



GOLDSOURCE **MINES INC.**

CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

FOR THE YEAR ENDED DECEMBER 31, 2019

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Goldsource Mines Inc.

Opinion

We have audited the accompanying consolidated financial statements of Goldsource Mines Inc. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and 2018, 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, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Other Information

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

April 27, 2020

GOLDSOURCE MINES INC.
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GOLDSOURCE MINES INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)
AS AT DECEMBER 31,

	2019	2018
ASSETS		
Current assets		
Cash and cash equivalents	\$ 3,159,068	\$ 398,144
Amounts receivable	62,641	30,701
Prepaid expenses	58,635	69,293
Marketable securities	507	1,522
Total current assets	3,280,851	499,660
Non-current assets		
Deposit (note 4)	268,387	265,610
Rent deposit	36,053	36,053
Mineral property (note 4)	6,575,508	6,668,283
Property, plant and equipment (note 5)	3,067,855	3,464,341
Total non-current assets	9,947,803	10,434,287
TOTAL ASSETS	\$ 13,228,654	\$ 10,933,947
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 8)	\$ 475,417	\$ 327,600
Lease liability (note 2)	55,720	-
Total current liabilities	531,137	327,600
Non-current liabilities		
Lease liability (note 2)	85,093	-
Rehabilitation provision (note 7)	391,051	410,709
Total liabilities	1,007,281	738,309
Shareholders' equity		
Capital stock (note 9)	63,225,056	55,116,880
Private placement subscriptions received	-	438,404
Reserves (note 9)	6,753,121	6,013,767
Deficit	(57,756,804)	(51,373,413)
Total shareholders' equity	12,221,373	10,195,638
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 13,228,654	\$ 10,933,947

Nature and continuance of operations (note 1)

Contingencies (note 10)

Subsequent events (note 15)

Approved by the Board and authorized for issue on April 27, 2020.

"Ioannis Tsitos"

Director

"Graham C. Thody"

Director

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

GOLDSOURCE MINES INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEARS ENDED DECEMBER 31,

	2019	2018
Accretion (note 7)	\$ 18,277	\$ 18,338
Depreciation (note 5)	64,369	60,550
Loss on disposal of property, plant and equipment (note 5)	64,397	-
Exploration and evaluation expenditures (note 4)	4,696,288	2,845,994
Foreign exchange loss (gain)	70,968	(8,205)
General exploration expenditures	5,640	5,640
Impairment loss (note 4)	126,046	-
Insurance	69,431	69,618
Interest expense (note 2)	27,714	-
Interest income	(88,176)	(2,527)
Office and miscellaneous expense	19,242	71,185
Professional fees (note 8)	85,406	82,003
Regulatory and transfer agent fees	43,319	21,979
Remuneration (note 8)	661,679	344,631
Share-based compensation (notes 8, 9)	565,953	116,423
Shareholder and investor relations	130,484	46,860
Tradeshaw and travel	99,701	27,315
Unrealized loss on marketable securities	1,015	10,658
Loss and comprehensive loss for the year	\$ (6,661,753)	\$ (3,710,462)
Basic and diluted comprehensive loss per common share	\$ (0.02)	\$ (0.02)
Weighted average number of common shares outstanding	294,636,026	208,983,026

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

GOLDSOURCE MINES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEARS ENDED DECEMBER 31,

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (6,661,753)	\$ (3,710,462)
Items not affecting cash:		
Accretion expense	18,277	18,338
Depreciation	534,980	918,753
Loss on disposal of property, plant and equipment	64,397	-
Foreign exchange loss (gain)	12,538	(21,035)
Interest expense	27,714	-
Interest income	(88,176)	(2,527)
Share-based compensation	633,089	132,630
Impairment of mineral property	126,046	-
Unrealized loss on marketable securities	1,015	10,658
Changes in non-cash working capital items:		
Amounts receivable	16,759	(9,744)
Taxes receivable	(3,598)	345
Prepaid expenses	10,658	17,595
Accounts payable and accrued liabilities	207,364	(21,587)
Net cash used in operating activities	(5,100,690)	(2,667,036)
CASH FLOWS FROM INVESTING ACTIVITIES		
Mineral property	(33,271)	(92,775)
Deposit on reclamation bond	(15,315)	-
Purchase of property, plant and equipment	(126,880)	(35,593)
Interest received	43,075	2,512
Net cash used in investing activities	(132,391)	(125,856)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loan principal paid	-	(100,000)
Capital stock issued	8,734,692	2,701,100
Capital stock issuance costs	(680,293)	(117,317)
Payment of lease liabilities	(60,394)	-
Private placement subscriptions received	-	438,404
Net cash provided by financing activities	7,994,005	2,922,187
Change in cash and cash equivalents, during the year	2,760,924	129,295
Cash and cash equivalents, beginning of the year	398,144	268,849
Cash and cash equivalents, end of the year	\$ 3,159,068	\$ 398,144
Cash and cash equivalents is represented by:		
Cash	350,798	386,644
Cash equivalents	2,808,270	11,500
	\$ 3,159,068	\$ 398,144
Non-cash investing activities		
Capitalized to property, plant and equipment		
Right of use asset recognized upon accounting policy change	\$ 173,493	\$ -
Rehabilitation provision	\$ 37,935	\$ 11,659
Accounts payable and accrued liabilities	\$ -	\$ 62,357
Non-cash financing activities		
Fair value of agents' warrants	\$ 403,195	\$ 2,753
Share subscription applied to share issuance	\$ 438,404	\$ 126,000

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

GOLDSOURCE MINES INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)

	Capital stock		Subscriptions received	Reserves	Deficit	Total
	Number	Amount		Share-based payments		
Balance at December 31, 2017	166,965,366	\$ 52,409,850	\$ 126,000	\$ 6,073,390	\$ (47,855,204)	\$ 10,754,036
Private placements	54,712,544	2,827,100	(126,000)	-	-	2,701,100
Capital stock issuance costs	240,000	(120,070)	-	-	-	(120,070)
Private placement subscriptions received	-	-	438,404	-	-	438,404
Share-based compensation	-	-	-	132,630	-	132,630
Stock options expired	-	-	-	(192,253)	192,253	-
Net loss and comprehensive loss for the year	-	-	-	-	(3,710,462)	(3,710,462)
Balance at December 31, 2018	221,917,910	55,116,880	438,404	6,013,767	(51,373,413)	10,195,638
Private placements (note 9)	88,330,000	8,779,600	(438,404)	-	-	8,341,196
Capital stock issuance costs (note 9)	-	(1,083,488)	-	403,195	-	(680,293)
Warrants exercised (note 9)	3,729,200	376,601	-	(3,105)	-	373,496
Share-based compensation (note 9)	-	-	-	633,089	-	633,089
Stock options exercised (note 9)	200,000	35,463	-	(15,463)	-	20,000
Stock options expired or forfeited (note 9)	-	-	-	(278,362)	278,362	-
Net loss and comprehensive loss for the year	-	-	-	-	(6,661,753)	(6,661,753)
Balance at December 31, 2019	314,177,110	\$ 63,225,056	\$ -	\$ 6,753,121	\$ (57,756,804)	\$ 12,221,373

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Goldsource Mines Inc. (the “Company” or “Goldsource”) is a Canadian resource company engaged in exploration and development. The Company’s primary business objective is to expand and improve the quality of its existing resources through exploration in order to enable it to become a low-cost gold producer at its Eagle Mountain Gold Project, located on its Eagle Mountain Property, in Guyana, South America. Goldsource is incorporated under the Business Corporations Act (British Columbia). The common shares of the Company trade on the TSX Venture Exchange under the symbol “GXS” and on the OTCQB under the symbol “GXSFF”. The head office and principal address of the Company is 501-570 Granville Street, Vancouver, BC, Canada, V6C 3P1. The address of the Company’s registered and records office is 19th Floor, 885 West Georgia Street, Vancouver, BC, Canada, V6C 3E8.

