St. Augustine Gold and Copper Limited

Consolidated Financial Statements

As at and for the years ended December 31, 2019 and 2018
Presented in U.S. dollars

Dated as of March 27, 2020

Management’s Responsibility for Financial Statements

In management’s opinion, the accompanying consolidated financial statements of St. Augustine Gold and Copper Limited have been prepared within reasonable limits of materiality and in accordance with International Financial Reporting Standards. The determination of many assets and liabilities necessarily involves the use of estimates and approximations. These have been made using careful judgment and with all information available up to March 27, 2020. Management is responsible for all information in the annual report and for the consistency, therewith, of all other financial and operating data presented in this report.

To meet its responsibility for reliable and accurate financial statements, management has established and monitors systems of internal control which are designed to provide reasonable assurance that financial information is relevant, reliable and accurate, and that assets are safeguarded and transactions are executed in accordance with management’s authorization.

The consolidated financial statements have been audited by Davidson & Company LLP, Chartered Professional Accountants. Their responsibility is to express a professional opinion on the fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards. The Auditor’s Report outlines the scope of its audit and sets forth its opinion.

St. Augustine Gold and Copper Limited’s Audit Committee, consisting exclusively of independent directors, has reviewed these statements with management and the Auditors and has recommended their approval to the Board of Directors. The Board of Directors has approved the consolidated financial statements herein.

“SIGNED”

Manuel Paolo A. Villar
Chief Executive Officer

“SIGNED”

Cynthia Marie S. Delfin
Chief Financial Officer

Makati City, Philippines

March 27, 2020

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
St. Augustine Gold and Copper Limited

Opinion

We have audited the accompanying consolidated financial statements of St. Augustine Gold and Copper Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, and the consolidated statements of comprehensive income (loss), cash flows, and changes in shareholders' equity for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company has incurred an accumulated deficit of $26,588,718 as of December 31, 2019 and, as of that date, the Company had a working deficit of $6,568,741. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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 are materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appear to be materially misstated.

We obtained Management’s Discussion and Analysis and Annual Information Form 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 these other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Stephen Hawkshaw.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

March 27, 2020

Table of contents to the consolidated financial statements

Financial position 1
Loss and comprehensive income (loss) 2
Cash flows 3
Changes in shareholders' equity 4

Notes to the consolidated financial statements

1. Organization & description of business and continuance of operations 5
2. Significant accounting policies 6
3. Investment in mineral property 15
4. Transactions with Nationwide Development Corporation 16
5. Investments in joint ventures 18
6. Property and equipment 19
7. Related party transactions 20
8. Shareholders' equity 21
9. Income taxes 22
10. Earnings (loss) per share ("EPS") 23
11. Capital management 23
12. Financial instruments 23
13. Commitments and contingencies 25
14. Subsidiaries 26

	Notes	December 31, 2019	December 31, 2018
Assets			
Current assets			
Cash		$ 129,439	$ 70,480
Prepaids and other current assets		91,567	111,694
Total current assets		221,006	182,174
Non-current assets			
Investment in mineral property	3	60,724,066	59,804,234
Investment in NADECOR	4.C	34,861,330	33,724,559
Note receivable from NADECOR	4.B	5,366,900	4,994,760
Investments in joint ventures	5.A	187,217	184,060
Advances to joint ventures	5.B	2,715,714	2,398,850
Note receivable from joint venture	5.B	8,289,165	8,121,969
Property and equipment	6	60,142	88,708
Other non-current assets		946,280	946,280
Total non-current assets		113,150,814	110,263,420
Total assets		**$ 113,371,820**	**$ 110,445,594**
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued wages	7.A	$ 2,525,338	$ 2,149,041
Due to related parties	7.B	4,264,409	2,960,504
Total current liabilities		6,789,747	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		(26,588,718)	(26,472,326)
Accumulated other comprehensive loss		(9,351,240)	(10,713,656)
Total equity		106,582,073	105,336,049
Total liabilities and shareholders' equity		**$ 113,371,820**	**$ 110,445,594**
Commitments and contingencies	13		

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

Approved on behalf of the Board of Directors:

