

St. Augustine Gold and Copper Limited

Condensed Interim Consolidated Financial Statements

As at and for the three and six months ended June 30, 2019 and 2018
Presented in U.S. dollars

Dated as of August 7, 2019

ST. AUGUSTINE GOLD AND COPPER LIMITED

**No. 21, Greenwood Lane
Singapore, 286949**

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying condensed interim consolidated financial statements for St. Augustine Gold and Copper Limited (the "Company") as at and for the three and six months ended June 30, 2019, have been prepared by management in accordance with the International Accounting Standards, which include International Financial Reporting Standards ("IFRS"). These financial statements are the responsibility of management and have not been reviewed by the auditors. The most significant accounting principles have been set out in the December 31, 2018 audited consolidated financial statements. There have been no changes in accounting policies from the latest completed financial year end. These financial statements have been prepared on a historical cost basis of accounting. A precise determination of many assets and liabilities is dependent on future events. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

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St. Augustine Gold and Copper Limited

Unaudited interim consolidated statements of financial position

As at June 30, 2019 and December 31, 2018

(Presented in U.S. dollars)

	Notes	June 30, 2019	December 31, 2018
Assets			
Current assets			
Cash		\$ 185,458	\$ 70,480
Prepays and other current assets		139,676	111,694
Total current assets		325,134	182,174
Non-current assets			
Investment in mineral property	3	60,255,704	59,804,234
Investment in NADECOR	4.C	34,560,307	33,724,559
Note receivable from NADECOR	4.B	5,272,586	4,994,760
Investments in joint ventures	5.A	184,060	184,060
Advances to joint ventures	5.B	2,657,301	2,398,850
Note receivable from joint venture	5.B	8,213,633	8,121,969
Property and equipment	6	69,220	88,708
Other non-current assets		946,280	946,280
Total non-current assets		112,159,091	110,263,420
Total assets		\$ 112,484,225	\$ 110,445,594
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued wages	7.A	\$ 2,338,048	\$ 2,149,041
Due to related parties	7.B	3,864,037	2,960,504
Total current liabilities		6,202,085	5,109,545
Shareholders' equity			
Share capital	8.A	129,272,617	129,272,617
Share option reserves	8.B	12,033,926	12,033,926
Warrant reserves		1,215,488	1,215,488
Accumulated deficit		(26,411,403)	(26,472,326)
Accumulated other comprehensive loss		(9,828,488)	(10,713,656)
Total equity		106,282,140	105,336,049
Total liabilities and shareholders' equity		\$ 112,484,225	\$ 110,445,594

Commitments and contingencies

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

Approved on behalf of the Board of Directors:

*"SIGNED"***Yolanda L. Coronel-Armenta**

Director

*"SIGNED"***Johnny C. Felizardo**

Director

St. Augustine Gold and Copper Limited

Unaudited interim consolidated statements of comprehensive income (loss)

For the three and six months ended June 30, 2019 and 2018

(Presented in U.S. dollars)

	Notes	Three months ended June 30,		Six months ended June 30,	
		2019	2018	2019	2018
Operating expenses					
Wages expenses	7.A	\$ 50,000	\$ 50,000	\$ 100,000	\$ 100,000
General and administrative costs		91,035	42,329	98,983	78,604
Total operating expenses		(141,035)	(92,329)	(198,983)	(178,604)
Interest income		70,953	88,434	162,650	174,043
Foreign exchange gain (loss)		57,172	(40,564)	59,130	(128,516)
Other income	7.B	24,025	144,880	59,791	144,880
Total other income		152,150	192,750	281,571	190,407
Loss from investment in NADECOR	4.C	(17,873)	(12,365)	(27,580)	(28,011)
Income (Loss) from investments in joint ventures	5.B	72,644	(140,503)	6,212	(562,176)
Net income (loss)		65,589	(52,447)	60,923	(578,384)
Foreign exchange translation gain (loss)		965,127	(847,627)	885,168	(2,381,025)
Total comprehensive income (loss)		\$ 1,030,716	\$ (900,074)	\$ 946,091	\$ (2,959,409)
Net loss per common share, basic and diluted	9	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average common shares outstanding, basic and diluted		726,758,334	726,758,334	726,758,334	726,758,334

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

St. Augustine Gold and Copper Limited

Unaudited interim consolidated statements of cash flows
For the three and six months ended June 30, 2019 and 2018
(Presented in U.S. dollars)