The Company currently has no proven or probable reserves and, based on information to date, has not yet determined whether its Eagle Mountain Gold Project contains economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company.

At December 31, 2019, the Company had cash and cash equivalents of \$3.2 million, accumulated losses of \$57.8 million, and working capital of \$2.7 million. Subsequent to December 31, 2019, the Company received gross proceeds of \$6.6 million from the completion of a private placement (note 15) which the Company believes will be sufficient to maintain its exploration activities at the Eagle Mountain Property for the next 12 months. These consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business.

These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts, the classification of liabilities, or the impact on the statement of operations that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of preparation and measurement

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These consolidated financial statements were approved for issuance by the Board of Directors on April 27, 2020.

Basis of consolidation

These consolidated financial statements include the accounts of Goldsource and its wholly owned subsidiaries Eagle Mountain Gold Corp., a Canadian corporation, and Stronghold Guyana Inc. (“Stronghold”), a Guyanese corporation. Goldsource consolidates subsidiaries where the Company can exercise control. Control is achieved when the Company is exposed to variable returns from involvement with an investee and can affect the returns through power over the investee. Control is normally achieved through ownership, directly or indirectly, of more than 50 percent of the voting power. Control can also be achieved through power over more than half of the voting rights by virtue of an agreement with other investors or through the exercise of de facto control. All intercompany balances, transactions, income and expenses, and profits or losses have been eliminated on consolidation.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and highly liquid investments with 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.

Taxes receivable

Taxes receivable are comprised of refundable goods and services tax paid by the Company.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant, and equipment ("PP&E") is recorded at historical cost less accumulated depreciation and impairment charges. The cost of an item of PP&E includes the purchase price or construction cost, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use, an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, and for qualifying assets, the associated borrowing costs. Where an item of PP&E is comprised of major components with different useful lives, the components are accounted for as separate items of PP&E.

PP&E is depreciated to its estimated residual value using the straight-line method over the estimated useful lives of the individual assets. The significant classes of PP&E and their useful lives are as follows:

Building	20 years	Equipment	5 years	Office equipment	5 years
Vehicles	5 years	Computers	2-3 years	Processing plant	9 years

An item of PP&E is derecognized upon disposal, when held for sale, or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Mineral property & exploration and evaluation expenditures

Mineral property acquisition costs

The costs of acquiring exploration properties, including transaction costs, are capitalized as mineral property. Costs incurred prior to the legal right to explore is obtained, are expensed in the period in which they are incurred.

Acquisition costs for each exploration property are carried forward as an asset provided that one of the following conditions is met:

- Such costs are expected to be recouped in full through the successful exploration and development of the exploration property or alternatively, by sale; or
- Exploration and evaluation activities in the property have not reached a stage which permits a reasonable assessment of the existence of economically recoverable reserves, but active and significant operations in relation to the exploration property are continuing or planned.

The Company performs an assessment for impairment of capitalized amounts whenever the facts and circumstances indicate that the asset may exceed its recoverable amount. In the case of undeveloped properties, there may be only inferred resources to allow management to form a basis for the impairment review. The review is based on the Company's intentions for the development of such an exploration property. If an exploration property does not prove viable, all unrecoverable costs associated with the property are charged to the consolidated statement of loss and comprehensive loss at the time the determination is made. For the purposes of impairment testing, mineral property assets are allocated to cash-generating units to which the exploration activity relates. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of loss and comprehensive loss.

Exploration and evaluation expenditures

Exploration and evaluation costs, net of incidental revenues, are charged to the statement of loss and comprehensive loss in the year incurred until the technical feasibility and commercial viability of the extraction of mineral reserves or resources from a particular mineral property has been determined, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into property and equipment. The establishment of technical feasibility and commercial viability of a mineral property is assessed based on a combination of factors, such as but not limited to: the extent to which mineral reserves or mineral resources have been identified through a feasibility study or similar level document; the results of optimization studies and further technical evaluation carried out to mitigate project risks identified in the feasibility study; the status of environmental permits, and the status of mining leases or permits.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Transition from exploration and evaluation to development and production phases

Once the technical feasibility and commercial viability of an exploration property has been determined, it is then considered to be a mine under development and is reclassified to property, plant and equipment. The carrying value of capitalized mineral property acquisition costs are tested for impairment before they are transferred to property and equipment.

All costs relating to the construction, installation, or completion of a mine that are incurred subsequent to the exploration and evaluation stage are capitalized to mineral property. Development expenditure is net of proceeds from the sale of ore extracted during the development phase.

The Company assesses the stage of each mine under development to determine when a property reaches the stage when it is in the condition for it to be capable of operating in a manner intended by management (“commercial production”). Determining when a mine has achieved commercial production is a matter of judgement. Depending on the specific facts and circumstances, the following factors may indicate that commercial production has commenced:

- all major capital expenditures to bring the mine to the condition necessary for it to be capable of operating in the manner intended by management have been completed;
- the completion of a reasonable period of testing of the mine plant and equipment;
- the ability to produce saleable product (e.g., the ability to produce ore within specifications);
- the mine has been transferred to operating personnel from internal development groups or external contractors;
- the mine or mill has reached a pre-determined percentage of design capacity;
- mineral recoveries are at or near the expected production level; and
- the ability to sustain ongoing production of ore (i.e., the ability to continue to produce or at a steady or increasing level).

When management determines that a property is capable of commercial production, costs capitalized during development are amortized.

Once a mineral property has been brought into commercial production, costs of any additional work on that property are expensed as incurred, except for development programs which constitute a betterment, which will be deferred and depleted over the remaining useful life of the related assets. Mine properties include decommissioning and restoration costs related to the reclamation of mine properties. Mine properties are derecognized upon disposal, or impaired when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss on disposal of the asset, determined as the difference between the proceeds received and the carrying amount of the asset is recognized in the statement of loss and comprehensive loss.

Mine properties are depreciated and depleted on the unit-of-production basis using the mineable ounces extracted from the mine in the period as a percentage of the total mineable ounces to be extracted in current and future periods based on mineral resources. Mine properties are recorded at cost, net of accumulated depreciation and depletion and accumulated impairment losses and are not intended to represent future values. Recovery of capitalized costs is dependent on successful development of economic mining operations or the disposition of the related mineral property.

