

# FINANCIAL REVIEW

Third Quarter Ended September 30, 2018



## CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2018 (Unaudited – Prepared by Management) (Expressed in Canadian Dollars)

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

In accordance with National Instrument 51-102 of the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed the unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2018. These financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (UNAUDITED) (Expressed in Canadian Dollars)

As at:	S	September 30, 2018		December 31, 2017
ASSETS				
Current assets				
Cash and cash equivalents (Note 6)	\$	2,236,012	\$	3,317,667
Equity investments (Note 7)		5,160,227		4,938,978
Derivative investments (Note 8)		80,735		204,252
Receivables (Note 9)		221,954		78,752
Prepaid expenses and deposits (Note 15)		73,935		44,426
Total current assets		7,772,863		8,584,075
Non-current assets				
Long-term deposits (Note 15)		123,098		123,098
Property and equipment (Note 10)		57,382		71,053
Mineral and royalty interests (Note 12)		1,454,526		1,410,142
Investment in associate (Note 11)		1		1
Total non-current assets		1,635,007		1,604,294
TOTAL ASSETS	\$	9,407,870	\$	10,188,369
LIABILITIES AND SHAREHOLDERS' EQUITY	\$		\$	10,188,369
LIABILITIES AND SHAREHOLDERS' EQUITY  Current liabilities		9,407,870		
LIABILITIES AND SHAREHOLDERS' EQUITY	<b>\$</b>		<b>\$</b>	<b>10,188,369</b> 199,278
LIABILITIES AND SHAREHOLDERS' EQUITY  Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity		<b>9,407,870</b> 83,957		199,278
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13)		<b>9,407,870</b> 83,957 56,592,613		199,278 56,592,613
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve		9,407,870 83,957 56,592,613 6,962,741		199,278 56,592,613 6,849,808
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve Deficit (Note 3)		9,407,870 83,957 56,592,613 6,962,741 (53,373,977)		199,278 56,592,613 6,849,808 (54,326,100)
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve		9,407,870 83,957 56,592,613 6,962,741 (53,373,977) (857,464)		199,278 56,592,613 6,849,808 (54,326,100)
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve Deficit (Note 3)		9,407,870 83,957 56,592,613 6,962,741 (53,373,977)		199,278 56,592,613 6,849,808
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve Deficit (Note 3) Accumulated other comprehensive income (loss) (Note 3)		9,407,870 83,957 56,592,613 6,962,741 (53,373,977) (857,464)		199,278 56,592,613 6,849,808 (54,326,100) 872,770
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve Deficit (Note 3) Accumulated other comprehensive income (loss) (Note 3)  Total shareholders' equity	\$ \$	9,407,870  83,957  56,592,613 6,962,741 (53,373,977) (857,464) 9,323,913  9,407,870	\$ \$	199,278 56,592,613 6,849,808 (54,326,100) 872,770 9,989,091 <b>10,188,369</b>
Current liabilities Accounts payable and accrued liabilities (Note 15)  Shareholders' equity Share capital (Note 13) Other equity reserve Deficit (Note 3) Accumulated other comprehensive income (loss) (Note 3)  Total shareholders' equity  TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ \$	9,407,870  83,957  56,592,613 6,962,741 (53,373,977) (857,464) 9,323,913  9,407,870  R ISSUE ON NO	\$ \$	199,278  56,592,613 6,849,808 (54,326,100) 872,770 9,989,091  10,188,369  BER 26, 2018 BY

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND OTHER COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

(Expressed in Canadian Dollars)

		Thre		onths ended ptember 30,		Nin		onths ended ptember 30,
		2018		2017		2018		2017
Exploration expenditures	\$	131,754	\$	421,265	\$	645,339	\$	766,734
Write-off of mineral interests (Note 12)	φ	131,734	ψ	421,203	Ψ	043,339	ψ	69,187
write off of filliferal interests (Note 12)		131,754		421,265		645,339		835,921
General and administrative expenses				,		0.10,000		
Amortization		4,474		5,765		13,671		13,562
Legal and audit fees		-		1,659		5,560		24,746
Management fees (Note 15)		10,500		10,500		31,500		31,500
Office and miscellaneous (Note 15)		25,242		25,165		81,824		79,521
Salaries and benefits (Note 15)		28,016		30,702		93,038		84,038
Share-based compensation (Note 14)				-		112,933		-
Shareholder communications (Note 15)		455		4,656		6,091		10,427
Transfer agent and regulatory fees (Note 15)		2,672		6,884		12,673		17,493
Travel and accommodation (Note 15)		1,884		1,905		10,096		16,927
( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( (		73,243		87,236		367,386		278,214
Loss from operations		(204,997)		(508,501)		(1,012,725)		(1,114,135)
Gain from mineral property option agreements								
(Note 12)		103,518		-		103,518		-
Gain on sale of mineral property interests		-		1,658,928		, -		1,658,928
Gain on property assignment		-		-		-		606,664
Investment income		3,822		1,973		11,618		8,460
Foreign currency exchange gain (loss)		(2,961)		(5,273)		(5,623)		965
Gain on sale of equity investments		-		24,063		-		36,538
Impairment on equity investments		-		(147,188)		-		(382,940)
Fair value loss on derivative investments (Note 8)		(67,156)		-		(123,517)		-
Net income (loss) for the period	\$	(167,774)	\$	1,024,002	\$	(1,026,729)	\$	814,480
Other comprehensive income (loss)								
Items that may be reclassified subsequently to								
profit or loss:								
Gains (losses) on sale of equity investments								
(Note 7)		(1,091)		-		26,597		-
Fair value gains (losses) on equity investments		, , ,				ŕ		
(Note 7)		(2,288,477)		(410,246)		222,021		59,421
Total comprehensive income (loss)	\$	(2,457,342)	\$	613,756	\$	(778,111)	\$	873,901
Basic and diluted earnings (loss) per share		\$(0.00)		\$0.01		\$(0.01)		\$0.01
<u> </u>		· · · · · · · · · · · · · · · · · · ·				<u> </u>		
Weighted average number of common shares		06 675 617		06 675 617		06 675 617		06 675 617
outstanding		86,675,617		86,675,617		86,675,617		86,675,617

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

For the nine months ended September 30, 2018 and 2017

(Expressed in Canadian Dollars)

	Number of common shares	S	Share capital	Other equity reserve	co	Accumulated other omprehensive income (loss)	Deficit	Total
Balance, December 31, 2016 Income for the period Equity investments	86,675,617 - -	\$	56,592,613	\$ 6,849,808 - -	\$	818,661 - 59,421	\$ (54,520,103) 814,480	\$ 9,740,979 814,480 59,421
Balance, September 30, 2017 Loss for the period Equity investments	86,675,617		56,592,613	6,849,808 - -		878,082 - (5,312)	(53,705,623) (620,477)	10,614,880 (620,477) (5,312)
Balance, December 31, 2017 Impact of adopting IFRS 9 on January 1, 2018 (Note 3)	86,675,617		56,592,613	6,849,808		<b>872,770</b> (1,978,852)	( <b>54,326,100</b> ) 1,978,852	9,989,091
Balance, January 1, 2018  Loss for the period  Equity investments  Share-based compensation	86,675,617 - - -		56,592,613	<b>6,849,808</b> 112,933		( <b>1,106,082</b> ) - 248,618	( <b>52,347,248</b> ) (1,026,729)	<b>9,989,091</b> (1,026,729) 248,618 112,933
Balance, September 30, 2018	86,675,617	\$	56,592,613	\$ 6,962,741	\$	(857,464)	\$ (53,373,977)	\$ 9,323,913

	Thre	onths ended ptember 30,	Nine months end September 3			
	2018	2017	2018		2017	
Cash provided by (used in):						
OPERATING ACTIVITIES						
Net income (loss) for the period	\$ (167,774)	\$ 1,024,002	\$ (1,026,729)	\$	814,480	
Items not involving cash:						
Amortization	4,474	5,765	13,671		13,562	
Gain from mineral property option agreements	(103,518)	-	(103,518)		-	
Gain on sale of mineral property interests	-	(1,658,928)	-		(1,658,928)	
Gain on property assignment	-	-	-		(606,664)	
Write off of mineral property interests	-	-	-		69,187	
Impairment of equity investments	-	147,188	-		382,940	
Gain on sale of equity investments	-	(24,063)	-		(36,538)	
Fair value loss on derivative investments	67,156	-	123,517		-	
Share-based compensation	-	-	112,933		-	
	(199,662)	(506,036)	(880,126)		(1,021,961)	
Changes in non-cash working capital items:	( , ,	(,,	(,		( )-	
Receivables	(162,977)	19,354	(143,202)		148,795	
Prepaid expenses and deposits	(26,777)	(96,645)	(29,509)		50,758	
Due from related parties	-	(11,000)	-		(5,131)	
Accounts payable and accrued liabilities	(105,028)	18,012	(115,321)		22,766	
Cash used in operating activities	(494,444)	(576,315)	(1,168,158)		(804,773)	
INVESTING ACTIVITIES						
Purchase of equity investments	_	(97,409)	(18,064)		(886,230)	
Expenditures on mineral property acquisition		(> /, )	(10,001)		(000,200)	
costs	(13,754)	-	(71,486)		(99,885)	
Proceeds from mineral property option						
agreements	130,620	-	130,620		-	
Proceeds from disposal of mineral property	-	186,710	-		186,710	
Proceeds from sale of equity investments	5,945	27,463	45,433		41,188	
Purchase of property and equipment	-	(22,894)	-		(37,457)	
Cash provided by (used for) investing activities	122,811	93,870	86,503		(795,674)	
Decrease in cash and cash equivalents	(371,633)	(482,445)	(1,081,655)		(1,600,447)	
Cash and cash equivalents, beginning of period	2,607,645	4,012,062	3,317,667		5,130,064	
Cash and cash equivalents, end of period	\$ 2,236,012	\$ 3,529,617	\$ 2,236,012	\$	3,529,617	

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 1. CORPORATE INFORMATION

Radius Gold Inc. (the "Company") was formed by the amalgamation of Radius Explorations Ltd. and PilaGold Inc. effective on July 1, 2004 under the laws of British Columbia.

The Company is engaged in acquisition and exploration of mineral properties and investment in companies which hold mineral property interests. The address of the Company's head office and principal place of business is 650 – 200 Burrard Street, Vancouver, BC, Canada V6C 3L6.

#### 2. BASIS OF PREPARATION

#### **Statement of Compliance**

These condensed interim consolidated financial statements are prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting under International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements follow the same accounting policies and methods of application as the most recent annual financial statements of the Company, except as described in Note 3. These condensed interim consolidated financial statements do not contain all of the information required for full annual financial statements. Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company's most recent annual financial statements, which were prepared in accordance with IFRS as issued by the IASB.

#### **Basis of Measurement**

These condensed interim consolidated financial statements have been prepared on the historical cost basis as modified by any revaluation of financial assets measured at fair value.

The condensed interim consolidated financial statements are presented in Canadian dollars ("CDN"), which is also the Company's functional currency.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 5.

#### **Nature of Operations**

These financial statements have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

#### **Basis of Consolidation**

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. A wholly owned subsidiary is an entity in which the Company has control, directly or indirectly, where control is defined as the power to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. All material intercompany transactions and balances have been eliminated on consolidation. Subsidiaries are deconsolidated from the date control ceases.

