equipment.

Amortization is computed using the straight-line method based on the following number of periods:

Computer equipment	-	2 years
Office equipment	-	5 years

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

Impairment of Non-Financial Assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit ("CGU") (see definition below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. Generally, a CGU is analogous to an individual project.

An impairment loss is recognized if the carrying amount of an asset or a CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the consolidated statement of operations.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that it does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized in prior periods.

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Exploration and Evaluation Projects

Exploration and evaluation (“E&E”) expenditures relate to costs incurred on the exploration for and evaluation of potential mineral reserves and includes costs related to the following: acquisition of exploration rights; conducting geological studies; exploratory drilling and sampling and evaluating the technical feasibility and commercial viability of extracting a mineral resource.

E&E expenditures, including costs of acquiring licenses, are expensed as incurred as exploration and evaluation expenditures in the consolidated statements of operations. See Note 28.

Once the technical feasibility and commercial viability of the extraction of mineral reserves in a project are demonstrable and permitted, additional E&E expenditures will be capitalized as assets and recorded in *Mine Property and Development Projects*. As at December 31, 2019 and 2018, the Company does not hold any assets classified as *Mine Property and Development Projects*.

Borrowing Costs

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognized as interest expense in the statement of operations in the period in which they are incurred.

Short-term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be reliably estimated.

Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as a finance cost.

In accordance with the Company’s environmental policy and applicable legal requirements, a provision for site restoration or decommissioning in respect of land restoration, and the related expense, is recognized when the land is contaminated and there is a legal obligation to restore the site. The Company presently has no decommissioning liabilities.

Finance Income

Finance income comprises interest income on marketable securities, fair value (“FV”) gains of financial assets classified as FVPL, and flow-through premium. Interest income is recognized as it accrues through operations, using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

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Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized through operations except to the extent that it relates to items recognized either in other comprehensive loss (“OCL”) or directly in equity, in which case it is recognized in OCL or in equity respectively.

Current income tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred income tax provides for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share Capital

Common shares

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

The Company has financed a portion of its exploration and evaluation activities through the issue of flow-through shares. Under the terms of these share issues, the tax attributes of the related expenditures are renounced to subscribers. Common shares issuances on a flow-through basis typically include a premium because of the tax benefits associated therewith (“Flow-through Premium”). Flow-through shares may also be issued with a warrant feature. At the time of issue, the Company estimates the proportion of proceeds attributable to the Flow-through Premium, the common share and the warrant with reference to closing market prices and such techniques as the Black-Scholes option-pricing model. The Flow-through Premium is estimated as the excess of the subscription price over the market value of a regular common share and estimated fair value of the warrant and is recorded as a separate liability which is included in trade and other payables on the consolidated balance sheets. The proceeds attributable to the warrants issued in the Company’s functional currency are also treated as equity and recorded in warrants on the balance sheet until exercise, when the

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associated proportion is transferred to share capital along with the cash proceeds received on exercise. Upon expiry, the original fair value of the warrants is transferred to contributed surplus.

The effect of renunciation of the tax benefits to holders of such shares is recognized pro-rata with the associated expenditures being incurred by the Company. This could occur either before or after the formal renunciation of expenditures to the tax authorities have been made. When the eligible expenditures are incurred, the tax value of the renunciation is recorded as a deferred tax liability and charged against operations as a deferred tax provision.

Furthermore, as eligible expenditures are incurred, the Company recognises a pro-rata amount of the Flow-through Premium through "Finance income" in the consolidated statements of operations with a decrement to the liability on the consolidated balance sheet. Flow-through shares renunciations of expenditures are subject to the significant judgment of management in determining the eligibility of the expenditures incurred and are potentially subject to challenge by income tax authorities based on the nature of the amounts incurred. Management has taken and will continue to take actions to mitigate the risk of challenge, if any occurs. To the extent these are disallowed, the Company would generate additional tax attributes to assess for recognition in the financial statements. Additional costs may be incurred.

Share-Based Payment Arrangements

Stock Option Plan

The Company has a stock option plan (the "Stock Option Plan") which is described in Note 17. All share-based awards made to employees and others providing similar services are recognized at the date of grant using a fair-value-based method to calculate compensation expense. Compensation expense is charged to operations over the vesting period of the options with a corresponding increase to contributed surplus. Stock options typically vest over an 18-month period. The fair values are determined at the grant date by applying the Black-Scholes option pricing model. Measurement inputs include share price on the measurement date, exercise prices, expected volatility based on available historical volatility of the Company's share price, expected life, expected dividends, expected forfeiture rate and the risk-free interest rate. Under graded vesting the fair value of each tranche is recognized over its respective vesting period.

The amount recognized as an expense is adjusted to reflect the actual number of share options for which the related service and non-market vesting conditions are met.

Share-based payment arrangements in which the Company receives properties, goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. For those options that expire after vesting, the recorded value remains in contributed surplus.

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Loss per Share

The Company presents basic and diluted loss per share (“LPS”) data for its common shares (known as subordinated voting shares). Basic LPS is calculated by dividing the results of operations attributable to ordinary shareholders of the Company by the weighted average number of subordinated voting shares outstanding during the period (including deemed conversion of all multiple voting shares to subordinated voting shares). Diluted LPS is determined by adjusting the results of operations attributable to shareholders and the weighted average number of subordinated voting shares outstanding for the effects of all dilutive potential common shares, which comprise warrants, share options, convertible debentures, as well as deemed conversion of multiple voting shares and warrants and options thereon. Options, warrants and convertible debentures have a dilutive effect only when the average market price of underlying shares during the period exceeds the exercise price of the options or warrants.

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost, which comprises its purchase price plus any directly attributable costs of preparing the asset for its intended use. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization on a straight-line basis over their useful lives and any accumulated impairment losses. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of operations when the asset is derecognized.

Compound financial instruments (debentures)

Compound financial instruments issued by the Company comprise convertible debentures that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value. The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

When conversion of convertible debentures into shares is at the option of the Company, the liability component is recognized initially at the present value of the interest to be paid over the term of the debenture, discounted at the estimated interest rate of a similar liability that does not have an equity conversion option. The equity component is recognized initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. The method of accounting for transaction costs and the subsequent measurement of the liability and equity components are the same as for the compound financial instruments described above.

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Joint arrangements

Pursuant to IFRS 11, joint arrangements are classified as joint operations or joint ventures based on the rights and obligations of the parties to the joint arrangements. Joint arrangements represent arrangements in which two or more parties have joint control established by a contractual agreement. Joint control requires unanimous consent for financial and operational decisions. Joint arrangements can be classified as either a joint operation or a joint venture. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Interests in joint ventures are accounted for using the equity method of accounting. Under the equity method, the Company's initial investment is recognized at cost and subsequently adjusted for the Company's share of the joint venture's income or loss, less distributions received.

