KOOTENAY SILVER INC.

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended

December 31, 2018

and

December 31, 2017

(Expressed in Canadian dollars)

Management's Responsibility

To the Shareholders of Kootenay Silver Inc.:

Management is responsible for the preparation and presentation of the accompanying consolidated financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards and ensuring that all information in the annual report is consistent with the statements. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the consolidated financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of the consolidated financial statements.

The Board of Directors and the Audit Committee are composed primarily of Directors who are neither management nor employees of Kootenay Silver Inc. The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Committee is also responsible for recommending the appointment of Kootenay Silver Inc.'s external auditors.

We draw attention to Note 1 in the consolidated financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

MNP LLP, an independent firm of Chartered Professional Accountants, is appointed by the shareholders to audit the consolidated financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Audit Committee and management to discuss their audit findings.

April 30, 2019

"James McDonald"
James McDonald
Chief Executive Officer

"Rajwant Kang"
Rajwant Kang
Chief Financial Officer

To the Shareholders of Kootenay Silver Inc.:

Opinion

We have audited the consolidated financial statements of Kootenay Silver Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and December 31, 2017, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2018 and December 31, 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred losses from operations, negative cash flows from operating activities and has an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

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

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high

level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Ronald D. Miller.

Vancouver, British Columbia

MNP LLP

April 30, 2019

Chartered Professional Accountants

<u>**Index**</u>

CONSOLIDATED FINANCIAL STATEMENTS

KOOTENAY SILVER INC.
(Expressed in Canadian dollars)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Exhibit 1

		December 31, 2018		December 31, 2017
ASSETS				
Current assets:				
Cash and cash equivalents	**$**	**1,568,245**	$	4,868,356
Receivables and advances (Note 9, 12)		**537,011**		582,658
Prepaid expenses		**51,948**		277,738
Marketable securities (Note 5)		**595,614**		689,515
		2,752,818		6,418,267
Non-current assets:				
Fixed assets (Note 6)		**1,004,385**		961,943
Exploration advances and deposits		**82,384**		78,500
Mineral properties (Note 7)		**72,629,133**		69,152,883
Total assets	**$**	**76,468,720**	$	76,611,593
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities:				
Accounts payable and accrued liabilities (Note 12)	**$**	**331,118**	$	436,653
Exploration program advance		**263,893**		105,901
Current portion of termination benefit liability (Note 4)		**30,268**		212,577
		625,279		755,131
Long-term liabilities:				
Non-current portion of termination benefit liability (Note 4)		**-**		62,165
Total liabilities		**625,279**		817,296
Shareholders' equity:				
Share capital (Note 8)		**83,828,787**		83,681,730
Reserves (Note 8)		**30,983,233**		30,804,341
Accumulated other comprehensive loss (Exhibit 4)		**5,766,629**		3,577,012
Deficit		**(44,735,208)**		(42,268,786)
Total shareholders' equity		**75,843,441**		75,794,297
Total liabilities and shareholders' equity	**$**	**76,468,720**	$	76,611,593

Going concern (Note 1)
Commitments (Note 14)
Subsequent events (Note 17)

Approved on Behalf of the Board:

"James McDonald"	*"Jon Morda"*
Director	Director

- see accompanying notes -

KOOTENAY SILVER INC.

(Expressed in Canadian dollars)

CONSOLIDATED STATEMENTS OF LOSS

Exhibit 2

	Years ended December 31,	
	2018	2017
General and administrative expenses		
Office and general (Note 12)	$ **1,241,219**	$ 1,315,131
Option based compensation (Note 8)	**94,505**	844,454
Professional fees	**416,704**	388,241
Management fees (Note 12)	**193,000**	373,000
Rent	**101,459**	89,227
Unrecovered exploration expense	**213,324**	-
Professional fees	**80,236**	73,440
Management fees (Note 12)	**40,853**	38,443
Loss before exploration and other Items	**2,381,300**	3,121,936
Exploration		
Mineral property investigation (Note 7)	**137,244**	190,267
Impairment of mineral property (Note 7)	**428,520**	-
	565,764	190,267
Other Items		
Foreign exchange (gain)/loss	**(21,719)**	301,150
Gain on sale of mineral property options	**-**	(86,299)
Administration income	**(34,019)**	(91,545)
IVA recovery	**(305,456)**	(196,272)
Finance income	**(119,448)**	(110,109)
	(480,642)	(183,075)
Loss for the year	**2,466,422**	3,129,128
Basic and diluted loss per share (Note 8)	$ **(0.013)**	$ (0.018)
Weighted average number of shares outstanding - basic and diluted	**195,066,081**	175,715,020

\- see accompanying notes -

KOOTENAY SILVER INC.

(Expressed in Canadian dollars)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

Exhibit 3

	Years ended December 31,	
	2018	2017
Loss for the year	**$ 2,466,422**	$ 3,129,128
Other comprehensive (income)/loss		
Fair value changes to marketable securities arising during the year	**228,390**	(51,225)
Foreign currency translation differences of foreign operations	**(2,418,007)**	1,966,155
Total other comprehensive (income)/loss	**(2,189,617)**	1,914,930
Comprehensive loss for the year	**$ 276,805**	$ 5,044,058

- see accompanying notes -

KOOTENAY SILVER INC.

(Expressed in Canadian dollars)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Exhibit 4

	Number of Shares		Capital Stock		Reserves		Accumulated Other Comprehensive Income (Loss)		Deficit		Total Equity
Balance, December 31, 2016	174,697,376	$	80,861,278	$	28,565,345	$	5,491,942	$	(39,139,658)	$	75,778,907
Shares issued, net of issuance costs	19,549,480		2,820,452		899,276		-		-		3,719,728
Option based compensation	-		-		1,339,720		-		-		1,339,720
Fair value changes to marketable securities arising during the year	-		-		-		51,225		-		51,225
Foreign currency translation differences of foreign operations	-		-		-		(1,966,155)		-		(1,966,155)
Loss for the year	-		-		-		-		(3,129,128)		(3,129,128)
Balance, December 31, 2017	194,246,856	$	83,681,730	$	30,804,341	$	3,577,012	$	(42,268,786)	$	75,794,297
Balance, December 31, 2017	194,246,856	$	83,681,730	$	30,804,341	$	3,577,012	$	(42,268,786)	$	75,794,297
Shares issued, net of issuance costs	545,000		76,757		28,885		-		-		105,642
Acquisition of mineral properties	430,000		70,300		-		-		-		70,300
Option based compensation	-		-		150,007		-		-		150,007
Fair value changes to marketable securities arising during the year	-		-		-		(228,390)		-		(228,390)
Foreign currency translation differences of foreign operations	-		-		-		2,418,007		-		2,418,007
Loss for the year	-		-		-		-		(2,466,422)		(2,466,422)
Balance, December 31, 2018	195,221,856	$	83,828,787	$	30,983,233	$	5,766,629	$	(44,735,208)	$	75,843,441

- see accompanying notes

KOOTENAY SILVER INC.
(Expressed in Canadian dollars)