"SIGNED"
Yolanda L. Coronel-Armenta
Director

"SIGNED"
Johnny C. Felizardo
Director

	Notes	Year ended December 31 2019	2018
Operating expenses			
Wages expenses	7.A	$ 200,000	$ 200,000
General and administrative costs		274,665	356,811
Total operating expenses		(474,665)	(556,811)
Interest income		294,815	366,944
Interest expense		(1,066)	-
Foreign exchange gain (loss)		59,159	(43,243)
Other income	7.B	144,779	238,085
Total other income		497,687	561,786
Loss from investment in NADECOR	4.C	(83,010)	(99,755)
Loss from investments in joint ventures	5.B	(53,617)	(580,115)
Net loss before income tax expense		**(113,605)**	**(674,895)**
Income tax expense	9	(2,787)	(3,143)
Net loss		**(116,392)**	**(678,038)**
Foreign exchange translation gain (loss)		1,362,416	(1,261,521)
Total comprehensive income (loss)		**$1,246,024**	**$ (1,939,559)**
Net loss per common share, basic and diluted	10	$ (0.00)	$ (0.00)
Weighted average common shares outstanding, basic and diluted		726,758,334	726,758,334

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

	Notes	Year ended December 31 2019	2018
Cash flows from operating activities			
Net loss		$ (116,392)	$ (678,038)
Effects of foreign currency changes		(24,138)	97,102
Interest income		(294,815)	(366,944)
Loss from investment in NADECOR	4.C	83,010	99,755
Loss from investments in joint ventures	5.B	53,617	580,115
Changes in non-cash operating working capital		22,724	14,666
Net cash used by operating activities		(275,994)	(253,344)
Cash flows from investing activities			
Increase in investment in mineral property	3	(941,524)	(906,230)
Advances from related party	7.C	1,064,994	895,475
Advances to joint ventures	5.B	(408,155)	(353,700)
Note receivable from NADECOR	4.B	(76,466)	(50,425)
Changes in non-cash investing working capital		703,262	637,541
Interest income		178	221
Net cash provided by investing activities		342,289	222,882
Net decrease in cash		66,294	(30,462)
Effect of exchange rate changes on cash		(7,335)	(68,717)
Cash, beginning of year		70,480	169,659
Cash, end of year		**$ 129,439**	**$ 70,480**

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

	Shares	Share capital	Share option reserves	Warrant reserves	Accumulated deficit	Accumulated other comprehensive income (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	-	-	-	-	-	(1,261,521)	(1,261,521)
Net loss	-	-	-	-	(678,038)	-	(678,038)
Balance, December 31, 2018	726,758,334	129,272,617	12,033,926	1,215,488	(26,472,326)	(10,713,656)	105,336,049
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 gain	-	-	-	-	-	1,362,416	1,362,416
Net loss	-	-	-	-	(116,392)	-	(116,392)
Balance, Decemver 31, 2019	726,758,334	$ 129,272,617	$ 12,033,926	$ 1,215,488	$ (26,588,718)	$ (9,351,240)	$ 106,582,073

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

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 Kingking 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 consolidated financial statements, prepared as at and for years ended December 31, 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 $26,588,718 through December 31, 2019 (December 31, 2018 - $26,472,326). The Company had a working capital deficit of $6,568,741 at December 31, 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.

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

These Financial Statements were authorized for issue by the Board of Directors on March 27, 2020.

2. Significant accounting policies

A. Statement of compliance

These Financial Statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") effective for the Company's reporting year ended December 31, 2019.

B. Basis of presentation

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 (Note 14). 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 King-king 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.

The most significant judgments and estimates relate to the following:

i. Impairment assessment of investment in mineral property

Management determines at each reporting period whether there are any indicators of impairment. If there are indicators, the carrying value of the investment in mining property is compared to the recoverable amount to calculate the amount of the impairment. If no indicators of impairment are identified, no impairment test is performed. At December 31, 2019, the Company determined that no indicators of impairment exist. Management believes that the Company and NADECOR have complied with the terms of the MPSA agreement with the Philippine government and that the Company and NADECOR will be able to continue to obtain, as needed, the approvals from the government that are required under the MPSA to develop and complete the Kingking Project.

The determination of the recoverable amount (if required) of the Kingking Project is highly subjective and contains a number of significant estimates. A preliminary feasibility study ("PFS") on the King-king project was completed in 2013. This study establishes an after-tax Net Present Value ("NPV") of $1.8 billion on the Project. The key assumptions in the PFS included an after-tax discount rate of 8%, long term gold and copper price assumptions of $1,250/oz and $3/lb respectively, initial capital costs of approximately $2 billion, total proven and probable reserves of approximately 617.9 million tonnes of ore containing copper with a grade of 0.3% and gold at a grade of 0.395 grams per tonne, commercial production achieved in 2017, and a six-year income tax holiday. Other key assumptions include 1) the metal recovery; 2) sustaining capital costs; 3) operating costs; and 4) foreign exchange rates.

