



TSX.V: ELN OTC Pink: ELNOF FRANKFURT: E7QN

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Toll free 1.800.667.1870 or 604.685.1870 70
101 – 2148 West 38th Avenue, Vancouver, B.C. Canada V6M 1R9 X7

EL NINO VENTURES INC.

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED 31 JANUARY 2019

29 May 2019

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The following management discussion and analysis (“MD&A”) should be read in conjunction with the audited financial statements and accompanying notes (“Financial Statements”) of El Nino Ventures Inc. (the “Company”) for the year ended 31 January 2019. Results have been prepared using accounting policies in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). All monetary amounts are reported in Canadian dollars unless otherwise indicated.

For further information on the Company reference should be made to the Company’s public filings which are available on SEDAR. Further information is also available on the Company’s website at www.elninoventures.com.

This MD&A contains forward-looking information. See “Forward-Looking Information” and “Risks and Uncertainties” for a discussion of the risks, uncertainties and assumptions relating to such information.

1. Overview of the Company

El Nino Ventures Inc. (the “Company”, “ELN”) was incorporated on 19 February 1988 under the laws of the Province of British Columbia, Canada. The Company is an exploration stage company engaged in the acquisition, exploration and development of mineral properties in Canada. The Company has its registered corporate office based in Vancouver, British Columbia, Canada.

As at 31 January 2019, the Company had 61,611,966 common shares outstanding, with a total market capitalization of approximately \$2,402,867. The Company shares trade on the TSX Venture Exchange (“ELN”), OTC Pink (“ELNOF”) and the Frankfurt Stock Exchange (“E7Q”).

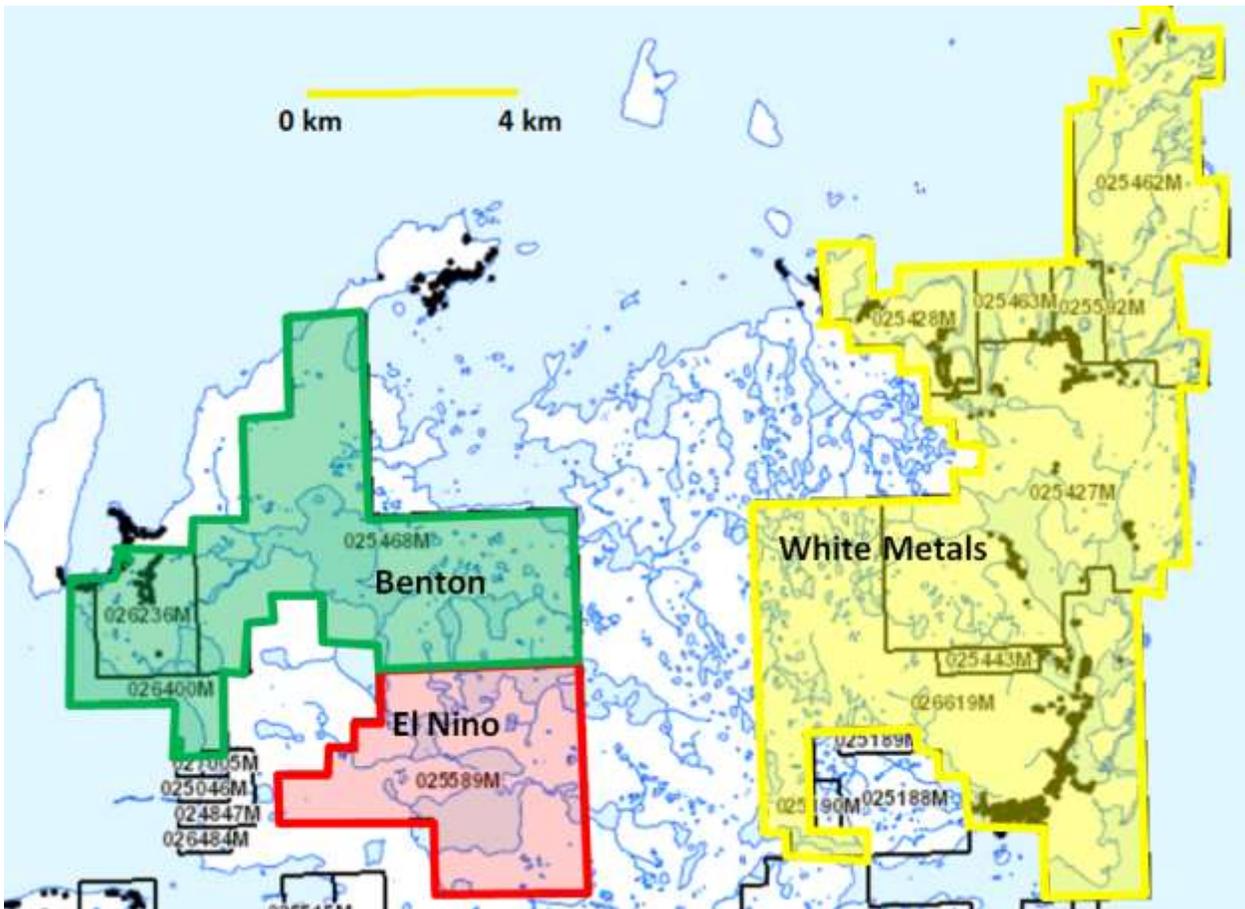
The Company is focusing its efforts on developing and growing its asset base. On 25 October 2016, the Company executed an asset sale agreement with Puma Exploration (PUM:TSX-V) to relinquish its interest in the Murray Brook Zn-Pb-Cu-Ag Volcanogenic Massive Sulphide (“VMS”) deposit. The Murray Brook property consists of Mining Lease 252 and contiguous Mineral Claim Block 4925 (245 claims). El Nino’s joint venture partner, Votorantim Metals Canada Inc., on the Murray Brook Project has also optioned their total interest of the Murray Brook Project to Puma. Terms of this transaction are outlined in section 14 of this document. To date Puma has paid to ELN \$2.1 million of the total \$3.1 million to complete the transaction. The final payment is due 30 June 2019.

The Company is continuing to pursue acquisitions globally.

1.1 - Overview of Company’s Projects

Newfoundland and Labrador

The Northern Peninsula Project is situated in the northern peninsula of the island of Newfoundland with the city of St. Anthony’s as the largest community in the region. The claim blocks were digitally staked for the company by their consulting geologist, Carey Galeschuk in 2018 and transferred to El Nino Ventures. The claims are 100% owned by the company. Field work was carried out in 2018 by a Newfoundland local prospecting company and an assessment report submitted in Q1 of 2019. Exploration was of a limited amount and only enough exploration expenditure was spent to keep the most northern of the claims, Claim 025589M (NP Gold Project). This is presently the only project the company has in the province of Newfoundland and Labrador, the other two projects previously held have been allowed to lapse.