Recent Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2020. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – *Presentation of Financial Statements* (“IAS 1”) and IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors* (“IAS 8”) were amended in October 2018 to refine the definition of materiality and clarify its characteristics. The revised definition focuses on the idea that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments are effective for annual reporting periods beginning on or after January 1, 2020.

IFRS 3 – *Business Combinations* (“IFRS 3”) was amended in October 2018 to clarify the definition of a business. This amended definition states that a business must include inputs and a process and clarified that the process must be substantive and the inputs and process must together significantly contribute to operating outputs. In addition it narrows the definitions of a business by focusing the definition of outputs on goods and services provided to customers and other income from ordinary activities, rather than on providing dividends or other economic benefits directly to investors or lowering costs and added a test that makes it easier to conclude that a company has acquired a group of assets, rather than a business, if the value of the assets acquired is substantially all concentrated in a single asset or group of similar assets. The amendments are effective for annual reporting periods beginning on or after January 1, 2020.

IFRS 10 – *Consolidated Financial Statements* (“IFRS 10”) and IAS 28 – *Investments in Associates and Joint Ventures* (“IAS 28”) were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined, however early adoption is permitted.

Changes in Accounting Policies

Effective January 1, 2019, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards. These included IFRS 16 and IFRIC 23. These new standards and changes did not have any material impact on the Company's financial statements. See also Note 28.

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements 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. Actual results may differ from these estimates.

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Management has made a number of significant estimates and valuation assumptions based on present conditions and management's planned course of action as well as assumptions about future business and economic conditions which include, but are not limited to, the following:

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the

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ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Convertible debentures

The classification of the Company's convertible debentures required management to analyze the terms and conditions of the debentures and use judgment to assess whether these debentures are liability, equity, or a combination of the two. IAS 32 provides the criteria for management to assess these complicated financial instruments to determine their appropriate classification(s). Factors considered are, but not limited to, whether the Company has a future obligation to settle the instrument in cash or exchange other assets or liabilities, and if the settlement is already known to be equity, the amount will not vary based on the Company's future share price.

Joint arrangements

Judgement is required to determine the type of joint arrangement that exists. This judgement involves considering its rights and obligations arising from the arrangement. An entity assesses its rights and obligations by considering the structure and legal form of the arrangement, the terms agreed by the parties in the contractual arrangement and, when relevant, other facts and circumstances.

Impairment of intangible assets

Management has assessed that there are indicators of impairment with regards to its intangible assets. As a result, these assets were written off during 2019 (Note 12).

Contingencies and commitments

Refer to Note 23.

5 ACQUISITION AND DISPOSITION OF DEBUT DIAMONDS INC. ("DDI")

On January 27, 2015, the Company acquired an additional 144,464,000 common shares in the capital of DDI through a private placement from treasury at a rate of \$0.01 per share in settlement of all of the debt owed by DDI to KWG, including accrued interest thereon. As a result of this transaction, KWG owned 144,630,000 common shares. During the year ended December 31, 2017, KWG sold 10,254,000 of these common shares for cash proceeds of \$109,822. During the year ended December 31, 2018, KWG disposed of all of the remaining common shares it owned in the capital of DDI and assigned \$25,000 of the receivables from DDI to four purchasers in private transactions for aggregate cash consideration of \$559,370. Finder's fees of \$20,000 were paid for these transactions.

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The gain recognized on the loss of control of DDI was calculated as follows:

Fair value received:	
Fair value of loan from DDI retained (i)	67,500
Cash proceeds from sale	559,370
	<u>626,870</u>
Less: net assets derecognized	
Cash	1,323
Receivables	3,615
Trade and other payables	(43,945)
Derecognition of non-controlling interest	63,296
	<u>24,289</u>
	602,581
Transaction costs on sale of DDI shares	(20,000)
Gain due to loss of control	<u>582,581</u>

- (i) On January 9, 2019, the Company converted the loan owing from DDI into 21,961,515 common shares of DDI. These shares were sold during 2019 for cash proceeds of \$65,000, which resulted in a loss of \$2,500.

6 CASH AND CASH EQUIVALENTS

	As at December 31, 2019	As at December 31, 2018
Bank balances	1,618	210,887
Cash and cash equivalents	1,618	210,887

7 RECEIVABLES

	As at December 31, 2019	As at December 31, 2018
Sales taxes receivable	4,969	21,677
Due from DDI (Note 5(i))	-	67,500
Other receivables	209,702	182,890
Receivables	214,671	272,067

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8 MARKETABLE SECURITIES

	As at December 31, 2019	As at December 31, 2018
Financial Assets at Fair Value Through Other Comprehensive Income (Loss) ("FVOCI"):		
Eloro Resources Ltd. 20,558 common shares	4,625	9,251
Cliffs Natural Resources Inc. 200 common shares	2,182	1,538
Total FVOCI	6,807	10,789
Marketable securities	6,807	10,789

During 2018, the Company sold 178,250 common shares of Idaho Champion Gold Mines Canada to an officer of the Company for \$14,260. A loss of \$28,250 was recognized on this disposition in comprehensive loss.

Sensitivity Analysis - Equity Price Risk

All of the Company's financial assets classified as FVOCI are listed on public stock exchanges. For such investments, a 10% increase in the equity prices at the reporting date would have increased equity by approximately \$700 (as at December 31, 2018 - an increase of \$1,000), an equal change in the opposite direction would have had the equal but opposite effect on the amounts shown above. The analyses were performed on the same basis for 2019 and 2018.

9 CASH SURRENDER VALUE OF LIFE INSURANCE

The Company owns life insurance policies on the life of its Chief Executive Officer with a total death benefit of \$2,271,494 at December 31, 2019. The insurer of these policies is Canada Life. As at December 31, 2019, these policies had a net cash surrender value equal to \$1,689 after deducting loans secured by the policies and accrued interest thereon totalling \$58,246.