However, given the economic analysis was performed in 2013 and the risks and assumptions may have changed since then, the NPV estimated in the PFS may not represent the Kingking Project's recoverable amount.

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.

ii. Determination of cash-generating units

Cash-generating units are identified at the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Since inception, the Company has not generated cash from operations; its sole potential cash-generating unit is its interest in the Project mineral asset. This value is held through the Company's investment in mineral property, investment in NADECOR and investments in joint ventures.

iii. Depreciation and impairment of property and equipment

Management estimates the useful life of property and equipment for depreciation. Indicators of impairment are subject to management's evaluation of the impact of various events. When acquisitions qualify for earn-in, the Company charges the full cost to earn-in. As earn-in-qualified equipment is depreciated, the depreciation charges increase the investment in mineral property and do not affect net loss. Accordingly, at the end of the life of the property and equipment, the full cost is reflected in the Company's investment in mineral property asset. Property and equipment which does not qualify for earn-in is depreciated through net loss using the same assumptions and judgments as earn-in-qualifying property and equipment.

iv. Significant influence over associates

Management deems the Company to have significant influence over an associate when the Company is able to influence the financial and operating decisions of the associate. The Company has determined that its investment in NADECOR is an investment in associate.

v. Determination of joint control

When the Company is party to a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The Company's investments in joint ventures are described in detail at Note 5.

vi. Share-based payments

Share-based payment values are calculated based on volatility, risk-free interest rates, the fair value of the Company's shares on the grant date, exercise price, expected dividend yield, expected forfeiture rate and expected life of the instrument.

vii. Fair values of warrants

The initial recognition of warrants is based on applicable inputs similar to those of share-based payments. When warrants are classified as liabilities, the updated values of relevant inputs are used to calculate the fair value of the warrant liability at each reporting date. Warrants recorded in equity are carried at their historical grant-date value and reversed only on exercise.

viii. Deferred taxes

Deferred tax is recognized using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. 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. 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.

F. Functional and presentation currency

The Company's functional and presentation currency is the U.S. dollar ("$"). The functional currency of all material subsidiaries is the Philippine peso, and the functional currency of Kingking Mining Corporation ("KMC"), NADECOR and Kingking Gold and Copper Mines, Inc. ("KGCMI") is the Philippine peso.

G. Foreign currency

i. Foreign currency transactions

Transactions in foreign currencies (whose functional currency is other than the U.S. dollar) are translated to U.S. dollars at the average exchange rate for the period. Monetary assets and liabilities denominated in foreign currencies are translated to U.S. dollars at the period end exchange rate. Foreign currency differences arising on translation are recognized in comprehensive income (loss) in the period in which they arise.

ii. Foreign operations

Assets and liabilities of foreign operations (whose functional currency is other than the U.S. dollar) are translated into U.S. dollars at period end exchange rates while income and expenses are translated using average rates for the period. Gains and losses from the translation are deferred and included in the cumulative translation adjustment which is part of accumulated other comprehensive income (loss).

H. Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the consolidated statement of loss and comprehensive loss.

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

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates at the end of the period, and which are expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

I. Cash

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

J. Property and equipment

Items of property and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost of property and equipment is related to the actual costs and expenses associated with placing the property in service. Property and equipment is classified by type (building or leasehold improvement, vehicle, equipment, and furniture and fixtures) and by useful life (3, 5, or 10 years). All property and equipment has been depreciated on a straight-line basis over the useful life of the asset. When components of an item of property and equipment have different useful lives, they are depreciated separately. The gain or loss on disposal of any item of property is determined by comparing the proceeds from disposal with the carrying amount of the property and any gain or loss is recognized in the statement of loss and comprehensive loss. The residual values, useful lives and methods of depreciation of property and equipment are reviewed at each reporting period, and adjusted prospectively, if appropriate.