Dunford's Project

The project claim block consists of 80 claims under the license # 025590M

Beginning at the Northeast corner of the herein described parcel of land, and said corner having UTM coordinates of 5 700 000 N, 600 000 E; of Zone 21; thence South 6,000 metres, thence West 3,000 metres, thence North 1,500 metres, thence West 500 metres, thence North 1,000 metres, thence West 500 metres, thence North 1,500 metres, thence East 1,000 metres, thence North 2,000 metres, thence East 3,000 metres to the point of beginning. All bearings are referred to the UTM grid, Zone 21. NAD27.

St. Anthony's Project

The project claim block consists of 61 claims under the license # 025593M

The claim block location is as follows: Beginning at the Northeast corner of the herein described parcel of land, and said corner having UTM coordinates of 5 694 000 N, 599 500 E; of Zone 21; thence South 500 metres, thence West 500 metres, thence South 1,000 metres, thence East 500 metres, thence South 500 metres, thence West 2,000 metres, thence South 500 metres, thence East 500 metres, thence South 500 metres, thence East 500 metres, thence South 500 metres, thence East 2,000 metres, thence South 1,500 metres, thence West 4,500 metres, thence North 3,000 metres, thence East 500 metres, thence North 2,000 metres, thence East 3,000 metres to the point of beginning. All bearings are referred to the UTM grid, Zone 21. NAD27.

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NP Gold Project

This project claim block consists of 77 claims under the license # 025589M. The claim block location is as follows: Beginning at the Northeast corner of the herein described parcel of land, and said corner having UTM coordinates of 5 710 000 N, 597 000 E; of Zone 21; thence South 4,500 metres, thence West 3,000 metres, thence North 1,500 metres, thence West 3,000 metres, thence North 1,000 metres, thence East 1,000 metres, thence North 500 metres, thence East 500 metres, thence North 500 metres, thence East 500 metres, thence North 1,000 metres, thence East 4,000 metres to the point of beginning. All bearings are referred to the UTM grid, Zone 21. NAD27.

During the year ended 31 January 2019, the Company recorded an impairment write-down of \$7,275 and \$13,651 (2018 – \$Nil and \$Nil) related to the Dunford's Project and the St. Anthony's Project respectively.

Bathurst JV Base Metals Project (the "BJVP Project") (Previously Bathurst Mining Camp Project and BOJV);

The BJVP Project consists of various claims owned 50%:50% between ELN and Glencore in the prolific Bathurst Mining Camp of New Brunswick, Canada. The Joint Venture seeks a 3rd party partner to explore and develop its properties.

On 17 November 2017, The BOJV Project with Glencore and ELN was terminated by mutual consent of the two companies.

Murray Brook Project

The Murray Brook deposit is a polymetallic, volcanic hosted massive-sulfide deposit and is the fifth largest deposit in the Bathurst Mining Camp (BMC) with open pit mining potential. The property is located approximately 60 km west of Bathurst, New Brunswick, in Restigouche County, within the BMC. An existing gravel road accesses the property from a paved highway. The electricity grid is nearby, as are communities with goods, services and skilled labour. The gossan zone was removed during the open-pit mining operations carried out by Novagold Resources Inc. during the early 1990s. The hanging wall is moderately chloritic and is locally intensely deformed. The footwall consists of fine grained, felsic tuff and tuffaceous sediments with moderate to strong chlorite and sericite alteration. Sulfides are mainly fine grained, massive, vaguely laminated pyrite with disseminated and banded sphalerite, chalcopyrite and galena. Removal of the gossan also removed any evidence of previous drilling within the shallow pit area. Consequently, VM Canada's due diligence process to acquire the Murray Brook deposit required the confirmation of several historically reported drill results in addition to compilation of previous work. Significant drill results from the due diligence, drill twin-hole program included massive-sulfide intersections that were similar in width, position and positively confirmed the grades for copper ("Cu"), lead ("Pb"), zinc ("Zn"), gold ("Au") and silver ("Ag") reported from the three previously drilled holes.

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On 1 November 2010 VM Canada entered into an Option and Joint Venture Agreement (the "OJV Agreement") with privately held companies, Murray Brook Minerals Inc. and Murray Brook Resources Inc. (collectively, "MBM"), which provided for VM Canada to earn 50% of the Murray Brook project consisting of the Murray Brook Mining Lease No. 252 and the Camel Back Claims Block No. 4925 (the "Properties").

Under the OJV Agreement, VM Canada could earn a 50% interest in the Properties by funding \$2,250,000 in exploration expenditures and making payments totaling \$300,000 over a three-year period that commenced 1 November 2011. VM Canada could earn an additional 20% interest in the Properties by funding an additional \$2,250,000 in exploration expenditures over an additional two-year period.

On 3 January 2011, VM entered into a participation agreement with ELN whereby the Company could earn a 50% interest in VM's interest in the Murray Brook by paying 50% of all exploration expenditures incurred and other payments made by VM.

In 2011, the Company and VM Canada spent \$2.1 million on exploration. The entire 2011 program consisted of 60 vertical drill holes, totaling 10,327.5 m. The 2011 drill program was designed to start on the south, near-surface, portion of the deposit where thick, massive sulfide intercepts of high-grade zinc were recorded in historic drilling. The drill program then moved to the north, to systematically test deeper portions of the massive sulfide body. The 2011 drill program was successful in defining the deposit in areas of low drill-density, confirming higher grade intercepts in historic drilling, and delineating the margins of the massive sulfide body.

Murray Brook's 2012 exploration program was budgeted for \$3.0 Million and consists of a multi-phase drill program and a National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101") compliant resource estimate with preliminary tonnage and grade calculations. This study was completed and announced on 28 February 2012.

On 1 April 2012, VM and the Company entered into an acknowledgement of earned interest and joint venture formation and agreed that the joint venture was created as of 1 April 2012, and such date is the "Joint Venture Date" for purposes of the Murray Brook Agreement.

On 11 May 2012 the Company and VM Canada earned the 50% interest from MBM. ELN and VM Canada completed the funding for earning the additional 20% interest and have given valid notice to MBM that they have earned in for the additional 20% resulting in ELN and VM Canada each having a 35% interest in the Properties.

On 28 August 2012, VM Canada entered into a share purchase agreement (the "Purchase Agreement") with MBM to acquire the remaining 30% interest in the Murray Brook Property. The Purchase Agreement also made available to the Company the opportunity to acquire 50% of the interest purchased by VM Canada (being 15% of the Murray Brook property). Due to market conditions, the Company elected not to acquire the additional 15% interest in the Murray Brook property.

As of 31 May 2014, El Nino contributed \$2,751,511.98 as its proportionate share of the expenses on the Murray Brook project. Since that date, El Nino has not contributed any further funds towards those expenses.

On 1 July 2015, the Company and VM Canada signed an Acknowledgement and Agreement relating to Dilution of Joint Venture Interest, whereas the parties have agreed that the amount of \$121,348.40 owing by ELN from VM Canada shall be satisfied in full by the dilution of ELN's interest in the Joint Venture, with the result that, as of 1 July 2015, the parties acknowledge and agree that ELN has a 34.23% undivided beneficial interest in the Joint Venture. As at 31 July 2017, the Company interest in the Murray Brook property is further diluted to 31.59%.