Details of the Company's principal subsidiaries at September 30, 2018 are as follows:

	Place of	Interest	
Name	Incorporation	%	Principal Activity
Minerales Sierra Pacifico S.A.	Guatemala	100%	Exploration company
Radius Gold (U.S.) Inc.	Nevada, USA	100%	Exploration company
Geometales Del Norte-Geonorte	Mexico	100%	Exploration company
Radius (Cayman) Inc.	Cayman Islands	100%	Investment Holding company

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 3. ADOPTION OF NEW ACCOUNTING STANDARDS AND AMENDMENTS

The following outlines the new accounting standards and amendments adopted by the Company effective January 1, 2018:

#### IFRS 9 Financial Instruments

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9"), which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 provides a revised model for classification and measurement of financial assets, including a new expected credit loss ("ECL") impairment model. The revised model for classifying financial assets results in classification according to their contractual cash flow characteristics and the business models under which they are held. IFRS 9 also introduces a reformed approach to hedge accounting. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. The standard is effective for annual periods beginning on or after January 1, 2018.

As a result of the adoption of IFRS 9, the Company has changed its accounting policy for financial instruments retrospectively. The change did not result in a change in carrying value of any of our financial instruments on transition date. The adoption of the ECL impairment model did not have an impact on the Company's condensed interim consolidated financial statements. IFRS 9 does not require restatement of comparative periods. Accordingly, the Company has reflected the retrospective impact of the adoption of IFRS 9 due to the change in accounting policy for equity investments as an adjustment to opening components of equity as at January 1, 2018.

The Company's financial instruments are accounted for as follows under IFRS 9 as compared to the Company's previous policy in accordance with IAS 39:

	<b>January 1, 2018</b>	
	IAS 39	IFRS 9
Financial Asset		
Cash and cash equivalents	Fair value through profit or loss ("FVTPL")	FVTPL
Equity investments	Fair value through other comprehensive income	FVOCI
	("FVOCI")	
Derivative investments	FVTPL	FVTPL
Receivables	Amortized cost	Amortized cost
Due from related parties	Amortized cost	Amortized cost
Deposits	Amortized cost	Amortized cost
Financial Liability		
Accounts payable and		
accrued liabilities	Amortized cost	Amortized cost
Due to related parties	Amortized cost	Amortized cost

For equity investments not held for trading, the Company may make an irrevocable election at initial recognition to recognize changes in fair value through other comprehensive income rather than profit or loss. The Company elected to designate its equity investments as financial assets at FVOCI, where they will be recorded initially at fair value. Subsequent changes in fair value will be recognized in other comprehensive income only and will not be recycled into income (loss) upon disposition. As a result of this change, the Company reclassified \$1,978,852 of impairment losses recognized in prior years on equity investments which continue to be held by the Company as at January 1, 2018 from opening deficit to accumulated other comprehensive income on January 1, 2018. As a result of adopting IFRS 9, the net change in fair value of the equity investments, including realized and unrealized gains and losses, if any, is now presented as an item that will not be reclassified subsequently to net income in the Statements of Income and Comprehensive Income.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 3. ADOPTION OF NEW ACCOUNTING STANDARDS AND AMENDMENTS - (cont'd)

IFRS 9 Financial Instruments – (cont'd)

The adoption of IFRS 9 has not had a significant impact on the Company's policies related to financial assets of cash and cash equivalents, derivative investments, receivables, due from related parties, and deposits and financial liabilities.

#### IFRS 15 Revenue from Contracts with Customers

On January 1, 2018, the Company adopted IFRS 15, Revenue from Contracts with Customers. IFRS 15 specifies how and when revenue should be recognized as well as requiring more informative and relevant disclosures. The standard supersedes IAS 18 Revenue, IAS 11 Construction Contracts, and a number of revenue-related interpretations. Application of the standard is mandatory and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is effective for the Company's annual period beginning January 1, 2018. The adoption of IFRS 15 did not have an impact on the Company's condensed interim consolidated financial statements.

#### Other Amendments/Interpretations

The Company has adopted amendments/interpretations to IFRIC 22 – Foreign Currency Transactions and Advance Consideration and IFRS 2 – Share Based Payment Transactions which did not have an impact on the Company's condensed interim consolidated financial statements.

#### 4. STANDARDS, AMENDMENTS AND INTERPRETATIONS NOT YET EFFECTIVE

The following new standard has been issued by the IASB but is not yet effective:

#### IFRS 16 Leases

On January 13, 2016, the IASB issued IFRS 16 Leases of which requires lessees to recognize assets and liabilities for most leases. For lessors, there is little change to the existing accounting in IAS 17 Leases. The new standard will be effective for annual periods beginning on or after January 1, 2019. Early application is permitted, provided the new revenue standard, IFRS 15 Revenue from Contracts with Customers, has been applied, or is applied at the same date as IFRS 16.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 5. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

The key areas of judgment applied in the preparation of the condensed interim consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

- a) Where the Company holds the largest shareholding in an investment and has the power to exercise significant influence through common officers and board members, such an investment is treated as an associate. The Company can exercise significant influence over Rackla Metals Inc. ("Rackla");
- b) The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of the functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders functional currency of its entities if there is a change in events and conditions which determined the primary economic environment;
- c) The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company.
  - If, after exploration and evaluation assets is capitalized, information becomes available suggesting that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount, the Company carries out an impairment test at the cash generating unit or group of cash generating units level in the year the new information becomes available: and
- d) The determination of when receivables are impaired requires significant judgment as to their collectability.

The key estimate applied in the preparation of the condensed interim consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities is as follows:

a) The Company is subject to income tax in several jurisdictions and significant judgment is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Company recognizes tax liabilities based on estimates of whether additional taxes and interest will be due. These tax liabilities are recognized when, despite the Company's belief that its tax return positions are supportable, the company believes that certain positions are likely to be challenged and may not be fully sustained upon review by tax authorities. The Company believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgments about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

#### 6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes. The Company does not hold any deposits with maturities of greater than three months from the date of acquisition. Cash at banks and on hand earns interest at floating rates based on daily bank deposit rates.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

## 7. EQUITY INVESTMENTS

#### Number of common shares held as at:

	September 30, 2018	December 31, 2017
CROPS Inc. (formerly Focus Ventures Ltd.) ("CROPS")	2,564,027	2,564,027
Fortuna Silver Mines Inc. ("Fortuna")	239,385	239,385
GrowMax Resources Corp. ("GrowMax")	1,150,000	1,200,000
Medgold Resources Corp. ("Medgold")	10,126,500	10,040,000
Southern Silver Exploration Corp. ("Southern Silver") Metalla Royalty and Streaming Ltd.	1,259,500	1,407,000
(formerly ValGold Resources Ltd.) ("Metalla")	166,700	166,700
Volcanic Gold Mines Inc. ("Volcanic") Warrior Gold Inc.	3,222,883	3,222,883
(formerly War Eagle Mining Company Inc. and Champagne Resources Limited) ("Warrior")	233,781	233,781

	Advantage	CROPS	Fortuna	GrowMax	Medgold
Balance, December 31, 2016	\$ 242,500	\$ 279,862	\$ -	\$ 77,500	\$ 1,656,600
Acquisition of shares	-	229,481	1,472,218	81,649	-
Disposition of shares	(95,000)	-	-	-	-
Impairment adjustment Net change in fair value recorded in	(130,000)	(252,940)	-	-	-
other comprehensive income	(17,500)		98,148	(33,149)	(50,200)
Balance, December 31, 2017	-	256,403	1,570,366	126,000	1,606,400
Acquisition of shares	-	-	-	-	18,064
Disposition of shares	-	-	-	(7,036)	-
Net change in fair value recorded in other comprehensive income	-	(166,662)	(220,235)	13,286	1,312,221
Balance, September 30, 2018	\$ -	\$ 89,741	\$ 1,350,131	\$ 132,250	\$ 2,936,685

	Southern Silver	Metalla	,	Volcanic	Warrior	Total
Balance, December 31, 2016	\$ 487,500	\$ -	\$	-	\$ 50,000	\$ 2,793,962
Acquisition of shares	-	65,000	1	,181,764	-	3,030,112
Disposition of shares	(4,650)	-		-	-	(99,650)
Impairment adjustment Net change in fair value recorded in other	-	-	(	456,615)	-	(839,555)
comprehensive income	51,810	5,000		-	-	54,109
Balance, December 31, 2017	534,660	70,000		725,149	50,000	4,938,978
Acquisition of shares	-	-		-	-	18,064
Disposition of shares	(11,800)	-		-	-	(18,836)
Net change in fair value recorded in other comprehensive income	(321,341)	55,025	(	418,975)	(31,298)	222,021
Balance, September 30, 2018	\$ 201,519	\$ 125,025	\$	306,174	\$ 18,702	\$ 5,160,227

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 7. **EQUITY INVESTMENTS** – (cont'd)

CROPS and Fortuna each have two common directors with the Company. Medgold and Volcanic each have one common director with the Company. All of the Company's equity investment companies are publicly listed as of September 30, 2018.

During the period ended September 30, 2018:

- i) Champagne Resources Limited ("Champagne") completed a merger with War Eagle, a publicly listed company, whereby the 625,000 common shares of Champagne held by the Company were converted to 233,781 common shares of War Eagle. War Eagle then subsequently changed its name to Warrior Gold Inc.;
- ii) CROPS changed its name from Focus Ventures Ltd. and completed a share consolidation so that every four existing common shares of CROPS were exchanged for one new common share of CROPS; and
- iii) Metalla Royalty and Streaming Ltd ("Metalla"), a publicly listed company, acquired ValGold Resources Ltd. ("ValGold") whereby the 1,000,000 common shares of ValGold held by the Company were converted to 166,700 common shares of Metalla.

As at September 30, 2018, the fair value based on published market prices of the equity investments that are publicly listed was \$5,160,227 (December 31, 2017: \$4,888,978).

During the period ended September 30, 2018, the Company completed the following transactions:

- i) Purchased in the open market 86,500 common shares of Medgold at a cost of \$18,064;
- ii) Sold in the open market 147,500 common shares of Southern Silver for net proceeds of \$39,488 and recorded a gain of \$27,688 on the sale in other comprehensive income; and
- iii) Sold in the open market 50,000 common shares of GrowMax for net proceeds of \$5,945 and recorded a loss of \$1,091 on the sale in other comprehensive income.

The Company also held 3,973,275 free trading common shares of Rackla with a fair value of \$456,927 as of September 30, 2018 but they are recorded as an investment in associate (Note 11).

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 8. DERIVATIVE INVESTMENTS

Number of share purchase warrants held as at:

	September 30, 2018	December 31, 2017
CROPS	685,675	685,675
Metalla	166,700	166,700
Volcanic	1,125,000	1,542,000
Warrior	116,890	116,890

	CROPS	Metalla	Volcanic	Warrior	Total
Balance, December 31, 2016	\$ -	\$ -	\$ -	\$ -	\$ -
Acquisition of warrants	30,717	58,301	107,712	7,522	204,252
Balance, December 31, 2017 Net change in fair value recorded in net	30,717	58,301	107,712	7,522	204,252
income	(28,769)	(656)	(87,663)	(6,429)	(123,517)
Balance, September 30, 2018	\$ 1,948	\$ 57,645	\$ 20,049	\$ 1,093	\$ 80,735

During the period ended September 30, 2018, the following share purchase warrant activity occurred:

- i) Upon Champagne's merger with Warrior, the 312,500 share purchase warrants of Champagne held by the Company were converted to 116,890 share purchase warrants of Warrior with an exercise price of \$0.40 per share and expiry date of August 9, 2019;
- ii) Upon CROPS completing a share consolidation, the 2,742,700 share purchase warrants of CROPS held by the Company were converted to 685,675 share purchase warrants with an exercise price of \$0.40 per share and expiry date of March 22, 2022;
- iii) Upon Metalla's acquisition of ValGold, the 1,000,000 share purchase warrants of ValGold held by the Company were converted to 166,700 share purchase warrants of Metalla; and
- iv) A total of 417,000 Volcanic share purchase warrants with an exercise price of \$0.25 expired unexercised.