Rehabilitation provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related mining assets.

Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks. Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currency translation

The presentation currency of the Company is the Canadian dollar. The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The Company considers the functional currency for all its entities to be the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standard ("IAS") 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of loss and comprehensive loss.

Share-based compensation and payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees, and consultants. The cost of stock options granted is recorded based on the estimated fair-value at the grant date and charged to the consolidated statement of comprehensive loss over the vesting period. Where stock options are subject to vesting, each vesting tranche is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the date of grant using the Black-Scholes Option Pricing Model. Compensation expense is recognized over the tranche's vesting period by a charge to the statement of loss and comprehensive loss, with a corresponding increase to reserves based on the number of options expected to vest. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based compensation is transferred to deficit. The number of options expected to vest is reviewed at least annually, with any impact being recognized immediately.

In situations where equity instruments are issued to non-employees and some or all the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate mineral properties. These equity financing transactions may involve the issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants. Depending on the terms and conditions of each equity financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are valued using the residual value method and included in share capital with the common shares that were concurrently issued. Warrants that are issued as payment for an agency fee or other transactions costs are accounted for as share-based payments.

Related party transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, and related parties may be individuals, including immediate family members of the individual, or corporate entities, including the Company's wholly owned subsidiaries. A transaction is a related party transaction when there is a transfer of resources or obligations between related parties.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed like basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Taxation

Income tax expense comprises current and deferred income taxes. Current and deferred income taxes are recognized in the statement of loss and comprehensive loss except to the extent that they relate to items recognized directly in equity. Current income tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

The Company follows the asset and liability method of accounting for income taxes whereby deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates and laws expected to apply in the years in which temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in operations in the period that includes the substantive enactment date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is not recorded. Deferred income tax assets and liabilities are presented as non-current in the financial statements.

Financial instruments

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. 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 the Company has opted to measure them at FVTPL.

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 profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recognized in profit or loss for the period.

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

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 the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of new accounting policy - leases

Impact of application of IFRS 16 Leases

Effective January 1, 2019, the Company adopted IFRS 16 using the modified retrospective application method, where the 2018 comparatives are not restated and the cumulative effect of initially applying IFRS 16 has been recorded on January 1, 2019 for any differences identified. The Company has determined that the adoption of IFRS 16 resulted in no adjustments to the opening balance of accumulated deficit.

IFRS 16 introduces significant changes to the lessee accounting by removing the distinction between operating and finance leases under IFRS 17 and requiring the recognition of a right-of-use asset ("ROU asset") and a lease liability at the lease commencement for all leases, except for short-term leases (lease terms of 12 months or less) and leases of low value assets.

In applying IFRS 16 for all leases, except as noted above, the Company (i) recognizes the ROU asset and lease liabilities in the statement of financial position, initially measured at the present value of future lease payments; (ii) recognizes the depreciation of ROU assets and interest on lease liabilities in the consolidated statement of loss and comprehensive loss; and (iii) separates the total amount of cash paid into a principal portion (presented in financing activities) and interest (presented within operating activities) in the consolidated statement of cash flows. For short-term leases and leases of low value assets, the Company has opted to recognize a lease expense on a straight-line basis, and this expense is presented within exploration expenditures in the consolidated statement of comprehensive loss.

The Company has made use of the following practical expedients available on transition to IFRS 16:

- Measure the ROU assets equal to the lease liability calculated for each lease;
- Apply the recognition exemptions for low value leases and leases that end within 12 months of the date of initial application, and account for them as low value and short-term leases, respectively; and
- Accounting for non-lease components and lease components as a single lease component.

In transitioning to IFRS 16, the Company analyzed its contracts to identify whether they are or contain a lease arrangement. This analysis identified a contract containing a lease that had an equivalent increase to both the Company's ROU assets and lease liability, which resulted in a \$173,493 adjustment. The incremental borrowing rate for the lease liability initially recognized on adoption of IFRS 16 was 18%.

The cumulative effect of the changes made to the consolidated statement of financial position as at January 1, 2019 for the adoption of IFRS 16 is as follows:

	As previously reported	Effect of change in accounting policy	As reported under new accounting policy
Property and equipment	\$ 3,464,341	\$ 173,493	\$ 3,637,834
Lease liability (current)	-	(55,720)	(55,720)
Lease liability (non-current)	-	(117,773)	(117,773)
	\$ 3,464,341	\$ -	\$ 3,464,341

The operating lease obligation as at December 31, 2018 is reconciled as follows to the recognized a lease liability as at January 1, 2019:

Operating lease obligation as at December 31, 2018	\$ 276,809
Effect from discounting at the incremental borrowing rate as at January 1, 2019	(103,316)
Lease liability due to initial application of IFRS 16 at January 1, 2019	\$ 173,493

New accounting policy for leases under IFRS 16

The Company assesses whether a contract is or contains a lease, at the inception of a contract. The Company recognizes a ROU asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, at the commencement of the lease, with the following exceptions: (i) the Company has elected not to recognize ROU assets and liabilities for leases where the total lease term is less than or equal to 12 months, or (ii) for leases of low value. The payments for such leases are recognized in the consolidated statement of loss and comprehensive loss on a straight-line basis over the lease term.

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2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of new accounting policy – leases (continued)

New accounting policy for leases under IFRS 16 (continued)

The ROU asset is initially measured based on the present value of lease payments, lease payments made at or before the commencement day, and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. The ROU asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. Lease payments include fixed payments less any lease incentives, and any variable lease payments where variability depends on an index or rate. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

ROU assets are included in property and equipment, and the lease liability is presented as a separate line in the consolidated statement of financial position. Variable lease payments that do not depend on an index or rate are not included in the measurement of the ROU asset and lease liability. The related payments are recognized as an expense in the period in which the triggering event occurs and are included in the consolidated statement of loss and comprehensive loss.

Lease liability

The Company leases office space and has one other lease which is considered a short-term lease and as such is included in the statement of comprehensive loss and not the statement of financial position. During 2019, interest expense on the lease liabilities amounted to \$27,714. The Company did not incur any variable lease payments and there were no leases with residual value guarantees or leases not yet commenced to which the Company is committed. During 2019, the expense relating to the short-term lease amounted to \$31,512.

Lease liability	December 31, 2019
Lease liability	\$ 140,813
Less: current portion	(55,720)
Long-term portion	\$ 85,093

Undiscounted lease payments	
Not later than 1 year	\$ 60,395
Later than 1 year and not later than 5 years	119,967
	\$ 180,362

3. CRITICAL JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts and the valuation of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of expenditures during the year.