CONSOLIDATED STATEMENTS OF CASH FLOWS

Exhibit 5

	Year ended December 31,	
	2018	2017
Cash flows from operating activities		
Loss for the year	$ **(2,466,422)**	$ (3,129,128)
Add items not involving cash:		
Option based compensation	**94,505**	844,454
Unrecovered exploration expense	**213,324**	-
Impairment of mineral properties	**416,151**	-
Gain on sale of fixed asset	**742**	-
Depreciation	**40,853**	38,443
	(1,700,847)	(2,246,231)
Changes in non-cash working capital balances:		
Receivable and advances	**(185,439)**	254,307
Prepaid expenses	**225,726**	(226,827)
Accounts payable and accrued liabilities	**(378,088)**	(179,609)
	(2,038,648)	(2,398,360)
Cash flows from financing activities		
Shares issued, net of share issuance costs	**105,642**	3,719,728
Receipt of exploration advance	**154,108**	1,008,801
	259,750	4,728,529
Cash flows from investing activities		
Investment in mineral properties	**(2,153,875)**	(3,353,439)
Receipt of mineral property payment	**323,925**	194,787
Investment in equipment	**(87,944)**	(36,633)
Reclamation deposits	**-**	(14,000)
	(1,917,894)	(3,209,285)
Effect of foreign exchange rate changes on cash	**396,681**	(42,143)
Net change in cash and cash equivalents during the year	**(3,300,111)**	(921,259)
Cash and cash equivalents, beginning of the year	**4,868,356**	5,789,615
Cash and cash equivalents, end of the year	$ **1,568,245**	$ 4,868,356

Supplemental disclosure of cash and non-cash activities (Note 11)

- see accompanying notes -

(Expressed in Canadian dollars)

1 Reporting Entity:

Kootenay Silver Inc. and its wholly owned subsidiaries (the "Company") is a Canadian exploration stage Company incorporated under the *Business Corporations Act* (British Columbia). The address of the Company's registered office is 910 - 810 West Pender St. Vancouver, British Columbia, Canada. The Company is currently listed on the TSX Venture Exchange ("TSX-V") under the symbol "KTN".

The Company is focused on acquiring and exploring mineral properties principally located in North America, with the objective of identifying mineralized deposits economically worthy of subsequent development, mining or sale.

Going Concern

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. There are conditions and events, which constitute material uncertainties that may cast significant doubt on the validity of this assumption.

The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. During the year ended December 31, 2018, the Company closed the second tranche of its private placement for an additional $109,000 with $3,909,896 closed in December 2017 for total aggregate gross proceeds of $4,018,896 (Note 8). Subsequent to December 31, 2018, the Company closed a private placement for total gross proceeds of $7,043,332 (Note 17). While the Company has been successful in the past at raising funds, there can be no assurance that it will be able to do so in the future.

The Company has predominately experienced operating losses and negative operating cash flows; operations of the Company having been primarily funded by the issuance of share capital. The Company expects to incur further losses in the development of its business. Management has estimated that the Company has sufficient financing to complete current work plans; however, future development will require additional financing in order to complete all anticipated exploration and other programs during the forthcoming year and thereafter. If funds are unavailable on terms satisfactory to the Company, some or all planned activities may be cancelled or postponed.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of resource property expenditures is dependent upon several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral properties. The Company will need access to capital to continue advancing its projects in Mexico and Canada, as well as other property interests.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these consolidated financial statements, then adjustments to the carrying values of assets and liabilities would be necessary.

	December 31, 2018	December 31, 2017
Deficit	**$ 44,735,208**	$ 42,268,786
Working capital	**$ 2,127,539**	$ 5,663,136

2 Basis of Presentation:

Statement of Compliance

These consolidated financial statements, including comparatives have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

These consolidated financial statements were authorized for issue by the Board of Directors on April 30, 2019.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars. Under IFRS, the Canadian dollar is the functional currency of the Company and its wholly owned subsidiaries, Northair Silver Corp and Kootenay Resources Inc. The functional currency of wholly owned subsidiaries of the Company, Minera JM S.A. de C.V., Grupo Northair de Mexico S.A. de C.V. and Kootenay Gold (US) Corp., is the US dollar and for Servicios de Exploraciones Sonora, S.A. de C.V., is the Mexican Peso.

Assets and liabilities of the subsidiaries with a functional currency in US dollars and Mexican pesos are translated at the period-end exchange rates, and the results of its operations are translated at average exchange rates for the period. The resulting translation adjustments are recorded in accumulated other comprehensive loss (income) in shareholders' equity. Additionally, foreign exchange gains and losses related to certain intercompany loans that are permanent in nature are included in accumulated other comprehensive loss (income).

3 Significant Accounting Policies:

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements. The significant accounting policies adopted by the Company are as follows:

Basis of measurement

These consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable.

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Kootenay Resources Inc., Northair Silver Corp., both of which are incorporated in Canada, Minera JM S.A. de C.V., Servicios de Exploraciones Sonora, S.A. de C.V. and Grupo Northair de Mexico S.A. de C.V. all of which are incorporated in Mexico and Kootenay Gold (US) Corp., a company incorporated in the US.

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated in full upon consolidation.

3 Significant Accounting Policies *(continued):*

Critical accounting estimates and judgements

The preparation of the consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements, and revenues and expenses for the year. By their nature, these estimates and judgments are subject to uncertainty and the effect on the consolidated financial statements of changes in such estimates in future periods could be significant. Actual results may differ from those estimates and judgements.

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the consolidated financial statements are as follows:

(i) Exploration and evaluation assets

The Company makes certain estimates and assumptions regarding the recoverability of the carrying values of exploration and evaluation assets. These assumptions are changed when conditions exist that indicate the carrying value may be impaired, at which time an impairment loss is recorded.

(ii) Decommissioning liabilities

The Company recognizes the liability for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of mineral properties, when those obligations result from the exploration or development of its properties. The Company assesses its provision for site reclamation at each reporting date. Significant estimates and assumptions are made in determining the provision for site reclamation, as there are numerous factors that will affect the ultimate liability payable. These factors include estimates of the extent and costs of rehabilitation activities, technological changes, regulatory changes, cost increases as compared to inflation rates, and discount rates. Those uncertainties may result in future actual expenditures differing from the amounts currently provided. The provision at the reporting date represents management's best estimate of the present value of the future reclamation costs required.

(iii) Share-based payments

The Company has an equity-settled share-based scheme for directors, officers, employees and consultants. Services received, and the corresponding increase in equity, are measured by reference to the fair value of the equity instruments at the date of the grant, excluding the impact of any non-market vesting conditions. The fair value of share options is estimated by using the Black-Scholes model on the date of the grant based on certain assumptions. Those assumptions are described in Note 8 and include, among others, expected volatility, expected life of the options and number of options expected to vest. Where vesting conditions exist for share options, the Board reviews progress against those vesting conditions annually and reviews the estimated date of the financial close of project, which will impact the consolidated financial statements. In the event that milestone conditions are not met, it is anticipated that certain options will lapse.

(iv) Taxes

Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable income realized, including the usage of tax planning strategies.

3 Significant Accounting Policies *(continued)***:**

Critical accounting estimates and judgements (continued)

Significant judgments used in the preparation of these consolidated financial statements include, but are not limited to the:

(i) assessment of the Company's ability to continue as a going concern; and
(ii) determination of functional currency.

Foreign currency transactions

Items included in the financial statements of each entity are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities not denominated in the functional currency of an entity are recognized in the consolidated statements of loss.

Cash and cash equivalents

Cash is comprised of cash on hand. Cash equivalents are short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Mineral property interests

Mineral properties correspond to acquired interests in mining exploration claim tenures and concessions, which include the right to explore, mine, extract and sell all minerals from such claims.

All pre-exploration costs, i.e. costs incurred prior to obtaining the legal right to undertake exploration and evaluation activities on an area of interest, are expensed as incurred. Once the legal right to explore has been acquired, exploration and evaluation expenditures are capitalized in respect of each identifiable area of interest until the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Exploration and evaluation assets are carried at historical cost, less any impairment losses recognized.

When technical feasibility and commercial viability of extracting a mineral resource are demonstrable for an area of interest, the Company stops capitalizing exploration and evaluation costs for that area, tests recognized exploration and evaluation assets for impairment and reclassifies any unimpaired exploration and evaluation assets either as tangible or intangible mine development costs according to the nature of the assets.