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10 PROPERTY AND EQUIPMENT

	Auto- mobiles	Office Equipment	Totals
Balance, December 31, 2017			
Cost	129,017	44,991	174,008
Accumulated amortization	(84,525)	(44,704)	(129,229)
Net book value	44,492	287	44,779
Amortization	(15,254)	(178)	(15,432)
Balance, December 31, 2018			
Cost	129,017	44,991	174,008
Accumulated amortization	(99,779)	(44,882)	(144,661)
Net book value	29,238	109	29,347
Amortization	(15,255)	(109)	(15,364)
Balance, December 30, 2019			
Cost	129,017	44,991	174,008
Accumulated amortization	(115,034)	(44,991)	(160,025)
Net book value	13,983	-	13,983

11 EXPLORATION AND EVALUATION PROJECTS

Cumulative costs relating to the acquisition of and expenditures on exploration and evaluation projects have been incurred as follows:

	Balance as at January 1, 2018	Current Expend- itures	Balance as at December 31, 2018
Canada – Ontario			
Spider No. 3 / McFaulds Lake (i)(ii)	4,188,377	-	4,188,377
Big Daddy (ii)	10,234,703	-	10,234,703
Diagnos (i)	178,014	-	178,014
Railroute Corridor (iii)	16,361,644	2,215	16,363,859
Black Horse Project (iv)	8,454,043	144,578	8,598,621
MacFadyen Kimberlites (v)	634,242	-	634,242
Hornby Property (vi)	100,000	-	100,000
	40,151,023	146,793	40,297,816

	Balance as at December 31, 2019	Current Expend- itures (disposals)	Balance as at December 31, 2019
Canada – Ontario			
Spider No. 3 / McFaulds Lake (i)(ii)	4,188,377	-	4,188,377
Big Daddy (ii)	10,234,703	-	10,234,703
Diagnos (i)	178,014	-	178,014
Railroute Corridor (iii)	16,363,859	-	16,363,859
Black Horse Project (iv)	8,598,621	1,750	8,600,371
Hornby Property (vi)	100,000	-	100,000
	39,663,574	1,750	39,665,324

- (i) On May 15, 2006, the Company and Cliffs Chromite Far North Inc. (“Cliffs”), formerly Spider Resources Inc., agreed to amend and revise their joint venture agreement. The

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companies agreed to treat each project in their joint venture as a separate joint venture, to enable each company to either increase or decrease its interest in a project based upon their respective strategic objectives. The Company and Cliffs agreed to have their respective initial interest established at 50% in all the current projects of the joint venture.

Each party's interest is diluted by not contributing further to the other party's exploration program until its interest has reached 33 1/3%. At that level, a party's interest in a project may be maintained by contribution to subsequent programs, or suffer further dilution. When an interest has been reduced to less than 10%, it will be automatically converted to a 0.5% Net Smelter Royalty ("NSR") in base metals and a 1% NSR in precious metals and diamonds. As of December 31, 2019 and 2018, the Company held a 50% interest in these projects.

- (ii) The Company owns a 30% interest in certain mining property claims contiguous to McFauld's Lake in Ontario.
- (iii) During 2009, the Company commenced efforts to explore and develop a transportation link to the Company's properties in Northern Ontario in order to increase the economic viability of these properties. These operations entailed a detailed analysis of railroad route alternatives, preliminary soils analysis and claim staking. Concurrent with this activity the Company was performing exploration activities on these claims.
- (iv) On March 4, 2013, the Company signed an agreement with Bold Ventures Inc. ("Bold") to fund Bold as the operator to drill the Black Horse chromite discovery. The intent of the program is to determine whether this chromite mineralization occurs in sufficient quantity and quality to demonstrate the feasibility of mining it. Bold had entered into an option agreement (the "Fancamp Option") to acquire the Black Horse claims from Fancamp Exploration Ltd. ("Fancamp"). Under the Fancamp Option, Bold can earn up to a 100% working interest in the Black Horse property through a four-stage process. Bold can earn a 50% interest under the first stage by making option payments totalling \$1,500,000 and incurring exploration expenditures of at least \$8,000,000 over a 3-year period. The second stage provides for a further 10% interest that may be earned by Bold at any time by delivery of a positive feasibility study and by making a payment of \$700,000 in cash and/or stock, at the option of Bold. Under the third stage, Bold can earn a further 20% interest by agreeing to pay Fancamp \$15,000,000, payable in equal instalments, over three years with half of the amount payable in cash and the balance payable, at Bold's option, through the issuance of common shares of Bold, or its assignee, at the market price at the time the shares are issued. If the option under the third stage is exercised, the fourth stage would provide Bold with the option to acquire Fancamp's remaining 20% interest in exchange for a gross metal royalty. Fancamp would then be entitled to be paid 2% of the total revenue from the sale of all metals and mineral products from the property from the commencement of commercial production. Once all of the capital costs to bring the project to the production stage have been repaid entirely, the gross metal royalty may be scaled up to a maximum of 4% of the total revenue from the sale of all metals and mineral products from the property depending upon the price of product sold. The options under stages three and four must be exercised within 90 days following the date that Bold earns its 60% interest.

Under the terms of the agreement between KWG and Bold, KWG can acquire up to 80% of Bold's interest in the Fancamp Option, in respect of chromite only, by funding 100% of

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Bold's option payments and programs under the four stages listed above. For nickel and other non-chromite minerals identified during the exploration programs, the parties have agreed to form a joint venture in which KWG has a 20% working interest. KWG will have a right of first refusal to purchase all ores or concentrates produced by such joint venture whenever its joint venture interest exceeds 50%. Payments under the first stage in respect of the earn-in option total of \$1,500,000 are to be made as follows: funding of \$300,000 for a first program, \$500,000 by February 7, 2014 and \$700,000 by February 7, 2015 and in respect of the exploration expenditures totalling a minimum of \$8,000,000 are to be made as follows: \$3,000,000 payable upon closing, \$2,000,000 by March 31, 2014 and \$3,000,000 by March 31, 2015. The first option payment in the amount of \$300,000 was paid in cash. The Company had the option of making future option payments by way of either cash or stock of the Company. On September 30, 2013, the Company served Bold with written notice that it intended to fund the remaining commitments under stage one, totalling \$6,200,000, as required by this agreement. On February 7, 2014, the Company issued 10,000,000 common shares (now re-designated as Subordinate Voting Shares) in satisfaction of the second option payment. On March 17, 2015, the Company issued 35,000,000 common shares (now re-designated as Subordinate Voting Shares) to Fancamp in satisfaction of the third option payment. At March 31, 2015, the Company had incurred exploration expenditures of \$5,882,000 towards the \$8,000,000 required under the option agreement. In consideration of a cash payment of \$5,000, Bold agreed to extend the deadline by which the Company must incur the remaining \$2,118,000 in exploration expenditures to September 30, 2015. On October 29, 2015, an agreement was reached with Bold and Fancamp to extend the deadline for a further one year to September 30, 2016 in exchange for KWG issuing 25,000,000 common shares (now re-designated as Subordinate Voting Shares) to Fancamp at a deemed value of \$500,000, of which \$300,000 will be credited as a reduction of the exploration expenditures under the agreements.

On October 24, 2016, Fancamp confirmed that KWG and Bold had met all of the conditions of the various agreements between the parties to vest a 50% interest and establish a joint venture for the Koper Lake Project under the terms of the option agreement with Fancamp. The parties agreed that the project will be renamed the Black Horse Project. Bold is carried through the exploration stage for a 20% interest in KWG's interest in respect of chromite. Accordingly, of the 50% vested interest, KWG has 40% and Bold has 10%. The option rights continue.

On October 14, 2016, the Company issued to Bold a convertible debenture of \$267,858 and 5,000,000 common shares (now re-designated as Subordinate Voting Shares) in settlement of operator's fees owed to Bold under the earn-in option agreement between the parties on the Black Horse Project.