	Notes	Six months ended June 30,	
		2019	2018
Cash flows from operating activities			
Net income (loss)		\$ 60,923	\$ (578,384)
Effects of foreign currency changes		(49,935)	128,935
Interest income		(162,650)	(174,043)
Loss from investment in NADECOR	4.C	27,580	28,011
Loss (income) from investments in joint ventures	5.B	(6,212)	562,176
Changes in non-cash operating working capital		(27,548)	16,682
Net cash used by operating activities		(157,842)	(16,623)
Cash flows from investment activities			
Increase in investment in mineral property	3	(431,982)	(466,490)
Advances from related party	7.C	778,085	660,472
Advances to joint ventures	5.B	(301,079)	(223,351)
Note receivable from NADECOR	4.B	(76,687)	(24,831)
Changes in non-cash investing working capital		312,693	111,984
Interest income		94	131
Net cash provided by investing activities		281,123	57,915
Net increase in cash		123,281	41,292
Effect of exchange rate changes on cash		(8,303)	(14,851)
Cash, beginning of period		70,480	169,659
Cash, end of period		\$ 185,458	\$ 196,100

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

St. Augustine Gold and Copper Limited

Unaudited interim consolidated statements of changes in shareholders' equity

For the six months ended June 30, 2019 and 2018

(Presented in U.S. dollars)

	Shares	Share capital	Share option reserves	Warrant reserves	Accumulated deficit	Accumulated other comprehensive loss	Total
Balance, January 1, 2018	726,758,334	\$ 129,272,617	\$ 12,033,926	\$ 1,215,488	\$ (25,794,288)	\$ (9,452,135)	\$ 107,275,608
Foreign exchange translation loss	-	-	-	-	-	(2,381,025)	(2,381,025)
Net loss	-	-	-	-	(578,384)	-	(578,384)
Balance, June 30, 2018	726,758,334	129,272,617	12,033,926	1,215,488	(26,372,672)	(11,833,160)	104,316,199
Balance, January 1, 2019	726,758,334	129,272,617	12,033,926	1,215,488	(26,472,326)	(10,713,656)	105,336,049
Foreign exchange translation loss	-	-	-	-	-	885,168	885,168
Net loss	-	-	-	-	60,923	-	60,923
Balance, June 30, 2019	726,758,334	\$ 129,272,617	\$ 12,033,926	\$ 1,215,488	\$ (26,411,403)	\$ (9,828,488)	\$ 106,282,140

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

St. Augustine Gold and Copper Limited

Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

1. Organization & description of business and continuance of operations

St. Augustine Gold and Copper Limited (the “Company” or “SAGC”) was incorporated on January 27, 2010, in the British Virgin Islands. The address of the Company’s corporate office is No. 21, Greenwood Lane, Singapore, 286949. The registered address of the Company is Jayla Place, Wickham’s Cay 1, Road Town, Tortola VG 1110, British Virgin Islands.

The Company has earned no revenues since its recapitalization in 2011 and is focused on the exploration and evaluation of its mineral property. The Company (through a related party company, prior to the Company’s incorporation) and Nationwide Development Corporation (“NADECOR”), a Philippine corporation, entered into a Letter of Intent dated November 10, 2009, and executed a Memorandum of Understanding (“MOU”) on April 27, 2010. Under these agreements, subsequent amendments and related agreements, the Company became responsible for providing technical assistance for operations and acquired the right to earn-in an aggregate 60% equity position, through direct and indirect investments, in the King-king Joint Venture envisioned in the MOU. The earn-in is based on expenditures made to benefit the King-king copper gold project (the “Project”) as well as direct payments to NADECOR. The MOU will be superseded following fulfillment of the terms of an amended agreement executed in 2013 and amended in August 2014 (Note 4.A).

The Project is a copper-gold mineral reserve located at Sitio Gumayan, Barangay King-king, Municipality of Pantukan, Province of Compostela Valley, on Mindanao Island, Philippines. Several years of exploration, including drilling and baseline studies have been completed by various parties. A National Instrument 43-101-compliant Preliminary Feasibility Technical Report had been completed and published on SEDAR on November 1, 2013.

The Philippine Environmental Management Bureau approved the Project Environmental Impact Study and issued the Environmental Compliance Certificate (“ECC”) to NADECOR for the King-king Project on February 26, 2015.

On January 4, 2016, Mines and Geosciences Bureau (“MGB”) approved the Declaration of Mine Project Feasibility (“DMPF”) therefore authorizing NADECOR and the Company to proceed in the development, construction and operation of the King-king Project per approved plans and strategies.

In June 2016, MGB issued an order approving the assignment of the Mineral Production Sharing Agreement (“MPSA”) to Kingking Mining Corporation (“KMC”) pursuant to the deeds of assignment dated October 22, 2010 and November 25, 2013.

On August 8, 2016, the Company announced that the Department of Environment and Natural Resources (“DENR”) through MGB has approved the renewal of the amended MPSA for another 25-year term.

The Company is dependent upon its ability to obtain additional financing to complete a Bankable Feasibility Study (“BFS”), develop the mine site, and fund operations.