During the year ended 31 January 2018, amounts of \$17,596 owing by the Company to VM Canada were satisfied in full by the dilution of the Company's interest in the Murray Brook Project to 31.48%. As at 31 January 2019, the Company had a 31.48% undivided beneficial interest in the Properties.

On 25 October 2016, the Company executed an asset sale agreement with Puma Exploration Inc. ("Puma") amended and restated on 10 May 2017, to relinquish its interest in the Murray Brook Project on the following terms and payments to the Company by Puma (the "Puma Transaction"):

- \$50,000 non-refundable deposit payable on the execution of this agreement (received);
- \$250,000 cash and issuance of 5,000,000 shares by Purchaser to Vendor on closing date (received);
- 2,000,000 warrants at the closing date (received), which warrants will give the Company the right to buy 2,000,000 ordinary shares in the capital of Puma at any time within the 36 month period after the Closing Date for the following exercise prices:
 - i. 0 to Year 1: Equal to the price of the acquisition equity financing;
 - ii. Year 1 to Year 2: a 20% premium to the price indicated in i) above;
 - iii. Year 2 to Year 3: a 20% premium to the price indicated
- \$400,000 cash 6 months after the closing date in the event Puma raises an additional \$1,000,000 within the first 6 months or the amount of \$500,000 cash 12 months after the closing date (received).
- \$1,000,000 cash 12 months after the closing date (received);
- \$1,000,000 cash 24 months after the closing date (see amendment below);

- Net Smelter Return Royalty based on quarterly zinc London Metal Exchange (“LME”) Price per USD metric ton as follows:

Quarterly Zinc LME Price band in USD/mt	Approximate Equivalency in USD/lb of lower range of zinc LME price band	NSR%
< 2,300	< 1.04	0%
2,300 to < 2,500	1.04 – 1.12	0.50%
2,500 to < 2,700	1.13 – 1.22	0.75%
2,700 to < 2,900	1.23 – 1.31	1.00%
2,900 to < 3,100	1.32 – 1.40	1.25%
3,100 to < 3,300	1.41 – 1.49	1.50%
>= 3,300	> 1.50	1.75%

- Puma assuming all liabilities relating to the conduct of the Murray Brook Project from and after the closing date and all liabilities of vendor under the Murray Brook Agreements.

On 30 April 2018, pursuant to the asset sale agreement, the Company received \$1,500,000 from the Puma Transaction.

During the year ended 31 January 2019, the Company generated a recovery of \$1,500,000 of exploration and evaluation properties as a result of the payments received from the Puma Transaction.

Subsequent to the year ended 31 January 2019, the Company further amended the Puma Transaction and extended the amount of \$1,000,000 cash to be paid on 30 June 2019. In addition, the amendment terms include 1,000,000 shares of Puma at the latest of 15 days following the approval of the Exchange.

1. Going concern

Several conditions cast significant doubt on the validity of this assumption and ultimately the appropriateness of the use of accounting principles related to a going concern. From inception to date, the Company has incurred losses from operations, earned no revenues and has experienced negative cash flows from operating activities. As at 31 January 2019, the Company had cash and cash equivalents of \$1,425,609 (2018: \$531,261) and working capital of \$1,427,098 (\$400,454). Existing funds on hand at 31 January 2019 will not be sufficient to support the Company’s needs for cash to conduct exploration and to continue operations during the coming year. The Company will require additional funding to be able to meet ongoing requirements for general operations and to advance and retain mineral exploration and evaluation property interests. The ability of the Company to continue as a going concern is dependent on raising additional financing, retaining or attracting joint venture partners, developing its properties and/or generating profits from operations or the disposition of properties in the future.

Management has been successful in obtaining sufficient funding for operating, exploration and capital requirements from the inception of the Company to date. There is, however, no

assurance that additional future funding will be available to the Company, or that it will be available on terms which are acceptable to the management of the Company.

If the Company is unable to raise additional capital in the immediate future, management expects that the Company will need to further curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures including ceasing operations.

2. Litigation

In prior years, the Company entered into arbitrated dispute proceedings with GCP Group Ltd. (“GCP Group”) related to its efforts to assert its legal and effective control over the Kasala Mineral Research Permits and the Company’s interest in Infinity Resources SPRL (“Infinity”) in the Democratic Republic of the Congo. The Company was granted award on 21 March 2014 pursuant to the arbitration, including control of all assets of Infinity but was not successful in asserting its legal and effective control over Infinity.

It is management’s position that no further action would be taken related to the above.

There is no assurance that further formal claims will not be made against the Company by GCP Group or other related parties.

As at 31 January 2019 there is no current litigation.

3. Selected Annual and Quarterly Financial Information

Selected Annual Information

Unless otherwise noted, all currency amounts are stated in Canadian dollars. The following table summarizes selected financial data for ELN for each of the three most recently completed financial years. These information set forth below should be read in conjunction with the consolidated audited financial statements, prepared in accordance with IFRS, and related notes.

	Years Ended 31 January (audited)		
	2019	2018	2017
Total revenues	\$ -	\$ -	\$ -
General and administrative expenses	568,927	389,171	305,672
Mineral property cash costs received	-	250,000	50,000
Mineral property cash costs incurred	(13,836)	(14,170)	-
Income (loss) before other items in total	(568,927)	(389,171)	(305,672)
Net income (loss)	812,748	258,734	(566,657)
Net income (loss) per share – Basic & fully diluted	0.013	0.004	(0.011)
Totals assets	1,493,216	588,421	217,790
Total long term liabilities	12,742	9,807	-
Cash dividends declared per share	Nil	Nil	Nil

The following selected financial information is derived from the unaudited interim consolidated financial statements of the Company. The figures have been prepared in accordance with IFRS.

	For the Quarters Ended (unaudited)							
	31 Jan	31 Oct	31 Jul	30 Apr	31 Jan	31 Oct	31 Jul	30 Apr
	2019	2018	2018	2018	2018	2017	2017	2017
Total revenues	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net income (loss)	(264,529)	(130,733)	(130,997)	1,339,007	(174,910)	271,319	113,539	48,786
Net income (loss) per share	(0.004)	(0.002)	(0.002)	0.022	(0.003)	0.005	0.002	0.001
Total assets	1,493,216	1,583,495	1,721,507	2,024,918	588,421	675,662	322,144	280,355

Results of Operations

For the year ended 31 January 2019

The year ended 31 January 2019, resulted in a net income from operations of \$812,748 which compares to \$258,734 for the same period in 2018. The increase in income of \$554,014 was mainly attributable to the net effect of the following:

- Decrease of \$1,388 in accounting and audit. Cost of \$29,587 for the year ended 31 January 2019 compared to \$30,975 for the same period in 2018.
- Decrease of \$8,011 in bank charges and interest. Cost of \$378 for the year ended 31 January 2019 compared to \$8,389 for the same period in 2018.
- Decrease of \$12,196 in consulting fees. Cost of \$179,617 for the year ended 31 January 2019 compared to \$191,813 for the same period in 2018.
- Increase of \$2,974 in depreciation. Cost of \$2,974 for the year ended 31 January 2019 compared to \$Nil for the same period in 2018.