K. Investment in mineral property

The Company's directed purpose is to develop the Project under an agreement with NADECOR and will receive an economic interest in a joint venture based upon certain required expenditures being incurred. Those expenditures which are directly allowed under the MOU are included in the investment in mineral property account. Amounts not allowed to earn-in are either reported in the investment in mineral property under IFRS 6 – Exploration for and Evaluation of Mineral Resources, or expensed, depending on the character of the expenditure. Under the terms of the MOU, accrued amounts earn-in upon cash settlement. As more fully described in Note 4.A, an agreement was signed in October 2013 and amended in August of 2014, which will eventually supersede the terms of the MOU.

Direct costs related to the acquisition, exploration and evaluation of the Project are capitalized until the viability of the property is determined. Once economic viability is established, qualifying expenditures will be capitalized in accordance with relevant standards until production commences. Management periodically reviews the recoverability of the capitalized value of the Project, taking into consideration the results of exploration and evaluation activities, estimated mineral market prices, reports of experts and other relevant information. If the Project is to be abandoned or is determined to be impaired, the investment will be adjusted to fair value.

L. 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 is the greater of its value in use and its fair value less costs to dispose. 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. An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of loss and comprehensive loss.

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 the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

M. Financial instruments

Financial assets are recognized when the Company becomes a party to the contractual terms of the financial instrument. For purposes of classifying financial assets, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of IAS 32, *Financial Instruments: Presentation*. All other non-derivative financial instruments are treated as debt instruments.

i. Classification, measurement and reclassification of financial assets in accordance with IFRS 9

Under IFRS 9, the classification and measurement of financial assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets are measured at amortized cost if both of the following conditions are met:

- the asset is held within the Company's business model whose objective is to hold financial assets in order to collect contractual cash flows ("hold to collect"); and,
- the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

All of the Company's financial assets meet these criteria and are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any impairment in value.

The Company's financial assets at amortized cost are presented in the statement of financial position as cash, note receivable from NADECOR, advances to joint ventures, and note receivable from joint venture.

For purposes of cash flows reporting and presentation, cash in banks generally earn interest based on daily bank deposit rates. These are unrestricted and readily available for use in the Company's operations and are subject to insignificant risks of changes in value.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of the financial assets except for those that are subsequently identified as credit-impaired. For credit-impaired financial assets at amortized cost, the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance). The interest earned is recognized in the statement of comprehensive income as part of interest income.

ii. Impairment of financial assets under IFRS 9

The Company assesses its expected credit loss (ECL) on a forward-looking basis associated with its financial assets carried at amortized cost. Recognition of credit losses is no longer dependent on the Company's identification of a credit loss event. Instead, the Company considers a broader range of information in assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets.

The Company applies the simplified approach in measuring ECL, which uses a lifetime expected loss allowance for all receivables. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. To calculate the ECL, the Company uses its historical experience, external indicators and forward-looking information to calculate the ECL using a provision matrix. The Company also assesses impairment of receivables on a collective basis as they possess shared credit risk characteristics, and have been grouped based on the days past due.

The key elements used in the calculation of ECL are as follows:

- *Probability of default* – It is an estimate of likelihood of default over a given time horizon.
- *Loss given default* – It is an estimate of loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows of a financial instrument due from a counterparty and those that the Company would expect to receive, including the realization of any collateral.
- *Exposure at default* – It represents the gross carrying amount of the financial instruments subject to the impairment calculation.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

iii. Derecognition of financial assets

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

iv. Equity and financial liabilities

Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the appropriate reporting standard.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities include contractual obligations to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities under potentially unfavorable conditions. Financial liabilities also include contracts which may be settled in an entity’s equity instruments.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Company has classified accounts payable and accrued wages and due to related parties as other financial liabilities.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when the Company's obligations are discharged, cancelled or they expire.

N. Share-based payments

The share option plan allows the Company's management, consultants and other qualified individuals to acquire shares of the Company. The fair value of share purchase options granted is recognized as compensation expense or capitalized to investment in mineral property depending on the nature of the services provided, with a corresponding increase in equity. The fair value of share-based payments is calculated using the Black-Scholes model. Equity attributable to share-based compensation is reclassified as share capital equity upon exercise.

In situations where equity instruments are issued to non-employees and the goods and services received cannot be reliably valued, then they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

The cost of equity-settled transactions is recognized, together with a corresponding increase in share option reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognized for awards that do not ultimately vest. When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms not been modified, if the original terms of the award are met. Additional charges are recognized for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. If a new award is substituted for a cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award.