These unaudited interim consolidated financial statements, prepared as at and for six months ended June 30, 2019 and 2018 (the “Financial Statements”) have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business. The Company earns no operating revenues and has incurred an accumulated deficit of \$26,411,403 through June 30, 2019 (December 31, 2018 - \$26,472,326). The Company had a working capital deficit of \$5,876,951 at June 30, 2019 (December 31, 2018 – \$4,927,371); however, the Company has \$3,500,000 in commitments remaining to a joint venture investee (Note 13.B). Further, additional funds must be raised in order to further develop and construct the Project and ultimately realize a positive economic return. This represents a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent upon obtaining necessary financing to complete permitting activities, engineering design, construction and placement of the mineral property into commercial production. The Financial Statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

These Financial Statements were authorized for issue by the Board of Directors on August 7, 2019.

St. Augustine Gold and Copper Limited

Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

2. Significant accounting policies

A. Statement of compliance

These Financial Statements, including comparatives, have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board (“IASB”) effective for the Company’s reporting period ending December 31, 2018. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2018. Accounting policies applied are the same as those applied in the Company’s annual financial statements which are filed under the Company’s profile on SEDAR at www.sedar.com, with the exception of new and revised accounting standards outlined in Note 2.F. The Financial Statements are prepared as at and for the three and six months ended June 30, 2019, which is part of the period to be covered by the Company’s annual financial statements for the year ending December 31, 2019.

B. Basis of preparation

The Financial Statements have been prepared using historical costs and fair values of certain items. Items initially measured at fair value include cash held in foreign currencies, warrant valuations, share-based payments and investments. Also, the Financial Statements have been prepared using the accrual method of accounting, except for cash flow information. The use of “₱” refers to Philippine pesos and “CDN\$” refers to Canadian dollars.

C. Basis of consolidation

The Financial Statements include the accounts of the Company and its subsidiaries. Intercompany balances and transactions are eliminated on consolidation.

D. Segment reporting

The Company operates in a single reportable operating segment, which is the exploration and evaluation of its mineral property. The Company’s sole mineral property interest, the Kingking Project, is located in the Philippines.

E. Significant accounting estimates, judgments and assumptions

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of income and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. There were no changes in key estimates, judgments or assumptions since the year ended December 31, 2018.

F. Application of new and revised accounting standards

The Company has adopted the IFRS standard described below as at January 1, 2019:

i. IFRS 16 – Leases

This standard specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16’s approach to lessor accounting substantially unchanged from its predecessor, IAS 17 - Leases. The standard was issued in January 2016 and is effective for annual periods beginning on or after January 1, 2019.

The Company has no material leases as at June 30, 2019, and therefore the Company believes that IFRS 16 won’t have a material effect on the Company’s financial statements.

St. Augustine Gold and Copper Limited

Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

ii. IAS 28 - Investments in associates and joint ventures

This standard is amended to address the inconsistency between IFRS 10 and IAS 28. The main consequence of the amendments is that a full gain or loss is recognized when the transaction involves a business combination, and whereas a partial gain is recognized when the transaction involves assets that do not constitute a business.

The amendment was originally effective for years beginning on/after January 1, 2019. The Company believes that the amendments to IAS 28 won't have a material effect on the Company's consolidated financial statements.

3. Investment in mineral property

The following table summarizes changes to the investment in mineral property as at June 30, 2019 and December 31, 2018:

	June 30, 2019	December 31, 2018
Beginning balance	\$ 59,804,234	\$ 58,859,405
Additions	451,470	944,829
Ending balance	\$ 60,255,704	\$ 59,804,234

In the above table includes capitalized depreciation for the six months ended June 30, 2019 of \$19,488 (2018 – \$19,277) (Note 6).

The Company's investment in mineral property is secured under its rights under the MOU. Additionally, the Company owns 25% of NADECOR directly (Note 4.C). Management expects to fulfill the terms of the Project Framework Agreement ("PFA") (Note 4.A), which will supersede the terms of the MOU. However, until the PFA is substantially completed, the MOU is the current contract in force underlying this asset at June 30, 2019.

The Company has committed to spend \$43,500,000 to complete a BFS for the Project, for which the Company will earn a 45% interest in the Project. The underlying earn-in accumulates as expenditures are made, along with other milestones and earn-in commitments. An additional 6% can be earned through interim payments to NADECOR and an additional 9% can be earned by funding a minimum of \$32,000,000 in capital development expenditures ("CapEx"), subject to adjustment according to outcomes contemplated in the MOU. To earn the full 60% potential interest in the Project, the Company will spend, or pay to NADECOR, a minimum of \$83,000,000, as outlined by the agreement summarized below and subject to adjustments for outcomes contemplated in the MOU. A significant variable which can change this minimum commitment is the planned tonnage throughput of mine operations. In the event that the Company's minimum commitment increases, the Company and NADECOR share in the economic benefit of cost savings against CapEx at the ratio of the earn-in. The Company also incurs costs related to the Project which do not qualify for progress towards the earn-in. The expenditure requirements and progress towards the payments are summarized as follows:

Item	Earn-in amount	June 30, 2019	December 31, 2018
Exclusivity payment to NADECOR (i)	\$ 400,000	\$ 400,000	\$ 400,000
Initial payment to NADECOR (ii)	3,100,000	3,100,000	3,100,000
Initial BFS funding (iii)	30,000,000	30,000,000	30,000,000
Incremental BFS funding (iv)	5,000,000	5,000,000	5,000,000
Incremental BFS funding (iv)	8,500,000	8,500,000	8,500,000
Payments to NADECOR (v)	4,000,000	1,231,000	1,231,000
CapEx funding (vi)	32,000,000	19,193,428	18,663,585
Totals	\$ 83,000,000	\$ 67,424,428	\$ 66,894,585

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Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

- (i) Direct payment to NADECOR made in 2009;
- (ii) \$3,000,000 was paid in 2010. The remaining \$100,000 was paid in 2012;
- (iii) Direct project expenditures made by the Company pursuant to the Preferred Shares Investment Agreement ("PSIA"). The full amount has been expended;
- (iv) Direct project expenditures after the fulfillment of \$30,000,000 required to be expended following the PSIA;
- (v) The timing of direct payments to NADECOR is contingent on events contemplated in the MOU. During 2011, \$981,000 was paid, \$250,000 was paid during 2013, and the balance is expected to be paid if the terms of the PFA are not fulfilled; and
- (vi) Total CapEx based on planned mine throughput. The minimum commitment is \$32,000,000, and is subject to adjustment depending on the planned throughput of the mine. PFS results indicate throughput would increase the Company's CapEx commitment should the terms of the PFA not be completed.

A reconciliation of the progress made towards the earn-in to the amounts invested in mineral property included on the accompanying consolidated statements of financial position is as follows:

Reconciliation of Investment in mineral property to earn-in	June 30, 2019	December 31, 2018
Investment in mineral property	\$ 60,255,704	\$ 59,804,234
Depreciable property (earn-in in full on purchase)	41,301	60,789
Qualifying fundraising costs	1,788,362	1,788,362
Other (i)	5,339,061	5,241,200
Estimated earn-in balance	\$ 67,424,428	\$ 66,894,585

- (i) Other items include earn-in expenditures that do not qualify as direct mineral property expenditures.

4. Transactions with Nationwide Development Corporation

A. Project Framework Agreement ("PFA")

On October 3, 2013, the Company, NADECOR and Queensberry Mining & Development Corp. ("Queensberry, Note 7.C) executed the PFA, which was amended in August 2014. In November 2013, NADECOR's shareholders ratified the execution and implementation of the PFA. The Company received shareholder approval and conditional Toronto Stock Exchange ("TSX") approval in December 2013. The Company received shareholder approval and conditional TSX approval in July 2014 for the PFA amendment. NADECOR shareholders approved the PFA amendment in June 2014. The PFA amendment was executed on August 8, 2014. The amended PFA's purpose is to restructure and align NADECOR and the Company's financial interests in the Project. Upon completion of the amended PFA's terms, it will supersede the MOU and related agreements. The primary terms of this agreement, as amended, include the following completed items:

- In 2013, NADECOR established a mining company (King-king Mining Corporation; "KMC") which is 40% owned by NADECOR, 40% by the Company, and 20% by Queensberry (in accordance with Philippine nationality requirements). NADECOR is required to transfer the MPSA to KMC (Note 5.B);
- The Company extends a credit facility to NADECOR of up to ₱860,000,000 (approximately \$20,000,000), subject to available funds (Note 4.B);
 - During 2014 the Company settled NADECOR debts of ₱110,000,000 (approximately \$2,500,000) and \$2,218,810 in exchange for additions to the receivable under the credit facility (Note 4.B);
- In 2013 NADECOR reimbursed \$2,800,000 million in Project expenditures to the Company;

St. Augustine Gold and Copper Limited

Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

- In 2013 NADECOR acknowledged that the Company has earned-in to a 50% economic interest in the Project, and this interest remains in effect whether or not the other terms of the PFA are entirely fulfilled; and
- In June 2016, MGB approved the assignment of MPSA to KMC.

The primary terms of the agreement pending completion are:

- The Company's acquisition of 100% of a milling company (King-king Milling Corporation; "MillingCo") from NADECOR by issuing debt payable to NADECOR (MillingCo was incorporated on February 7, 2014), and provision of funds to build the mill facility;
- NADECOR's shareholders will acquire the receivable from the Company as a dividend;
- The Company will settle the debt payable (with a dividend to NADECOR's shareholders) in exchange for cash or Company shares from treasury (cash or share settlement is at NADECOR shareholders' discretion), up to a maximum issuance of 185,000,000 shares;
- The execution of an ore sales agreement between MillingCo and KMC, making MillingCo the exclusive buyer of KMC's ore;
- MillingCo's provision of loaned funds for KMC to build mining operation facilities; and
- A secondary public listing of the Company's shares on the Philippine Stock Exchange.