- (v) The MacFadyen Kimberlites project consists of certain claims on the south shore of the Attawapiskat River west of James Bay. MacFadyen Kimberlites is a joint project between DDI and Cliffs. DDI is the operator of the joint project and currently has a 58.35% interest in the joint project. Ashton Mining Canada Ltd., ("Ashton"), a previous owner, holds a 25% clawback entitlement to any kimberlite found or developed by DDI and/or Cliffs on the MacFadyen Kimberlites property. Ashton can execute the clawback by paying DDI and Cliffs an amount equal to 300% of all exploration expenditures on the property. This property was disposed of as part of the DDI divestiture (Note 5).

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(vi) On August 21, 2015, the Company issued 4,000,000 common shares (now re-designated as Subordinate Voting Shares) to MacDonald Mines Exploration Ltd. ("MacDonald") to acquire the Hornby Property claims. These claims constitute an extensive holding adjoining the southerly boundary of the Big Daddy property. The property is also adjacent to the Koper Lake property, which lies to the west of it. The shares were valued at the market value on that date of \$0.025 per share, for a total consideration of \$100,000. Under the terms of the agreement, MacDonald will retain a 2% NSR, half of which may be purchased by KWG for \$1,000,000 at any time prior to production from the property. KWG will also have the first right to buy the balance of the NSR at any time the holder proposes to sell it.

12 INTANGIBLE ASSETS

On April 21, 2014, the Company signed an agreement to acquire 50% of the ownership rights in two United States provisional patent applications relating to the production of chromium iron alloys directly from chromite ore, and the production of low carbon chromium iron alloys directly from chromite concentrates (the "Chromium IP Transaction"). The Chromium IP Transaction includes the right to use these provisional patent applications as the basis for filing additional patent applications in the United States, Canada and elsewhere worldwide and includes a fifty-percent interest in any of the vendor's associated intellectual property (the "Chromium IP").

The parties' interests in the Chromium IP is held through a limited partnership (the "LP") established by the vendor and KWG for purposes of completing the Chromium IP Transaction and developing and exploiting the Chromium IP. The limited partners of the LP were a wholly-owned subsidiary of KWG and a corporation beneficially owned by the vendor. The general partner of the LP, which will manage the business of the LP, is another wholly-owned subsidiary of KWG.

The vendor assigned its 50% interest in the Chromium IP to the LP in exchange for 25,000,000 units of KWG with each unit comprising one common share (now re-designated as a Subordinate Voting Share) and one common share purchase warrant exercisable at a price of \$0.10 for five years.

On June 25, 2015, the vendor assigned its remaining 50% interest in the Chromium IP to the LP in exchange for 25,000,000 units of KWG with each unit comprising one common share (now re-designated as a Subordinate Voting Share) and one common share purchase warrant exercisable at a price of \$0.10 for five years.

All costs associated with this acquisition have been capitalized.

During 2018, patents were granted in Canada, the United States, Kazakstan and South Africa to the Company. Patents have a life of 20 years.

Under IAS 38, the Company is required to prepare an impairment test each year to determine if the net realizable value of the intangible assets exceeds their carrying value. This test was carried out on December 31, 2019 and, as a result of this test, an impairment loss equal to the full carrying value of the intangible assets was recognized during the year.

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13 TRADE AND OTHER PAYABLES AND PROVISIONS

	Notes	December 31, 2019	December 31, 2018
Trade payables			
Exploration and evaluation projects	11	-	-
Intangible assets	12	7,021	-
Non-project related		448,914	370,177
Accrued liabilities			
Exploration and evaluation projects	11	-	-
Non-project related		887,097	529,797
Part XII.6 penalties and interest	23(i)	25,533	1,289,231
Flow-through indemnification provision	23(i)	-	767,444
		1,368,565	2,956,649

14 CONVERTIBLE DEBENTURES PAYABLE

(i) On October 3, 2017, the Company issued an unsecured convertible debenture for cash proceeds in the amount of \$500,000. The debenture bears interest at 12% compounded annually and is due on October 3, 2019. Interest is payable in Multiple Voting Shares issued at their volume-weighted average trading price on the ten trading days prior to payment. The principal may be converted by the holder at any time, in whole or in part, into units at a rate of \$21 per unit, with each unit being comprised of four Multiple Voting Shares and two warrants, with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures.

The value of the liability was determined by discounting the future interest payments until October 3, 2019, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The fair value of the conversion feature was determined to be \$61,111 and has been recorded in equity as "Debenture Equity". The liability will be accreted to its face amount over the term of the debenture. Accretion expense of \$64,174 (2018 - \$68,884) has been recorded and interest of \$64,572 (2018 - \$60,000) has been accrued for the year ended December 31, 2019.

Immediately following the issuance of this debenture, the Company paid a premium to the holder consisting of 4,762 units at a deemed value of \$21 per unit. Each unit was comprised of four Multiple Voting Shares and two share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures. The value of this premium has been recorded as a cost of issue against the convertible debenture (Note 15).

On December 20, 2019, the holder of this convertible debenture agreed to extend its maturity until March 26, 2021. As consideration for the extension, KWG will distribute ferrochrome delivery warrants ("Delivery Warrants") to the debenture-holder as an extension fee and amend the redemption amount due and bearing interest as of December 19, 2019 to \$525,000. For each \$35.00 principal amount of Convertible Debentures, the debenture-holder will receive Delivery Warrants exchangeable for one tonne of warehoused ferrochrome. The terms of the Delivery Warrants will provide that they may be tendered by their holders to

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receive ferrochrome from 1% of any future ferrochrome production from the Company's chromite mineral interests, if and when produced. Management has estimated that these warrants have a nominal value at their date of issuance.

(ii) On December 15, 2017, the Company issued a number of unsecured convertible debentures for cash proceeds in the amount of \$2,017,000 and \$559,908 to satisfy accounts payable amounts outstanding at the time (\$511,725 of which was owed to directors and officers of the Company), for an aggregate principal amount of \$2,576,908. The debentures bear interest at 12% compounded annually and are due on December 15, 2019. Interest is payable in Multiple Voting Shares issued at their volume-weighted average trading price on the ten trading days prior to payment. The principal may be converted by the Company at any time, in whole or in part, into units at a rate of \$21 per unit, with each unit being comprised of four Multiple Voting Shares and four warrants, with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures.

The value of the liability was determined by discounting the future interest payments until December 15, 2019, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The fair value of the conversion feature was determined to be \$2,104,475 and has been recorded in equity as "Debenture Equity". The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of \$122,575 (2018 - \$149,237) has been recorded for the year ended December 31, 2019.

Immediately following the issuance of these debentures, the Company paid a premium to the holders consisting of 24,537 units at a deemed value of \$21 per unit. Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures. The value of this premium has been recorded as a cost of issue against the convertible debenture.