These judgments and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances. Actual results may differ from the estimates. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively. Information about such judgments and estimates is contained in the description of accounting policies (note 2) and/or other notes to the financial statements. Management has made the following critical judgments and estimates:

3. CRITICAL JUDGMENTS AND ESTIMATES (continued)

Critical judgments in applying accounting policies

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are as follows:

Mineral property / exploration and evaluation expenditures

The application of the Company's accounting policy for mineral property / exploration and evaluation expenditures requires judgment in determining if indicators of impairment over exploration and evaluation expenditures exist, in accordance with IFRS 6 Exploration for and evaluation of mineral resources.

Functional currency

The functional currency for each of the Company's operations is the currency of the primary economic environment in which the entity operates. The Company has determined that the functional currency for all entities is the Canadian dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

Rehabilitation and restoration provision

The Company has obligations for the future restoration of its mining tenements. In most instances, removal of assets and restoration of the surrounding area occurs many years into the future. This requires judgmental assumptions regarding removal date, the extent of reclamation activities required, the engineering methodology for estimating cost, future removal technologies in determining removal cost, and asset specific discount rates to determine the present value of these cash flows.

Key sources of estimation uncertainty

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

Impairment of non-current assets

Non-current assets are tested for impairment when indicators of impairment are present. Calculating the estimated fair values of cash generating units for non-current asset impairment tests requires management to make estimates and assumptions with respect to metal selling prices; future capital expenditures; reductions in the amount of recoverable resources, and exploration potential; future production cost estimates; discount rates; and exchange rates. Reductions in metal price forecasts; increases in estimated future costs of production; increases in estimated future non-expansionary capital expenditures; reductions in the amount of recoverable resources, and exploration potential; and/or adverse current economics can result in a write-down of the carrying amounts of the Company's non-current assets.

Income taxes

Management is required to make estimations regarding the tax basis of assets and liabilities and related deferred income tax assets and liabilities, the measurement of income tax expense, and indirect taxes. The Company is subject to assessments by tax authorities who may interpret tax law differently. These factors may affect the final amount or the timing of tax payments.

Estimating useful life of property, plant, and equipment

Depreciation of PP&E is charged so as to write down the value of those assets to their residual value over their respective estimated useful lives. Management is required to assess the useful economic lives and residual values of the assets such that depreciation is charged on a systematic basis to the current carrying amount. The useful lives are estimated having regard to such factors such as asset maintenance, rate of technical and commercial obsolescence, and asset usage. The useful lives of key assets are reviewed annually.

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4. MINERAL PROPERTY AND EXPLORATION AND EVALUATION EXPENDITURES

Eagle Mountain Gold Project – Guyana

	As at December 31, 2017	Additions during the year	As at December 31, 2018	Additions during the year	As at December 31, 2019
Mineral property acquisition costs					
Mineral property acquired	\$ 5,722,081	\$ 92,775	\$ 5,814,856	\$ 33,271	\$ 5,848,127
Shares issued	853,427	-	853,427	-	853,427
Impairment	-	-	-	(126,046)	(126,046)
Total mineral property acquisition costs	\$ 6,575,508	\$ 92,775	\$ 6,668,283	\$ (92,775)	\$ 6,575,508

During 2018, the Company entered into an option agreement to acquire a 100% interest in the Bishop Growler Property, located three kilometres from the Eagle Mountain Gold Project, for total consideration of US\$1,025,000. To December 31, 2019, the Company has made two option payments (US\$75,000 and US\$25,000) totaling US\$100,000.

During 2019, the Company and the option holder agreed to amend the schedule of option payments as follows:

- US\$75,000 on March 28, 2018 (paid);
- US\$25,000 on April 16, 2019 (paid);
- US\$150,000 in January 2020;
- US\$150,000 in January 2021; and
- US\$625,000 upon the exercise of the option.

Subsequent to December 31, 2019, the Company terminated the Bishop Growler option agreement (note 15). Accordingly, the Company recorded impairment expense of \$126,046 for all related capitalized acquisition costs.

The Company's cumulative exploration and evaluation expenditures on the Eagle Mountain Gold Project are as follows:

	Cumulative to December 31, 2017	Expenditures during the year	Cumulative to December 31, 2018	Expenditures during the year	Cumulative to December 31, 2019
Exploration and evaluation expenditures:					
Assays	\$ 225,919	\$ 199,797	\$ 425,716	\$ 323,113	\$ 748,829
Borrowing costs	24,210	-	24,210	-	24,210
Camp costs	1,546,401	355,612	1,902,013	613,127	2,515,140
Depreciation (note 5)	1,467,642	858,203	2,325,845	470,611	2,796,456
Drilling	25,967	133,153	159,120	1,277,450	1,436,570
Operations and general	2,174,186	288,594	2,462,780	478,709	2,941,489
Road maintenance	684,907	-	684,907	-	684,907
Sale of gold ounces ⁽¹⁾	(723,584)	(89)	(723,673)	-	(723,673)
Salaries (note 8)	3,126,419	841,358	3,967,777	1,253,368	5,221,145
Share-based compensation (notes 8, 9)	110,476	16,207	126,683	67,136	193,819
Tailings	17,723	-	17,723	-	17,723
Technical services and consulting	407,933	153,159	561,092	212,774	773,866
Total exploration and evaluation expenditures	\$ 9,088,199	\$ 2,845,994	\$ 11,934,193	\$ 4,696,288	\$ 16,630,481

⁽¹⁾ During prior years and to December 31, 2019, the majority of the Company's mineral resources are inferred whereby economic viability of such resources cannot be determined. Accordingly, the removal of the gold concentrate from the Company's Eagle Mountain Gold Project is considered an exploration and evaluation activity, and as such, all costs associated with the removal of gold concentrate are recognized as an exploration and evaluation activity. Sales received from the Eagle Mountain Gold Project are recognized as a recovery of exploration and evaluation expenditures given that the Company has not yet completed a positive economic analysis of its mineral interests.

4. MINERAL PROPERTY AND EXPLORATION AND EVALUATION EXPENDITURES (continued)

Eagle Mountain Gold Project – Guyana (continued)

In connection with the acquisition of Eagle Mountain Gold Corp. in 2014, the Company acquired a 100% interest in the Eagle Mountain Gold Project located in Guyana. On March 6, 2014, the Company executed an Amendment Agreement with Omai Gold Mines Ltd. (“OGML”), a subsidiary of IAMGOLD Corporation with respect to the Eagle Mountain Gold Project. The summary of amending terms includes:

- I. Goldsource will issue to OGML 3,389,279 common shares (issued);
- II. Goldsource shall pay OGML US\$3,025,501 (“Initial Payment”) in cash or, at Goldsource’s option, in common shares of Goldsource, at a price per share equal to a five percent (5%) discount to the Volume Weighted Average Price (“VWAP”) of Goldsource’s common shares for the twenty trading days prior to issuance, upon the earlier of:
 - a. If average market price of gold is US\$1,400/oz. or higher upon achieving total production of 40,000 ounces of gold, then the Initial Payment is due 90 days after 40,000 ounces have been produced, otherwise payment to be made 90 days after 50,000 ounces produced from the Project;
 - b. Ninety days after having completed one year of gold production under a large-scale Mining License issued by the Guyana Geology and Mines Commission (“GGMC”); or
 - c. Five days after the date on which the 20-day VWAP of Goldsource exceeds \$0.75 per share.
- III. Goldsource shall pay OGML an additional US\$5,000,000 (“Final Payment”) in cash or, at Goldsource’s option, US\$2,500,000 cash and US\$2,500,000 in common shares of Goldsource, at a price per share equal to a five percent (5%) discount to the 20-day VWAP of Goldsource’s common shares. The Final Payment shall be made one year after the earlier of:
 - a. The payment set out in, (“II a.”) above has been made; or
 - b. After having completed one year of gold production under a large-scale Mining License issued by the GGMC.