KMC (Note 5.B) will be loaned \$11,000,000 under a credit facility which has been committed to secure land acquisitions (\$10,000,000) and to compensate Queensberry (Note 7.C) for certain services provided (\$1,000,000). The Queensberry service contract contains milestone payments related to permitting and transfer of the MPSA to KMC, the Project joint venture. KMC paid \$500,000 of this amount as payable upon issuance of the ECC in April 2015. The Company had advanced \$7,500,000 of the facility to KMC at June 30, 2019 and December 31, 2018 (Note 5.B).

B. Note receivable from NADECOR

At June 30, 2019, NADECOR owed the Company \$5,272,586 under the terms of the facility established by the amended PFA (Note 4.A) (December 31, 2018 – \$4,994,760). The balance includes ₱110 million (approximately \$2,500,000) advanced in cash to settle NADECOR's debt to Queensberry and Company shares issued against other NADECOR debts, valued at \$2,218,810, as well as other advances and accrued interest. Cash advanced during the six months ended June 30, 2019 totaled to \$76,687 (December 31, 2018 - \$50,425). The note matures October 3, 2023, at which time a single installment for principal and accrued interest is due. The maturity date can be extended an additional fifteen years at NADECOR's option. The note accrues interest at one-year LIBOR per annum until the date of commercial production of the Project, at which time interest will accrue at one-year LIBOR plus 2%. The note may be repaid at any time without premium or penalty.

C. Investment in NADECOR

On March 15, 2013, the Company executed an agreement with NADECOR (the "NADECOR Subscription") whereby the Company acquired 25% of NADECOR's common shares for ₱1.8 billion (\$43,520,407). The terms of this agreement were fully executed in 2013 and the Company holds 25% of NADECOR's issued and outstanding common stock.

The Company accounts for its investment in NADECOR as an investment in an associate using the equity method.

NADECOR's ability to transfer funds to the Company in the form of cash dividends is limited by law while NADECOR has an accumulated deficit. The law does not have significant restrictions on NADECOR's ability to repay Philippine loans or advances made by the Company.

St. Augustine Gold and Copper Limited

Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

Below is the summarized financial information of NADECOR prepared under IFRS for the six months ended June 30, 2019 and 2018, acknowledging fair value adjustments made at the date of the acquisition and reconciliation with the carrying amount of the investment in the consolidated financial statements:

Item	June 30, 2019	June 30, 2018
Current assets	\$ 145,352	\$ 275,529
Non-current assets	144,936,881	139,248,193
Current liabilities	(1,568,421)	(1,472,463)
Non-current liabilities	(5,272,586)	(4,808,077)
Net assets	\$ 138,241,226	\$ 133,243,182
Share of net assets	25%	25%
Carrying amount on statement of financial position	\$ 34,560,307	\$ 33,310,796
Net loss	\$ (110,320)	\$ (112,043)
Foreign exchange translation loss	3,453,306	(8,969,851)
Comprehensive loss	\$ 3,342,986	\$ (9,081,894)
Share of comprehensive loss	25%	25%
Proportionate share of net loss	\$ (27,580)	\$ (28,011)
Proportionate share of translation loss	\$ 863,327	\$ (2,242,463)
Proportionate share of total comprehensive loss	\$ 835,747	\$ (2,270,474)

5. Investments in joint ventures

The Company is invested in two joint ventures.

A. Kingking Gold and Copper Mines, Inc. ("KGCMI")

The Company has invested cash totaling \$752,913 in KGCMI through June 30, 2019 and December 31, 2018, in exchange for 40% of KGCMI's voting common shares. At June 30, 2019 and December 31, 2018, the Company was owed \$nil for advances made to KGCMI.

KGCMI was incorporated to become the joint venture entity to hold the rights to develop and operate the Project in the Philippines. However, NADECOR arranged for a new entity, KMC (Note 5.B), to hold the rights to develop and operate the Project. It is expected that the assets and liabilities of KGCMI will be distributed to KMC. The Company accounts for this investment using the equity method; accordingly, the investment will be adjusted for the Company's share of profit and loss at each reporting period. As a Project site operating entity, KGCMI's expenses are capitalized, and the Company did not report a loss attributable to KGCMI in the Financial Statements.

At June 30, 2019 and December 31, 2018, KGCMI had current assets of approximately of \$43,000, non-current assets of approximately \$520,000, current liabilities of approximately \$163,000, and non-current liabilities of approximately \$50,000.

B. Kingking Mining Corporation ("KMC")

KMC was incorporated on October 30, 2013, to take KGCMI's (Note 5.A) role as the entity which will hold the rights to develop and operate the Project in the Philippines. The Company had invested \$58,706 in KMC through June 30, 2019 and December 31, 2018.