The fair value of the derivative investments was determined using the Black-Scholes option pricing model with the following inputs:

		Risk-free		Expected
	Volatility factor	interest rate	Expected life (years)	dividend yield
CROPS	77%	2.28%	3.48	0%
Metalla	100%	2.08%	1.01	0%
Volcanic	89%	2.28%	3.44	0%
Warrior	135%	2.08%	0.86	0%

The share purchase warrants for CROPS, Metalla, Volcanic, and Warrior are not tradable on an exchange.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 9. RECEIVABLES

	Sep	otember 30, 2018	De	ecember 31, 2017
Royalty revenue receivable	\$	784,180	\$	784,180
Provision for impairment		(784,180)		(784,180)
Royalty revenue receivable, net		-		-
Sales taxes		56,048		70,945
Exploration expenditure recoveries		158,755		-
Other receivables		7,151		7,807
	\$	221,954	\$	78,752

Uncollectable amounts included in the provision are written off against the provision when there is no expectation of recovery. The royalty revenue receivable was uncollected as of September 30, 2018 as the Company has allowed the property owner, Kappes, Cassiday & Associates ("KCA"), to defer payment of the balance while KCA commences legal proceedings against the Guatemalan government to overturn the suspension of operations of its mine-site and seek compensation from the Guatemalan authorities, from which the Company would benefit as well.

## 10. PROPERTY AND EQUIPMENT

	imp	Leasehold	Trucks	Computer equipment	Furniture and quipment	eophysical equipment	eqı	Field uipment	Total
Cost									
Balance, December 31, 2016	\$	62,762	\$ 215,638	\$ 252,068	\$ 62,656	\$ 84,882	\$	2,480	\$ 680,486
Additions		-	37,457	-	-	-		-	37,457
Balance, December 31, 2017		62,762	253,095	252,068	62,656	84,882		2,480	717,943
Balance, September 30, 2018	\$	62,762	\$ 253,095	\$ 252,068	\$ 62,656	\$ 84,882	\$	2,480	\$ 717,943
Accumulated amortization									
Balance, December 31, 2016	\$	48,667	\$ 215,638	\$ 237,986	\$ 51,705	\$ 70,904	\$	2,232	\$ 627,132
Charge for year		6,300	4,173	4,225	2,191	2,795		74	19,758
Balance, December 31, 2017		54,967	219,811	242,211	53,896	73,699		2,306	646,890
Charge for period		4,725	3,425	2,218	1,312	1,817		174	13,671
Balance, September 30, 2018	\$	59,692	\$ 223,239	\$ 244,429	\$ 55,208	\$ 75,516	\$	2,480	\$ 660,561
Carrying amounts									
At December 31, 2017	\$	7,795	\$ 33,284	\$ 9,857	\$ 8,760	\$ 11,183	\$	174	\$ 71,053
At September 30, 2018	\$	3,070	\$ 29,859	\$ 7,639	\$ 7,448	\$ 9,366	\$	-	\$ 57,382

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 11. INVESTMENT IN ASSOCIATE

#### Rackla

As at September 30, 2018, the Company held 3,973,275 (December 31, 2017: 3,973,275) common shares of Rackla, representing 19.6% of Rackla's outstanding common shares.

Rackla meets the definition of an associate and has been equity accounted for in the condensed interim consolidated financial statements.

The following table shows the continuity of the Company's interest in Rackla for the period from January 1, 2017 to September 30, 2018:

Balance, December 31, 2016	\$ 1
Increase in investment	50,000
Less: share of losses in associate	(50,000)
Balance, December 31, 2017	1
Balance, September 30, 2018	\$ 1

Prior to the 2015 fiscal year the Company's share of losses in Rackla exceeded the carrying value of its interest and therefore the Company discontinued recognizing its share of further losses. During the 2017 fiscal year, with the additional 1,000,000 common shares being purchased at a cost of \$50,000, the Company recognized losses in Rackla totaling \$50,000 and once again reduced the carrying amount to a nominal \$1 as at December 31, 2017. The cumulative unrecognized share of losses for the associate as of September 30, 2018 is \$588,882.

The financial statement balances of Rackla are as follows:

	Se	ptember 30, 2018	December 31, 2017		
Total current assets	\$	126,033	\$ 250,862		
Total assets	\$	189,806	\$ 316,474		
Total liabilities	\$	139,038	\$ 225,230		
Net loss	\$	109,076 <sup>(1)</sup>	\$ 130,627 <sup>(2)</sup>		

<sup>(1)</sup> Net loss for nine month period ended September 30, 2018.

At September 30, 2018, the fair value of the 3,973,275 common shares of Rackla was \$456,927 (December 31, 2017: \$456,927).

<sup>(2)</sup> Net loss for the year ended December 31, 2017.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 12. MINERAL PROPERTY AND ROYALTY INTERESTS

Acquisition costs	Peru	u United States		Guatemala		Mexico	Total	
Balance, December 31, 2016	\$ 1,259,505	\$	88,659	\$	1	\$ -	\$ 1,348,165	
Additions - cash	-		117,816		-	13,348	131,164	
Write-off acquisition costs	-		(69,187)		-	-	(69,187)	
Balance, December 31, 2017	1,259,505		137,288		1	13,348	1,410,142	
Additions - cash	-		57,732		-	13,754	71,486	
Acquisition costs recovered	-		-		-	(27,102)	(27,102)	
Balance, September 30, 2018	\$ 1,259,505	\$	195,020	\$	1	\$ -	\$ 1,454,526	

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history, characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Details of the Company's mineral property interests are disclosed in full in the consolidated financial statements for the year ended December 31, 2017. Significant exploration and evaluation asset transactions that have occurred since January 1, 2018 are as follows:

#### **Coyote Property - USA**

During the period ended September 30, 2018, the Company was granted a lease and option agreement with Geologic Services Inc. ("Geologic") on the Coyote gold property which consists of 128 unpatented mineral claims located in Elko County, Nevada. Pursuant to this agreement, the Company paid \$25,657 to Geologic as reimbursement for the staking costs of 70 of these claims.

Geologic granted the Company an exclusive lease of a 100% interest in the property for a period of up to 15 years, in consideration for the granting to Geologic of a 2.0% to 3.0% NSR royalty, the percentage to depend on the prevailing price of gold. In order to keep the lease in good standing, the Company is to make annual advance royalty payments to Geologic, beginning with a payment of \$32,075 (US\$25,000) that was made upon the execution of the agreement. At any time during the term of the lease, the Company may elect to acquire a 100% interest in the Coyote property by making a cash payment of US\$2.0 million to Geologic.

## Amalia Project - Mexico

In June 2017, the Company signed a binding agreement with a private individual to option the (380-hectare) Amalia Project in the State of Chihuahua, Mexico. The Company can earn a 100% interest in the Amalia Project by making an initial cash payment of US\$5,000 (paid) and by completing staged payments over a period of five years totaling US\$845,000 cash and, subject to stock exchange approval, US\$15,000 in shares of the Company.

During the 2017 fiscal year, following the signing of the option agreement, the Company staked an additional 10,000 hectares surrounding the Amalia Project at a cost of \$13,348.

During the period ended September 30, 2018, the Company entered into an option agreement with Pan American Silver Corp. ("Pan American") whereby Pan American can earn up to an initial 65% interest in the Amalia Project by making cash payments to the Company totaling US\$1.5 million, of which \$130,620 (US\$100,000) has been received, and expending US\$2.0 million on exploration over four years. Pan American may earn an additional 10% by advancing the property to a preliminary feasibility stage. Of the \$130,620 option payment received, \$27,102 was recorded as an acquisition cost recovery against the property's carrying cost and the balance of \$103,518 recorded as a gain from mineral property agreements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 12. MINERAL PROPERTY AND ROYALTY INTERESTS – (cont'd)

#### Tarros Project - Mexico

In September 2017, the Company signed a binding agreement with a private Mexican company to option the (473-hectare) Tarros Project in the State of Chihuahua, Mexico. The Company could earn a 100% interest in the Tarros Project by making an initial cash payment of US\$3,250 (paid) and by completing staged payments over a period of 4.5 years totaling US\$1,098,500. During the period ended September 30, 2018, the Company terminated the option agreement prior to the due date of the next required cash option payment.

#### 13. SHARE CAPITAL AND RESERVES

#### a) Common Shares

The Company is authorized to issue an unlimited number of common shares without par value.

There was no share capital activity during the periods ended September 30, 2018 and 2017.

#### 14. SHARE-BASED PAYMENTS

#### a) Option Plan Details

The Company has a formal stock option plan in accordance with the policies of the TSX Venture Exchange ("TSX-V") under which it is authorized to grant options up to 10% of its outstanding shares to officers, directors, employees and consultants. The exercise price of each option is not less than the closing market price of the Company's stock on the trading day prior to the date of grant. Options granted to investor relations personnel vest in accordance with TSX-V regulation. The options are for a maximum term of ten years.

The following is a summary of changes in options for the period ended September 30, 2018:

				]	od			
Grant date	Expiry date	Exercise price	Opening balance	Granted	Exercised	Forfeited / expired	Closing balance	Vested and exercisable
Jan 08, 2010	Jan 07, 2020	\$0.29	1,245,000	-	-	(1,235,000)	10,000	10,000
May 26, 2010	May 25, 2020	\$0.36	100,000	-	-	(100,000)	-	-
Sep 24, 2010	Sep 23, 2020	\$0.69	100,000	-	-	(100,000)	-	-
Dec 13, 2012	Dec 12, 2022	\$0.20	1,885,000	-	-	(300,000)	1,585,000	1,585,000
Oct 19, 2016	Oct 18, 2026	\$0.15	1,740,000	-	-	(200,000)	1,540,000	1,540,000
May 22, 2018	May 21, 2028	\$0.15	-	1,515,000			1,515,000	1,515,000
		_	5,070,000	1,515,000	-	(1,935,000)	4,650,000	4,650,000
•	Weighted average ex	xercise price	\$0.22	\$0.15	-	\$0.29	\$0.17	\$0.17

#### b) Fair Value of Options Issued During the Period

The weighted average fair value at grant date of options granted during the period ended September 30, 2018 was \$0.07 per option.

There were no options were granted during the period ended September 30, 2017.

The weighted average remaining contractual life of the options outstanding at September 30, 2018 is 7.25 years (December 31, 2017: 5.46 years).

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 14. SHARE-BASED PAYMENTS – (cont'd)

#### b) Fair Value of Options Issued During the Period – (cont'd)

#### Options Issued to Employees

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date, the expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

#### Options Issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted using the Black-Scholes option pricing model.

The model inputs for options granted during the period ended September 30, 2018 included:

		Share price at grant	Exercise	Risk-free interest	Expected	Volatility	Dividend
Grant date	Expiry date	date	price	rate	life	factor	yield
May 22, 2018	May 21, 2028	\$0.095	\$0.15	2.48%	10 years	87%	0%

The expected volatility is based on the historical volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information. The risk free rate of return is the yield on a zero-coupon Canadian Treasury Bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

#### c) Expenses Arising from Share-based Payment Transactions

Total expenses arising from the share-based payment transactions recognized during the period ended September 30, 2018 as part of share-based compensation expense were \$112,933 (2017: \$Nil).