(iii) On March 15, 2019, the Company issued a number of unsecured convertible debentures for cash proceeds in the amount of \$85,000 and \$618,048 to satisfy accounts payable amounts outstanding at the time (\$475,208 of which was owed to directors and officers of the Company), for an aggregate principal amount of \$703,048. The debentures bear interest at 12% compounded annually and are due on December 15, 2019. Interest is payable in Multiple Voting Shares issued at their volume-weighted average trading price on the ten trading days prior to payment. The principal may be converted by the Company at any time, in whole or in part, into units at a rate of \$21 per unit, with each unit being comprised of four Multiple Voting Shares and four warrants, with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures.

The value of the liability was determined by discounting the future interest payments until December 15, 2019, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be \$639,485 and has been recorded in equity. The liability will be accreted to the total interest payable over the term of the debentures. Accretion

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expense of \$1,441 (2018 - \$nil) has been recorded for these debentures for the year ended December 31, 2019.

Immediately following the issuance of these debentures, the Company paid a premium to the holders consisting of 6,696 units at a deemed value of \$21 per unit. Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures (Note 14(ii)). The value of the equity residual has been allocated to the conversion feature, Multiple Voting Shares and warrants based on their relative estimated fair values.

(iv) On June 17, 2019, the Company issued an unsecured convertible debenture for cash proceeds in the amount of \$100,000 to a director and officer of the Company. The debenture bears interest at 12% compounded annually and is due on December 15, 2019. Interest is payable in Multiple Voting Shares issued at their volume-weighted average trading price on the ten trading days prior to payment. The principal may be converted by the Company at any time, in whole or in part, into units at a rate of \$21 per unit, with each unit being comprised of four Multiple Voting Shares and four warrants, with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures.

The value of the liability was determined by discounting the future interest payments until December 15, 2019, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be \$94,049 and has been recorded in equity. The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of \$174 (2018 - \$nil) has been recorded for this debenture for the year ended December 31, 2019.

Immediately following the issuance of this debenture, the Company paid a premium to the holder consisting of 952 units at a deemed value of \$21 per unit. Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures (Note 14(ii)). The value of the equity residual has been allocated to the conversion feature, Multiple Voting Shares and warrants based on their relative estimated fair values.

(v) On August 27, 2019, the Company issued a number of unsecured convertible debentures for cash proceeds in the amount of \$110,000 and \$285,450 to satisfy accounts payable amounts outstanding at the time, for an aggregate principal amount of \$395,450. The debentures bear interest at 12% compounded annually and are due on December 15, 2019. Interest is payable in Multiple Voting Shares issued at their volume-weighted average trading price on the ten trading days prior to payment. The principal may be converted by the Company at any time, in whole or in part, into units at a rate of \$21 per unit, with each unit being comprised of four Multiple Voting Shares and four warrants, with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures.

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The value of the liability was determined by discounting the future interest payments until December 15, 2019, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be \$334,121 and has been recorded in equity. The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of \$257 (2018 - \$nil) has been recorded for these debentures for the year ended December 31, 2019.

Immediately following the issuance of this debenture, the Company paid a premium to the holder consisting of 3,768 units at a deemed value of \$21 per unit. Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance of the first debenture of this series of debentures (Note 14(ii)). The value of the equity residual has been allocated to the conversion feature, Multiple Voting Shares and warrants based on their relative estimated fair values.

(vi) On December 9, 2019, the Company, with the approval of a requisite majority of debenture-holders, extended the maturity date for the debentures issued on December 15, 2017, March 15, 2019, June 17, 2019 and August 27, 2019 until March 31, 2021. Warrants to purchase common shares issued to the purchasers of these debentures, at the time of their issuance, also had their exercise date extended to March 31, 2021. As consideration for the extension, KWG will distribute ferrochrome Delivery Warrants to the debenture-holders as an extension fee. For each \$35.00 principal amount of Convertible Debentures, the debenture-holders will receive Delivery Warrants exchangeable on a first-come aliquot basis for one ton of warehoused ferrochrome. The terms of the Delivery Warrants will provide that they may be tendered by their holders to receive ferrochrome from 1% of any future ferrochrome production from the Company's chromite mineral interests, if and when produced. The Company has recognized a loss of \$532,426 in 2019 on the modification of the maturity date of the debentures.

Changes in the Company's convertible debentures were as follows:

Years ending December 31	2019	2018
Opening balance	1,044,338	766,217
Issuance of new debentures	1,198,498	-
Allocation of equity portion	(1,114,683)	-
Accretion and accrued interest	254,716	278,121
Interest payments	(156,275)	-
Loss on extension of maturity date	532,426	-
Ending balance	1,759,020	1,044,338
Less: current portion	6,679	1,044,338
Non-current portion	1,752,341	-

15 SHARE CAPITAL

Authorized

An unlimited number of no par value Subordinate Voting Shares

An unlimited number of no par value Multiple Voting Shares

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Effective February 14, 2017, the Company reclassified its common shares as Subordinate Voting Shares and created an unlimited number of a new class of Multiple Voting Shares. Three hundred Subordinate Voting Shares are convertible at the option of any shareholder at any time into one Multiple Voting Share. Similarly, each one Multiple Voting Share is convertible at the option of any shareholder at any time into three hundred Subordinate Voting Shares. At all meetings of shareholders, shareholders are entitled to cast one vote for each one Subordinate Voting Share and to cast three hundred votes for each one Multiple Voting Share. Dividend and liquidation rights for each Multiple Voting Share are correspondingly three hundred times the dividend and liquidation rights for each Subordinate Voting Share. During the year ended December 31, 2019, 2,786 (2018 - 3,361) Multiple Voting Shares were converted into 830,400 (2018 - 1,008,300) Subordinate Voting Shares.

Issued

Changes in the Company's share capital were as follows:

	Year ended December 31, 2019		Year ended December 31, 2018	
	Number of Subordinate Voting Shares	Number of Multiple Voting Shares	Number of Subordinate Voting Shares	Number of Multiple Voting Shares
Issued				
Balance – beginning of year	1,018,666,527	194,197	1,017,658,227	197,558
Issued as premium for debentures (i)(ii)(iii) and see Note 14(iii)(iv)	-	45,708	-	-
Converted during the year (iv)	830,400	(2,768)	1,008,300	(3,361)
Balance – end of year	1,019,496,927	237,049	1,018,666,527	194,197

- (i) On August 27, 2019, the Company issued 3,768 units at a deemed value of \$21 per unit as a premium to debenture holders (Note 14(v)). Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance. The pro-rated estimated fair value of the warrants was \$29,448 using a valuation model based on the following assumptions: expected dividend yield of 0%, expected volatility of 297%, risk-free rate of return of 1.45% and a life of three and a half months.
- (ii) On June 18, 2019, the Company issued 952 units at a deemed value of \$21 per unit as a premium to debenture holders (Note 14(iv)). Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance. The pro-rated estimated fair value of the warrants was \$7,253 using a valuation model based on the following assumptions: expected dividend yield of 0%, expected volatility of 346%, risk-free rate of return of 1.44% and a life of six months.
- (iii) On March 15, 2019, the Company issued 6,696 units at a deemed value of \$21 per unit as a premium to debenture holders (Note 14(iii)). Each unit was comprised of four Multiple Voting Shares and four share purchase warrants, with each warrant enabling its holder to

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acquire one further Multiple Voting Share from treasury upon payment of \$7.50 at any time within two years from the date of issuance. The pro-rated estimated fair value of the warrants was \$51,459 using a valuation model based on the following assumptions: expected dividend yield of 0%, expected volatility of 247%, risk-free rate of return of 1.62% and a life of nine months.