The Company continues to advance funds to KMC for joint venture operations. At June 30, 2019, the Company was owed \$2,657,301 for advances made to KMC (December 31, 2018 – \$2,398,850). During the six months ended June 30, 2019, the amount advanced to KMC was reduced by \$42,629 (2018 – \$499,050) due to comprehensive loss from the Company's investment in KMC.

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Notes to the consolidated financial statements

As at and for the three and six months ended June 30, 2019

Financial disclosures are presented in U.S. dollars unless otherwise noted

At June 30, 2019, KMC owed the Company \$8,213,633, comprised of \$7,500,000 in principal and \$713,633 in accrued interest (December 31, 2018 - \$8,121,969; \$7,500,000 for principal and \$621,969 for accrued interest) under the credit facility established concurrent with amended PFA (Note 4.A). The credit facility to KMC charges interest at the one-year LIBOR per annum until the date of commercial production, at which time the rate is one-year LIBOR plus 2%. The facility is due in one payment in August 2024 and can be paid before maturity without penalty.

Below is the summarized financial information of KMC prepared under IFRS for the six months ended June 30, 2019 and 2018 and reconciliation with the carrying amount of the investment on the consolidated statements of financial position:

Item	June 30, 2019		June 30, 2018	
Current assets	\$	239,213	\$	229,906
Non-current assets		11,665,872		11,244,684
Current liabilities		(8,686,044)		(7,908,503)
Non-current liabilities		(7,494,619)		(7,732,165)
Net liabilities	\$	(4,275,577)	\$	(4,166,078)
Net income (loss)	\$	15,529	\$	(1,405,441)
Foreign exchange translation gain (loss)		(122,100)		157,816
Comprehensive loss	\$	(106,571)	\$	(1,247,625)
Share of comprehensive loss		40%		40%
Proportionate share of net income (loss)	\$	6,212	\$	(562,176)
Proportionate share of translation gain	\$	(48,840)	\$	63,126
Proportionate share of total comprehensive loss	\$	(42,629)	\$	(499,050)

The carrying amount of the Company's investments in KMC and KGCMI totaled \$184,060 June 30, 2019 and December 31, 2018. The Company carries its investment in KMC at \$nil and the Company has reduced its advances to joint ventures for losses in excess of the Company's carrying value investment in KMC. During the six months June 30, 2019, the Company's share of KMC's total comprehensive loss was \$42,629 (2018 – \$499,050) which also reduced the Company's advances to joint ventures.

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6. Property and equipment

	Vehicles		Furniture and fixtures		Equipment	Buildings and leasehold improvements		Totals		
Cost balance, January 1, 2018	\$	584,980	\$	48,748	\$	141,495	\$	69,160	\$	844,383
Additions		-		-		-		-		-
Balance, December 31, 2018		584,980		48,748		141,495		69,160		844,383
Additions		-		-		-		-		-
Balance, June 30, 2019	\$	584,980	\$	48,748	\$	141,495	\$	69,160	\$	844,383
Accumulated depreciation, January 1, 2018	\$	457,673	\$	48,748	\$	141,495	\$	69,160	\$	717,076
Additions		38,599		-		-		-		38,599
Balance, December 31, 2018		496,272		48,748		141,495		69,160		755,675
Additions		19,488		-		-		-		19,488
Balance, June 30, 2019	\$	515,760	\$	48,748	\$	141,495	\$	69,160	\$	775,163
Net book value, December 31, 2018	\$	88,708	\$	-	\$	-	\$	-	\$	88,708
Net book value, June 30, 2019	\$	69,220	\$	-	\$	-	\$	-	\$	69,220

There were no impairment losses recognized during the six months ended June 30, 2019 and 2018 with respect to property and equipment. Depreciation capitalized into the mineral asset during the six months ended June 30, 2019 was \$9,551 (2018 - \$19,277).

7. Related party transactions

Certain key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities.

The following related parties transacted with the Company in the reporting period of these Financial Statements. The terms and conditions of the transactions with key management personnel and their related parties are made at terms equivalent to those that prevail on similar transactions to non-key management personnel related entities at an arm's length basis.

A. Transactions with officers and directors

The aggregate value of transactions with officers and directors is as follows:

Compensation	Three months ended June 30,		Six months ended June 30,					
	2019	2018	2019	2018				
Officer salaries and director compensation	\$	143,065	\$	143,765	\$	275,531	\$	277,931
Share-based compensation		-		-		-		-
Total	\$	143,065	\$	143,765	\$	275,531	\$	277,931

As at June 30, 2019, a total of \$1,915,956 is owed to key management in relation to salaries and compensation (December 31, 2018 - \$1,670,956). This amount has been included in accounts payable and accrued wages on the consolidated statement of financial position. Wage expenses capitalized into the mineral asset during the six months ended June 30, 2019 was \$100,000 (2018 - \$100,000).