As of September 30, 2018 there was no amount (December 31, 2017: \$Nil) of total unrecognized compensation cost related to unvested share-based compensation awards.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 15. RELATED PARTY TRANSACTIONS

The Company had transactions during the periods ended September 30, 2018 and 2017 with related parties who consisted of directors, officers and the following companies with common directors:

Related Party	Nature of Transactions
Mill Street Services Ltd. ("Mill Street")	Management fees
Gold Group Management Inc. ("Gold Group")	Shared general and administrative expenses
Medgold	Investment and shared personnel expenses
Fortuna	Investment
CROPS	Investment
Volcanic	Investment

In addition to related party transactions disclosed elsewhere in the condensed interim consolidated financial statements, the Company incurred the following expenditures charged by non-key management officers and companies which have common directors with the Company in the periods ended September 30, 2018 and 2017:

	Thre	 ths ended ember 30,	Nine months ended September 30,				
	2018	2017	2018		2017		
General and administrative expenses:							
Salaries and benefits	\$ 6,240	\$ 5,600	\$ 18,240	\$	14,400		
Exploration expenditures:							
Geological fees	-	17,501	-		47,040		
Salaries and benefits	-	1,829	-		7,087		
	\$ 6,240	\$ 24,930	\$ 18,240	\$	68,527		

The Company reimburses Gold Group, a company controlled by the Chief Executive Officer of the Company, for shared administrative costs and other business related expenses paid by Gold Group on behalf of the Company. During the periods ended September 30, 2018 and 2017, the Company reimbursed Gold Group the following:

	Thre	 ths ended ember 30,	Nine months ended September 30,				
	2018	2017		2018		2017	
General and administrative expenses:							
Office and miscellaneous	\$ 8,682	\$ 11,564	\$	28,449	\$	32,850	
Shareholder communications	-	206		1,210		1,520	
Salaries and benefits	27,116	24,386		84,057		75,290	
Transfer agent and regulatory fees	1,466	1,439		3,452		3,961	
Travel and accommodation	1,885	1,655		5,343		8,882	
	\$ 39,149	\$ 39,250	\$	122,511	\$	122,503	
Exploration expenditures	\$ 745	\$ -	\$	2,663	\$	-	

Gold Group salary and benefits costs for the periods ended September 30, 2018 and 2017 include those for the Chief Financial Officer and Corporate Secretary.

During the period ended September 30, 2018, the Company was reimbursed \$12,079 (2017: \$68,510) from Medgold, a company which has a common director with the Company, for shared exploration personnel costs.

Prepaid expenses and deposits include an amount of \$11,267 (December 31, 2017: \$1,142) paid to Gold Group for shared office and administrative services.

Long-term deposits include an amount of \$60,000 (December 31, 2017: \$60,000) paid to Gold Group as a deposit on the shared office and administrative services agreement.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September  $30,\,2018$ 

(Expressed in Canadian Dollars)

#### 15. RELATED PARTY TRANSACTIONS – (cont'd)

Accounts payable and accrued liabilities include \$27,755 (December 31, 2017: \$44,471) payable to Gold Group for shared administrative costs.

During the period ended September 30, 2018, the following transactions also occurred:

i) The Company acquired 86,500 common shares of Medgold on the open market for a cost of \$18,064 (Note 7).

During the period ended September 30, 2017, the following transactions also occurred:

- i) The Company acquired 606,250 common shares of CROPS on the open market for a cost of \$92,346.
- ii) The Company acquired 685,675 common shares of CROPS by way of private placement at a cost of \$137,135.
- iii) The Company acquired 1,959,000 common shares of Volcanic by way of private placements for a cost of \$575,100 and received 1,263,883 common shares with a fair value of \$606,664 pursuant to a mineral property assignment agreement.
- iv) The Company received 239,385 common shares of Fortuna with a fair value of \$1,491,369 at the time of issuance, pursuant to a sale of a mineral property.

#### Key management compensation

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include certain directors and officers. Key management compensation comprises:

	Thre	ths ended ember 30,	Nine months ended September 30,				
	2018		2017		2018		2017
Management fees	\$ 10,500	\$	15,000	\$	31,500	\$	45,000
Geological fees	15,000		10,500		45,000		31,500
Salaries, benefits and fees* Share-based payments	7,792		6,875		22,001		23,375
(value of stock option grants)	-		-		22,691		-
	\$ 33,292	\$	32,375	\$	121,192	\$	99,875

<sup>\*</sup>Included in reimbursements to Gold Group

Key management compensation includes management and geological fees paid to Mill Street, a company controlled by the Chief Executive Officer of the Company.

Total value of stock option grants to directors not included in the above table during the period ended September 30, 2018 was \$31,809 (2017: \$Nil).

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 16. SEGMENTED INFORMATION

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance. All of the Company's operations are within the mining sector relating to mineral exploration except for a royalty interest in a gold producing property. Due to the geographic and political diversity, the Company's exploration operations are decentralized whereby exploration managers are responsible for business results and regional corporate offices provide support to the exploration programs in addressing local and regional issues. The Company's operations are therefore segmented on a district basis. The Company's assets were located in Canada, USA, Guatemala, Peru, Mexico, Nicaragua, and Caymans. Details of identifiable assets by geographic segments are as follows:

Period ended September 30, 2018	Canada		USA		uatemala	Mexico		Other		Consolidated	
Exploration expenditures	\$	- \$	502,216	\$	34,642	\$ 54,08	1 \$	54,400	\$	645,339	
Gain from mineral property option agreements		-	-		-	103,518	3	-		103,518	
Investment income	11,61	8	-		-		-	-		11,618	
Amortization	10,24	5	-		-	3,420	5	-		13,671	
Net income (loss)	(314,17	5)	(562,690)		52,993	(140,316	)	(62,541)	(1	,026,729)	
Capital expenditures*		-	57,732		-		-	-		57,732	

Period ended September 30, 2017		Canada	USA Guatemala			Mexico			Other	Cor	nsolidated
Exploration expenditures	\$	-	\$ 307,459	\$	36,763	\$	360,832	\$	61,680	\$	766,734
Mineral property acquisition costs written off		-	69,187		-		-		-		69,187
Gain on property assignment		606,664	-		-		-		-		606,664
Gain on sale of equity investments		36,538	-		-		-		-		36,538
Investment income		8,460	-		-		-		-		8,460
Amortization		11,689	-		-		1,873		-		13,562
Net income (loss)		13,138	(488,227)		73,460		1,249,837		(33,728)		814,480
Capital expenditures*		-	86,537		-		50,805		-		137,342

<sup>\*</sup>Capital expenditures consists of additions of property and equipment and mineral and royalty interests

As at September 30, 2018	Canada		USA	Gu	atemala	Peru		Mexico		Other	Consolidated
Total current assets	\$ 7,634,450	\$	-	\$	10,487	\$ -	\$	100,112	\$	27,814	\$ 7,772,863
Total non-current assets	150,623		195,020		-	1,259,505		29,859		-	1,635,007
Total assets	\$ 7,785,073	\$	195,020	\$	10,487	\$ 1,259,505	\$	129,971	\$	27,814	\$ 9,407,870
Total liabilities	\$ 82,010	\$	-	\$	864	\$ -	\$	1,083	\$	-	\$ 83,957
As at December 31, 2017	Canada	USA Guatemala		Peru	ı Mexico			Other	Consolidated		
Total current assets	\$ 8,343,930	\$	-	\$	10,874	\$ -	\$	194,521	\$	34,750	\$ 8,584,075
Total non-current assets	160,869		137,288		-	1,259,505		46,632		-	1,604,294
Total assets	\$ 8,504,799	\$	137,288	\$	10,874	\$ 1,259,505	\$	241,153	\$	34,750	\$ 10,188,369
Total liabilities	\$ 175,116	\$	-	\$	896	\$ -	\$	30,867	\$	-	\$ 199,278

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

## **General Objectives, Policies and Processes**

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receive periodic reports through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

#### a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: foreign currency risk, interest rate risk, and equity price risk.

## Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to fluctuations in foreign currencies through its operations in foreign countries. The Company monitors this exposure, but has no hedge positions. As at September 30, 2018, the Company is exposed to currency risk through the following financial assets and liabilities denominated in currencies other than the Canadian dollar:

		Sej	otem	ber 30, 20	)18		December 31, 2017									
	τ	JS Dollar	ľ	Mexican Peso		atemala Quetzal	τ	JS Dollar	ľ	Mexican Peso		atemala Quetzal		aragua ordoba		
	ec	(CDN juivalent)	eqı	(CDN uivalent)	equ	(CDN ivalent)	ec	(CDN juivalent)	eqı	(CDN uivalent)	equ	(CDN nivalent)	equi	(CDN valent)		
Cash	\$	65,296	\$	3,552	\$	-	\$	172,803	\$	3,969	\$	-	\$	574		
Receivables		-		45,089		-		-		59,386		2,899		-		
Current liabilities		(36,690)		(1,083)		(864)		(74,910)		(28,409)		(896)		-		
	\$	28,606	\$	47,558	\$	(864)	\$	97,893	\$	34,946	\$	2,003	\$	574		

Based on the above net exposures at September 30, 2018, a 10% depreciation or appreciation of the above currencies against the Canadian dollar would result in approximately a \$7,500 (December 31, 2017: \$13,500) increase or decrease in profit or loss, respectively.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the nine months ended September 30, 2018

(Expressed in Canadian Dollars)

#### 17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT – (cont'd)

#### Commodity Price Risk

The Company's royalty revenue is derived from a royalty interest that is based on the extraction and sale of gold. Factors beyond the control of the Company may affect the marketability of gold discovered. Gold prices have historically fluctuated widely. Consequently, the economic viability of the Company's royalty interest cannot be accurately predicted and may be adversely affected by fluctuations in gold prices. The Company has not engaged in any hedging activities.

#### Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions. The Company considers this risk to be limited as it holds no assets or liabilities subject to variable rates of interest.

#### Equity Price Risk

Equity price risk is the uncertainty associated with the valuation of assets arising from changes in equity markets. The Company's equity investments consisting of common shares and derivative investments consisting of share purchase warrants are exposed to significant equity price risk due to the potentially volatile and speculative nature of the businesses in which the investments are held. The Company's equity investments are monitored by the Board with decisions on sale or exercise taken by Management. A 10% decrease in fair value of the shares and warrants would result in an approximate \$760,000 decrease in comprehensive income and shareholders' equity.

#### b) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and cash equivalents, equity investments, derivative investments and receivables. The Company limits exposure to credit risk by maintaining its cash and cash equivalents with large financial institutions. The Company does not have cash and cash equivalents or equity investments that are invested in asset based commercial paper. For advances and other receivables, the Company estimates, on a continuing basis, the probable losses and provides a provision for losses based on the estimated realizable value.

#### c) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. At September 30, 2018, the Company had working capital of \$7.69 million (December 31, 2017: \$8.38 million) available to apply against short-term business requirements. All of the Company's financial liabilities have contractual maturities of less than 45 days and are subject to normal trade terms.

#### **Determination of Fair value**

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Management considers that due to their short-term nature the carrying amounts of financial assets and financial liabilities, which include cash and cash equivalents, equity investments, derivative investments, receivables, amounts due from related parties, deposits, and accounts payables and accrued liabilities are assumed to approximate their fair values.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

#### 17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT – (cont'd)

The fair value investments in associates are detailed in the following table:

	September 30, 2018	Se	September 30, 2018 Fair value			
	Book value					
Financial assets						
Shares held in Rackla (Note 11)	\$ 1	\$	456,927			

#### Fair Value Hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1	Unadjusted 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 (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The equity investments are based on quoted prices and are therefore considered to be Level 1. The derivative instruments are based on inputs other than quoted prices and therefore considered to be Level 3. As of September 30, 2018, there was no embedded derivative on royalty income receivables derived from gold prices to include as a Level 2 measurement and therefore no fair value measurement was necessary.