The amounts shown for mineral properties do not necessarily represent present or future values. The recoverability of mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing and permits necessary to complete the development and future profitable production or proceeds from the disposition thereof.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, according to usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title that are not in the public domain or the title registry office and/or may be affected by undetected defects.

3 Significant Accounting Policies *(continued)***:**

Fixed assets

Fixed assets are recorded at cost less accumulated depreciation and accumulated impairment losses. Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate. Depreciation is recognized using the declining balance method at the following annual rates:

Office furniture	20%
Computer equipment	30%
Exploration equipment	30%
Vehicles	30%

For leasehold improvements, the Company recognizes depreciation using the straight-line method over the term of the lease. In the year of acquisition, the rate is one-half of the above. The Company reviews the carrying values of its property and equipment for impairment at each reporting period. If the carrying value exceeds the amount recoverable, a write-down to their fair value is charged to the consolidated statement of loss.

The Company does not record depreciation on land as it has an unlimited useful life.

Decommissioning liabilities

The Company recognizes the present value of estimated costs of legal and constructive obligations for decommissioning liabilities in the year in which it is incurred or when there is a legal or constructive obligation. The fair value of asset retirement obligation is recorded as a liability and a corresponding increase in mineral properties. Changes in the liability for decommissioning liabilities due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in the statements of loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. Actual costs incurred upon settlement are charged against the decommissioning liabilities. Any difference between the actual costs and the recorded liability is recognized as a gain or loss in the statements of loss in the year in which the settlement occurs. Estimated future site restoration costs for the Company’s mineral property interests are considered not significant for the years ended December 31, 2018 and 2017.

Marketable securities

Marketable securities are recorded at market value by reference to published price quotations in an active market. Changes to the fair value of marketable securities are recorded in other comprehensive loss (income) in each reporting period.

3 Significant Accounting Policies *(continued)***:**

Impairment

i) Financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit losses. The Company recognizes in the consolidated statements loss, as an impairment gain or loss for the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

ii) Non-financial assets

The carrying amounts of mineral properties are assessed for impairment only when indicators of impairment exist, typically when one of the following circumstances applies:

- Exploration rights have / will expire in the near future;
- No future substantive exploration expenditures are budgeted;
- No commercially viable quantities discovered, and exploration and evaluation activities will be discontinued; or
- Exploration and evaluation assets are unlikely to be fully recovered from successful development or sale.

If any such indication exists, then the mineral properties' recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). The level identified by the group for the purposes of testing exploration and evaluation assets for impairment corresponds to each mining property.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated to the assets in the unit (group of units) on a pro rata basis.

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

3 Significant Accounting Policies *(continued)***:**

Share capital

Common shares are classified as equity. The Company records proceeds from share issuances net of share issuance costs. Share capital issued as non-monetary consideration is recorded at the fair market value of the shares on the date the shares are issued.

Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the profit (or loss) attributable to the common shareholders of the Company divided by the weighted average number of common shares outstanding during the year. The diluted earnings per share is calculated based on the weighted average number of common shares outstanding during the year, plus the effects of the dilutive common share equivalents. This method requires that the dilutive effect of outstanding options and warrants issued be calculated using the treasury stock method. This method assumes that all common share equivalents have been exercised at the beginning of the year (or at the time of issuance, if later), and that the funds obtained thereby were used to purchase common shares of the Company at the average trading price of common shares during the year.

The calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Warrants

Warrants are classified as equity as they are derivatives over the Company's own equity that will be settled only by the Company exchanging a fixed amount of cash for a fixed number of the Company's own equity instruments.

When shares and warrants are issued at the same time, the proceeds are allocated first to warrants issued, according to their fair value using the Black-Scholes pricing model, the residual value being allocated to shares.

Share-based payments

The grant date fair value of share-based payment awards granted to employees, officers, consultants and directors is recognized as a share-based payment expense, with a corresponding increase in reserves, over the period during which the employees, officers, consultants and directors unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

Comprehensive income (loss)

Other comprehensive income (loss) represents the change in net shareholders' equity for the year that arises from fair value changes to financial assets classified as FVOCI and foreign currency translation adjustments on foreign subsidiaries. Amounts included in other comprehensive income are shown net of tax. Cumulative changes in other comprehensive income are included in accumulated other comprehensive loss which is presented as a separate category in shareholders' equity.

3 Significant Accounting Policies *(continued)***:**

Income taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the consolidated statements of loss and comprehensive loss except to the extent that it relates to items recognized directly in shareholders' equity, in which case it is recognized in equity.

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

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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

Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. Results of all operating segments' are reviewed regularly by the Company's management to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company manages its business on the basis of one reportable segment under two geographic regions, being Canada and Mexico.

Current and future accounting standards

Standards issued or amended and effective in the current year:
The following standards were issued by the International Accounting Standards Board ("IASB") and are effective for annual periods beginning on or after January 1, 2018. Pronouncements that are not applicable or do not have a significant impact to the Company have been excluded from below:

In May 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*, which replaces IAS 18 Revenue, IAS 11 Construction Contracts and several revenue-related interpretations. IFRS 15 establishes a single revenue recognition framework which requires an entity to recognize revenue to reflect the transfer of goods and services for the amount it expects to receive, when control is transferred to the purchaser. The new standard is effective for periods beginning on or after January 1, 2018, with earlier adopted permitted. The Company has adopted IFRS 15 as of January 1, 2018 and there is no significant impact on the consolidated financial statements.

3 Significant Accounting Policies (*continued*)**:**

Current and future accounting standards *(continued)*

IFRS 9 ("IFRS 9") replaces IAS 39, in its entirety to reduce the complexity in the classification and measurement of financial instruments with the establishment of three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL"). This includes classification and measurement, impairment and hedge accounting requirements and is effective for annual periods beginning on or after January 1, 2018. IFRS 9 also replaces the 'incurred loss' model in IAS 39 with a forward-looking 'expected credit loss' model. The Company has adopted IFRS 9 as of January 1, 2018.

In accordance with the transitional provisions in IFRS 9, comparative figures have not been restated. On adoption of IFRS 9, and election of FVTPL, there were no differences in the carrying amounts of the Company's financial assets and financial liabilities.

The original measurement categories under IAS 39 and the new measurement categories under IFRS 9 are summarized as follows:

	Original classification under IAS 39	New classification under IFRS 9
Financial assets		
Cash and cash equivalents	Amortized cost	Amortized cost
Receivables and advances	Loans and receivables	Amortized cost
Marketable securities	FVOCI	FVOCI
Financial Liabilities		
Accounts payable and accrued liabilities	Other financial liabilities	Amortized cost

The following is the Company's new accounting policy for financial instruments under IFRS 9:

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL.

For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. The Company has elected to classify marketable securities at FVOCI.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of loss in the period in which they arise.

3 Significant Accounting Policies *(continued):*

Current and future accounting standards *(continued)*

Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss. Gains or losses on derecognition of financial assets designated at FVOCI are recognised in other comprehensive loss.

The Company derecognizes financial liabilities only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the consolidated statements of loss.

<u>Standards issued or amended but not yet effective:</u>

In January 2016, the IASB issued IFRS 16, *Leases*, which replaces IAS 17, *Leases*, and other lease related interpretations. The new standard establishes the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a lease contract. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted only in conjunction with IFRS 15. Adoption of the standard is not expected to have a material impact on the Company’s financial statements.