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- Decrease of \$2,325 in insurance, license and fees. Cost of \$Nil for the year ended 31 January 2019 compared to \$2,325 for the same period in 2018.
- Increase of \$13,716 in legal. Cost of \$13,716 for the year ended 31 January 2019 compared to \$Nil for the same period in 2018.
- Increase of \$65,000 in management fees. Cost of \$65,000 for the year ended 31 January 2019 compared to \$Nil for the same period in 2018.
- Decrease of \$6,725 in marketing and communications. Cost of \$8,601 for the year ended 31 January 2019 compared to \$1,876 for the same period in 2018.
- Increase of \$47,128 in office and miscellaneous. Cost of \$65,973 for the year ended 31 January 2019 compared to \$18,845 for the same period in 2018.
- Increase of \$5,884 in rent. Cost of \$27,863 for the year ended 31 January 2019 compared to \$21,979 for the same period in 2018.
- Increase of \$51,987 in share-based payments. Cost of \$112,670 for the year ended 31 January 2019 compared to \$60,683 for the same period in 2018.
- Increase of \$1,335 in telephone and utilities. Cost of \$9,172 for the year ended 31 January 2019 compared to \$7,837 for the same period in 2018.
- Decrease of \$8,022 in transfer agent and regulatory fees. Cost of \$14,390 for the year ended 31 January 2019 compared to \$22,412 for the same period in 2018.
- Increase of \$16,849 in travel, lodging and food. Cost of \$38,406 for the year ended 31 January 2019 compared to \$21,557 for the same period in 2018.
- Increase of \$3,333 in interest income. Cost of \$3,333 for the year ended 31 January 2019 compared to \$Nil for the same period in 2018.
- Increase of \$3,330 in impairment of exploration and evaluation properties. \$20,926 for the year ended 31 January 2019 compared to \$17,596 for the same period in 2018.
- Decrease of \$17,596 in settlement of accounts payable by dilution of mineral property interest. \$Nil for the year ended 31 January 2019 compared to \$17,596 for the same period in 2018.
- Decrease of \$20,405 in gain on sale of short term investments. \$2,500 for the year ended 31 January 2019 compared to \$22,905 for the same period in 2018.
- Increase of \$103,979 in unrealized loss on short term investments. \$103,979 for the year ended 31 January 2019 compared to \$Nil for the same period in 2018.

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- Increase of \$875,000 in recovery of exploration and evaluation properties, \$1,500,000 for the year ended 31 January 2019 compared to \$625,000 for the same period in 2018.

4. Cash flow, Liquidity and Capital Resources

During the year ended 31 January 2019, the Company's working capital, defined as current assets less current liabilities, was \$1,427,098 compared to \$400,454 as at 31 January 2018. The Company has a total 61,611,966 common shares issued and outstanding as at 31 January 2019.

Cash outflows for operating activities for the year ended 31 January 2019 were \$568,774 (2018: \$295,339) and consist of corporate costs.

Capital Risk Management

The Company's objectives are to safeguard the Company's ability to continue as a going concern in order to support the Company's normal operating requirements, continue the exploration of its mineral properties.

The Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for general administration costs, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company is not subject to any externally imposed capital requirements. There were no significant changes in the Company's approach or the Company's objectives and policies for managing its capital.

5. Contractual Obligations

The Company has no remaining contractual obligations under any of its property option agreements.

6. Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

7. Related Party Transactions

The related party transactions during the years ended 31 January 2019 and 2018, which occurred in the normal course of operations and were measured at the exchange amount (the amount of consideration established and agreed to by the related parties), were as follows:

31 January	2019	2018
	\$	\$
Consulting fees	6,923	2,258
Shared office costs	54,311	29,707
Insurance, licenses and fees	-	2,325
Total related party expenses to New Age Metals Inc.	61,234	34,290
Fees paid/accrued to CEO and his companies	115,469	60,000
Fees paid/accrued to former COO	45,469	55,000
Fees paid to CFO	45,867	30,000
Consulting fees paid to Corporate Secretary	29,175	26,701
Fee paid/accrued directors	10,442	-
Total related party expenses other than New Age Metals Inc.	246,422	171,701
Total related party expenses	307,656	205,991

8. Critical Accounting Estimates and Risks & Uncertainties

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for decommissioning liabilities, the carrying value of exploration and evaluation properties, the recoverability and measurement of deferred tax assets and liabilities and ability to continue as a going concern. Actual results may differ from those estimates and judgments.

Government Laws, Regulation & Permitting

Mining and exploration activities of the Company are subject to both domestic and foreign laws and regulations governing prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances, the

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environment and other matters. Although the Company believes that all exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

The operations of the Company will require licenses and permits from various governmental authorities to carry out exploration and development at its projects. There can be no assurance that the Company will be able to obtain the necessary licenses and permits on acceptable terms, in a timely manner or at all. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities.

Estimates of Mineral Resources

The mineral resource estimates contained in this MD&A are estimates only and no assurance can be given that any particular level of recovery of minerals will in fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit which can be legally or commercially exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material.

If the Company's exploration programs are successful, additional funds will be required in order to complete the development of its properties. There is no assurance that the Company will be successful in raising sufficient funds to meet its obligation or to complete all of the currently proposed exploration programs. If the Company does not raise the necessary capital to meet its obligations under current contractual obligations, the Company may have to forfeit its interest in properties or prospects earned or assumed under such contracts.

Key Management and Competition

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The success of the Company is largely dependent on the performance of its key individuals. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company's success.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Title to Properties

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot give an assurance that title to such properties will not be challenged or impugned.

Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The Company's revenues and earnings also could be affected by the prices of other commodities such as fuel and other consumable items, although to a lesser extent than by the price of copper or gold.

9. Financial Instruments

The Company classifies all financial instruments as either available-for-sale, financial assets or liabilities at fair value through profit or loss ("FVTPL"), loans and receivables or other financial liabilities. Loans and receivables and other financial liabilities are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in accumulated other comprehensive income. These amounts will be reclassified from shareholders' equity to net income when the investment is sold or when the investment is impaired and the impairment is considered less than temporary. Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized on the statement of loss and deficit.

The Company has designated its cash as FVTPL, which is measured at fair value. Amounts receivable receivables are classified as loans and receivables, which are measured at amortized cost. Trade payables are classified as other financial liabilities which are measured at amortized cost. Investments are classified as available-for-sale investments measured using the cost method.

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. The Company deposits cash and cash equivalents with high credit quality financial institutions as determined by rating agencies. As a result, the Company is not subject to a significant credit risk. The Company does not consider any of its financial assets to be impaired.

Currency Risk

For the year ended 31 January 2019, the Company's operations were solely in Canada. The Company considers its currency risk to be insignificant.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they become due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations meet its administrative overheads, maintain its mineral investments and to settle amounts payable to its creditors. The Company has been successful in raising equity financing in the past; however, there is no assurance that it will be able to do so in the future. As at 31 January 2019, the Company had a working capital of \$1,427,098 (2018: \$400,454).