There were no transfers between Levels in the current period.

#### 18. 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 advance its mineral properties. In order to facilitate the management of its capital requirements, the Company prepares periodic budgets that are updated as necessary. The Company manages its capital structure and makes adjustments to it to effectively support the acquisition and exploration of mineral properties. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for general administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company monitors its cash, equity investments, derivative investments, common shares, warrants and stock options as capital. There were no changes in the Company's approach to capital management during the period ended September 30, 2018. The Company's investment policy is to hold cash in interest bearing bank accounts and highly liquid short-term interest bearing investments with maturities of one year or less and which can be liquidated at any time without penalties. Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products. The Company expects its current capital resources to be sufficient to carry out its planned exploration programs and operating costs for the next twelve months.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) For the nine months ended September 30, 2018 (Expressed in Canadian Dollars)

## 19. EVENTS AFTER THE REPORTING DATE

Subsequent to September 30, 2018, the following events which have not been disclosed elsewhere in these condensed interim consolidated financial statements have occurred:

i) 200,000 stock options with an exercise price of \$0.15 per share and exercisable for ten years were granted.



(the "Company")

# INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS – OUARTERLY HIGHLIGHTS

For the Nine Months Ended September 30, 2018

#### General

This interim Management's Discussion and Analysis ("Interim MD&A") supplements, but does not form part of, the unaudited condensed interim consolidated financial statements of the Company for the nine months ended September 30, 2018. The following information, prepared as of November 26, 2018, should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for nine months ended September 30, 2018 and the related notes contained therein. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). In addition, the following should be read in conjunction with the Consolidated Financial Statements of the Company for the year ended December 31, 2017 and the related MD&A. All amounts are expressed in Canadian dollars unless otherwise indicated. The September 30, 2018 condensed interim financial statements have not been reviewed by the Company's auditors.

The Company's public filings, including its most recent unaudited and audited financial statements can be reviewed on the SEDAR website (www.sedar.com).

## **Forward Looking Information**

This Interim MD&A contains certain statements which constitute forward-looking information within the meaning of applicable Canadian securities legislation ("Forward-looking Statements"). All statements included herein, other than statements of historical fact, are Forward-looking Statements and are subject to a variety of known and unknown risks and uncertainties which could cause actual events or results to differ materially from those reflected in the Forward-looking Statements. The Forward-looking Statements in this Interim MD&A include, without limitation, statements relating to:

- the Company's planned exploration activities for its mineral properties;
- The Company's equity and derivative investments;
- the suspension of receiving royalty payments from the Tambor Project;
- the intended use of proceeds received from past and possible future financing activities;
- the sufficiency of the Company's cash position and its ability to raise, if needed, equity capital or access debt facilities; and
- maturities of the Company's financial liabilities or other contractual commitments.

Often, but not always, these Forward-looking Statements can be identified by the use of words such as "anticipates", "believes", "plans", "estimates", "expects", "forecasts", "scheduled", "targets", "possible", "strategy", "potential", "intends", "advance", "goal", "objective", "projects", "budget", "calculates" or statements that events, "will", "may", "could" or "should" occur or be achieved and similar expressions, including negative variations.

Forward-looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any results, performance or achievements expressed or implied by the Forward-looking Statements. Such uncertainties and factors include, among others:

- risks associated with mineral exploration activities, and investing in companies which conduct mineral exploration and development activities;
- due diligence investigations on potential investments not identifying all relevant facts;
- inability to dispose of illiquid securities;
- receipt of royalty payments from the Tambor Project;
- fluctuations in commodity prices;
- fluctuations in foreign exchange rates and interest rates;
- credit and liquidity risks;
- changes in national and local government legislation, taxation, controls, regulations and political or economic developments in countries in which the Company does or may carry on business;
- reliance on key personnel;
- property title matters and local community relationships;
- risks associated with potential legal claims generally or with respect to environmental matters;
- adequacy of insurance coverage;
- dilution from further equity financing;
- competition; and
- uncertainties relating to general economic conditions.

as well as those factors referred to in the "Risks and Uncertainties" section in this Interim MD&A.

Forward-looking Statements contained in this Interim MD&A are based on the assumptions, beliefs, expectations and opinions of management, including but not limited to:

- all required third party contractual, regulatory and governmental approvals will be obtained for the exploration and development of the Company's properties;
- there being no significant disruptions affecting operations, whether relating to labor, supply, power, damage to equipment or other matter;
- permitting, exploration and/or development activities proceeding on a basis consistent with the Company's current expectations;
- ability to sell our equity and derivative investments as needed;
- royalty payments from the Tambor Project to begin being received again;
- due diligence investigations on potential investments will reveal all relevant facts;
- expected trends and specific assumptions regarding commodity prices and currency exchange rates; and
- prices for and availability of fuel, electricity, equipment and other key supplies remaining consistent with current levels.

These Forward-looking Statements are made as of the date hereof and the Company disclaims any obligation to update any Forward-looking Statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that Forward-looking Statements will prove to

be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, investors should not place undue reliance on Forward-looking Statements.

### **Business of the Company**

The Company has been exploring for gold in the Americas for over a decade which has resulted in the discovery of several gold deposits in Central America. Management has been conducting an ongoing review of exploration projects and/or distressed junior companies that may be available for acquisition or joint venture with the aim of expanding the geographic and commodity focus of the Company.

A summary of the Company's investments, royalties and properties is provided below:

#### Investments

On April 23, 2018, one of the Company's investments, Focus Ventures Ltd., changed its name to CROPS Inc. ("CROPS") and completed a share consolidation so that every four existing common shares were exchanged for one new common share of CROPS.

During the period ended September 30, 2018, Champagne Resources Limited ("Champagne") completed a merger with War Eagle Mining Company Inc. ("War Eagle"), a publicly traded company, whereby 625,000 common shares and 312,500 warrants of Champagne held by the Company were exchanged for 233,785 common shares and 116,890 warrants of War Eagle. This company then changed its name to Warrior Gold Inc. ("Warrior Gold").

In July 2018, ValGold Resources Ltd. ("ValGold") was acquired by Metalla Royalty & Streaming Ltd. ("Metalla"), a publicly traded company, whereby 1,000,000 common shares and 1,000,000 warrants of Valgold held by the Company were exchanged for 166,700 common shares and 166,700 warrants of Metalla.

The following is a summary of investment activities since January 1, 2018 and until the date of this Interim MD&A:

- 86,500 common shares of Medgold Resources Corp. ("Medgold") were purchased in the open market at a cost of \$18,064.
- 147,500 common shares of Southern Silver Exploration Corp. ("Southern Silver") were sold on the open market for net proceeds of \$39,487 and a gain of \$27,688 was recorded on the sale.
- 417,000 warrants of Volcanic Gold Mines Inc. ("Volcanic") held by the Company expired unexercised.
- 50,000 common shares of GrowMax Resources Corp. ("GrowMax") were sold on the open market for net proceeds of \$5,945 and a loss of \$1,091 was recorded on the sale.

The Company's current cash and cash equivalents on hand is approximately \$1.89 million and its current investments consist of:

CROPS

2,564,027 shares

Current market value: \$76,000

Plus: warrants to purchase an additional 685,675

CROPS is a Canadian-listed exploration company which has a 70% interest in the Bayovar 12 sedimentary phosphate resource in northern Peru.

Fortuna Silver Mines Inc. ("Fortuna") 239,385 shares Current market value: \$1,036,000	Fortuna is a growth oriented, precious metal producer with its primary assets being the Caylloma silver mine in southern Peru, the San Jose silver-gold mine in Mexico and the Lindero gold project in Argentina.
GrowMax 1,150,000 shares Current market value: \$103,000	GrowMax is a TSXV listed company focused on exploration and development of phosphate and potassium-rich brine resources on its Bayovar concessions in northwestern Peru.
Medgold 10,126,500 shares (10+% of issued) Current market value: \$1,518,000	Medgold is a Serbia-focused, TSX-V listed, project generator company targeting early-stage gold properties in the Oligo-Miocene Belt of Serbia.
Rackla Metals Inc. ("Rackla") 3,973,275 shares (10+% of issued) Current market value: \$437,000	Rackla is a mineral exploration company actively looking for new projects in the Americas to add to its portfolio of mineral claims in the Yukon Territory.
Southern Silver 1,259,500 shares Current market value: \$176,000	Southern Silver is engaged in the acquisition, exploration and development of high-grade precious / base metals properties within North America, and is continuing to advance its flagship Cerro Las Minitas silver-lead-zinc property in Mexico.
Metalla 166,700 shares Current market value: \$135,000  Plus: warrants to purchase an additional 166,700 shares	Metalla is a silver and gold royalty company created to generate leveraged precious metal exposure by acquiring royalties and streams, with a goal of accumulating a diversified portfolio of royalties and streams with attractive returns.
Volcanic 3,222,883 shares Current market value: \$128,000  Plus: warrants to purchase an additional 1,125,000 shares	Volcanic is a TSXV listed company focused on consolidating an under-explored gold district.

Warrior Gold 233,785 shares

Current market value: \$11,000

Plus: warrants to purchase an additional 116,890

shares

Warrior Gold is a TSXV listed company engaged in the exploration of mineral resource properties in northern Ontario with a focus on gold deposits. It has a significant land position in the world class Kirkland Lake Gold Camp five kilometres from the Town of Kirkland Lake and adjacent to Kirkland Lake Gold Inc.'s high grade producing gold mine.

## **Property Interests**

*USA* – *Nevada* – *Coyote Property* 

In March 2018, the Company was granted a lease and option to purchase the Coyote gold property from Geologic Services Inc. ("Geologic"), adding to the Company's portfolio of epithermal gold projects in Nevada. The property is located in northern Elko County on the eastern flank of the Independence Valley, an area known for its prolific gold production.

The Coyote property consists of a total of 128 unpatented mining claims, all located on the east side of a Tertiary basin. Chalcedonic lenses and siliceous sinter deposits are localized along north-east trending normal faults that form the basin boundary and have been traced along strike on the property for 8,500 feet. The alteration extends into the hillsides for 2,000 feet.

In 1990, Chevron Resources drilled the Coyote property as part of their Independence Valley district program. They drilled four angle holes each approximately 800 feet apart, along one of the bounding structures of the basin in the area of the largest siliceous sinter terrace. The holes ranged from 240 feet to 500 feet deep maximum depth. All four holes encountered an altered structural zone ranging from 40 feet to 100 feet thick exhibiting strong argillic alteration with the rock mostly altered to clay.

Geochemical results of Chevron's drilling returned anomalous values in mercury (high of 19 ppm), antimony (high of 1,900 ppm) and arsenic (high of 910 ppm) with weak gold values (high of 93 ppb) – geochemical results consistent with the top of a low-sulfidation epithermal gold system. The deepest drill hole intercepted the structural zone at 125 feet below surface.

The results described above are summarized from historical exploration data provided to the Company by Geologic. The Company believes the historical work was performed according to best practices and the historical exploration data are reliable, but a Qualified Person has not verified the results independently.

In August 2018, the Company completed a 295 station CSAMT geophysical survey covering roughly 1.5km<sup>2</sup> and combined soil geochemical and property wide geological mapping. The results of this work have defined compelling drill targets where co-incident rock and soil geochemical gold-antimony-arsenic-mercury anomalies occur within a surficial sinter hot spring environment. The CSAMT survey shows a large and coherent (950 metres by 250 metres) strongly resistive zone adjacent to and below the surface sinter that extends from surface to the bottom of the geophysical survey at 600 metre depth and is predicted to represent a sheeted vein system.