4 Termination Benefit Liability:

On April 21, 2016, the Company completed the acquisition of all the outstanding common shares of Northair Silver Corp. The Company expensed $674,688 for the allowance of termination benefits related to the certain individuals under management consulting contracts with Northair. Such agreements did not meet the criteria of capitalization as they were deemed post-combination services and were expensed upon completion of the acquisition. As at December 31, 2018, $30,268 (2017 - $212,577) is due within the next 12 months.

5 Marketable Securities:

As at December 31, 2018, the fair value of marketable securities held was $595,614 (2017 – $689,515). These relate to investments in publicly traded companies. During the year ended December 31, 2018, the Company recorded in other comprehensive loss, a loss of $228,390 (2017 – income $51,225) for fair value adjustments to marketable securities.

(Expressed in Canadian dollars)

6 Fixed Assets:

	Vehicle	Office Equipment	Computer Equipment	Leasehold	Land	Total
Cost						
Balance December 31, 2016	$ 311,903	$ 66,485	$ 244,942	$ 60,321	$ 803,304	$1,486,955
Additions	25,411	-	11,222	-	-	36,633
Effect of foreign exchange	(29,614)	-	(9,984)	-	-	(39,598)
Balance December 31, 2017	307,700	66,485	246,180	60,321	803,304	1,483,990
Addition	29,329	-	59,027	-	-	88,356
Disposal	(35,214)	-	-	-	-	(35,214)
Effect of foreign exchange	7,878	-	5,400	-	-	13,278
Balance December 31, 2018	**$ 309,693**	**$ 66,485**	**$ 310,607**	**$ 60,321**	**$ 803,304**	**$1,550,410**
Accumulated Depreciation						
Balance December 31, 2016	$ 265,814	$ 49,881	$ 154,876	$ 41,847	$ -	$ 512,418
Depreciation for the year	15,887	4,455	5,865	12,237	-	38,443
Effect of foreign exchange	(14,434)	(2,303)	(11,338)	(739)	-	(28,814)
Balance December 31, 2017	267,267	52,033	149,403	53,345	-	522,047
Depreciation for the year	17,648	4,455	12,406	6,344	-	40,853
Disposal	(34,472)	-	-	-	-	(34,472)
Effect of foreign exchange	9,867	516	6,582	632	-	17,597
Balance December 31, 2018	**$ 260,310**	**$ 57,004**	**$ 168,391**	**$ 60,321**	**$ -**	**$ 546,025**
Carrying value						
December 31, 2017	$ 40,433	$ 14,452	$ 96,777	$ 6,976	$ 803,304	$ 961,943
Carrying value						
December 31, 2018	**$ 49,383**	**$ 9,482**	**$ 142,216**	**$ -**	**$ 803,304**	**$ 1,004,385**

(Expressed in Canadian dollars)

7 Mineral Properties:

	MEXICO								CANADA					
	Promontorio	La Cigarra	Columba	Copalito	Generative Anomalies	Cervantes*	San Diego*	Mexico Total	Nechako Region	Silver Fox*	Other	Canada Total	2018 Total	2017 Total
	$	$	$	$	$	$	$	$	$	$	$	$	$	$
Acquisition Costs														
Balance, beginning	3,658,642	30,269,372	-	-	591,681	-	148,868	**34,668,563**	163,880	50,750	1,395,185	**1,609,815**	**36,278,378**	36,182,955
Incurred	-	70,962	33,172	34,383	17,954	-	-	**156,471**	4,500	8,500	67,433	**80,433**	236,904	95,423
Balance, ending	**3,658,642**	**30,340,334**	**33,172**	**34,383**	**609,635**	**-**	**148,868**	**34,825,034**	**168,380**	**59,250**	**1,462,618**	1,690,248	36,515,282	36,278,378
Exploration Expenditures														
Balance, beginning	32,039,879	3,584,726	-	-	6,664,449	244,394	239,958	**42,773,406**	546,881	1,729,533	6,069,078	**8,345,492**	**51,118,898**	47,454,720
Assaying and Lab	-	137,329	-	9,873	-	-	-	**147,202**	1,077	28,727	26,782	**54,432**	**201,634**	224,984
Camp Costs	-	119,524	-	-	-	-	-	**119,524**	-	-	-	**-**	**119,524**	301,553
Drafting	-	15,372	-	1,414	-	-	-	**16,786**	8,400	15,883	22,291	**46,574**	**63,360**	70,855
Drilling	-	357,011	-	-	-	-	-	**357,011**	-	154,336	-	**154,336**	**511,347**	1,412,191
Geological mapping	-	29,261	-	720	-	-	-	**29,981**	-	-	1,115	**1,115**	**31,096**	205,663
Geophysics	-	-	-	-	-	-	-	**-**	11,400	-	6,600	**18,000**	**18,000**	13,900
Maintenance	-	66,633	-	-	162,502	-	56,044	**285,179**	1,668	4,102	16,236	**22,006**	**307,185**	265,770
Miscellaneous	-	-	-	-	9,481	-	-	**9,481**	3,600	-	2,192	**5,792**	**15,273**	9,584
Geological Consulting and Prospecting	-	397,213	126,528	21,638	69,598	-	17,825	**632,802**	6,906	17,300	159,294	**183,500**	**816,302**	1,159,678
Rock Sampling	-	-	-	-	-	-	-	**-**	-	-	-	**-**	**-**	-
Metallurgical testing	-	-	-	-	-	-	-	**-**	-	-	-	**-**	**-**	-
Incurred	**-**	**1,122,343**	**126,528**	**33,645**	**241,581**	**-**	**73,869**	**1,597,966**	**30,897**	**220,348**	**234,510**	485,755	**2,083,721**	3,664,178
Balance, ending	32,039,879	4,707,069	126,528	33,645	6,906,030	244,394	313,827	**44,371,372**	577,778	1,949,881	6,303,588	**8,831,247**	**53,202,619**	51,118,898
Total properties balance	**35,698,521**	**35,047,403**	**159,700**	**68,028**	**7,515,665**	**244,394**	**462,695**	**79,196,406**	**746,158**	**2,009,131**	**7,766,206**	**10,521,495**	**89,717,901**	87,397,276
Recovery of costs	-	-	-	-	(3,466,284)	(102,257)	(106,898)	**(3,675,439)**	-	(1,412,549)	(3,006,678)	**(4,419,227)**	**(8,094,666)**	(7,720,885)
Mineral exploration refund	-	-	-	-	-	-	-	**-**	(78,344)	(70,650)	(236,551)	**(385,545)**	**(385,545)**	(385,545)
Proceeds from sale	-	-	-	-	-	-	-	**-**	-	-	(230,000)	**(230,000)**	**(230,000)**	(230,000)
Option payment received	(883,166)	-	-	-	(171,790)	(128,103)	-	**(1,183,059)**	-	-	(121,000)	**(121,000)**	**(1,304,059)**	(863,715)
Impaired or disposed	(537,744)	-	-	-	(2,634,202)	(14,034)	(355,797)	**(3,541,777)**	(622,186)	-	(3,392,497)	**(4,014,683)**	**(7,556,460)**	(7,098,142)
Change in foreign currency translation	219,516	216,123	-	-	46,323	-	-	**481,962**	-	-	-	**-**	**481,962**	(1,946,106)
Carrying value mineral properties	**34,497,127**	**35,263,526**	**159,700**	**68,028**	**1,289,712**	**-**	**-**	**71,278,093**	**45,628**	**525,932**	**779,480**	1,351,040	**72,629,133**	69,152,883

*Earn-in option agreement

7 Mineral Properties *(continued)***:**

La Cigarra – Chihuahua State, Mexico

The Company acquired the La Cigarra project through the acquisition of Northair and its wholly owned Mexican subsidiary Grupo Northair.