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B. Transactions with Other Related Parties

Transactions	Three months ended June 30,		Six months ended June 30,	
	2019	2018	2019	2018
Services rendered:				
Norton Rose Canada LLP (i)	\$ -	\$ 6,275	\$ -	\$ 899
Dentons Canada LLP (i)	4,613	-	17,678	-
Prime Asset Ventures, Inc. (Note 7.D)	-	55,213	-	125,454
Faithful Holdings, Inc. (Note 7.G)	63,769	-	126,588	-
Agata Mining Ventures, Inc. (Note 7.E)	(20,181)	(128,690)	(50,224)	(128,690)
TVI Resource Development Phils., Inc. (Note 7.F)	(3,844)	(16,190)	(9,567)	(16,190)
Related party receivable				
	June 30, 2019	December 31, 2018		
NADECOR (Note 4.B)	\$ 5,272,586	\$ 4,994,760		
KMC note receivable (Note 5.B)	8,213,633	8,121,969		
KMC advances receivable (Note 5.B)	2,657,301	2,398,850		
Total	\$ 16,143,520	\$ 15,515,579		
Related party balances payable				
	June 30, 2019	December 31, 2018		
Dentons Canada LLP (i)	\$ 5,554	\$ -		
Queensberry (Note 7.C)	3,070,736	2,292,651		
Prime Asset Ventures, Inc. (Note 7.D)	678,567	667,853		
Faithful Holdings, Inc.	109,181	-		
Total	\$ 3,864,037	\$ 2,960,504		

The aggregate value of transactions and outstanding balances with other related parties were as follows:

- (i) In 2019 and 2018, Dentons Canada LLP and Norton Rose Canada LLP, respectively, did act as the Company's securities counsel and the partner of the account was also the Corporate Secretary.

C. Queensberry

The Company and Queensberry are party to agreements described in Note 4. Queensberry's Chief Executive Officer ("CEO"), Manuel Paolo A. Villar, is also the CEO of the Company and Chairman of the Board of Directors of the Company. Queensberry is the Company's largest shareholder. The Company and KMC have management services agreements, effective May 2015 and November 2014, to compensate Queensberry ₱800,000 and ₱560,000 per month (approximately \$17,500 and \$12,000), respectively. Queensberry received \$500,000 from KMC as payable upon issuance of the ECC in April 2015 in accordance with the service contract (Note 4.A). As at June 30, 2019, Queensberry had total advances to the Company amounting to \$3,070,736 (December 31, 2018 - \$2,292,651).

D. Prime Asset Ventures Inc. ("PAVI")

In 2016, Queensberry assigned the management services agreement to PAVI, the parent company of Queensberry.

E. Agata Mining Ventures, Inc. ("AMVI")

The Company and AMVI, an affiliate, entered into a contract for services in March 2018 wherein the Company shall render technical services, legal consultancy and administration services to AMVI for a monthly fee of ₱525,000.

F. TVI Resource Development Phils., Inc. ("TVIRD")

The Company and TVIRD, an affiliate, entered into a contract for services in March 2018 wherein the Company shall render legal consultancy and administration services to TVIRD for a monthly fee of ₱100,000.

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8. Shareholders' equity

A. Share capital

The Company is authorized to issue an unlimited number of common shares of no par value.

Under the terms of the amended PFA (Note 4.A), the Company issued 19,000,000 shares to settle certain NADECOR debts, which increased the Company's note receivable from NADECOR. The shares were valued at \$2,218,810, which was the value of the debts settled to the underlying creditors. The Company credited equity for this amount, as well as loss attributable to the change in the fair value of the liability of \$726,190 (Note 4.B), for a total of \$2,945,000.

No shares were issued during the six months ended June 30, 2019 and 2018.

B. Share option reserves

The Company has a share option plan approved by the Company's shareholders that allows the Board of Directors to grant options to employees, officers, independent contractors, and directors. Shares reserved and available for grant and issuance equals 10% of the total issued and outstanding common shares as calculated from time to time. Under the plan, the exercise price of each option cannot be less than the market price of the Company's stock on the date of grant. The options are granted for a term determined by the Board of Directors. Options generally expire 90 days following employment termination and vest over a two-year period, although individual option contract terms may change the standard terms under the plan at the discretion of the Board of Directors.

Share option reserves totalled \$12,033,926 at June 30, 2019 and December 31, 2018. The portion expensed is included in wages and share-based payments on the consolidated statements of comprehensive loss.

i. Continuity schedule of share options at June 30, 2019 (dollars in CDN\$):

	Exercise price range	Number of options outstanding	Weighted average exercise price
Balance, January 1, 2018	\$0.10 - 0.26	10,471,000	\$ 0.15
Expired	\$0.20 - 0.26	(400,000)	0.24
Balance, December 31, 2018	\$0.10 - 0.20	10,071,000	\$ 0.13
Expired	\$0.20	(2,231,000)	0.20
Balance, June 30, 2019	\$0.10 - 0.18	7,840,000	\$ 0.13

ii. Summary of share options outstanding and exercisable at June 30, 2019 (dollars in CDN\$):

Outstanding and Exercisable				
Exercise prices	Number outstanding	Weighted average exercise price	Weighted average remaining years	Weighted average remaining years
\$0.10 to \$0.18	7,840,000	\$ 0.13	0.23	0.38
Totals	7,840,000	\$ 0.13	0.23	0.38

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9. Earnings (loss) per share (“EPS”)

A. Basic EPS

Basic EPS is computed by dividing net loss for the year by the weighted average number of common shares outstanding during that year.