## Coyote Drill Program

In early November 2018, the Company completed a short, cost-effective reverse circulation drill program consisting of 977 metres in five drill holes to test for increased gold values at depth beneath brecciated surficial sinter deposits. Several zones of wide epithermal clay, silica and pyrite alteration were intersected in the drilling. Selected intervals have been sampled and submitted for assaying and results will be reported once analysis is complete.

#### Agreement Terms

Geologic has granted to the Company a lease of the Coyote property for up to 15 years, in consideration for the granting by the Company to Geologic of a 2.0% to 3.0% net smelter return royalty, the percentage to depend on the prevailing price of gold. In order to keep the lease in good standing, the Company has the right to make annual advance royalty payments to the Geologic. At any time during the term of the lease, the Company may elect to acquire a 100% interest in the Coyote property by making a cash payment of US\$2.0 million to Geologic. The Company also reimbursed Geologic for the filing costs of a portion of the claims comprising the Coyote property.

*USA* – *Nevada* – *Bald Peak Property* 

In March 2017, the Company added to the Company's property portfolio an epithermal gold prospect located in the Aurora gold camp, Nevada with the acquisition of the Bald Peak gold property from Ely Gold & Minerals Inc. ("Ely Gold") (TSX-V: ELY) and its wholly owned subsidiary, Nevada Select Royalty Inc. Subsequently, the Company increased its land position by staking an additional 113 unpatented mining claims which are contiguous to the claims acquired from Ely Gold.

The Bald Peak Property currently consists of 151 unpatented mining claims in Mineral County, Nevada, and one mineral prospecting licence in Mono County, California. The Property now covers an 8 kilometre by 2 kilometre area which trends northeast from inside the California border into Nevada, parallel to the trend of the neighboring Bodie, Aurora, and Borealis mining camps.

Bald Peak is an un-eroded epithermal gold prospect in the Aurora-Bodie mining district. Sinter terraces outcrop along the length of the Property, evidence that the epithermal system has not been eroded beyond its paleo-surface elevation, and is thus likely fully preserved. Despite the Property's proximity to several Au-rich mining districts, the area has seen limited exploration activity. Several operators have acquired the Property over the last 30 years and mapped alteration zones and various other criteria pertinent to epithermal gold discoveries. The area has seen very limited drilling however, and its potential remains untested.

Work by the Company at Bald Peak in 2017 consisted of geological mapping and prospecting, rock and soil geochemistry, and compilation work of historical exploration and academic and government datasets. The work has demonstrated the presence of a strong gold-bearing epithermal alteration system that can be traced along strike for over six kilometres in a northeast trend, with an anomalous zone of up to several hundred metres in width on surface. Within this global target area are several high priority drill targets. They are described below, in order from SW to NE, and maps showing the property and the targets have been placed on the Company's website.

#### West Bald Peak

West Bald Peak is a high-level epithermal drill target located in Mono County, California, at the southwestern end of the property. West Bald Peak exhibits a high Au, As, Sb, Hg response in both rocks and soils and a ~2-3 metres thick approximately flat lying silica sinter terrace observed over 250 metres. The sinter terrace is bound to the southeast by an approximately 30 metres wide northeast trending, steeply west dipping gold-bearing fault zone that is observed for 300 metres along strike and is open in both directions. The sinter terrace is hosted within a thick volcaniclastic sequence and displays cross-cutting quartz veining with anomalous gold values. Planned drill holes will test beneath the sinter terrace/fault zone at productive levels beneath paleosurface.

#### **Bald Peak Flats**

Located southwest of the Bald Peak rhyolite, Bald Peak Flats is a ~1.3 kilometre long by 500 metres wide As, Sb, Hg-in-soil anomaly hosted within a volcaniclastic sequence. The soil anomaly drapes over a local topographic high exhibiting northeast-trending chalcedonic quartz veins and zones of silicification, mapped by previous operators. Two historical drill holes are known in this area; however, were not drilled to sufficient depths to test the mineralized system. High-level chalcedonic quartz, low Au and pathfinder elements (As, Sb, Hg) are indicative that this target is at high levels with an epithermal system.

## Little Bald Peak

Little Bald Peak, located 200 metres lower in elevation and to the northwest of Bald Peak, is a possible side vent or flow dome of the Bald Peak rhyolite. Where outcropping, brittle/fissile flow-banded rhyolite hosts both concordant and discordant <2 mm quartz veins and lenses. A historical prospecting pit is found on the southern side of Little Bald peak; no clear vein or vein orientation was observed but the spoil pile contained fine-grained, maroon-coloured jasperoid which returned anomalous Au and high As, Sb, Hg values. The target displays a high As, Sb-in-soil anomaly over Little Bald Peak itself and is located along strike and at higher elevations of a known mineralized zone (Great Wall).

## The Great Wall

The Great Wall is a NNE-trending, steeply dipping, up to 3 metre wide zone containing three parallel quartz veins hosted within a trachyandesitic unit. The outcrop is exposed over a ~25 metre strike length. Rock channel sampling returned relatively high Au values in quartz veins displaying slightly coarser quartz crystallinity compared to the chalcedonic quartz observed within other zones. This increase in quartz crystallinity with a corresponding increase in gold grade is a positive indication that gold grade is increasing with depth.

#### **NE Sinters**

This target contains an extensive area of outcrop and float comprising two distinct zones of sinter within a widespread 1.5 kilometre by 600 metres wide As, Sb, Hg-in-soil anomaly. NE Sinter 1 is a broad topographic high with widely distributed sinter outcrops; NE Sinter 2 located on the northern slopes of the Bald Peak rhyolite is identified by zones of limited vegetation. This target is bound to the west by an approximately north-south trending fault that has down dropped and preserved these sinter areas. The occurrence of sinter combined with high As, Sb, Hg pathfinder elements are indicative of being at the top of a fully preserved mineralized system.

#### Planned Work at Bald Peak

The Company is currently permitting a plan of operations with the United States Forest Service. It is expected that the permitting process will run into early 2019 before drilling is authorized.

#### Quality Assurance / Quality Control

The work program at the Bald Peak Property was planned by Company personnel and implemented by Company personnel, consultants and contractors. The Company utilizes industry-standard QA/QC program. Samples were prepared and analyzed at ALS laboratories in Nevada and Canada. Blanks and certified reference standards are inserted into the sample stream to monitor laboratory performance and the results have been within acceptable limits.

*USA - Nevada – Spring Peak Property* 

In May 2016, the Company acquired an option to earn a 100% interest in the Spring Peak gold property in Mineral County, Nevada, from Kinetic Gold (US) Inc.

The Company completed a 13-line CSAMT survey and soil geochemical survey in 2016. Based on the results of the exploration programs completed, management of the Company has decided that further exploration expenditures on the Spring Peak Property are not warranted and the Company has therefore terminated its option to earn an interest in the Property.

Mexico – Amalia Project

The Amalia Project comprises 9,461 hectares located in the Sierra Madre gold belt in the State of Chihuahua, Mexico. In June 2017, the Company signed a binding agreement with a private individual to option 380 hectares of the project area which is host to high grade epithermal silver-gold mineralization. Following the signing of the option agreement, the Company staked an additional 9,081 hectares surrounding the Amalia Project, covering three new regional target areas.

In July 2018, the Company entered into an agreement with Pan American Silver Corp. ("Pan American") to drill and explore the Amalia Project – see "Pan American Option Terms" below.

The Project is located approximately 25 kilometres SW of the historic Guadalupe y Calvo mining district in Chihuahua, Mexico. During due diligence evaluation the Company's geologists sampled bonanza grade outcrop containing 20.4 g/t Au and 5,360 g/t Ag from a 1.2 metre chip. The Company established a 10 man camp at Amalia and completed an initial exploration program comprising geological mapping, prospecting and channel sampling of the main targets. Epithermal Au-Ag mineralization has been sampled by the Company in several veins, vein breccias and disseminated zones over 3.5 kilometres of strike length and a 600 metre vertical interval following the trace of a large regional fault zone. See Company news release of September 19, 2017 for details of previously announced sampling results.

#### Amalia Drill Program

In October and November 2018, the Company conducted an initial 9 hole - 1,909m diamond core drill program at Amalia to test four target zones across a strike length of 1.8 kilometres following the trace of a large regional fault and associated surficial epithermal gold and silver mineralization:

1) Campamento target is a 500 metres x 70 metres zone of intense silicification and brecciation with massive and stockwork veining. A chip channel (Company news Sept 19, 2017) across the middle of Campamento graded 62m at 0.43 g/t Au and 98 g/t Ag from 30 continuous rock chip samples. In March 2018, the Company reported high grade zones at Campamento including a continuous rock chip channel assaying 4.5 metres at 10.3 g/t Au and 202 g/t Ag. The exposed Campamento system is Rhyolite hosted, high level

banded chalcedonic silica veins and breccias. The Company and Pan American plan to initially test 100 metres to 250 metres below Campamento where mineralization is expected to transition to andesite hosted higher grade sulphide rich breccias as exposed along strike and deeper in the system at Guadalupe target.

- 2) Guadalupe target is a high grade andesite hosted structurally controlled breccia zone that outcrops 450 metres south along strike from Campamento and 250 metres lower in the geological section. Guadalupe sampling includes the previously published (Company news Sept 19, 2017) continuous rock chip results: Guadalupe shaft 7 metres at 3.62 g/t Au and 1048 g/t Ag, and Guadalupe tunnel 4 metres at 3.92 g/t Au and 888 g/t Ag.
- 3) San Pedro target is a strike extension 250 metres southeast of Campamento, where andesite hosted vein breccias outcrop. A continuous chip channel across the outcropping San Pedro zone reported 13 metres at 2.51 g/t Au and 164 g/t Ag.
- 4) Dulces target is located 800 metres NE of Campamento, at similar elevation. The poorly exposed Dulces vein occurs within an extensive area of argillic altered andesite volcanics and related gold in soil anomaly. The main vein varies from 1 to 1.5 metres wide and with chip samples returning: 1 metre at 34 g/t Au and 13 g/t Ag and 1.5 metres at 114.5 g/t Au and 57 g/t Ag (Company news Sept 19, 2017).

Mineralized intervals from each hole have been sampled and submitted for analysis. Results are pending and will be reported once complete.

#### Quality Assurance / Quality Control

Sampling at Amalia followed a standardized protocol to ensure representative and unbiased quantities of material from across each sample. Chip samples were taken using hammer and chisel continuously along the walls of the underground mines and cleaned surface outcrops. Nominally widths were between 1 and 2 metres. Continuous chip samples were taken across strike and are the best estimate of true width.

The Company utilizes industry-standard QA/QC program. Rock samples were prepared and analyzed at ALS laboratories in Mexico and Canada. Blanks and certified reference standards are inserted into the sample stream to monitor laboratory performance and the results have been within acceptable limits.

## Company's Option Terms

The Company can earn a 100% interest in the Amalia Project by making cash payments to the property owner staged payments over a period of five years totaling US\$845,000 (US\$20,000 paid to date) and, subject to stock exchange approval, US\$15,000 in shares of the Company.

#### Pan American's Option Terms

In July 2018, the Company granted to Pan American the option to earn an initial 65% interest in the Amalia Project by making cash payments to the Company totaling US\$1.5 million (of which US\$100,000 has been received to date) and expending US\$2 million on exploration over four years. Pan American may earn an additional 10% by advancing the property to preliminary feasibility. Initially the Company is the project operator.