The La Cigarra project is 100% owned by the Company with no underlying royalty on the resource. However certain concessions are subject to a 1% net smelter royalty under an agreement with DFX Exploration Ltd. (the "DFX Agreement"). Pursuant to the terms of the DFX Agreement, a royalty will be paid of $0.10 per silver equivalent ounce from production to a maximum of 185 million ounces from the Parral 2 concession.

On April 19, 2016, the Company purchased from Coeur Capital a 2.5% net smelter royalty ("NSR Acquisition") that it held on the La Cigarra project for total consideration of US$2,500,000 of which US$500,000 ($646,025) was paid in cash and US$2,000,000 was completed through the issuance of 9,629,091 common shares (valued at $2,648,000) of the Company. The NSR Acquisition and transaction costs have been recorded as La Cigarra acquisition costs.

Promontorio – Sonora State, Mexico

The Company entered into an agreement on October 20, 2006 with Siete Campanas de Plata, S.A de C.V. ("Siete"), Exploration Canada De Oro, SA de CV ("ECO") and the Mexican Government Agency ("FIFOMI") to acquire an unencumbered 100% registered and beneficial interest in the Promontorio Concession, which includes the former producing Promontorio Mine Site. Upon completion of a bankable feasibility study or commencement of production, the Company must pay the remaining cash balance of US$210,000 to ECO.

A 1% net smelter royalty is payable to Siete on the core claims of Promontorio of which the Company can purchase 50% of this net smelter royalty at any time for US$500,000. The Company also has a right of first refusal to purchase the remaining 50% of this royalty. Additionally, a 2% net smelter royalty is payable to ECO on the core and surrounding claims. The Company may upon commencement of commercial production or sooner purchase 50% of this net smelter return for US$1,000,000. The Company also has a right of first refusal on the remaining 50% of this royalty.

On March 4, 2016, the Company formalized and closed an option agreement with Pan American Silver Corporation ("Pan American") and its wholly owned Mexican subsidiary Compania Minera Dolores S.A. de C.V. ("Dolores") whereby the Company and Minera JM S.A. de C.V. ("MJM") granted Dolores the right to earn a 75% interest in MJM's Promontorio Mineral Belt silver properties (including the Promontorio deposit and La Negra discovery). The terms of the agreement allow Dolores to earn a 75% interest in consideration for: (a) an aggregate total of US$8,000,000 of exploration and development expenditures on MJM's properties in the Promontorio Mineral Belt over a four-year period; (b) cash payments totaling US$8,050,000 to MJM, US$650,000 has been received, with US$250,000 received during the reporting period (second anniversary date); and a carried interest to production

7 Mineral Properties *(continued)*:

Promontorio – Sonora State, Mexico *(continued)*

Upon exercise of the option, the parties will enter into a joint venture pursuant to which the Company will retain a 25% carried interest to production. Pan American will have a preferred capital recovery period after the commencement of production, under which the Company will receive 40% of distributions on its 25% retained interest in the joint venture until Pan American fully recovers its invested capital, which will include construction and development capital, plus any additional expenditures incurred after the date on which Dolores exercises the option.

Columba – Chihuahua State, Mexico

On November 12, 2018, the Company entered into an option agreement to acquire an undivided interest in the Columba concession. Under the terms of the agreement, the Company must make total cash payments of US$3,290,000 within a four-year period with an initial payment of US$15,000 and first and second years payments totalling US$75,000 and US$150,000 respectively. The Agreement includes a work commitment of US$250,000 by the first anniversary and US$750,000 by the second anniversary of the Agreement. Upon earn-in the vendors retain a 2% n.s.r. of which 1% can be purchased by the Company for US$750,000.

Copalito – Sinaloa, Mexico

On April 19, 2018, the Company entered into an option agreement to acquire an undivided interest in the Copalito concession. Under the terms of the agreement, the Company must make total staged cash payments of US$985,000 within a four-year period with an initial payment of US$30,000 on signing. Payments totalling US$65,000 were made during the current year. Upon earn-in the vendors retain a 0.5% n.s.r. A finders fee of 100,000 common shares with a fair market value of $15,500 and a cash payment of $10,000 were paid in connection with the option agreement.

San Diego – Northwest Sonora, Mexico

On April 8, 2014, the Company entered into an option agreement to acquire an undivided interest in the San Diego concession. Under the terms of the original agreement, the Company must issue 100,000 common shares of the Company; and make total cash payments of US$480,000 within a four-year period. The Company amended the agreement effective November 21, 2017, and extended the option agreement terms to December 31, 2020, with total cash payments remaining of US$335,000, all other terms remained unchanged. As at December 31, 2018, the Company has made total cash payments of US$105,000 and has issued 100,000 shares with a fair value of $45,000. A 2% net smelter return is payable on the San Diego concession, which can be purchased by the Company for US$750,000 for each percentile. The Company terminated the option agreement during the year ended December 3, 2018 and recorded an impairment expense of $355,797.

Cervantes – Sonora State, Mexico

On July 25, 2015, the Company entered into an option agreement with Aztec Metals Corp. (“Aztec”), whereby the Company granted Aztec the right to earn up to a 100% interest in the Cervantes Gold/Copper project. The terms of the agreement allow Aztec to earn a 65% interest by: spending an aggregate total of US$1.5 million in exploration expenditures by July 25, 2019; paying an aggregate total of US$150,000 in staged payments to the Company by July 25, 2019; and issuing an aggregated total of 1,000,000 common shares in staged payments on each anniversary to the Company of which 500,000 were issued as at December 31, 2018, with final issuance payable 60 days after the fourth anniversary. 200,000 shares were received by the Company in 2018.

7 Mineral Properties *(continued)***:**

Cervantes – Sonora State, Mexico *(continued)*

Upon earning the initial 65% interest and within 60 days of such date, Aztec will have the right to elect and acquire the remaining 35% interest (the "Second Option") by completing a preliminary economic assessment report ("Scoping Study") by the fifth anniversary date (July 25, 2020), paying US$5.00 per gold or gold equivalent ounce of estimated recoverable, payable gold or gold equivalent ounce of the contained metal for the measured, indicated and inferred resources based on the Scoping Study. On acquisition by Aztec of 100% interest, Kootenay will receive a 2.5% net smelter royalty. If Aztec decide not to exercise the Second Option, a joint venture will be formed to develop the project. Effective September 30, 2016, the obligations of the option agreement were assigned to Aztec Minerals Corp. from Aztec.

Copley Property – Nechako Plateau, British Columbia

On February 23, 2010, the Company entered into an option agreement whereby it was granted the right to earn a 100% undivided interest in 10 mineral tenures totaling approximately 2,927 hectares collectively named as the Copley Property. Under the agreement the Company must make total cash payments of $80,000; issue an aggregate total of 130,000 common shares and make a cash payment of $5 per metre drilled to a maximum of 100,000 metres. The Company has issued 130,000 shares with a fair value of $84,400 and has made the total cash payments due under the agreement.

Silver Fox – Southern British Columbia

On September 29, 2015, the Company entered into an option agreement with a wholly-owned subsidiary of Antofagasta plc ("Antofagasta") granting Antofagasta the option to earn up to an 80% interest in the Silver Fox property located in South Eastern British Columbia. The terms of the agreement grant Antofagasta the right to earn a 65% interest ("First Option") by funding or incurring an aggregate total of US$2.5 million (the "First Option Expenditures") in exploration expenditures on or before September 29, 2021, amended from September 29, 2019. Antofagasta has the right to accelerate the First Option Expenditures. Antofagasta will have the right to acquire a further 15% interest ("Second Option") by incurring an additional aggregate total US$1.65 million in exploration expenditures within two years of the First Option exercise date. If Antofagasta decides not to exercise the Second Option, a joint venture based on a 65/35% interest will form under the Agreement in relation to the property. Subsequent to December 31, 2018, Antofagasta terminated the option agreement.