Other Risks

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate risk and commodity price risk arising from financial instruments.

10. Adoption of New and Revised Standards and Interpretations

The International Accounting Standards Board issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related International Financial Reporting Interpretations Committee interpretations which are effective for the Company's financial year beginning on 1 February 2018. For the purpose of preparing and presenting the financial statements, the Company has consistently adopted all these new standards for the period ended 31 January 2019.

IFRS 2 Share-based payment

IFRS 2, Share-based payment, issued in June 2016, is amended to provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a "net settlement" for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The effective date for IFRS 2 is for annual periods beginning on or after 1 January 2018.

IFRS 7 Financial Instruments: Disclosures

IFRS 7 clarifies the definition for continuing involvement in a transferred financial asset. The amendments are effective for annual periods beginning on or after 1 January 2018.

IFRS 9 Financial Instruments

IFRS 9 amends the requirements for classification and measurement of financial assets, impairment, and hedge accounting and replaces IAS 39. IFRS 9 introduces an expected loss model of impairment and retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through profit or loss (“FVTPL”), and fair value through other comprehensive income (“FVTOCI”). The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The amendment is applicable for annual periods beginning on or after 1 January 2018.

The following table shows the classification of the Company’s financial instruments under IFRS 9 replacing IAS 39:

<u>Financial instrument</u>	<u>IFRS 9 Classification</u>	<u>IAS 39 Classification</u>
Cash (excluding GIC and Money market funds)	Amortized cost	FVTPL
GIC (cash equivalent)	Amortized cost	N/A
Money market funds (cash equivalent)	FVTPL	N/A
Short term investments (excluding warrants)	FVTPL	Available for sale
Warrants	FVTPL	Cost
Trade payable and accrued liabilities	Amortized cost	Other financial liabilities
Due from related parties	Amortized cost	Loans and receivables

The Company has applied IFRS 9 retrospectively and has elected not to restate the information for the comparative period. The Company has reviewed its financial assets and liabilities and has determined the following impacts from the adoption of the new standard on 1 February 2018:

- The Company has reclassified its financial instruments into the three new categories: amortized cost, FVTPL, and FVTOCI (Note 3.8).
- The Company classified its short term investments (excluding warrants) as FVTPL, previously classified as available for sale assets, which better reflects the principal nature of the investments. As a result, on 1 February 2018, there is a reclassification of accumulated other comprehensive income to retained earnings of \$3,750.
- The Company classified its warrants as FVTPL, previously accounted for at cost due to not having a quoted price in an active market (Note 14). As a result, on 1 February 2018, there is a revaluation difference of \$116,269 recognized in retained earnings.
- The Company classified its cash balance as amortized cost, previously classified as FVTPL, which better reflects the principal nature of the balances. There is no interest revenue or expense recognized as there is no interest expected on this balance, resulting in \$Nil impact on reclassification.

The impact of the adoption of IFRS 9 on the statement of financial position as at 1 February 2018 is as follows:

	31 January	IFRS 9	1 February
	2018	adjustments	2018
	\$	\$	\$
Short term investments	22,500	116,269	138,769
Accumulated other comprehensive income	(3,750)	3,750	-
Deficit	33,512,248	(120,019)	33,392,229

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is based on the core principle to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. IFRS 15 focuses on the transfer of control. IFRS 15 replaces all of the revenue guidance that previously existed in IFRSs. The effective date for IFRS 15 is 1 January 2018.

IFRIC 22 Foreign Currency Transactions and Advance Consideration

This interpretation clarifies when an entity recognizes a non-monetary asset or non-monetary liability arising from payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. The effective date for IFRIC 22 is for annual periods beginning on or after 1 January 2018.

The adoption of these standards did not have a material impact on the Company's financial statements other than as disclosed above.

11. Controls and Procedures

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this MD&A.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load

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will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the audit committee.

12. Qualified Person Statement

Technical sections of “Overview of Company’s Projects of this report have been reviewed and approved for technical content by Ali Hassanalizadeh, M.Sc. P.Geo, Senior Advisor for ELN and a Qualified Person under the provisions of NI 43-101.

13. Forward Looking Information

Forward-looking information is included in this MD&A, which involves known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is identified by the use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “will”, “would”, and similar terms and phrases, including references to assumptions. Such information may involve but are not limited to comments with respect to strategies, expectations, planned operations or future actions.

Forward-looking information reflects current expectations of management regarding future events and operating performance as of the date of this MD&A. Such information involves significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking information, including, but not limited to, the following factors (as discussed under “Risks and Uncertainties”): industry; commodity prices; competition; foreign political risk; government laws; regulation and permitting; title to properties; estimates of mineral resources; cash flows and additional funding requirements; key management; possible dilution to present and prospective shareholders; material risk of dilution presented by large number of outstanding share purchase options and warrants; trading volume; volatility of share price; foreign currency risk; and, conflict of interest.

Although the forward-looking information contained in this MD&A is based upon what the Company’s management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with such information. Forward-looking information reflects management’s current beliefs and is based on information currently available to the Company. Such information reflects current assumptions regarding future events and operating performance including, without limitation, a strong global demand for mineral commodities, continued funding and continued strength in the industry in which the Company operates, and speaks only as of the date of this discussion. The forward-looking information is made as of the date of this MD&A.

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14. Outlook

On 25 October 2016, the Company executed an asset sale agreement with Puma Exploration (PUM:TSX-V) to relinquish its interest in the Murray Brook Zn-Pb-Cu-Ag Volcanogenic Massive Sulphide (“VMS”) deposit. The Murray Brook property consists of Mining Lease 252 and contiguous Mineral Claim Block 4925 (245 claims). El Nino’s joint venture partner, Votorantim Metals Canada Inc., on the Murray Brook Project has also optioned their total interest of the Murray Brook Project to Puma.

The following terms and payments to the Company by Puma (the “Puma Transaction”):

- \$50,000 non-refundable deposit payable on the execution of this agreement (received);
- \$250,000 cash and issuance of 5,000,000 shares by Purchaser to Vendor on closing date (received);
- 2,000,000 warrants at the closing date (received), which warrants will give the Company the right to buy 2,000,000 ordinary shares in the capital of Puma at any time within the 36 month period after the Closing Date for the following exercise prices:
 - i. 0 to Year 1: Equal to the price of the acquisition equity financing;
 - ii. Year 1 to Year 2: a 20% premium to the price indicated in i) above;
 - iii. Year 2 to Year 3: a 20% premium to the price indicated
- \$400,000 cash 6 months after the closing date in the event Puma raises an additional \$1,000,000 within the first 6 months or the amount of \$500,000 cash 12 months after the closing date (received).
- \$1,000,000 cash 12 months after the closing date (received);
- \$1,000,000 cash 24 months after the closing date (amended on 29 March 2019 to 30 June 2019);
- Net Smelter Return Royalty based on quarterly zinc London Metal Exchange (“LME”) Price per USD metric ton as follows:

Quarterly Zinc LME Price band in USD/mt	Approximate Equivalency in USD/lb of lower range of zinc LME price band	NSR%
< 2,300	< 1.04	0%
2,300 to < 2,500	1.04 – 1.12	0.50%
2,500 to < 2,700	1.13 – 1.22	0.75%
2,700 to < 2,900	1.23 – 1.31	1.00%
2,900 to < 3,100	1.32 – 1.40	1.25%
3,100 to < 3,300	1.41 – 1.49	1.50%
>= 3,300	> 1.50	1.75%

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- Puma assuming all liabilities relating to the conduct of the Murray Brook Project from and after the closing date and all liabilities of vendor under the Murray Brook Agreements.