16 WARRANTS AND COMPENSATION OPTIONS

Changes in the Company's outstanding share purchase warrants and compensation options were as follows:

	Year ended December 31, 2019		
Issued	Subordinate Voting Share Warrants	Multiple Voting Share Warrants	Compensation options
Balance – beginning of year	204,984,949	107,672	2,604,500
Expired during the year	(25,000,000)	(9,524)	-
Issued as premiums for debentures (Note 14(iii)(iv)(v))	-	45,720	-
Balance – end of year	179,984,949	143,868	2,604,500

	Year ended December 31, 2018		
Issued	Subordinate Voting Share Warrants	Multiple Voting Share Warrants	Compensation options
Balance – beginning of year	230,760,949	107,672	2,803,700
Expired	(25,776,000)	-	(199,200)
Balance – end of year	204,984,949	107,672	2,604,500

Outstanding Subordinate Voting Share purchase warrants and compensation options entitle their holders to subscribe for an equivalent number of Subordinate Voting Shares. Outstanding Multiple Voting Share purchase warrants entitle their holders to subscribe for an equivalent number of Multiple Voting Shares. A summary of the Company's outstanding warrants and compensation options as at December 31, 2019 is presented below:

Number of Subordinate Voting Share Warrants	Number of Multiple Voting Share Warrants	Number of Compensation options	Exercise price \$	Expiry date
25,000,000	-	-	0.10	June 2020
84,895,563	-	2,604,500	0.05	April 2021
55,995,720	-	-	0.05	March 2022
11,225,238	-	-	0.05	June 2022
2,868,428	-	-	0.05	July 2022
-	143,868	-	7.50	March 2021
179,984,949	143,868	2,604,500		

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17 STOCK OPTION PLAN

The Company maintains a stock option plan (the “Plan”) whereby the Board of Directors may from time to time grant to employees, officers, directors and consultants of the Company or any subsidiary thereof options to acquire common shares (now re-designated as Subordinate Voting Shares) as may be determined by the Board, provided that the exercise price may not be lower than the market price of the Subordinate Voting Shares at the time of the grant of the options.

As at December 31, 2019, the Plan provides (i) that the maximum number of Subordinate Voting Shares that may be reserved for issuance under the Plan shall be equal to 10% of the number of issued and outstanding Subordinate Voting Shares (for these purposes, all Multiple Voting Shares are deemed to be converted to Subordinate Voting Shares on the basis of 300:1); and (ii) that the maximum number of Subordinate Voting Shares which may be reserved for issuance to any one optionee pursuant to a share option may not exceed 5% of the Subordinate Voting Shares outstanding at the time of the grant (including the deemed conversion of Multiple Voting Shares into Subordinate Voting Shares on the basis of 300:1).

Options vest over an 18-month period: 25% at the date of the grant and 12.5% in each of the following six quarters unless otherwise determined by the Board of Directors. Options granted must be exercised over a period no longer than five years after the date of grant, and they are not transferable. A summary of changes in the Company’s stock options outstanding is presented below:

Options

	Year ended December 31, 2019		Year ended December 31, 2018	
	Number of Subordinate Voting Shares	Average exercise price	Number of Subordinate Voting Shares	Average exercise price
Balance – beginning of year	91,814,000	0.054	103,000,000	0.059
Expired	(7,900,000)	0.100	(11,186,000)	0.100
Balance – end of year	83,914,000	0.050	91,814,000	0.054

The following table summarizes information about options outstanding and exercisable as at December 31, 2019:

	Outstanding options		Exercisable options
Exercise price	Number of options	Average contractual life (in years)	
0.050	83,914,000	1.78	83,914,000

Total share-based compensation costs for the year ended December 31, 2019 amounted to \$nil (2018 – \$nil).

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18 NON-CONTROLLING INTEREST

Non-controlling interests' share of DDI expenses are reflected in the consolidated statements of operations and are charged as a reduction to the non-controlling interest account on the consolidated balance sheets. In 2018, the non-controlling interest was eliminated as a result of the disposition of DDI (Note 5).

19 GENERAL AND ADMINISTRATIVE EXPENSES

The Company's general and administrative expenses consist of the following:

Years ending December 31	2019	2018
Advertising and promotion	564	20,048
Consultants' fees	508,640	199,995
Directors' fees and insurance	104,378	101,162
Filing fees	5,916	30,657
Investor relations fees	12,058	98,961
Professional fees	58,972	219,480
Office overheads	427,788	717,778
Salaries and benefits	688,349	593,463
Travel and accommodation	29,959	84,412
	1,836,624	2,065,956

20 INCOME TAXES

Provision for Income Taxes

A reconciliation between tax expense and the product of accounting loss multiplied by the Company's combined federal and provincial tax rate is as follows:

	2019	2018
Statutory tax rate	26.50%	26.50%
Loss before income taxes	(4,667,007)	(1,633,055)
Expected income tax recovery based on statutory rate	(1,237,000)	(433,000)
Adjustment to expected income tax benefit:		
Loss due to loss of control	-	2,743,000
Non-deductible items	341,000	
Other	-	1,000
Change in benefits not recognized	896,000	(2,311,000)
Deferred income tax provision (recovery)	-	-

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off the current tax assets and current tax liabilities or deferred tax assets and liabilities and they relate to taxes levied by the same tax authority.

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Deferred Income Tax Balances

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

Deductible Temporary Differences	Dec 31, 2019	Dec 31, 2018
Non capital loss carry-forwards	21,952,000	13,256,000
Capital loss carry-forwards	65,767,000	78,679,000
Exploration and evaluation assets	40,188,000	42,474,000
Share issue costs	2,000	3,000
Marketable securities	61,000	56,000
Property and equipment	2,585,000	2,549,000
	130,555,000	137,017,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profits will be available against which the Company and its subsidiaries will be able to utilize the benefits.

At December 31, 2019, the Company has unclaimed non-capital losses of \$21,952,000 which will expire at various dates through 2039. All other temporary differences can be carried forward indefinitely.