B. Diluted EPS

Diluted EPS is computed by dividing net loss for the year by the diluted number of common shares. Diluted common shares include the effects of instruments, such as share options and warrants, which could cause the number of common shares outstanding to increase.

The Company reported net losses for the six months ended June 30, 2019 and 2018; the Company has accordingly presented basic and diluted EPS, which are the same, on a single line in the consolidated statements of comprehensive loss. Diluted EPS did not include the effect of share options as they were anti-dilutive.

10. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the continued evaluation of (and future development of) its Project and to maintain a flexible capital structure which optimizes costs of capital at an acceptable risk.

In the management of capital, the Company considers items included in equity attributable to shareholders to be capital. The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the Company's assets. In order to maintain or adjust the capital structure, the Company may attempt to issue new shares or debt instruments, acquire or dispose of assets, or to bring in joint venture partners.

To facilitate the management of its capital requirements, the Company prepares annual expenditures budgets which are updated as necessary depending on various factors, including general industry conditions. The annual and updated budgets are approved by the Company's Board of Directors.

There were no changes to the Company's approach to managing capital during the six months ended June 30, 2019.

11. Commitments and contingencies

A. NADECOR

i. Commitments related to NADECOR

The Company's commitments to NADECOR are described in Note 3.

NADECOR has committed to pay a royalty fee of one percent (1.0%) of the Project's gross production to the Mansaka Indigenous Cultural Communities/Indigenous Peoples. This fee was contemplated at one percent in the Technical Report with an effective date of February 25, 2013 and filed on www.sedar.com on November 1, 2013, and therefore does not change the Company's Project economic disclosures made in other publicly available disclosures.

ii. NADECOR shareholder dispute

There was an internal dispute between two distinct shareholder groups of NADECOR. The dispute pertains to many issues including the validity of the 2011 annual stockholders' meeting of NADECOR where the NADECOR majority shareholder group nominees were appointed as the lawfully elected board of directors.

Several court actions were lodged by each side of the NADECOR shareholder groups during 2011 and 2012. On February 18, 2013, the Philippine Court of Appeals ruled that the board of directors elected

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during the August 15, 2011 meeting was validly elected. Therefore, the directors nominated by the NADECOR majority shareholder group constituted a majority of the lawful board of NADECOR. The NADECOR minority shareholder group filed an appeal with the Philippine Supreme Court. On March 9, 2016, the Philippine Supreme Court rendered its Decision dismissing the appeal and upholding the validity of the 2011 annual stockholders' meeting of NADECOR. A Motion of Reconsideration dated May 31, 2016 was lodged by the NADECOR minority shareholder group.

On March 8, 2017, the Supreme Court issued a Resolution denying the Motion for Reconsideration filed with finality. In view thereof, all subsisting contracts between the Company and NADECOR continue to be valid and binding.

B. Investments in joint ventures

i. KGCM

The Company has subscribed to 40% of KGCM. At this time, the Company has not yet received the share certificates as a result of the above referred NADECOR internal board dispute, as NADECOR is a 60% owner of KGCM. The Company has received legal advice that their rights to the shares of KGCM are protected by the share subscription agreement between the Company and KGCM. A new entity has been incorporated to take the place of KGCM's business purpose (Note 5.A).

ii. KMC

KMC (Note 5.B), the entity to which MPSA has been assigned to in 2016, was incorporated in October 2013.

KMC has a \$3,000,000 payable due upon the finalization of a land purchase agreement and a \$500,000 outstanding milestone payment due to Queensberry (Note 4.A) upon a triggering event, both of which will be financed by the Company as per the note receivable set out in Note 4.A.

On February 22, 2017, KMC received a show cause order from the DENR directing KMC to explain why the MPSA should not be cancelled for being located within a protected watershed area. On February 27, 2017, management of KMC responded to the show cause order providing detailed explanation that there is no factual and legal basis to validly cancel, terminate or suspend the MPSA.

The matter is currently awaiting a decision from the DENR. However, in the Company's view, the likelihood of the MPSA being cancelled is remote.

A. Other

Due to the nature of the Company's operations, various legal and tax matters are outstanding from time to time. In the opinion of management, there are no matters that could have a material effect on these consolidated financial statements which require additional disclosure.