The Company pledged a \$268,387 (US\$206,200) (December 31, 2018 – \$265,610 (US\$194,540)) reclamation site bond, held by the Guyana Geology and Mines Commission for exploration permits on the Eagle Mountain Gold Project.

Goldsource’s subsidiary Stronghold holds a prospecting license on the Eagle Mountain Property (“EMPL”), which was recently renewed on October 18, 2019 for a three-year period. In August 2014, the Guyana Geology and Mines Commission granted a Medium Scale Mining Permit (the “Permit”) to Kilroy Mining Inc. (“Kilroy”) to mine gold, diamonds, precious metals and minerals on a portion within the Eagle Mountain Property. As the Permit is required under Guyana law to be held by a Guyanese national, Stronghold has entered into agreements with Kilroy, a private arm’s length Guyanese company pursuant to which Stronghold and Kilroy will jointly operate the Eagle Mountain Gold Project. Kilroy has granted Stronghold the exclusive right to conduct mining operations on the Eagle Mountain Gold Project including any additional areas acquired by Kilroy. Stronghold will fund all expenditures on the Eagle Mountain Gold Project and receive 100% of all revenues, subject to applicable government royalties and a 2% net smelter return royalty to Kilroy as compensation for its participation.

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5. PROPERTY, PLANT AND EQUIPMENT

	Eagle Mountain Gold Project			Right of use asset	Corporate office	Total
	Construction in progress	Processing plant ⁽²⁾	Other equipment			
Cost						
As at December, 31, 2017	\$ 87,394	\$ 3,343,564	\$ 2,374,204	\$ -	\$ 65,618	\$ 5,870,780
Additions	-	-	37,642	-	2,889	40,531
Changes in asset retirement obligation	-	11,660	-	-	-	11,660
As at December 31, 2018	87,394	3,355,224	2,411,846	-	68,507	5,922,971
Recognition of right of use asset upon initial adoption of accounting policy (note 2)	-	-	-	173,493	-	173,493
Additions	-	-	124,800	-	2,080	126,880
Changes in asset retirement obligation	-	(37,935)	-	-	-	(37,935)
Disposals	(87,394)	(61,640)	-	-	-	(149,034)
As at December 31, 2019	\$ -	\$ 3,255,649	\$ 2,536,646	\$ 173,493	\$ 70,587	\$ 6,036,375
Accumulated depreciation						
As at December, 31, 2017	\$ -	\$ 663,295	\$ 814,256	\$ -	\$ 62,326	\$ 1,539,877
Depreciation for the year	-	478,283	436,803	-	3,667	918,753
As at December 31, 2018	-	1,141,578	1,251,059	-	65,993	2,458,630
Depreciation for the year ⁽¹⁾	-	111,299	383,145	37,853	2,683	534,980
Disposal	-	(25,090)	-	-	-	(25,090)
As at December 31, 2019	\$ -	\$ 1,227,787	\$ 1,634,204	\$ 37,853	\$ 68,676	\$ 2,968,520
Carrying amounts						
As at December 31, 2018	\$ 87,394	\$ 2,213,646	\$ 1,160,787	\$ -	\$ 2,514	\$ 3,464,341
As at December 31, 2019	\$ -	\$ 2,027,862	\$ 902,442	\$ 135,640	\$ 1,911	\$ 3,067,855

⁽¹⁾ During 2019, depreciation expense of \$470,611 (2018 - \$858,203) was recorded in exploration and evaluation expenditures (note 4).

⁽²⁾ During 2019, the Company changed its estimate for the remaining useful life for the processing plant. The Company now estimates that the processing plant's useful life will end in 2027. The effect of these changes on actual and expected depreciation expense, included in exploration and evaluation expenditures, is as follows:

	2019	2020	2021	2022	2023	Later
(Decrease) increase in depreciation expense	(201,565)	(201,565)	(201,565)	(201,565)	1,316	804,946

6. LOAN PAYABLE

	2019	2018
Balance, beginning of year	\$ -	\$ 100,000
Repayment	-	(100,000)
Balance, end of year	\$ -	\$ -

On December 21, 2017, the Company entered into a promissory note of \$100,000 with Maverick Mining Consultants Inc. ("Maverick"), a company controlled by the Company's Executive Chairman and Chief Operating Officer ("COO"). The purpose of this loan was to provide short-term working capital. The loan was due on demand and bore interest at a rate of 5% per annum. During 2018, the Company repaid the promissory note in full and all interest was forgiven by Maverick.

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7. REHABILITATION PROVISION

The rehabilitation provision relates to the construction of the Eagle Mountain Gold Project. Significant reclamation and closure activities include land rehabilitation, the removal of buildings and processing plant, and other costs.

	2019	2018
Balance, beginning of year	\$ 410,709	\$ 380,712
Changes in obligation	7,601	8,192
Accretion expense	18,277	18,338
Changes in estimates	(45,536)	3,467
Balance, end of year	\$ 391,051	\$ 410,709

During 2019, the Company changed its estimate for when rehabilitation costs would be realized. The Company now estimates that rehabilitation costs will be incurred in 2027. As a result, the Company recorded a reduction of the rehabilitation provision, and a corresponding reduction of the related asset, of \$45,536.

The present value of the rehabilitation provision, using an effective discount rate of 5% (2018 – 5%), is currently estimated at \$391,051 (US\$242,706 (2018 – \$410,709 (US\$271,330))), reflecting anticipated cash flows to be incurred over approximately the next nine years (2018 – four years). The undiscounted value of these obligations is \$429,185 (US\$332,000) (2018 – \$419,899 (US\$325,000)), calculated using a long-term inflation rate assumption of 2.4% (2018 – 2.2%).

In view of uncertainties concerning asset retirement obligations, the ultimate costs could be materially different from the amounts estimated. The estimate of future asset retirement obligations is subject to change based on amendments to applicable laws and legislation. Future changes in asset retirement obligations, if any, could have a significant impact.

8. RELATED PARTY TRANSACTIONS

Key management compensation

The Company's key management personnel have the authority and responsibility for planning, directing, and controlling the activities of the Company and include the Company's President, COO, Chief Financial Officer ("CFO"), and directors. Key management personnel compensation is summarized as follows:

	2019	2018
Management remuneration ⁽¹⁾	\$ 367,500	\$ 222,375
Directors fees	15,000	-
Share-based compensation ⁽²⁾	427,430	92,778
	\$ 809,930	\$ 315,153

⁽¹⁾ The Company paid management fees to companies controlled by the COO and the President, and paid remuneration and short-term benefits to the CFO. At December 31, 2019, \$Nil (December 31, 2018 – \$10,500) of management fees were owing to a company controlled by the COO.