The Company is continually seeking new opportunities.

Even though current management has demonstrated its ability to raise funds in the past, with the current financial market conditions and global economic uncertainty, there can be no assurance it will be able to do so in the future. Although the Company has been successful in all of its Court actions, as with all disputes, there is no guarantee that the results from the appeals will be favorable towards the Company or that there will be further spurious acts. Because of these uncertainties, there is substantial doubt about the ability of the Company to continue as going concern. These financial results and discussion do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

15. Subsequent Events

As at 31 January 2019, the Company has the following events after the reporting period:

- a) On 29 March 2019, the Company further amended the Puma Transaction and extended the amount of \$1,000,000 cash to be paid on 30 June 2019. In addition, the amendment terms include 1,000,000 shares of Puma at the latest of 15 days following the approval of the Exchange.
- b) On 2 April 2019, the Company received a cancellation notification from the Government of Newfoundland and Labrador regarding its mining licenses for the Dunford's Project and St. Anthony's Projects in Newfoundland, which were cancelled due to insufficient first year assessment work.

16. Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com or on the Company's website at www.elninoventures.com.

For more information, please contact:

Mr. Harry Barr, Chairman & CEO
El Nino Ventures Inc.
101 - 2148 West 38th Avenue,
Vancouver, British Columbia, V6M 1R9

TRADING SYMBOLS

TSX Venture Exchange: ELN

OTC Pink: ELNOF

Frankfurt Stock Exchange: E7Q

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TSX.V: ELN OTC Pink: ELNOF FRANKFURT: E7QN

Toll free 1.800.667.1870 or 604.685.1870
101 – 2148 West 38th Avenue, Vancouver, B.C. Canada V6M 1R9

FINANCIAL STATEMENTS

31 January 2019

(An Exploration Stage Company)

(Expressed in Canadian dollars)

JAMES STAFFORD

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of El Nino Ventures Inc.

Opinion

We have audited the financial statements of El Nino Ventures Inc. (the "Company"), which comprise the statement of financial position as at 31 January 2019 and 2018, and the statements of income (loss) and comprehensive income (loss), cash flows and changes in equity (deficiency) for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

We conducted our audit 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 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 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 1.1 in the financial statements, which indicates that the Company has incurred losses from operations, earned no revenues and has experienced negative cash flows from operating activities. These conditions, along with other matters as set forth in Note 1.1, indicate the existence of a material uncertainty that may cast significant doubt about the ability of the Company 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 the Management's Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. 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 Financial Statements

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

In preparing the 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.

JAMES STAFFORD

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

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

- Identify and assess the risks of material misstatement of the 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 compiled 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 J. Bradley Stafford.

Chartered Professional Accountants



Vancouver, Canada
29 May 2019

El Nino Ventures Inc.
(An Exploration Stage Company)
Statements of Financial Position
(Expressed in Canadian dollars)

	Notes	As at 31 January 2019	As at 31 January 2018
ASSETS		\$	\$
Current assets			
Cash and cash equivalents		1,425,609	531,261
Amounts receivable	4	3,169	15,490
Short term investments	5	27,290	22,500
		1,456,068	569,251
Due from related parties	15	-	5,000
Exploration and evaluation properties	6	7,080	14,170
Property, plant and equipment	7	30,068	-
Total assets		1,493,216	588,421
EQUITY AND LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	8	28,970	168,797
		28,970	168,797
Due to related parties	15	12,742	9,807
Total liabilities		41,712	178,604
Equity			
Common shares	9	25,557,671	25,557,671
Reserves	9	8,473,314	8,360,644
Accumulated other comprehensive income		-	3,750
Deficit		(32,579,481)	(33,512,248)
Total equity		1,451,504	409,817
Total equity and liabilities		1,493,216	588,421

Corporate Information (Note 1), Going Concern (Note 1.1), Commitments and Contingencies (Note 17) and Subsequent Events (Note 18)

APPROVED BY THE BOARD:

“Harry Barr”
Director

“Mike Neumann”
Director

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

El Nino Ventures Inc.

(An Exploration Stage Company)

Statements of Income (Loss) and Comprehensive Income (Loss)

(Expressed in Canadian dollars)

	Notes	Year ended 31 January	
		2019	2018
		\$	\$
Administration expenses			
Accounting and audit		29,587	30,975
Bank charges and interest		378	8,389
Consulting fees	15, 17	179,617	191,813
Depreciation	7	2,974	-
Information technology		580	480
Insurance, licenses and fees	15	-	2,325
Legal		13,716	-
Management fees	15	65,000	-
Marketing and communications	15	8,601	1,876
Office and miscellaneous	15	65,973	18,845
Rent	15	27,863	21,979
Share-based payments	10, 15	112,670	60,683
Telephone and utilities		9,172	7,837
Transfer agent and regulatory fees		14,390	22,412
Travel, lodging and food		38,406	21,557
Net loss before other items		(568,927)	(389,171)
Other items			
Interest income		3,333	-
Impairment of exploration and evaluation properties	6	(20,926)	(17,596)
Settlement of accounts payable by dilution of mineral property interest	6, 8	-	17,596
Gain on sale of short-term investments	5	2,500	22,905
Unrealized gain (loss) on money market funds		747	-
Unrealized gain (loss) on short term investments	5	(103,979)	-
Recovery of exploration and evaluation properties	6	1,500,000	625,000
Net income for the year		812,748	258,734
Other comprehensive income			
Unrealized gain on short-term investments	5	-	3,750
Comprehensive income for the year		812,748	262,484
Net income per share – basic and diluted	12	0.013	0.004

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

El Nino Ventures Inc.
(An Exploration Stage Company)
Statements of Cash Flows
(Expressed in Canadian dollars)

	Notes	Year ended 31 January	
		2019	2018
		\$	\$
OPERATING ACTIVITIES			
Income before tax		812,748	258,734
Adjustments for:			
Depreciation	7	2,974	-
Share-based payments	10	112,670	60,683
Impairment of exploration and evaluation properties	6	20,926	17,596
Option payments received for exploration and evaluation properties	6	(1,500,000)	(625,000)
Settlement of accounts payable by dilution of exploration and evaluation interest	6, 8	-	(17,596)
Gain on sale of short-term investments	5	(2,500)	(22,905)
Unrealized gain/loss on financial assets	5	103,979	-
Changes in operating working capital			
Decrease (increase) in amounts receivable		12,321	(12,749)
Increase (decrease) in trade payables and accrued liabilities		(139,827)	64,375
Decrease (increase) in due to related parties		7,935	(18,477)
Cash used in operating activities		(568,774)	(295,339)
INVESTING ACTIVITIES			
Exploration and evaluation expenditures	6	(13,836)	(14,170)
Exploration and evaluation option payments received	6	1,500,000	250,000
Purchase of fixed assets	7	(33,042)	-
Disposal of short-term investments	5	10,000	379,155
Cash from investing activities		1,463,122	614,985
Increase in cash and cash equivalents		894,348	319,646
Cash and cash equivalents, beginning of year		531,261	211,615
Cash and cash equivalents, end of year		1,425,609	531,261