#### Mexico - Tarros Project

After conducting a detailed mapping and sampling program, the Company relinquished in January 2018 its option to acquire the 473-hectare Tarros Project located 50 kilometres north of the Company's Amalia Project in the Sierra Madre Gold Silver belt in the State of Chihuahua, Mexico.

## Mexico – Lithium Brine Project

The Company holds a 10,000 hectare application at Salar Viesca in Coahuila State, Mexico. The Company is identifying lithium companies to initiate discussions on a joint venture on this lithium brine project.

### Highlights of the Viesca project include:

- The project is located in large, salar closed basins, in geological settings analogous to the Clayton Valley Basin, Nevada, host of Albemarle's Silver Peak lithium producing mine operation.
- The Company conducted controlled surface samples which delivered numerous anomalous lithium results including 189 ppm Li.
- Region is underexplored.
- Mexico is considered a mining friendly jurisdiction. The area has excellent infrastructure and is road accessible, allowing for potentially low exploration costs.

Key geographical highlights similar to Clayton Valley and/or associated with brine deposits:

- Located in a desert climate with historic evaporate ponds.
- Large closed basin salar targets.
- Suitable lithium source-rocks.
- Subsurface highly saline aquifers described in historic data.

### Guatemala - Southeast Guatemala Ag-Au Epithermal Fields

As a result of continued uncertainty surrounding the granting of both exploration and exploitation concessions in Guatemala, and a general increase in the level of anti-mining activism in many parts of the country, the Company ceased its ongoing exploration activities in the country in the third quarter of 2013 though care and maintenance of the properties continue. Management will reassess the Company's plans for this country on a regular basis and exploration activities may be ramped back up if the mining investment climate improves. Discussions are underway with a number of potential partners to joint venture this ground.

## **Royalty Interests**

## *Guatemala – Tambor Project Royalty*

In 2012, the Company sold its interest in its subsidiary, Exploraciones Mineras de Guatemala S.A., which holds the Tambor gold project in Guatemala, to Kappes, Cassiday & Associates ("KCA"), giving KCA a 100% interest in the project. In part consideration therefor, KCA agreed that upon commercial production at Tambor, KCA would commence making royalty payments to the Company.

Commercial production commenced in December 2014 and royalty payments are now due to the Company based on the price of gold at the time and the number of ounces of gold produced as follows:

Gold Price (US\$)	Per Ounce of Gold
Below \$1,200	\$100
\$1,201 - \$1,300	\$125
\$1,301 - \$1,400	\$150
\$1,401 - \$1,500	\$200
\$1,501 and greater	\$250

up to a maximum of US\$10.0 million. After the US\$10.0 million has been paid and cumulative gold production from the Tambor Project has exceeded 100,000 ounces, the cash payments will be based on the then price of gold and the number of ounces of gold produced as follows:

Gold Price (US\$)	Per Ounce of Gold
Below \$1,500	\$25
\$1,501 - \$1,750	\$35
\$1,751 - \$2,000	\$40
\$2,001 and greater	\$50

Receipt of royalty payments by the Company commenced during the third quarter of 2015. To date, the Company has recognized net royalty income of \$1,530,555 of which \$746,375 has been received to date.

On May 11, 2016, KCA informed the Company that mining operations were suspended by the Supreme Court of Guatemala due to a lack of consultation by the Guatemalan Ministry of Mines with local indigenous people when the mine was permitted in 2011. To date, the Supreme Court has not made a decision on when the mine may reopen, and a result, KCA has recently commenced legal proceedings against the Guatemalan government to overturn the suspension of operations and seek compensation from the Guatemalan authorities, from which the Company would benefit as well. Until these proceedings are concluded, the Company is allowing KCA to defer payment of the remaining balance owing to the Company. Due to these circumstances, for accounting purposes, a provision was recorded against the KCA receivable in the 2016 fiscal year.

#### Mexico - Tlacolula Property Royalty

In July 2017, the Company completed the sale of its Tlacolula silver property, Mexico to Fortuna in consideration for 239,385 common shares of Fortuna, a cash payment of US\$150,000, and a 2% NSR royalty on the property. Fortuna retains the right to purchase one-half of the royalty by paying the Company US\$1.5 million. The Company and Fortuna are related parties.

### Peru – Bayovar 12 Project Royalty

The Company owns a production royalty, equivalent to a 2% net smelter return, on CROPS' 70% interest in future phosphate production from the Bayovar 12 project located in the Sechura district of northern Peru. Should the Company decide at any time in the future to sell the royalty, CROPS will retain a first right of refusal. In May 2016, CROPS published a pre-feasibility study for production of phosphate rock concentrate from the Bayovar 12 project. The Company and CROPS are related parties.

#### *Nicaragua – San Jose Royalty*

In 2013, an agreement was reached whereby the Company would sell to B2Gold its 40% interest in the San Jose and La Magnolia properties in consideration of a 2% NSR royalty on each property, and B2Gold would have the right to purchase one-half of each royalty for US\$1.0 million. The Company and B2Gold subsequently decided to

relinquish the La Magnolia concession. Closing of the San Jose sale, and the royalty grant to the Company, took place on in 2015.

#### Outlook

The Company has completed initial drill-testing of its Coyote and Amalia Projects and assay results are pending. The Company continues to conduct property investigations in various jurisdictions and with various commodities but with a focus on gold and silver in the United States and Mexico. The Company's geologists are using a low cost and effective method of field testing targets that are generated through desktop research and through submittals.

Qualified Person: Bruce A Smith, M.Sc., MAIG., a member of the Australian Institute of Geoscientists, is the Company's Qualified Person as defined by National Instrument 43-101, and has approved the disclosure of the technical information in this Interim MD&A.

## **Quarterly Information**

The following table provides information for the eight fiscal quarters ended September 30, 2018:

Quarter ended	Sep. 30, 2018 (\$)	June 30, 2018 (\$)	Mar. 31, 2018 (\$)	Dec. 31, 2017 (\$)	Sep. 30, 2017 (\$)	June 30, 2017 (\$)	Mar. 31, 2017 (\$)	Dec. 31, 2016 (\$)
Royalty revenue, net	-	-	-	-	-	-	-	47,960
Investment and other income	3,822	3,999	3,797	2,213	1,973	2,438	4,049	4,689
Exploration expenditures	131,754	359,379	154,206	373,698	421,265	260,902	84,567	102,932
Net income (loss)	(167,774)	(587,123)	(271,832)	(620,477)	1,024,002	(569,184)	359,662	(1,101,528)
Basic and diluted income (loss) per share	(0.00)	(0.01)	(0.00)	(0.01)	0.01	(0.01)	0.00	(0.01)

The royalty revenue recorded in the first quarter presented was due to adjustments to income recorded in prior periods which related to earned royalty revenue from production at the Tambor Project up to the point in 2016 when mining operations were suspended. The quarter ended September 30, 2017 recorded a net income due to a gain of \$1,658,928 on the sale of the Tlacolula property. The quarter ended March 31, 2017 recorded a net income due to a gain of \$606,664 from a property assignment agreement.

#### **Results of Operations**

Quarter ended September 30, 2018

The quarter ended September 30, 2018 had a net loss of \$167,774 compared to a net income of \$1,024,002 for the quarter ended September 30, 2017, a difference of \$1,191,776. The comparative quarter resulted in a net income position due to a gain of \$1,658,928 on the sale of the Tlacolula mineral property. The current quarter results included a gain of \$103,518 from mineral property option agreements relating to the Company's option agreement with Pan American. Exploration expenditures in the current quarter totaled \$131,754 compared to \$421,265 in the comparative quarter, a decrease of \$289,511. Exploration expenditures were less during the current quarter due to Pan American funding the exploration activity on the Amalia property pursuant to the option agreement.

General and administrative expenses for the quarter ended September 30, 2018 were \$73,243, compared to \$87,236 for the comparative quarter, a decrease of \$13,993. All general administrative expenses for the current

quarter were either similar to or less than those for the comparative quarter with the most noticeable decreases being in shareholder communications and regulatory fees.

Nine month period ended September 30, 2018

The nine month period ended September 30, 2018 had a net loss of \$1,026,729 compared to a net income of \$814,480 for the nine month period ended September 30, 2017, a difference of \$1,841,209. As in the quarterly comparison, the comparative period resulted in a net income due to the gain of \$1,658,928 on the sale of the Tlacolula mineral property. The comparative period also recorded a gain of \$606,664 on a property assignment agreement with Volcanic whereas the current period recorded the gain of \$103,518 from the Amalia option payment received. The comparative period recorded a write-off of mineral property interests of \$69,187 whereas there were no such charges in the current period. Exploration expenditures in the current period totaled \$645,339 compared to \$766,734 in the comparative period, an increase of \$121,395. Similar to the quarterly comparison, the current period exploration costs were lower due to Pan American funding activity on the Amalia property.

General and administrative expenses for the current period were \$367,386 compared to \$278,214 for the comparative period, an increase of \$89,172. This increase was due to a share-based payment expense of \$112,933 relating to the fair value of stock options granted during the current period whereas there was no such expense in the comparative period. Another notable cost increase in the current period was in salaries and benefits which was due to the Company requiring more use of shared personnel. The most notable cost decrease in the current period was in legal and audit fees which was due mostly to lower audit fees.

## **Mineral Properties Expenditures**

A summary of the Company's expenditures on its mineral properties during the nine months ended September 30, 2018 is as follows:

<u>United States</u> – A total of \$502,216 was incurred on exploration, property investigation, and miscellaneous administrative costs, of which \$207,164 was on the Bald Peak property, \$255,483 on the Coyote property, and \$16,650 on the Spring Peak property. Acquisition costs totaling \$57,732 were also incurred on the Coyote property.

<u>Mexico</u> - A total of \$212,836, excluding cost recoveries, was incurred on exploration, property investigation, and miscellaneous administrative costs, of which \$160,595 was incurred on the Amalia property and \$10,856 on the Tarros property. A cost recovery of \$158,755 relating to funding from the optionee on the Amalia property resulted in net exploration costs of \$1,840 for that property.

<u>Guatemala</u> – A total of \$34,642 was incurred on property investigation and care and maintenance related costs.

Other – A total of \$54,400, net of a cost recovery of \$2,700, was incurred on property investigation and care and maintenance related costs in regions other than USA, Mexico and Guatemala.

Further details regarding exploration expenditures for the periods ended September 30, 2018 and 2017 are provided in the schedules at the end of this Interim MD&A.

#### **Liquidity and Capital Resources**

The Company's cash and cash equivalents were \$2.24 million at September 30, 2018 compared to \$3.32 million at December 31, 2017. As at September 30, 2018, working capital was \$7.69 million compared to \$8.38 million at December 31, 2017. Included in working capital is the value of the Company's equity investments which as at September 30, 2018 had a fair value of \$5.16 million compared to \$4.94 million as at December 31, 2017.

The Company held 3,973,275 common shares in Rackla with a fair value of \$456,927 as at September 30, 2018; however, the investment is being accounted for as an investment in associate, using the equity method, since the Company may be able to exercise significant influence on Rackla.

The Company did not earn any royalty revenue from the Tambor Project during the current period as the operations at Tambor continue to be suspended.

The Company intends to use the proceeds from any sales of its equity and derivative investments, option payments received and royalty income payments received to fund its exploration programs, investment opportunities, and general working capital requirements. The Company expects its current capital resources to be sufficient to carry out its exploration and investment plans and operating costs for the next twelve months.