Under the terms of the Underlying Option Agreement, the Company can acquire a 100% interest in Silver Fox by issuing 100,000 common shares to Kennedy by July 3, 2018 (the "Underlying Option") of which 100,000 common shares have been issued with a fair value of $26,750 including 50,000 common shares with a fair value of $8,500 issued during the year ended December 31, 2018. The Silver Fox is subject to a 2.0% net smelter returns royalty in favour of Kennedy (the "Underlying Royalty"). The Underlying Royalty is subject to a purchase right in favour of the Company, exercisable by the Company by paying $500,000 for each 0.5% of the Underlying Royalty.

The Fox and Two Times Fred Properties – Nechako Plateau, British Columbia

On July 8, 2014, the Company entered into a letter agreement with Theia Resources Ltd. ("Theia") granting the right to earn a 60% undivided interest in the Fox and Two Times Fred Properties (the "Properties"). Under the terms of the agreement, Theia must issue an aggregate total of 750,000 common shares of Theia to the Company; and finance an aggregate $2,500,000 of exploration expenditures on the Properties within a five-year period.

7 Mineral Properties *(continued)***:**

The Fox and Two Times Fred Properties – Nechako Plateau, British Columbia *(continued)*

During the year ended December 31, 2018, Theia terminated the letter agreement. The Company recorded an expense of $213,324 related to unrecovered exploration expenses costs incurred under the letter agreement. Flower One Corp. (formerly "Theia") issued shares in partial settlement with a fair value of $52,489, as at December 31, 2018, the market value of these shares was $89,540.

The Two Times Fred property was being optioned to the Company effective July 1, 2014, pursuant to a grubstake agreement. To maintain its option, the Company must make total cash payments of $80,000; issue an aggregate total of 230,000 common shares and make a cash payment of $5 per metre drilled to a maximum of 100,000 metres. Under the Kennedy grubstake agreement, a 2% NSR exists and can be purchased by the Company for $500,000 per each one-half (0.5%) percentile. The Company has made total cash payments of $35,000 and issued 195,000 shares with a fair value of $49,500, included in the respective amounts are 105,000 shares with a fair value of $17,800 issued during the year ended December 31, 2018. The final share payment of 35,000 is due in July 2019.

During the year ended December 31, 2011, the Company optioned the Fox property. To maintain its option, the Company is required to make total cash payments of $80,000; issued an aggregate total of 130,000 common shares and make a cash payment of $5 per metre drilled to a maximum of 100,000 metres.

Mark Property – Southern British Columbia

On June 16, 2017, the Company entered into an option agreement with a wholly-owned subsidiary of Antofagasta Minerals S.A. ("Antofagasta S.A.") granting Antofagasta S.A. the option to earn up to an 65% interest in the Mark Project located in South Eastern British Columbia. The terms of the agreement grant Antofagasta the right to earn a 65% interest by funding or incurring an aggregate total of US$3 million in exploration expenditures (the "Expenditures") on or before June 16, 2021. Upon exercising their earn-in, a joint venture based on a 65/35% interest will be formed under the Agreement in relation to the property. Subsequent to December 31, 2018, Antofagasta terminated the option agreement.

On June 7, 2017, the Company is exercised its right under a Grub Stake Agreement (the "Grub Stake Agreement") with the Kennedy Group to acquire a 100% interest in the Mark Project (the "Acquisition"). The Mark Project is comprised of 17 mineral tenures totaling approximately 14,093 hectares. Pursuant to the terms of the Grub Stake Agreement, in order to complete the Acquisition, the Company issued 100,000 common shares with a fair value of $15,500 to the Kennedy Group. Following completion of the Acquisition, the Kennedy Group will retain an underlying 1% net smelter returns royalty, which can be purchased by the Company, in whole or in part, for $1,000,000 per each one-half percent (0.5%).

Property Investigation and Impairment

During the year ended December 31, 2018, the Company expended $137,244 (2017 - $190,267) related to other property investigation expense and recorded an impairment to mineral properties of $428,520 (2017 - $nil), which is related to mineral properties located in both Mexico and Canada. Once the Company has made its evaluations, the properties will be either be abandoned or acquired under the terms of the Grubstake Agreements or otherwise.

(Expressed in Canadian dollars)

7 Mineral Properties *(continued)***:**

Mark Property – Southern British Columbia *(continued)*

Title to mineral property interests *(continued)*

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

8 Share Capital and Reserves:

Authorized:
The authorized share capital is an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. All issued shares, consisting of only common shares are fully paid. There were 195,221,856 fully paid common shares on issue at December 31, 2018.

On January 5, 2018, the Company closed the final tranche of its non-brokered private placement raising total $109,000 consisting of 545,000 units (the "Unites") at a price of $0.20 per Unit. Each Unit consists of one common share ("Common Share") and one-half of a transferable common share purchase warrant ("Warrant") totalling 272,500 warrants. Each Warrant entitles the holder to acquire one Common Share at an exercise price of $0.30 until January 5, 2021.

On December 13, 2017, the Company closed the initial tranche of a non-brokered private placement for 19,549,480 units (the "Units") at a price of $0.20 per Unit for gross proceeds of $3,909,896. Each Unit in the private placement consisted of one common share and one-half of one common share purchase warrant ("Warrant") totalling 9,774,740 warrants. Each whole Warrant entitles the holder to acquire one common share at an exercise price of $0.30 until December 13, 2020.

Options and Warrants:

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants			Options		
	Number		Weighted Average Exercise Price	Number		Weighted Average Exercise Price
Outstanding, December 31, 2016	55,394,813	$	0.59	8,937,750	$	0.62
Granted	9,774,740		0.30	6,695,000		0.40
Expired/cancelled	(28,522,672)		0.53	(2,292,500)		1.02
Outstanding, December 31, 2017	36,646,881	$	0.48	13,340,250	$	0.43
Granted	272,500		0.30	-		-
Expired/cancelled	-		-	(2,251,750)		0.66
Outstanding, December 31, 2018	**36,919,381**	**$**	**0.48**	**11,088,500**	**$**	**0.39**

(Expressed in Canadian dollars)

8 Share Capital and Reserves *(continued):*

Warrants

As at December 31, 2018, the Company had outstanding share purchase warrants, enabling holders to acquire common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
26,872,141	$ 0.55	April 22, 2021
9,774,740	0.30	December 13, 2020
272,500	0.30	January 5, 2021
36,919,381		

The weighted average remaining life of the outstanding warrants is 2.21 years (2017 – 3.21 years). The fair value of warrants is estimated using the Black Scholes option-pricing model. Warrants are included in reserves until exercised, at which time they are transferred into share capital. The Company assumed 13,998,250 warrants which were outstanding to Northair shareholders at the acquisition ratio of 0.35:1 existing warrant outstanding which expired unexercised during the year ended December 31, 2017.

The following assumptions were used for the Black-Scholes valuation of warrants issued during the years ended December 31, 2018 and 2017:

	2018	2017
Risk-free interest rate	**1.64%**	1.64%
Expected life of warrants	**36 months**	36 months
Fair value per warrant issued	**$0.106**	$0.092
Annualized volatility	**86%**	86%
Dividend rate	**0.00%**	0.00%

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. The Company has used historical volatility in its share price to estimate expected volatility. Changes in the subjective input assumptions can materially affect the fair value estimated.