⁽²⁾ Share-based compensation is the vested portion of the fair value at grant date of stock options awarded to all directors and officers of the Company.

Legal fees

During 2019, legal fees of \$27,675 (2018 – \$43,979), included in professional fees, legal fees of \$Nil (2018 – \$737), capitalized as acquisition costs, and capital stock issuance costs of \$73,260 (2018 – \$56,473) were paid or accrued to Koffman Kalef LLP, a law firm of which an officer of the Company is a partner, of which \$1,377 (2018 – \$35,003) was payable at December 31, 2019.

8. RELATED PARTY TRANSACTIONS (continued)

Other transactions

During 2019, the Company paid remuneration of \$4,917 (2018 – \$2,625) and recognized share-based compensation of \$6,714 (2018 – \$4,862) to employees who are immediate family members of the COO. Remuneration and share-based payments incurred to these employees were recorded as exploration and evaluation expenditures (note 4).

The Company has a cost sharing agreement with SilverCrest Metals Inc. (“SilverCrest”), a company related by common directors and officers, whereby the Company shares salaries, administrative services, and other expenses. During 2019, the Company was allocated \$210,639 (2018 – \$138,541) for its share of these expenses, of which \$36,428 (2018 – \$79,105) was payable to SilverCrest at December 31, 2019.

During 2017, the Company obtained a promissory note from a company controlled by the Company’s COO (note 6). The loan was repaid during 2018.

9. CAPITAL STOCK

Authorized shares

The Company’s authorized capital stock consists of an unlimited number of common shares and an unlimited number of preferred shares without nominal or par value.

Issued and outstanding

At December 31, 2019, the Company had 314,177,110 common shares and no preferred shares outstanding.

2019

The Company completed a private placement of 26,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,300,000. Each unit consisted of one common share and one warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.09 until January 17, 2021. The Company determined that the warrants did not have any residual value. The Company paid finder’s fees of \$28,500 and incurred capital stock issuance costs of \$79,418 in connection with the private placement.

The Company completed a private placement of 62,330,000 units at a price of \$0.12 per unit for gross proceeds of \$7,479,600. Each unit consisted of one common share and one-half warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.20 until April 11, 2021. The Company determined that the warrants did not have any residual value. The Company paid cash commissions of \$503,756 and issued 3,739,800 agents’ warrants with a total fair value of \$403,195. Each agent warrant is exercisable to acquire one common share at a price of \$0.12 per share until April 11, 2021. The Company incurred capital stock issuance costs of \$68,619 in connection with the private placement.

The Company issued 3,700,400 common shares at \$0.10 per common share and 28,800 common shares for \$0.12 per common share for gross proceeds of \$373,496 upon the exercise of warrants. Accordingly, the company reallocated \$3,105 from reserves to capital stock. The Company also issued 200,000 common shares at \$0.10 per common share for gross proceeds of \$20,000 upon the exercise of stock options. Accordingly, the Company reallocated \$15,463 from reserves to capital stock.

2018

The Company completed a private placement of 36,418,000 units at a price of \$0.05 per unit for gross proceeds of \$1,820,900. Each unit consisted of one common share and one warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.10 until January 18, 2020. The Company determined that the warrants did not have any residual value. Finder’s fees totaling \$51,930 were paid in connection with the private placement, of which \$39,930 was paid in cash. The remaining \$12,000 was paid with 240,000 units at a price of \$0.05 per unit. Each unit consisted of one common share and one warrant, which are exercisable on the same terms as those issued in the private placement except that they are non-transferrable. In connection with the private placement, the Company incurred \$53,860 of capital stock issuance costs, in addition to finder’s fees.

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9. CAPITAL STOCK (continued)

Issued and outstanding (continued)

2018 (continued)

The Company completed a private placement of 18,294,544 units at a price of \$0.055 per unit for gross proceeds of \$1,006,200. Each unit consisted of one common share and one-half warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$0.09 until August 10, 2020. The Company determined that the warrants did not have any residual value. In connection with the private placement, the Company incurred \$26,280 in capital stock issuance costs.

Warrants

Warrant transactions during the year are as follows:

	2019		2018	
	Number of Warrants	Weighted average exercise price	Number of Warrants	Weighted average exercise price
Outstanding, beginning of year	72,038,722	\$ 0.15	26,233,450	\$ 0.23
Issued	60,904,800	0.15	45,805,272	0.10
Exercised	(3,729,200)	0.10	-	-
Expired	(26,233,450)	0.23	-	-
Outstanding, end of year	102,980,872	\$ 0.13	72,038,722	\$ 0.15

The warrants outstanding at December 31, 2019 are as follows:

Expiry date	Exercise price	Remaining life (years)	Number of Warrants
January 18, 2020*	\$ 0.10	0.05	32,957,600
August 10, 2020	\$ 0.09	0.61	9,147,272
January 17, 2021	\$ 0.09	1.05	26,000,000
April 11, 2021	\$ 0.20	1.28	31,165,000
April 11, 2021	\$ 0.12	1.28	3,711,000
			102,980,872

*Subsequent to December 31, 2019, these warrants expired unexercised.

The weighted average remaining life of warrants outstanding is 0.77 years.

Stock options

The Company has a "rolling 10%" Stock Option Plan which authorizes the grant of stock options to directors, officers, employees, and consultants, enabling them to acquire common shares of the Company to a maximum of 10% of the then issued and outstanding common shares. The exercise price of each option shall equal the market price of the Company's stock as at the date of the grant. The options can be granted for a maximum term of 10 years with vesting determined by the Board of Directors. Options granted to investor relations consultants shall vest over a period of at least one year. The Company has not granted options for periods exceeding five years.

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9. CAPITAL STOCK (continued)

Stock options (continued)

The Company's stock option transactions during the year are as follows:

	2019		2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	9,535,000	\$ 0.18	9,735,000	\$ 0.19
Issued	8,800,000	0.10	1,800,000	0.10
Exercised	(200,000)	0.10	-	-
Expired	(1,400,000)	0.24	(750,000)	0.16
Forfeited	(600,000)	0.21	(1,250,000)	0.16
Outstanding, end of year	16,135,000	\$ 0.13	9,535,000	\$ 0.18

During 2019, the Company granted:

- 3,400,000 stock options to directors, officers, employees, and consultants that can be exercised at a price of \$0.13 per share until January 25, 2024. These stock options vest immediately except for 150,000, which vest over a one-year period with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.
- 450,000 stock options to employees and consultants that can be exercised at a price of \$0.14 per share until June 13, 2024. These stock options vest immediately except for 300,000, which vest over a one-year period with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.
- 450,000 stock options to a consultant that can be exercised at a price of \$0.14 per share until June 13, 2022. These stock options vest over a one-year period with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.
- 500,000 stock options to a newly appointed director of the Company that can be exercised at a price of \$0.08 per share until November 18, 2024. These stock options vest immediately.
- 4,000,000 stock options to directors, officers, employees, and consultants that can be exercised at a price of \$0.06 per share until December 23, 2024. These stock options vest immediately except for 150,000, which vest over a one-year period with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.