O. Earnings (Loss) per share

Earnings (loss) per share ("EPS") is computed by dividing the net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted EPS is computed in a manner similar to basic EPS except that the weighted average number of common outstanding are increased to include additional common shares for the assumed exercise of share options and warrants, if dilutive. The number of additional common shares is calculated by assuming that outstanding share options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting years.

P. Leases as lessee

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

ii) Lease liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including insubstance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognized as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Q. Provisions

The Company reports provisions when the following conditions are met:

- an entity has a present obligation (legal or constructive) because of a past event;
- it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

Whether or not a present obligation exists is determined by examining all available evidence, and whether the evidence suggests that an obligation is more likely than not present.

R. Investments in other entities

The Company accounts for investments below the threshold of having significant influence at fair value, depending on the nature of the investment. If the Company moves beyond the threshold of having significant influence, the cost of the investment is deemed to be the initial cost as the basis for the use of the equity method of accounting for the investment.

If the Company has significant influence over an investee as defined under IAS 28 – Investments in Associates and Joint Ventures, the investment is initially recognized at cost and is adjusted periodically to reflect the Company’s portion of the investees’ comprehensive profit or loss through the Company’s consolidated statement of loss and comprehensive loss. The Company’s share of profit or loss of an associate is shown on the face of the consolidated statement of loss and comprehensive loss and represents profit or loss after tax and non-controlling interests in the subsidiaries of the associate.

After application of the equity method, the Company determines whether it is necessary to recognise an impairment loss on its investment in associate, which has also been grouped with the Company’s investment in mineral property as a cash-generating unit for impairment consideration. At each reporting date, the Company determines whether there is objective evidence that the investment in the associate is impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognises the loss in the consolidated statement of loss and comprehensive loss.

If the Company is party to a joint arrangement, an assessment is made as to whether the relationship is a joint venture or a joint operation. This determination is driven by the Company's rights and obligations under the agreement that formed the joint arrangement. Joint operations are recognized by the Company to the extent of the Company's share of the assets, liabilities, revenues and expenses relating to its involvement in the joint operation. Joint ventures are accounted for using the equity method under IAS 28.

After application of the equity method to its investments in joint ventures, the Company determines whether it is necessary to recognise an impairment loss on its investments in joint ventures. At each reporting date, the Company determines whether there is objective evidence that the investments are impaired. If there is such evidence, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value, then recognises the loss in the consolidated statement of loss and comprehensive loss.

Upon loss of significant influence over the associate, the Company measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

S. 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 adopted the standard as at January 1, 2019 without a material impact on the consolidated financial statements.

T. New or revised future accounting pronouncements and amendments

The following accounting policies are effective for future periods:

i. 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 as been deferred indefinitely. The Company believes that the amendments to IAS 28 won't have a material effect on the Company's consolidated financial statements.

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

3. Investment in mineral property

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

	December 31, 2019	December 31, 2018
Begnning balance	$ 59,804,234	$ 58,859,405
Additions	919,832	944,829
Ending balance	**$ 60,724,066**	**$ 59,804,234**

In the above table includes capitalized depreciation for the year ended December 31, 2019 of $53,725 (2018 – $38,599) (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 December 31, 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	December 31, 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	19,723,646	18,663,585
Totals	$ 83,000,000	$ 67,954,646	$ 66,894,585

(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	December 31, 2019	December 31, 2018
Investment in mineral property	$ 60,724,066	$ 59,804,234
Depreciable property (earn-in in full on purchase)	7,064	60,789
Qualifying fundraising costs	1,788,362	1,788,362
Other (i)	5,435,154	5,241,200
Estimated earn-in balance	$ 67,954,646	$ 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;

- 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 December 31, 2019 and 2018 (Note 5.B).

B. Note receivable from NADECOR

At December 31, 2019, NADECOR owed the Company $5,366,900 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 year ended December 31, 2019 totaled to $76,466 (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.