Options

The Company has adopted an incentive stock option plan under the rules of the TSX-V pursuant to which it is authorized to grant options to executive officers, directors, employees and consultants, enabling them to acquire up 10% of the issued and outstanding common shares of the Company. Under the plan, the exercise price of each option is equal to the market price of the Company's shares on the date of grant. The options can be granted for a maximum term of 10 years and generally vest 25% in specified increments. No individual may hold options to purchase common shares of the Company exceeding 5% of the total number of common shares outstanding from time to time. Pursuant to the policies of the TSX-V, shares issued on exercise of options are restricted from trading during the four-month period subsequent to the date of grant.

During the year ended December 31, 2017, the Company granted 6,695,000 share purchase options at an exercise price of $0.40 expiring on January 20, 2022. The share purchase options vest in increments of 25%, with 25% vesting on grant date and the remainder vesting in three equal increments on each six-month period.

During the year ended December 31, 2018, option-based compensation totalled $150,007 of which $55,502 was capitalized under mineral properties and $94,050 (2017 - $844,454) was expensed. As at December 31, 2018, 11,088,500 options (2017 – 9,992,750) with a weighted average exercise price of $0.39 per option (2017 - $0.44) were fully vested and exercisable.

(Expressed in Canadian dollars)

8 Share Capital and Reserves *(continued):*

As at December 31, 2018, the Company had outstanding stock options enabling holders to acquire common shares of the Company as follows:

Number of Options	Exercise Price	Expiry Date
337,750	0.43	May 30, 2019[1]
1,050,000	0.47	September 8, 2019[1]
262,500	0.23	December 17, 2019[1]
348,250	0.23	January 26, 2020[1]
2,395,000	0.35	February 23, 2020
6,695,000	0.40	January 20, 2022
11,088,500		

[1] Assumed from the Northair acquisition.

The weighted average remaining life of the options is 2.23 years (2017 – 2.78 years). For stock options granted to employees, officers, directors and consultants, share based payment expense is measured at fair value and recognized over the vesting period from the date of grant. The fair value of stock options granted during the year ended December 31, 2017 was estimated using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	2017
Risk-free interest rate	1.08%
Expected life of options	5 years
Fair value per option granted	$0.223
Annualized volatility	84%
Forfeiture rate	0.00%
Dividend rate	0.00%

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. The Company has used historical volatility in its share price to estimate expected volatility. Changes in the subjective input assumptions can materially affect the fair value estimated.

Loss per share

The calculation of basic loss per share for the year ended December 31, 2018 was based on the loss of $2,466,422 (2017 - $3,129,128) and the weighted average number of common shares outstanding of 195,066,801 (2017 – 175,715,020), respectively. The Company does not have any instruments that would give rise to a dilution effect as of December 31, 2018 and 2017. As at December 31, 2018, the Company has 11,088,500 options and 36,919,381 warrants that are anti-dilutive and thus, not included in diluted loss per share.

(Expressed in Canadian dollars)

9 Receivables:

The Company's receivables are as follows:

	December 31, 2018	December 31, 2017
IVA/GST receivable	**$ 521,022**	$ 331,983
Other receivable	**15,989**	250,675
Total	**$ 537,011**	$ 582,658

10 Income Taxes:

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the consolidated statements of operations and comprehensive loss for the years ended December 31, 2018 and 2017:

		2018		2017
Loss before taxes	**$**	**(2,466,422)**	$	(3,129,128)
Statutory tax rate		**27%**		26%
Expected income tax (recovery)		**(665,934)**		(813,573)
Non-deductible items		**178,710**		243,549
Foreign tax rate difference		**1,685**		(5,725)
Functional currency adjustment		**(318,109)**		204,827
Change in deferred tax asset not recognized		**803,648**		370,923
Total income tax expense (recovery)	**$**	**-**	$	-

The statutory tax rate increased from 26% to 27% due to an increase in the BC corporate tax rate on January 1, 2018.

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their corresponding values for tax purposes. The unrecognized deductible temporary differences at December 31, 2018 and 2017 are as follows:

		2018		2017
Non-capital loss carryforwards (Canada)	**$**	**24,792,699**	$	22,739,507
Net capital loss carryforwards (Canada)		**436,706**		436,706
Tax loss carryforwards (Mexico)		**2,006,916**		1,905,561
Property and equipment (Canada)		**216,194**		200,319
Property and equipment (Mexico)		**197,067**		173,135
Exploration and evaluation assets (Canada)		**4,318,952**		4,102,963
Termination benefit liability		**36,518**		274,742
Mineral properties (Mexico)		**2,567,703**		2,359,831
Marketable securities - OCI (Canada)		**30,456**		30,456
Financing costs (Canada)		**331,285**		514,052
Unrecognized deductible temporary differences	**$**	**34,934,496**	$	32,737,273

(Expressed in Canadian dollars)

10 Income Taxes *(continued)*:

As at December 31, 2018, the Company has non-capital loss carryforwards for Canadian tax purposes of approximately $24,792,699 (2017: $22,739,507) which may be carried forward to apply against future income for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiration		Total
2026	$	405,178
2027		630,148
2028		1,176,346
2029		2,124,656
2030		2,320,591
2031		2,403,406
2032		2,409,531
2033		2,158,414
2034		1,882,317
2035		2,157,332
2036		3,021,160
2037		2,021,113
2038	$	2,082,507
Total		24,792,699

As at December 31, 2018, the Company has net capital loss carry forwards for Canadian tax purposes of approximately $436,706 (2017: $436,706) which may be carried forward indefinitely to apply against future capital gains for Canadian income tax purposes, subject to final determination by the tax authorities.

As at December 31, 2018, the Company had non-capital loss carry forwards for Mexican income tax purposes of approximately $2,006,916 from the Company's Mexico subsidiaries available to reduce taxable income in Mexico expiring in various years from 2025 to 2028.

Expiry		Mexico Total
2024	$	411,437
2025		5,939
2026		1,127,062
2027		248,878
2028		213,600
Total	$	2,006,916

(Expressed in Canadian dollars)

11 Supplemental Disclosure of Cash and Non-Cash Activities:

The following transactions incurred during the period did not include cash:

		2018		2017
Acquisition of shares as proceeds from option of mineral property	**$**	**50,000**	$	174,000
Option based compensation capitalized in mineral property		**55,502**		495,266
Issuance of share capital for acquisition of mineral property interests		**70,300**		-
Mineral property recoveries included in receivables and advances		**-**		125,801
Mineral property costs included in accounts payable	**$**	**127,157**	$	118,672

12 Related Party Transactions and Balances:

Except as disclosed elsewhere in these consolidated financial statements the following related party transactions were incurred in the normal course of business and were measured at the exchange amount:

		2018		2017
Management fees charged by companies controlled by a director and/or officers	**$**	**393,000**	$	573,000
Consulting, administrative and geological fees charged by a company with common officers		**120,000**		120,000
	$	**513,000**	$	693,000

The Company has entered into a consulting agreement dated January 1, 2008 with Makwa Exploration Ltd. (“Makwa”) for the services of James McDonald to act as the Company’s President and CEO, and with Kenneth Berry (“Berry”) for his services to act as the Company’s Chairman. The base monthly fee for Makwa was amended effective January 1, 2017 to $20,833, the Berryy amount remained at $15,000 and ended on December 31, 2017.

Effective September 1, 2008, the Company entered into an administrative and geological services agreement with a private company indirectly related to two common directors, which provides services to the Company including assisting in professional analysis, geological personnel, planning of exploration programs, promotional materials; providing access to financial and secretarial services and providing such other additional instructions and directions as the Company may require. For the year ended December 31, 2018, the Company incurred expenses $120,000 (2017 - $120,000) under the administrative services contract.