21 LOSS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

Years ended December 31	2019	2018
Weighted average number of outstanding Subordinate Voting Shares (*) – basic and diluted	1,085,515,497	1,021,415,431
Net loss for the year	(4,677,007)	(1,633,055)
Loss per Subordinate Voting Share for the year Basic and diluted	(0.00)	(0.00)
<i>Note: (*) including the effect of converting all outstanding Multiple Voting Shares to Subordinate Voting Shares on the basis of 300:1</i>		
Non-dilutive securities:		
Convertible debentures:		
Multiple Voting Shares	814,345	586,060
Multiple Voting Share Warrants	766,727	538,442
Stock options	83,914,000	91,814,000
Subordinate Share Warrants and Compensation Options	182,589,449	207,589,449
Multiple Voting Share Warrants	143,868	107,672

22 RELATED PARTY TRANSACTIONS

The Company defines its officers (CEO, CFO and corporate secretary) and directors as Key Management Personnel (“KMP”). During 2019, officers and companies controlled by officers charged consulting fees for cash consideration of \$180,444 (\$291,488 in 2018) and salaries in the amount of \$622,500 (\$572,500 in 2018). The consulting fees were for services performed by the corporate secretary and the CFO as well as for general accounting services. Directors’

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fees charged in 2019 totalled \$77,555 (\$88,500 in 2018). KMP received no stock options in 2019 (none in 2018). In 2019, stock compensation expenses totalled \$nil for KMP (\$nil in 2018). See also Note 14 (ii),(iii),(iv). Amounts owing to directors and officers as at December 31, 2019 totalled \$854,310 (\$573,927 at December 31, 2018). Amounts payable are unsecured, non-interest bearing and have no fixed terms of repayment.

23 COMMITMENTS AND CONTINGENCIES

- (i) The Company has incurred approximately \$13 million of expenditures which have been passed through to shareholders as eligible expenditures for their purposes under flow-through agreements. As noted in Note 3 to these consolidated financial statements, there is a risk that some or all of these claims may be disallowed. To the extent that the costs are disallowed as deductions to shareholders, additional tax attributes would be created for the Company which would be considered for recognition at that time. Additional costs may be incurred. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

In 2015, the Canada Revenue Agency ("CRA") conducted an audit of the Company's flow-through expenditures for the calendar years 2010 through 2013. As a result of the audit, CRA adjusted the amount of qualifying expenditures that were renounced to the subscribers aggregating approximately \$6,700,000. In addition, CRA assessed additional Part XII.6 tax of approximately \$1,103,180, including penalties and interest. The Company previously made a provision for the entire amount of the estimated Part XII.6 tax, penalties and interest. Additionally, a provision in the amount of \$3,837,217 was set up for the estimated subscriber indemnification costs based on the highest personal income tax rates in the Province of Ontario at the time these expenditures were renounced to the subscribers plus the Federal and Ontario investment tax credits available at the time. The Company filed formal objections to dispute the assessments. Following detailed exchanges with CRA appeals' staff over the ensuing 46 months, CRA issued revised notices of reassessment on August 16, 2019 seeking a tax balance for 2010 of \$1,626 only. The reassessment notice disclosed the addition of a retroactive \$15,000 penalty for the incorrect 2010 reporting and subsequent penalties of a further \$8,907 to compound the reassessed tax and penalty being retroactively outstanding. The Company is considering appealing this assessment and retroactive application of these penalties. The full amount shown on the notices of reassessment has been provided for in these financial statements.

Due to the fact that the 2010 and 2011 years were statute-barred in the opinion of management and that CRA had not issued reassessments to any subscribers for these years, as far as the Company was aware, the indemnification provision was reduced by \$2,542,947 in 2017 and a further \$526,826 in 2018. As a result of the issuance of the reassessments noted above, the indemnification provision was reduced by the remaining balance of \$767,444 in the second quarter of 2019.

Certain tax-related conditions may exist at the date the financial statements are issued which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company does not record any liability for such future events until such time as the events are probable and reasonably determinable.

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(ii) Under the terms of an employment agreement with the Company's CEO dated October 8, 2008, in the event of a change in control of the Company and the CEO's employment is involuntarily terminated within three years following the change in control, the Company shall pay the CEO an amount equal to three times his then-current base salary and three times his annual bonus most recently paid or accrued along with any unpaid salary and vacation pay. The contract requires payments totaling \$1,140,000 for the change of control and \$570,000 for the termination clause. As the triggering events have not taken place, the contingent payments have not been reflected in these consolidated financial statements.

(iii) The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

24 FINANCIAL INSTRUMENTS AND FAIR VALUES

Overview

The Company has exposure to the following risks from its use of financial instruments:

- credit risk;
- liquidity risk;
- market risk;

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these consolidated financial statements.

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board fulfils its responsibility through the Audit Committee, which is responsible for overseeing the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company has an established code of conduct which sets out the control environment within which framework all directors' and employees' roles and obligations are outlined.

The Company's risk and control framework is facilitated by the small-sized and hands-on executive team.

Credit Risk

Credit risk is the risk of an unexpected financial loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and cash equivalents, receivables and marketable securities.

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(i) Cash and Cash Equivalents

The Company's cash and cash equivalents are held through large Canadian financial institutions. The Company has a corporate policy of investing its available cash in Canadian government instruments and certificates of deposit or other direct obligations of major Canadian banks, unless otherwise specifically approved by the Board. The Company does not own asset-backed commercial paper.

(ii) Receivables

The Company's receivables consist primarily of receivables and amounts due from related and unrelated parties. When necessary, the Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of receivables.

Furthermore, when the Company engages in corporate transactions, it seeks to manage its exposure by ensuring that appropriate recourse is included in such agreements upon the counterparty's failure to meet contractual obligations.

(iii) Marketable Securities

The Company invests only in securities of companies listed on public stock exchanges and warrants of those companies. There is no active market for these warrants. Such strategic investments are approved by the Board of Directors of the Company. Management actively monitors changes in the markets and management does not expect any counterparty to fail to meet its obligations. The Company's investments are generally in the junior natural resources sector and these companies are subject to similar areas of risk as the Company itself.

(iv) Guarantees

The Company's policy is to provide financial guarantees only to wholly-owned subsidiaries or under business arrangements where the benefit of the guarantee will ensure to the Company. At December 31, 2019, the Company had \$nil in guarantees outstanding (2018 - \$nil).

The Company's maximum exposure to credit risk at the reporting date was:

	Notes	December 31, 2019	December 31, 2018
Carrying amount			
Cash and cash equivalents	6	1,618	210,887
Receivables	7	214,671	272,067
Financial assets classified as FVOCI	8	6,807	10,789
		223,096	493,743

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements after taking into account cash flows from operations and the Company's holdings of cash and cash equivalents and marketable securities. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future cash needs and sources. Spending plans are adjusted accordingly when possible to provide for liquidity.