Below is the summarized financial information of NADECOR prepared under IFRS for the years ended December 31, 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		December 31, 2019		December 31, 2018
Current assets	$	24,418	$	124,245
Non-current assets		146,278,014		141,317,547
Current liabilities		(1,490,213)		(1,548,793)
Non-current liabilities		(5,366,900)		(4,994,760)
Net assets	$	139,445,319	$	134,898,239
Share of net assets		25%		25%
Carrying amount on statement of financial position	$	34,861,330	$	33,724,559
Net loss	$	(332,041)	$	(399,020)
Foreign exchange translation gain (loss)		4,879,120		(7,027,817)
Comprehensive gain (loss)	$	4,547,079	$	(7,426,837)
Share of comprehensive loss		25%		25%
Proportionate share of net loss	$	(83,010)	$	(99,755)
Proportionate share of translation gain (loss)	$	1,219,781	$	(1,756,954)
Proportionate share of total comprehensive gain (loss)	$	1,136,771	$	(1,856,709)

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 December 31, 2019 and 2018, in exchange for 40% of KGCMI’s voting common shares. At December 31, 2019 and 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 December 31, 2019 and 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 December 31, 2019 and 2018.

The Company continues to advance funds to KMC for joint venture operations. At December 31, 2019, the Company was owed $2,715,714 for advances made to KMC (December 31, 2018 – $2,398,850). During the year ended December 31, 2019, the amount advanced to KMC was decreased and increased $91,291 (2018 – $123,196) due to comprehensive loss and income, respectively, from the Company’s investment in KMC.

At December 31, 2019, KMC owed the Company $8,289,165, comprised of $7,500,000 in principal and $789,165 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, and can be extended by a further 15 years at the option of KMC.

Below is the summarized financial information of KMC prepared under IFRS for the years ended December 31, 2019 and 2018 and reconciliation with the carrying amount of the investment on the consolidated statements of financial position:

Item		December 31, 2019		December 31, 2018
Current assets	$	177,352	$	167,478
Non-current assets		11,937,721		11,233,456
Current liabilities		(8,987,753)		(8,144,460)
Non-current liabilities		(7,597,639)		(7,498,564)
Net liabilities	$	(4,470,319)	$	(4,242,090)
Net loss	$	(134,043)	$	(1,450,287)
Foreign exchange translation gain (loss)		(94,184)		1,758,276
Comprehensive income (loss)	$	(228,227)	$	307,989
Share of comprehensive loss		40%		40%
Proportionate share of net loss	$	(53,617)	$	(580,115)
Proportionate share of translation gain (loss)	$	(37,674)	$	703,311
Proportionate share of total comprehensive income (loss)	$	(91,291)	$	123,196

The carrying amount of the Company's investments in KMC and KGCMI totaled $187,217 as at December 31, 2019 (2018 – $184,060). 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 year December 31, 2019, the Company's share of KMC's total comprehensive loss or income was $91,291 (2018 – $123,196) which also decreased and increased the Company's advances to joint ventures, respectively.

6. Property and equipment

		Vehicles		Right-of-use assets		Totals
Cost balance, January 1, 2018	$	584,980	$	-	$	584,980
Additions		-		-		-
Balance, December 31, 2018		584,980		-		584,980
Additions		-		25,159		25,159
Balance, December 31, 2019	$	584,980	$	25,159	$	610,139
Accumulated depreciation, January 1, 2018	$	457,673	$	-	$	457,673
Additions		38,599		-		38,599
Balance, December 31, 2018		496,272		0		496,272
Additions		35,966		17,759		53,725
Balance, December 31, 2019	$	532,238	$	17,759	$	549,997
Net book value, December 31, 2018	**$**	**88,708**	**$**	**-**	**$**	**88,708**
Net book value, December 31, 2019	**$**	**52,742**	**$**	**7,400**	**$**	**60,142**

There were no impairment losses recognized during the years ended December 31, 209 and 2018 with respect to property and equipment. Depreciation capitalized into the mineral asset during the year ended December 31, 2019 was $53,725 (2018 - $38,599).

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:

	Year ended December 31,	
Compensation	**2019**	**2018**
Officer salaries and director compensation	$ 547,463	$ 520,731
Share-based compensation	-	-
Total	**$ 547,463**	**$ 520,731**

As at December 31, 2019, a total of $2,151,756 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 year ended December 31, 2019 was $200,000 (2018 - $150,000).