In addition to the above:

a) Included in marketable securities as at December 31, 2018 is $137,500 (2017 - $420,000) market value of shares received from companies with directors in common.

b) Included in accounts receivable as at December 31, 2018 is $2,865 (2017 - $220,468) receivable from companies who have common directors or officers.

c) Included in accounts payable as at December 31, 2018 is $18,158 (2017 - $63,897) payable to companies who have common directors or officers.

d) For the year ended December 31, 2018, the Company incurred $108,333 (2017 - $97,000) for compensation to directors. As at December 31, 2018, $24,333 (2017 - $22,500) was held in accrued liabilities and has been paid subsequent to the year end.

e) For the year ended December 31, 2018, the Company recorded $100,117 (2017 – $597,866) for share-based payments to key management personnel of the Company.

(Expressed in Canadian dollars)

13 Segmented Information:

The Company has one reportable operating segment, being the acquisition and exploration and future development of mineral properties.

The Company's current assets, non-current assets, current liabilities, and mineral properties and non-current liabilities by geographic location are as follows:

	December 31, 2018	December 31, 2017
Canada:		
Current assets	**$ 2,210,905**	$ 5,884,825
Mineral properties	**1,351,040**	1,186,694
Non-current assets	**163,066**	113,751
Current liabilities	**(578,860)**	(724,397)
Non-current liabilities	**-**	(62,165)
	$ 3,146,151	$ 6,398,707
Mexico:		
Current assets	**$ 541,913**	$ 533,442
Mineral properties	**71,278,093**	67,966,189
Non-current assets	**923,703**	926,693
Current liabilities	**(46,419)**	(30,734)
	$ 72,697,290	$ 69,395,590

14 Commitments:

The Company entered into a various contracts for office rent and warehouse rent in Canada and Mexico. The following table summarizes the Company's total annual obligations under this agreement as at December 31, 2018:

2019	96,392
2020	23,164
	$ 119,556

15 Financial Instruments and Financial Risk Management:

The Company's financial instruments include cash and cash equivalents, receivable and advances, marketable securities, accounts payable and accrued liabilities. The carrying values of these financial instruments approximate their fair values due to their relatively short periods to maturity and due to the insignificant carrying values of long-term financial instruments except for marketable securities, which are measured at fair value through other comprehensive income at each reporting period end.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments.

This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included throughout these consolidated financial statements. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies.

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's accounts receivable relates to receivables from exploration partners who are earning a right to the Company's property via earn-in option agreements, Goods and Services Tax input tax credits and IVA credits (Mexican Value Added Tax refunds) from the Mexican Government. Accordingly, the Company views credit risk on accounts receivable as minimal.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they are due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation.

The Company prepares annual expenditure budgets, which are regularly monitored and updated as considered necessary. To facilitate its expenditure program, the Company raises funds through private equity placements.

The Company anticipates it will have adequate liquidity to fund its financial liabilities.

As at December 31, 2018, the Company's liabilities were comprised of accounts payable, accrued liabilities, termination benefit payments and exploration program advance, which have a maturity of less than one year.

15 Financial Instruments and Financial Risk Management *(continued)*:

(c) Market risk:

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

(i) Currency risk:

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is considered to be in the exploration stage and has not yet developed commercial mineral interests, the underlying market prices in Canada for minerals are impacted by changes in the exchange rate between the Canadian dollar, the United States dollar and the Mexican Peso. The Company's transactions are denominated in Canadian dollars, United States dollars and the Mexican Peso. The Company has not entered into any arrangements to hedge currency risk but does maintain cash balances within each currency. Canadian dollars are exchanged when needed to meet foreign denominated liabilities.

The balances denominated in foreign currency are as follows:

	December 31, 2018	December 31, 2017
	US$	US$
Cash and cash equivalents	**856,217**	1,083,136
Receivables and advances	**-**	3,546
Trade accounts payable and accrued liabilities	**36,438**	10,147
	Mexican Peso	Mexican Peso
Cash and cash equivalents	**1,814,337**	4,573,530
Receivables and advances	**17,490,499**	13,464,822
Trade accounts payable and accrued liabilities	**1,258,215**	548,994

The Company has completed a sensitivity analysis to estimate the impact of the change in the foreign exchange rates on net loss for the period. The result of the sensitivity analysis shows a change in +/- 10% in the US Dollar and Mexican Peso exchange rate could have an collective impact of approximately +/- $237,000. This result arises primarily because the Company has Mexican Peso denominated cash accounts, accounts receivable and short term liabilities. The actual results of a change in foreign exchange rates would depend on the foreign currency denominated assets and liabilities at the time and could cause the impact on the Company's results to differ from above.

(ii) Commodity price risk:

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. The Company is exposed to the price volatilities for precious and base metals that could significantly impact its future operating cash flow. As part of its routine activities, management is closely monitoring the trend of international metal prices.

(Expressed in Canadian dollars)

15 Financial Instruments and Financial Risk Management *(continued)*:

(iii) 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 risk that the Company will realize a loss as a result of a decline in the fair value of cash and cash equivalents is limited because of their short-term investment nature. A variable rate of interest is earned on cash and cash equivalents, changes in market interest rates at the period-end would not have a material impact on the Company's consolidated financial statements.

d) Fair value of financial instruments

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

December 31, 2018		**Level 1**		**Level 2**		**Level 3**		**Total**
Marketable securities	$	595,614	$	-	$	-	$	595,614
Cash and cash equivalents	$	1,568,245	$	-	$	-	$	1,568,245

December 31, 2017		Level 1		Level 2		Level 3		Total
Marketable securities	$	689,515	$	-	$	-	$	689,515
Cash and cash equivalents	$	4,894,356	$	-	$	-	$	4,894,356

Level 1 – quoted prices (unadjusted) 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).

There has been no change between levels during the period. The Company's carrying values of receivables and accounts payable and accrued liabilities approximate their fair value due to their short-term nature.

16 Capital Management:

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the development of its mineral properties. Therefore, the Company monitors the level of risk incurred in its mineral property expenditures relative to its capital structure.

The Company's capital structure includes working capital and shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of capital and the development of its mineral properties, the Company prepares annual expenditure budgets, which are regularly monitored and updated as considered necessary. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms, option its mineral properties for cash and/or expenditure commitments from optionees enter into joint venture arrangements or dispose of mineral properties.

16 Capital Management *(continued)*:

The Company's investment policy is to hold cash in interest bearing, Schedule 1 bank accounts and highly liquid short-term interest-bearing investments, with maturities of one year or less which can be liquidated at any time without penalties.

The Company is not subject to externally imposed capital requirements. There has been no change in the Company's approach to capital management during the year ended December 31, 2018.

17 Subsequent Events:

On January 29, 2019, the Company issued an aggregate total of 100,000 common shares pursuant to underlying property option agreement for the Meachen Bend property in British Columbia, Canada.

On March 5, 2019, the Company closed its non-brokered private placement raising total aggregate gross proceeds $7,043,332. A total of 50,309,511 units (the "Units") at a price of $0.14 per Unit. Each Unit consists of one common share ("Common Share") and one transferable common share purchase warrant ("Warrant"). Each Warrant entitles the holder to acquire one Common Share at an exercise price of $0.20 until March 5, 2024. Cash finder's fees to arm's length parties totaling $2,583 have been paid on a portion of the Private Placement and total finder's fees amounted to $258,764.

The Company intends to use the net proceeds of the Private Placement for drill testing Columba; the advancement of Copalito to drill ready stage, advancement of Mecatona to drill targeting and further drill targeting and target prioritization at La Cigarra. The Company will also use a portion of the net proceeds of the Private Placement for maintenance of existing properties, investigating future acquisitions with the focus on large high-grade deposits as well as general working capital.

All securities issued pursuant to the Private Placement are subject to a four month hold period under applicable securities laws in Canada ending on July 6, 2019.