Supplemental cash flow information (Note 16)

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

El Nino Ventures Inc.
(An Exploration Stage Company)
Statements of Changes in Equity (Deficiency)
(Expressed in Canadian dollars)

	Number of shares	Common shares	Stock option reserve	Warrant reserve	Accumulated other comprehensive income	Deficit	Total
		\$	\$	\$	\$	\$	\$
Balances, 1 February 2017	61,611,966	25,557,671	1,930,334	6,369,627	-	(33,770,982)	86,650
Share-based payments	-	-	60,683	-	-	-	60,683
Change in value of available for sale investment	-	-	-	-	3,750	-	3,750
Net income for the year	-	-	-	-	-	258,734	258,734
Balances, 31 January 2018	61,611,966	25,557,671	1,991,017	6,369,627	3,750	(33,512,248)	409,817
Adjustment on adoption of IFRS 9 (Note 2)	-	-	-	-	(3,750)	120,019	116,269
Share-based payments	-	-	112,670	-	-	-	112,670
Net income for the year	-	-	-	-	-	812,748	812,748
Balances, 31 January 2019	61,611,966	25,557,671	2,103,687	6,369,627	-	(32,579,481)	1,451,504

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

El Nino Ventures Inc.
(An Exploration Stage Company)
Notes to the Financial Statements
31 January 2019
(Expressed in Canadian dollars)

1. CORPORATE INFORMATION

El Nino Ventures Inc. (the “Company”) was incorporated on 19 February 1988 under the laws of the Province of British Columbia, Canada. The Company is an exploration stage company engaged in the acquisition, exploration and development of mineral properties in Canada with the aim of developing them to a stage where they can be exploited at a profit or to arrange joint ventures whereby other companies provide funding for development and exploration.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that the Company will obtain the necessary financing to complete the exploration and development of mineral property interests, or that the current or future exploration and development programs of the Company will result in profitable mining operations. In addition to ongoing working capital requirements, the Company must secure sufficient funding to meet its existing commitments, including conducting minimum exploration and evaluation programs and paying for general and administrative expenses (Note 1.1).

The Company’s principal address and records office is located at 101-2148 West 38th Avenue, Vancouver, BC V6M 1R9.

1.1 GOING CONCERN

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern which assumes that the Company will be able to continue its operations and will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

Several conditions cast significant doubt on the validity of this assumption and ultimately the appropriateness of the use of accounting principles related to a going concern. From inception to date, the Company has incurred losses from operations, earned no revenues and has experienced negative cash flows from operating activities. As at 31 January 2019, the Company had cash and cash equivalents of \$1,425,609 (2018 – \$531,261) and working capital of \$1,427,098 (2018 – \$400,454). However, management cannot provide assurances that it will achieve profitable operations or raise additional equity capital.

The Company is presently exploring its property interests and has not confirmed they contain mineral reserves that are economically recoverable. The Company’s continuing operations and the underlying value and recoverability of the mineral properties are entirely dependent upon the existence of economically recoverable mineral reserves and the Company’s ability to obtain necessary financing to complete its exploration and development of its current property interests and on future production from or proceeds from the disposition of its mineral property interests.

The ability of the Company to continue as a going concern is dependent on raising additional financing, retaining or attracting joint venture partners, developing its properties and/or generating profits from operations or the disposition of properties in the future. These material uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

El Nino Ventures Inc.
(An Exploration Stage Company)
Notes to the Financial Statements
31 January 2019
(Expressed in Canadian dollars)

Management has been successful in obtaining sufficient funding for operating, exploration and capital requirements from the inception of the Company to date. There is, however, no assurance that additional future funding will be available to the Company, or that it will be available on terms which are acceptable to the management of the Company.

If the Company is unable to raise additional capital in the immediate future, management expects that the Company will need to further curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures including ceasing operations. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported amounts of expenses and balance sheet classifications that would be necessary if the going concern assumption was not appropriate and such adjustments could be material.

2. BASIS OF PREPARATION

2.1 Basis of presentation

The Company's financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value (Note 14).

The financial statements are presented in Canadian dollars, which is also the Company's functional currency, except where otherwise indicated and all values are rounded to the nearest dollar.

2.2 Statement of compliance

These financial statements have been prepared in accordance with and using accounting policies in full compliance with IFRS and International Accounting Standards ("IAS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the year ended 31 January 2019.

2.3 Adoption of new standards and change in accounting policy

The IASB issued a number of new and revised IASs, IFRSs, amendments and related IFRIC interpretations which are effective for the Company's financial year beginning on 1 February 2018. For the purpose of preparing and presenting the financial statements, the Company has consistently adopted all these new standards for the year ended 31 January 2019.

IFRS 2 Share-based payment

IFRS 2, Share-based payment, issued in June 2016, is amended to provide requirements on the accounting for the effects of vesting and non-vesting conditions on the measurement of cash-settled share-based payments; share-based payment transactions with a "net settlement" for withholding tax obligations; and a modification to the terms and conditions of a share-based payment that changes the classification of the transaction from cash-settled to equity-settled. The effective date for IFRS 2 is for annual periods beginning on or after 1 January 2018.

El Nino Ventures Inc.
 (An Exploration Stage Company)
 Notes to the Financial Statements
 31 January 2019
 (Expressed in Canadian dollars)

IFRS 7 Financial Instruments: Disclosures

IFRS 7 clarifies the definition for continuing involvement in a transferred financial asset. The amendments are effective for annual periods beginning on or after 1 January 2018.

IFRS 9 Financial Instruments

IFRS 9 amends the requirements for classification and measurement of financial assets, impairment, and hedge accounting and replaces IAS 39. IFRS 9 introduces an expected loss model of impairment and retains but simplifies the mixed measurement model and establishes three primary measurement categories for financial assets: amortized cost, fair value through profit or loss (“FVTPL”), and fair value through other comprehensive income (“FVTOCI”). The basis of classification depends on the entity's business model and the contractual cash flow characteristics of the financial asset. The amendment is applicable for annual periods beginning on or after 1 January 2018.