B. Transactions with Other Related Parties

	Year ended December 31,	
Transactions	**2019**	**2018**
Services rendered:		
Norton Rose Canada LLP (i)	$ -	$ 1,950
Dentons Canada LLP (i)	22,439	-
Prime Asset Ventures, Inc. (Note 7.D)	-	247,517
Faithful Holdings, Inc. (Note 7.G)	258,173	-
Agata Mining Ventures, Inc. (Note 7.E)	(119,655)	(206,982)
TVI Resource Development Phils., Inc. (Note 7.F)	(25,125)	(31,103)

Related party receivable	**December 31, 2019**	**December 31, 2018**
NADECOR (Note 4.B)	$ 5,366,900	$ 4,994,760
KMC note receivable (Note 5.B)	8,289,165	8,121,969
KMC advances receivable (Note 5.B)	2,715,714	2,398,850
Total	**$ 16,371,779**	**$ 15,515,579**

Related party balances payable	**December 31, 2019**	**December 31, 2018**
Dentons Canada LLP (i)	$ 3,163	$ -
Queensberry (Note 7.C)	3,357,645	2,292,651
Prime Asset Ventures, Inc. (Note 7.D)	682,989	667,853
Faithful Holdings, Inc. (Note 7.G)	220,612	-
Total	**$ 4,264,409**	**$ 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 Mining and Development Corp. ("Queensberry")

The Company and Queensberry are party to agreements described in Note 4. The Company's CEO, Manuel Paolo A. Villar, is the majority shareholder of Faithful Holdings, Inc., the new parent of Queensberry. Queensberry is the Company's largest shareholder. Queensberry has entered into management service agreements with the Company and KMC, effective May 2015 ("May 2015 Service Agreement) and November 2014 ("November 2014" Service Agreement"), 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 December 31, 2019, Queensberry had total advances to the Company amounting to $3,357,645 (December 31, 2018 - $2,292,651).

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

In 2016, Queensberry assigned the May 2015 Service Agreement and November 2014 Service Agreement to PAVI, the former parent company of Queensberry. The Company's CEO is the majority shareholder of PAVI.

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.

G. Faithful Holdings Inc. (FHI)

In 2019, PAVI assigned the May 2015 Service Agreement and November 2014 Service Agreement to FHI.

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 years ended December 31, 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 December 31, 2019 and 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 December 31, 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	$0.20	(10,071,000)	0.20
Balance, December 31, 2019	**-**	**-**	**$ -**

9. Income taxes

A. Current income taxes

The major components of income tax expense for the years ended December 31, 2019 and 2018 are:

	December 31, 2019	2018
Current tax expense	$ 2,787	$ 3,143
Deferred tax expense	-	-
Income tax expense	$ 2,787	$ 3,143

Taxation in the Company's operational jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

A reconciliation between tax expense and the accounting loss multiplied by the Company's domestic tax rate for the years ended December 31, 2019 and 2018 is as follows:

	December 31, 2019	2018
Expected tax benefit at statutory income tax rate of 0%	$ -	$ -
Tax rate differential	(18,645)	(49,383)
Permanent differences	126,595	117,665
Deferred tax asset not recognized	(105,163)	(65,139)
Tax Expense	2,787	3,143

B. Unrecognized tax losses / unrecognized deductible temporary differences

As of December 31, 2019, the Company has estimated non-capital losses for foreign income tax purposes that may be carried forward to reduce taxable income derived in future years, totaling approximately $1,592,000 for which no deferred tax asset was recognized. The majority of the operating losses were incurred in the Philippines of $1,150,000 and the Netherlands of $424,000, both of which begin expiring in 2020.

10. 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 years ended December 31, 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.

11. 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 year ended December 31, 2019.

12. Financial instruments

The Company is exposed in varying degrees to a variety of financial instrument related risks. At December 31, 2019, the Company's financial instruments include cash, advances to joint ventures, notes receivable, accounts payable and accrued wages and due to related parties for which there are no differences in the carrying values and fair values, due to their short-term nature. The types of risk exposures are detailed below.

The Company is required to classify fair value measurements using a hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy is as follows:

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

Cash is measured using Level 1 inputs.

The financial risk arising from the Company's operations are credit risk, liquidity risk, foreign exchange risk, and commodity price risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The Company generally does not engage in any other transactions in financial instruments, including derivative financial instruments for any other trade or speculative purposes.

A. Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company maintains the majority of its cash in financial institutions located in the Philippines. The Company carries credit risk through its long-term receivables from NADECOR (Note 4.B) and KMC (Note 5.B). The Company's receivable from NADECOR is secured by a 40% interest in KMC, and the Company is a common shareholder in both NADECOR and KMC. Other current assets include tax refunds collectible and are considered to be low credit risk.