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The Company manages its liquidity risk through the mechanisms described above and as described in Capital Management Disclosures (Note 26). The Company has historically relied on issuances of shares and convertible debenture instruments to develop projects and to finance day-to-day operations and may do so again in the future.

The Company's only significant long-term liability is its convertible debentures payable, such debentures issued in two series with fixed maturity dates of March 26, 2021, and each of which has a fixed annual interest rate of 12%. All other contractually obligated cash flows are payable within the next fiscal year.

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters while optimizing the return.

Foreign Currency Risk

The Company is exposed to foreign currency risk on purchases and other payables that are denominated in a currency other than the functional currency of the Company; the Canadian dollar. The currencies in which these transactions are denominated, when they occur, are the United States dollars (US\$). The Company does not actively hedge its foreign currency exposure. A 10% strengthening or weakening of the US\$ would not have a material impact on the Company's equity or results of operations.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest-bearing debt, comprised of convertible debentures payable is at a fixed rate of interest. Consequently, the Company is not exposed to any significant interest rate risk which could be caused by a sudden change in market interest rates.

Other Market Price Risk

The Company's marketable securities and strategic investments are subject to equity price risk. The values of these investments will fluctuate as a result of changes in market prices, the price of metals or other factors affecting the value of the investments. See Note 8.

Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Historically, such prices have fluctuated and are affected by numerous factors outside of the Company's control, including, but not limited to: industrial and retail demand, central bank lending, forward sales by producers and speculators, levels of worldwide production, short-term changes in supply and demand because of speculative hedging activities and other factors such as significant mine closures. The Company does not currently have any hedging or other commodity-based risks respecting its operations. The value of the Company's strategic investments is also related to the price of, and outlook for, base and precious metals and other minerals.

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25 DETERMINATION OF FAIR VALUES

Measurement Categories

As explained in Note 3, financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value, whether changes in fair value are recognized in the consolidated statement of operations or comprehensive loss. Those categories are: fair value through profit or loss; fair value through other comprehensive income; and amortized cost.

The following table shows the carrying values of financial assets and liabilities for each of these categories at the reporting date.

	Notes	December 31, 2019	December 31, 2018
Assets			
Amortized cost			
Cash	6	1,618	210,887
Receivables	7	214,671	272,067
FVOCI			
Marketable securities	8	6,807	10,789
Liabilities			
Amortized cost			
Trade and other payables and provisions	13	1,368,565	2,956,649
Convertible debentures	14	1,759,020	1,044,338

A number of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Marketable securities

The fair value of marketable securities included is determined by reference to their quoted market closing bid price at the reporting date.

Fair Value Hierarchy

The different levels of valuation are defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within 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 are not based on observable market data (unobservable inputs).

The table below analyzes financial instruments carried at fair value by valuation method:

	Level 1	Level 2	Level 3	Total
As at December 31, 2019				
Assets				
Marketable securities	6,807	-	-	6,807
Total assets	6,807	-	-	6,807
As at December 31, 2018				
Assets				
Marketable securities	10,789	-	-	10,789
Total assets	10,789	-	-	10,789

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(ii) Receivables

The fair value of receivables is estimated at their book value due to their short-term nature. Receivables are generally due within 30 days.

(iii) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes and approximates the carrying value of trade and other payables due to their short-term nature, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

(iv) Cash equivalents

As cash equivalents are readily converted into cash the fair value of cash equivalents is determined by reference to this value.

26 CAPITAL MANAGEMENT DISCLOSURES

The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued project development and corporate activities. Capital is defined by the Company as the aggregate of its shareholders' equity (deficiency). Shareholders' deficiency totalled \$2,888,817 at December 31, 2019 and shareholders' equity totalled \$677,489 at December 31, 2018.

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. In order to maintain or adjust the capital structure, the Company expects that it will be able to obtain equity, long-term debt, equipment-based financing and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful. In order to achieve these objectives, the Company invests its unexpended cash in highly-liquid, rated financial instruments. There were no changes in the Company's approach to capital management during 2019 and 2018. The Company is not subject to externally imposed capital requirements.

27 SEGMENTED INFORMATION

Operating segments are reported in a manner consistent with the way in which the Company's executive officers review business performance on a quarterly basis. The Company's operations comprise a single reporting operating segment engaged principally in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the consolidated financial statements also represent segment amounts.

28 CHANGE IN ACCOUNTING POLICY

During the year ended December 31, 2019, the Company changed its accounting policy for its exploration and evaluation projects to recognize these costs in the statements of operations in the period incurred, as permitted under IFRS 6, Exploration for and Evaluation of Mineral Resources. Management judges that the change in accounting policy will result in clearer, more relevant and reliable financial information.

The previous accounting policy was that exploration and evaluation expenditures were capitalized in respect of each identifiable area of interest, once the legal right to explore had

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been acquired, until the technical feasibility and commercial viability of extracting a mineral resource was demonstrated.

The impact of this change on the previously reported financial statements for the year ended December 31, 2018 are as follows:

The impacts of this change on the previously reported financial statements as at December 31, 2018 and January 1, 2018 and for the year ended December 31, 2018 are as follows:

	As previously Reported	Adjustment	Restated
Balance sheet			
As at December 31, 2018			
Exploration and evaluation assets	39,663,574	(39,663,574)	-
Total assets	44,342,050	(39,663,574)	4,678,476
Deficit	(13,033,032)	(39,663,574)	(52,696,606)
Total shareholders' equity	40,341,063	(39,663,574)	677,489
Balance sheet			
As at January 1, 2018			
Exploration and evaluation assets	40,151,023	(40,151,023)	-
Total assets	46,138,775	(40,151,023)	5,987,732
Deficit	(10,927,535)	(40,151,023)	(51,078,558)
Total shareholders' equity	42,439,587	(40,151,023)	2,288,564
Statements of operations and comprehensive loss			
For the year ended December 31, 2018			
Exploration expenditures	-	(146,793)	(146,793)
Gain (loss) due to change of control of subsidiary	(51,661)	634,242	582,581
Net loss for the year	(2,120,504)	487,449	(1,633,055)
Comprehensive loss for the year	(2,161,820)	487,449	(1,674,371)
Loss per share	(0.00)	(0.00)	(0.00)
Statement of cash flows			
For the year ended December 31, 2018			
Net loss for the year	(2,120,504)	487,449	(1,633,055)
Gain (loss) due to change of control of subsidiary	(51,661)	634,242	582,581
Net cash used in operating activities	(1,390,017)	(146,793)	(1,536,810)
Expenditures on exploration and evaluation assets	(146,793)	146,793	-
Net cash from in investing activities	386,504	146,793	533,297

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29 SUBSEQUENT EVENT

Novel Coronavirus (“COVID-19”)

The Company’s operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company’s operations and ability to finance its operations.