During 2018, the Company granted 1,800,000 stock options to directors, officers, employees, and consultants that can be exercised at a price of \$0.10 per share until January 31, 2023. These stock options vest immediately except for 100,000, which vest over a one-year period with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.

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9. CAPITAL STOCK (continued)

Stock options (continued)

Stock options outstanding and exercisable at December 31, 2019 are as follows:

Expiry date	Exercise price	Options outstanding		Options exercisable
		Number of shares issuable on exercise	Remaining life (years)	Number of shares issuable on exercise
February 16, 2020 *	\$ 0.20	1,750,000	0.13	1,750,000
October 1, 2020	\$ 0.16	35,000	0.75	35,000
December 16, 2020	\$ 0.21	1,625,000	0.96	1,625,000
February 1, 2021	\$ 0.28	75,000	1.09	75,000
February 21, 2022	\$ 0.17	1,700,000	2.15	1,700,000
March 28, 2022	\$ 0.16	500,000	2.24	500,000
May 30, 2022	\$ 0.13	50,000	2.41	50,000
June 13, 2022	\$ 0.14	450,000	2.45	225,000
January 31, 2023	\$ 0.10	1,600,000	3.09	1,600,000
January 25, 2024	\$ 0.13	3,400,000	4.07	3,362,500
June 13, 2024	\$ 0.14	450,000	4.45	300,000
November 18, 2024	\$ 0.08	500,000	4.89	500,000
December 23, 2024	\$ 0.06	4,000,000	4.98	3,850,000
		16,135,000		15,572,500

* Subsequent to December 31, 2019, these options expired, unexercised.

The weighted average remaining life of options outstanding is 3.16 years.

Share-based compensation

The fair value of stock options granted and agents' warrants issued during the year ended December 31, 2019 and 2018 was estimated using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	2019	2018
Expected option life (years)	3.63	4.33
Expected volatility	120%	107%
Expected dividend yield	-	-
Risk-free interest rate	1.67%	2.04%
Expected forfeiture rate	1.00%	1.00%
Fair value per option	\$ 0.08	\$ 0.07
Total fair value	\$ 1,055,732	\$ 131,675

During 2019, the Company recognized share-based compensation of \$1,036,146, for the vested portion of stock options granted and agents' warrants issued during the year, of which \$565,815 was expensed, \$403,195 was considered capital stock issuance costs and \$67,136 was considered exploration expenditures (note 4). The Company also recognized share-based compensation expense of \$138 for the vested portion of options previously granted during 2018.

During 2018, the Company recognized share-based compensation of \$131,537, for the vested portion of options granted during the year, of which \$115,330 was expensed and \$16,207 was considered exploration expenditures (note 4). The Company also recognized share-based compensation expense of \$1,093 for the vested portion of options previously granted during 2017.

The share-based payment reserve records items recognized as share-based compensation and the fair value of compensatory warrants. When stock options or warrants are exercised, the corresponding amount is reallocated to share capital or, if cancelled or expired, the corresponding amount is reallocated to deficit.

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9. CAPITAL STOCK (continued)

Share-based payment reserve

A summary of share-based payment reserve transactions is as follows:

	2019	2018
Balance, beginning of year	\$ 6,013,767	\$ 6,073,390
Share-based compensation	633,089	132,630
Fair value of agents' warrants	403,195	-
Stock options exercised, reallocated to capital stock	(15,463)	-
Agents' warrants exercised, reallocated to capital stock	(3,105)	-
Stock options expired, reallocated to deficit	(278,362)	(192,253)
Balance, end of year	\$ 6,753,121	\$ 6,013,767

10. CONTINGENCIES

During November 2019, Kilroy received a demand for foregone customs duty and taxes from the Guyana Revenue Agency ("GRA"). The GRA alleges that the joint venture agreement between Kilroy and Stronghold, a wholly owned subsidiary of the Company, has breached the terms of the customs duty and tax exemption granted to Kilroy during 2015 and 2016 on the purchase of mining equipment. The GRA seeks payment of \$445,719 (\$73,056,644 Guyanese dollars). Management believes that these claims are without merit and intends to defend against the claim. Accordingly, the Company has not accrued any amounts related to this claim.

11. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2019	2018
Loss before income taxes	\$ (6,661,753)	\$ (3,710,462)
Combined federal and provincial statutory tax rate	27.00%	27.00%
Expected income tax	\$ (1,799,000)	\$ (1,002,000)
Effect of changes in statutory rates including foreign subsidiaries	96,000	(14,000)
Permanent difference	151,000	31,000
Impact of change of tax rate	345,000	-
Share issue costs	(184,000)	(32,000)
Adjustment to prior years provision versus statutory tax returns	(1,000)	22,000
Impact of foreign exchange on deferred income tax assets and liabilities	206,000	(377,000)
Change in unrecognized deductible temporary differences	1,132,000	1,406,000
Other	54,000	(34,000)
Total income tax recovery	\$ -	\$ -

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11. INCOME TAXES (continued)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 2019 and 2018 are presented below:

	2019	2018
Deferred tax assets:		
Non-capital losses	\$ 5,190,000	\$ 4,853,000
Capital loss carry-forwards	2,944,000	2,944,000
Share issue costs and other	179,000	90,000
Right of use assets and liabilities	1,000	-
Exploration and evaluation assets	10,967,000	10,280,000
Capital assets	724,000	718,000
Asset retirement obligation	24,000	12,000
Net unrecognized deferred income tax asset	\$ 20,029,000	\$ 18,897,000

As at December 31, 2019, the Company has non-capital loss carry-forwards of approximately \$19,210,000 for income tax purposes. The non-capital losses may be utilized to reduce future years' taxable income expiring up to 2039 if unutilized. In addition, the Company has approximately \$21,810,000 of capital losses available for carry-forward. The Company also has exploration and development expenditures of approximately \$47,494,000 which may be available to reduce taxable income of future years. Deferred tax assets, which may arise as a result of these losses and resource expenditures, have not been recognized as the Company determined that, as at December 31, 2019, their realization is uncertain.

12. SEGMENTED INFORMATION

The Company primarily operates in one reporting operating segment, being the acquisition, exploration and evaluation of resource properties located in two geographical segments, Canada and Guyana.