IFRS 9 introduced a single, forward-looking ECL model for assessing impairment of financial assets. The application of the ECL model had minimal impact on the financial statements of the Company as the credit risk related to the financial assets of the Company is low and historically, customer defaults have been negligible. Therefore, no allowance for expected credit loss has been recorded by the Company at December 31, 2019.

B. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk through the management of its capital structure.

Following is a summary of current obligations:

At December 31, 2019	Less than 1 year	1 to 3 years	Greater than 3 years	Total
Accounts payable and accrued wages	$ 2,525,338	$ -	$ -	$ 2,525,338
Due to related parties	4,264,409	-	-	4,264,409
Totals	$ 6,789,747	$ -	$ -	$ 6,789,747

C. Foreign exchange risk

The Company is exposed to foreign exchange risk as some of its cash is held in currencies other than the U.S. dollar. The Company also incurs expenses in currencies other than the U.S. dollar regularly, and such expenditures are expected to increase over time. These subject the Company to currency transaction risk. The Company's items exposed to foreign exchange risk include the following:

Foreign Currency Assets	At December 31, 2019		At December 31, 2018	
	Foreign Amount	USD Amount	Foreign Amount	USD Amount
Cash accounts				
Philippine pesos	₱ 4,838,528	95,544	₱ 1,831,311	34,907
Total foreign currency assets		**$ 95,544**		**$ 34,907**

Foreign Currency Liabilities		**At December 31, 2019**			At December 31, 2018	
		Foreign Amount	USD Amount		Foreign Amount	USD Amount
Accounts payable & accrued wages						
Canadian dollars	C$	11,606	8,917	C$	58,544	42,952
Philippine pesos	₱	11,265,484	222,454	₱	11,474,855	218,722
Euros	€	15,010	15,686	€	17,144	17,686
Singaporean dollars	S$	5,040	3,745	S$	8,112	5,951
Total foreign currency liabilities			**$ 250,802**			**$ 285,311**

The Company has not entered into any derivative instruments to manage foreign exchange fluctuations; however, management monitors foreign exchange exposure.

The Company conducts transactions in foreign currencies, and while exchange rates are anticipated to remain stable, certain activities and expenditures will be subject to market fluctuations. The Company will be establishing policies to monitor and minimize risk concerning currency issues between the United States, Canada and the Philippines as transactions increase. Gains and losses on transactions due to fluctuations in foreign currency rates are recorded as changes in the consolidated statements of loss and comprehensive loss.

Based on the above net exposures and assuming that all other variables remain constant, a 10% depreciation of the U.S. dollar against all of the above currencies would result in an increase in foreign exchange effects in the year of approximately $18,000 (2018 – $33,000). This sensitivity analysis includes only outstanding foreign currency denominated items.

13. 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. Lawsuit initiated by Benguet Corporation (BC) against NADECOR

A Complaint for rescission of contract; specific performance; loss of period of payment; to declare a lien on the MPSA; plus attorney's fees and damages was filed in court by Benguet Corporation (BC) under date of October 10, 2019, naming NADECOR as the principal defendant. Although the Company was included as a co-defendant, the Company has not been officially served with any court Summons to-date. The directors are of the opinion that the claim can be successfully resisted by the Company, and therefore no amounts have been accrued as at December 31, 2019.

B. Investments in joint ventures

i. KGCMI

The Company has subscribed to 40% of KGCMI. 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 KGCMI. The Company has received legal advice that their rights to the shares of

KGCMI are protected by the share subscription agreement between the Company and KGCMI. A new entity has been incorporated to take the place of KGCMI'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.

C. 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.

14. Subsidiaries

A. Listing of subsidiaries consolidated by the Company:

Name	Country of Incorporation	Ownership Interest	Principal Activity
St. Augustine Mining, Ltd.	Cayman Islands	100%	Domestic operations
Asia Pacific Dutch BV	Netherlands	100%	Holding company
SAML-Dutch Cooperatief U.A.	Netherlands	100%	Holding company
St. Augustine Gold & Copper (Singapore) Pte. Ltd.	Singapore	100%	Holding company
Asia Pacific SAML Holdings	Philippines	100%	Holding company
MDC Operating Services Phils. Ltd.	Philippines	100%	Philippine employment (inactive)
San Augustin Services Inc.	Philippines	100%	Foreign operations

B. Asset ownership by geographic location

All of the Company's non-current assets (other than financial instruments) are located in the Philippines as at December 31, 2019 and 2018.