#### Commitment

The Company has entered into an operating lease agreement for its office premises. The Company also rents space to other companies related by common directors and officers on a month to month basis, the amounts of which are netted against rental expense; however, there are no commitments from these companies and thus the amounts presented below are the gross commitments. The annual commitments under the lease are as follows:

	\$ 1,330,576
2024	223,115
2023	219,920
2022	216,726
2021	213,531
2020	210,337
2019	197,559
2018	\$ 49,390

#### **Related Party Transactions**

See Note 15 of the condensed interim consolidated financial statements for the nine months ended September 30, 2018 for details of other related party transactions which occurred in the normal course of business.

#### **Other Data**

Additional information related to the Company is available for viewing at www.sedar.com.

#### **Share Position and Outstanding Options**

As at November 26, 2018, the Company's outstanding share position is 86,675,617 common shares and the following incentive stock options are outstanding:

#### STOCK OPTIONS

	Exercise	
Number of options	price	Expiry date
10,000	\$0.29	January 7, 2020
1,585,000	\$0.20	December 12, 2022
1,540,000	\$0.15	October 18, 2026
1,515,000	\$0.15	May 21, 2028
200,000	\$0.15	November 4, 2028
4,850,000		

#### **Investments in Associate**

The Company currently has an investment in one associated company, Rackla, which is equity accounted for in the condensed interim consolidated financial statements.

See Note 11 of the condensed interim consolidated financial statements for the nine months ended September 30, 2018 for details regarding the Company's investment in associate.

#### **Accounting Policies and Basis of Presentation**

The Company's significant accounting policies and future changes in accounting policies are presented in the audited consolidated financial statements for the year ended December 31, 2017. The following outlines the new accounting standards and amendments adopted by the Company effective January 1, 2018:

## IFRS 9 Financial Instruments

On January 1, 2018, the Company adopted IFRS 9 – Financial Instruments ("IFRS 9"), which replaced IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 provides a revised model for classification and measurement of financial assets, including a new expected credit loss ("ECL") impairment model. The revised model for classifying financial assets results in classification according to their contractual cash flow characteristics and the business models under which they are held. IFRS 9 also introduces a reformed approach to hedge accounting. IFRS 9 largely retains the existing requirements in IAS 39 for the classification of financial liabilities. The standard is effective for annual periods beginning on or after January 1, 2018.

As a result of the adoption of IFRS 9, the Company has changed its accounting policy for financial instruments retrospectively. The change did not result in a change in carrying value of any of our financial instruments on transition date. The adoption of the ECL impairment model did not have an impact on the Company's condensed interim consolidated financial statements. IFRS 9 does not require restatement of comparative periods. Accordingly, the Company has reflected the retrospective impact of the adoption of IFRS 9 due to the change in accounting policy for equity investments as an adjustment to opening components of equity as at January 1, 2018.

The Company's financial instruments are accounted for as follows under IFRS 9 as compared to the Company's previous policy in accordance with IAS 39:

**IAS 39** IFRS 9 **Financial Asset** Cash and cash equivalents Fair value through profit or loss ("FVTPL") **FVTPL** Equity investments Fair value through other comprehensive income **FVOCI** ("FVOCI") Derivative investments **FVTPL FVTPL** Receivables Amortized cost Amortized cost Due from related parties Amortized cost Amortized cost Deposits Amortized cost Amortized cost

Amortized cost

Amortized cost

January 1, 2018

Amortized cost

Amortized cost

For equity investments not held for trading, the Company may make an irrevocable election at initial recognition to recognize changes in fair value through other comprehensive income rather than profit or loss. The Company elected to designate its equity investments as financial assets at FVOCI, where they will be recorded initially at fair value. Subsequent changes in fair value will be recognized in other comprehensive income only and will not be recycled into income (loss) upon disposition. As a result of this change, the Company reclassified \$1,978,852 of impairment losses recognized in prior years on equity investments which continue to be held by the Company as at January 1, 2018 from opening deficit to accumulated other comprehensive income on January 1, 2018. As a result of adopting IFRS 9, the net change in fair value of the equity investments, including realized and unrealized gains and losses, if any, is now presented as an item that will not be reclassified subsequently to net income in the Statements of Income and Comprehensive Income.

The adoption of IFRS 9 has not had a significant impact on the Company's policies related to financial assets of cash and cash equivalents, derivative investments, receivables, due from related parties, and deposits and financial liabilities.

## IFRS 15 Revenue from Contracts with Customers

Financial Liability
Accounts payable and accrued liabilities

Due to related parties

On January 1, 2018, the Company adopted IFRS 15, *Revenue from Contracts with Customers*. IFRS 15 specifies how and when revenue should be recognized as well as requiring more informative and relevant disclosures. The standard supersedes IAS 18 Revenue, IAS 11 Construction Contracts, and a number of revenue-related interpretations. Application of the standard is mandatory and it applies to nearly all contracts with customers: the main exceptions are leases, financial instruments and insurance contracts. IFRS 15 is effective for the Company's annual period beginning January 1, 2018. The adoption of IFRS 15 did not have an impact on the Company's condensed interim consolidated financial statements.

#### Other Amendments/Interpretations

The Company has adopted amendments/interpretations to IFRIC 22 – Foreign Currency Transactions and Advance Consideration and IFRS 2 – Share Based Payment Transactions which did not have an impact on the Company's condensed interim consolidated financial statements.

#### **Risks and Uncertainties**

#### Royalty revenue

The Company cannot predict future revenues from or operating results of mining activity. Management expects future royalty revenues from the Tambor Project to fluctuate depending on the level of future production and the price of gold. The owner of the Tambor Project is not obligated to continue production from the Tambor Project and the Company will not be entitled to any compensation if this mining operation does not meet its forecasted gold production targets or if the mine operations are discontinued on a temporary or permanent basis. Risks that could negatively affect a mine's operations include, but are not limited to economics, lack of financial capital, floods, fire, mechanical malfunctions, social unrest, expropriation, environmental regulations, and legal and/or political changes. The Tambor Project is currently subject to a suspension of operations imposed by the Supreme Court of Guatemala.

#### Competition

The Company faces competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Company's opportunities to acquire interests in investments that are attractive to the Company. The Company may be required to invest otherwise than in accordance with its Investment Policy and strategy in order to meet its investment objectives. If the Company is required to invest other than in accordance with its Investment Policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

## Inability to dispose of illiquid securities

There is a possibility that the Company will be unable to dispose of illiquid securities held in its portfolio and if the Company is unable to dispose of some or all of its investments at the appropriate time, a return on such investment may not be realized.

#### Due diligence

The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

#### Mineral property exploration and mining

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities.

If the Company does not satisfactorily complete its contribution requirements to any joint ventures it may be a party to, the Company's interest in a joint venture can be diluted to a point where all interest in the joint venture is forfeited.

#### Joint venture funding

The Company's strategy includes seeking partners through joint ventures to fund exploration and project development. The main risk of this strategy is that funding partners may not be able to raise sufficient capital in order to satisfy exploration and other expenditure terms in a particular joint venture agreement. As a result, exploration and development of one or more of the Company's property interests may be delayed depending on whether the Company can find another partner or has enough capital resources to fund the exploration and development on its own.

#### Commodity price

The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company's ability to raise capital or attract joint venture partners in order to fund its ongoing operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of one of its mineral properties to a third party. The Company's royalty revenue is derived from a royalty interest that is based on the extraction and sale of gold. Factors beyond the control of the Company may affect the marketability of gold discovered. Gold prices have historically fluctuated widely. Consequently, the economic viability of the Company's royalty interest cannot be accurately predicted and may be adversely affected by fluctuations in gold prices.

## Financing and share price fluctuation

The Company had a limited source of operating cash flow in the form of royalty revenue from the Tambor property; however, that property is currently subject to suspension of operations. There is no assurance that additional funding from this or other sources will be available to the Company when needed for further exploration and development of its projects. Further exploration and development of one or more of the Company's projects may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its projects which could result in the loss of one or more of its properties.

Securities markets have at times in the past experienced a high degree of price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as the Company, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues or the value of the Company's equity and derivative investments and corresponding effect on the Company's financial position.

#### Political, regulatory and currency

Some of the Company's mineral property interests are located in emerging nations. Properties in emerging nations may be subject to a higher level of risk compared to developed countries. Operations, the status of mineral property rights, title to the properties and the recoverability of amounts shown for mineral properties in emerging nations can be affected by changing economic, regulatory and political situations. The Company's equity financings are sourced in Canadian dollars but for the most part it incurs its exploration and property maintenance expenditures in US dollars, Guatemalan quetzals, and Mexican pesos. At this time there are no currency hedges in place. Therefore a weakening of the Canadian dollar against the US dollar, Guatemalan quetzal, or Mexican peso could have an adverse impact on the amount of exploration conducted.

#### Insurance

In the course of exploration, development and production of mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labor disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and a decline in the value of the securities of the Company.

#### Environmental and social

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present. Social risks are fairly significant in some of the Company's areas of operations. Violence, kidnapping, theft and other criminal activities could disrupt supply chains and discourage qualified individuals from being involved with the Company's operations.

Mineral Properties Expenditure Detail (see following page)

## **Mineral Properties Expenditure Detail**

## INTERIM CONSOLIDATED SCHEDULE OF EXPLORATION EXPENDITURES

For the nine months ended September 30, 2018

		US			Guate	mala			Mex	xico			Other			
		General		Mineral		General		Mineral		General		Mineral		General		
	Ex	ploration	F	Properties	Exp	oloration	Pı	operties	Ex	ploration	P	roperties	Ex	ploration		Total
Exploration administration	\$	3,617	\$	1,237	\$	6,519	\$	6,362	\$	1,895	\$	5,118	\$	949	\$	25,697
Field and camp		-		-		-		-		-		10,298		-		10,298
Geochemistry		-		30,332		-		-		1,623		2,518		-		34,473
Geological services		13,282		339,856		4,220		-		16,839		69,589		48,765		492,551
Legal and accounting		-		-		3,911		-		10,254		9,856		-		24,021
Licenses, rights and taxes		-		62,952		-		-		4,784		20,419		-		88,155
Salaries and wages		-		-		13,630		-		406		18,963		1,948		34,947
Travel and accommodation		6,032		44,908		-		-		4,788		35,486		5,438		96,652
		22,931		479,285		28,280		6,362		40,589		172,247		57,100		806,794
Expenditures recovered		-		-		_		_		-	(	158,755)		(2,700)	(	161,455)
	\$	22,931	\$	479,285	\$	28,280	\$	6,362	\$	40,589	\$	13,492	\$	54,400	\$	645,339

## INTERIM CONSOLIDATED SCHEDULE OF EXPLORATION EXPENDITURES

For the nine months ended September 30, 2017

	USA				Guatemala				Mexico				Other			
	General Exploration		Mineral Properties		General Exploration		Mineral Properties		General Exploration		Mineral Properties		General Exploration			
															Total	
Exploration administration	\$	716	\$	483	\$	13,665	\$	10,623		\$ 11,763	\$	6,012	\$	5,012	\$	48,274
Field and camp		-		16,983		-		-		4,438		45,952		-		67,373
Geochemistry		230		37,828		-		-		13,787		4,333		-		56,178
Geological services		11,130		183,510		3,838		-		87,578		90,490		56,668		433,214
Legal and accounting		-		-		2,137		695		19,620		-		-		22,452
Licenses, rights and taxes		-		28,308		-		-		7,518		5,886		-		41,712
Travel and accommodation		1,974		26,297		5,805		-		41,632		28,201		-		103,909
		14,050		293,409		25,445		11,318		186,336		180,874		61,680		773,112
Expenditures recovered		-		-		-		-		(6,378)		-		-		(6,378)
	\$	14,050	\$	293,409	\$	25,445	\$	11,318	\$	179,958	\$	180,874	\$	61,680	\$	766,734