Geographical segmented information is presented as follows:

	Canada	Guyana	Total
<u>Comprehensive loss</u>			
2019			
Net loss for the year	\$ 1,893,162	\$ 4,768,591	\$ 6,661,753
2018			
Net loss for the year	\$ 886,151	\$ 2,824,311	\$ 3,710,462
<u>Non-current assets and liabilities</u>			
December 31, 2019			
Deposit	\$ -	\$ 268,387	\$ 268,387
Rent deposit	\$ 36,053	\$ -	\$ 36,053
Mineral property	\$ -	\$ 6,575,508	\$ 6,575,508
Property, plant and equipment	\$ 137,550	\$ 2,930,305	\$ 3,067,855
December 31, 2018			
Deposit	\$ -	\$ 265,610	\$ 265,610
Rent deposit	\$ 36,053	\$ -	\$ 36,053
Mineral property	\$ -	\$ 6,668,283	\$ 6,668,283
Property, plant and equipment	\$ 2,514	\$ 3,461,827	\$ 3,464,341

13. FINANCIAL INSTRUMENTS RISK EXPOSURE AND MANAGEMENT

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, foreign currency risk, credit risk, interest rate risk, and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company's cash and cash equivalents of \$3,159,068 are in business accounts with quality financial institutions and are available on demand for the Company's exploration programs and are not invested in any asset backed commercial paper. As at December 31, 2019, the Company's financial liabilities included accounts payable and accrued liabilities of \$475,417, all of which are due within twelve months.

Foreign currency risk

The Company operates in Canada and Guyana and is therefore exposed to foreign exchange risk arising from transactions denominated in foreign currencies. The operating results and the financial position of the Company are reported in Canadian dollars. The functional currency of the Company and its subsidiaries is the Canadian dollar. Foreign currency risk is related to the exposure of financial instruments denominated in currencies other than Canadian dollars. As of December 31, 2019, a 10% appreciation (depreciation) in the United States dollar against the Canadian and Guyanese dollars, with all other variables held constant, would result in approximately a \$84,000 increase (decrease) in the Company's net loss for the year.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalents with high-credit quality financial institutions. The carrying amount of financial assets, as stated in the consolidated statements of financial position, represents the Company's maximum credit exposure.

Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash and cash equivalents. The Company's practice has been to invest cash in guaranteed investment certificates with fixed interest rates, in cash equivalents and short-term investments, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any term deposit or guaranteed bank investment certificates, as they are held with a large and stable financial institution. As at December 31, 2019, with all other variables unchanged, a 1 percentage point change in interest rates would not have a significant impact on the Company's net and comprehensive loss for the year.

Financial instruments carrying value and fair value

The Company's financial instruments consist of cash and cash equivalents, marketable securities, deposit, accounts payable, and loan payable. The carrying value of the deposits and accounts payable approximates the fair value due to the short-term nature of these instruments. The fair value of the Company's long-term deposit approximates its' carrying value as it is a bond held at a financial institution.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The Company's marketable securities are measured using level 1 inputs.

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13. FINANCIAL INSTRUMENTS RISK EXPOSURE AND MANAGEMENT (continued)

Financial instruments carrying value and fair value (continued)

The following table summarizes the classification and carrying values of the Company's financial instruments:

		FVTPL	Amortized cost (financial assets)	Amortized cost (financial liabilities)	Total
2019					
Financial assets					
Cash and cash equivalents		-	3,159,068	-	3,159,068
Amounts receivable		-	62,641	-	62,641
Held-for-trading securities		507	-	-	507
Total financial assets	\$	507	\$ 3,221,709	\$ -	\$ 3,222,216
Financial liabilities					
Accounts payable and accrued liabilities	\$	-	\$ -	\$ 475,417	\$ 475,417
Lease liability		-	-	140,813	\$ 140,813
Total financial liabilities	\$	-	\$ -	\$ 616,230	\$ 616,230
2018					
Financial assets					
Cash and cash equivalents		-	398,144	-	398,144
Amounts receivable		-	30,701	-	30,701
Held-for-trading securities		1,522	-	-	1,522
Total financial assets	\$	1,522	\$ 428,845	\$ -	\$ 430,367
Financial liabilities					
Accounts payable and accrued liabilities	\$	-	\$ -	\$ 327,600	\$ 327,600

14. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to support the exploration and development of its Eagle Mountain Gold Project, acquire additional mineral property interests, and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The capital of the Company consists of items included in shareholders' equity.

The Company manages and adjusts its capital structure when changes to the risk characteristics of the underlying assets or changes in economic conditions occur. To maintain or adjust the capital structure, the Company may attempt to issue new equity, dispose of certain assets, or incur debt.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets which are revised periodically based on the results of its exploration and development programs, availability of financing, and industry conditions. There are no external restrictions on the management of capital.

The Company's investment policy is to invest any excess cash in liquid short-term interest-bearing instruments. When utilized, these instruments are selected with regard to the expected timing of expenditures from continuing operations. As at December 31, 2019, the Company has cash and cash equivalents on hand of \$3,159,068 and working capital of \$2,749,714. The Company received gross proceeds of \$6.6 million from the completion of private placements subsequent to December 31, 2019 (note 15) which the Company believes will be sufficient to maintain its operations and meet its working capital requirements for the next twelve months. The Company's financial success is dependent on its ability to discover economically viable mineral deposits.

15. SUBSEQUENT EVENTS

Subsequent to December 31, 2019, the following events occurred:

- The Company's business could be adversely affected by the effects of the recent outbreak of respiratory illness caused by the novel coronavirus ("COVID-19"). Since early March 2020, several significant measures have been implemented in Canada, Guyana and the rest of the world by authorities in response to the increased impact from COVID-19. The Company cannot accurately predict the impact COVID-19 will have on the ability of third parties to meet their obligations with the Company, including due to uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In particular, the continued spread of the COVID-19 globally could materially and adversely impact the Company's business including without limitation, employee health, limitations on travel, the availability of industry experts and personnel, restrictions on planned drill programs and other factors that depend on future developments beyond the Company's control. In addition, the significant outbreak of a contagious disease has resulted in a widespread health crisis that has adversely affected the economies and financial markets of many countries (including Canada and Guyana), resulting in a potential economic downturn that may negatively impact the Company's financial position, financial performance, cash flows, and its ability to raise capital, in 2020. Following the policies and guidelines, relevant to the COVID-19 pandemic, by both Canadian and Guyanese authorities, the Company temporarily suspended its drilling and exploration activities at Eagle Mountain for a period of 30 days, beginning April 8, 2020. The 30-day shutdown period may be amended, as required. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on the Company's exploration activities, including the duration and impact on its planned resource update and pre-feasibility study cannot be reasonably estimated at this time.
- The Company terminated its option to purchase the Bishop Growler property (note 4), as exploration activities on the Bishop Growler property indicated that the property does not have the potential to be included in a large-scale mining operation. The Company has recorded an impairment expense equal to the option payments previously paid in accordance with the purchase option agreement.
- The Company issued 600,000 common shares at \$0.09 per common share for gross proceeds of \$54,000 on the exercise of warrants.
- On March 24, 2020, the Company completed a private placement of 60,026,500 units at a price of \$0.11 per unit for gross proceeds of \$6,602,915. Each unit consisted of one common share and one-half warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.16 until September 24, 2022. The Company paid cash commissions of \$371,777, and issued 3,571,590 agents' warrants that can be exercised at a price of \$0.11 until March 24, 2022.