The following table shows the classification of the Company’s financial instruments under IFRS 9 replacing IAS 39:

Financial instrument	IFRS 9 Classification	IAS 39 Classification
Cash (excluding GIC and Money market funds)	Amortized cost	FVTPL
GIC (cash equivalent)	Amortized cost	N/A
Money market funds (cash equivalent)	FVTPL	N/A
Short term investments (excluding warrants)	FVTPL	Available for sale
Warrants	FVTPL	Cost
Trade payables and due to related parties	Amortized cost	Other financial liabilities
Due from related parties	Amortized cost	Loans and receivables

The Company has applied IFRS 9 retrospectively and has elected not to restate the information for the comparative period. The Company has reviewed its financial assets and liabilities and has determined the following impacts from the adoption of the new standard on 1 February 2018:

- The Company has reclassified its financial instruments into the three new categories: amortized cost, FVTPL, and FVTOCI.
- The Company classified its short term investments (excluding warrants) as FVTPL, previously classified as available for sale assets, which better reflects the principal nature of the investments. As a result, on 1 February 2018, there is a reclassification of accumulated other comprehensive income to retained earnings of \$3,750.
- The Company classified its warrants as FVTPL, previously accounted for at cost due to not having a quoted price in an active market (Note 14). As a result, on 1 February 2018, there is a revaluation difference of \$116,269 recognized in retained earnings.
- The Company classified its cash balance as amortized cost, previously classified as FVTPL, which better reflects the principal nature of the balances. There is no interest revenue or expense recognized as there is no interest expected on this balance, resulting in \$Nil impact on reclassification.

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The impact of the adoption of IFRS 9 on the statement of financial position as at 1 February 2018 is as follows:

	31 January	IFRS 9	1 February
	2018	adjustments	2018
	\$	\$	\$
Short term investments	22,500	116,269	138,769
Accumulated other comprehensive income	3,750	(3,750)	-
Deficit	(33,512,248)	120,019	(33,392,229)

IFRS 15 Revenue from Contracts with Customers

IFRS 15 is based on the core principle to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. IFRS 15 focuses on the transfer of control. IFRS 15 replaces all of the revenue guidance that previously existed in IFRSs. The effective date for IFRS 15 is 1 January 2018.

IFRIC 22 Foreign Currency Transactions and Advance Consideration

This interpretation clarifies when an entity recognizes a non-monetary asset or non-monetary liability arising from payment or receipt of advance consideration before the entity recognizes the related asset, expense or income. The effective date for IFRIC 22 is for annual periods beginning on or after 1 January 2018.

The adoption of these standards did not have a material impact on the Company's financial statements other than as disclosed above.

2.4 New and revised standards and interpretations not yet adopted

At the date of authorization of these financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective, and have not been early adopted by the Company.

Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. The Company is evaluating the impact of these standards. Certain other new standards, amendments, and interpretations have been issued but are not expected to have a material impact on the Company's financial statements.

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Conceptual Framework and References to the Conceptual Framework in IFRS Standards

On 29 March 2018, the IASB issued its revised Conceptual Framework for Financial Reporting. The revised Conceptual Framework does not constitute a substantial revision from the previously effective guidance but does provide additional guidance on topics not previously covered such as presentation and disclosure. The IASB also issued Amendments to References to the Conceptual Framework in IFRS Standards to amend certain IFRS, IAS, IFRIC and SIC. These amendments are effective for annual periods beginning on or after 1 January 2020.

IFRS 9 Financial Instruments

This is an amendment to IFRS 9 to amend the existing requirements in IFRS 9 regarding termination rights in order to allow measurement at amortised cost even in the case of negative compensation payments. The amendment also contains a clarification regarding the accounting for a modification or exchange of a financial liability measured at amortised cost that does not result in the derecognition of the financial liability. The amendments are to be applied retrospectively for annual periods beginning on or after 1 January 2019. Early application is permitted.

IFRS 16 Leases

IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases and replaces the current guidance in IAS 17. IFRS 16, is effective for periods beginning on or after 1 January 2019, with earlier application permitted if IFRS 15, Revenue from Contracts with Customers, is also applied.

IAS 1 Presentation of Financial Statements and IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

These are amendments to IAS 1 and IAS 8 to revise the definition of ‘material’. The new definition of material and the accompanying explanatory paragraphs are contained in IAS 1. The definition of material in IAS 8 has been replaced with a reference to IAS 1. The amendments are effective for annual periods beginning on or after 1 January 2020. Earlier application is permitted.

IAS 28 Investments in associates and joint ventures

This is an amendment to sale or contribution of assets between an investor and its associate or joint venture. An additional amendment is made regarding long-term interests in associates and joint ventures to clarify that an entity applies IFRS 9 including its impairment requirements, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied and to reduce confusion about the accounting for long-term interests in associates and joint ventures. The effective date for the former amendment to IAS 28 is for annual periods beginning on or after a date to be determined by IASB. Earlier application is permitted. The effective date for the latter amendment is for annual periods beginning on or after 1 January 2019. Earlier application is also permitted.

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IFRIC 23 Uncertainty over Income Tax Treatments

IFRIC 23 is an interpretation that clarifies how to apply the recognition and measurement requirements in IAS 12 'Income Taxes' when there is uncertainty over tax treatments. The effective date for IFRIC 23 is for annual periods beginning on or after 1 January 2019.

The Company has not early adopted nor assessed the financial statement impact of these standards, amendments and interpretations, and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company, other than as separately disclosed.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Significant accounting judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the fair value measurements for financial instruments and share-based payments, the recognition and valuation of provisions for decommissioning liabilities, the carrying value of exploration and evaluation properties, the valuation of all liability and equity instruments including warrants and stock options, the recoverability and measurement of deferred tax assets and liabilities and the ability to continue as a going concern. Actual results may differ from those estimates and judgments.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining the point at which a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop the property are capitalized into development assets. The determination may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the statement of loss and comprehensive loss in the year when new information becomes available.

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Determining whether to test for impairment of exploration and evaluation properties requires management's judgment regarding the following factors, among others: the period for which the entity has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amounts of the exploration assets are unlikely to be recovered in full from successful development or by sale.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined. Identifying the cash-generating units requires management judgment. In testing an individual asset or cash-generating unit for impairment and identifying a reversal of impairment losses, management estimates the recoverable amount of the asset or the cash-generating unit. This requires management to make several assumptions as to future events or circumstances. These assumptions and estimates are subject to change if new information becomes available. Actual results with respect to impairment losses or reversals of impairment losses could differ in such a situation and significant adjustments to the Company's assets and earnings may occur during the next period.

Decommissioning and restoration costs

Management is not aware of any material restoration, rehabilitation and environmental provisions as at 31 January 2019. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value and these estimates are updated annually. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the exploration and evaluation property. Such estimates are subject to change based on changes in laws, regulations and negotiations with regulatory authorities.

Impairment of financial assets

At each reporting date the Company assesses financial assets not carried at fair value through profit or loss to determine whether there is objective evidence of impairment. A financial asset is impaired if objective evidence indicates that one or more events occurred during the period that negatively affected the estimated future cash flows of the financial asset.

Objective evidence that financial assets are impaired can include significant financial difficulty of the issuer or debtor, default or the disappearance of an active market for a security. If the Company determines that a financial asset is impaired, judgment is required in assessing the available information in regards to the amount of impairment; however the final outcome may be materially different than the amount recorded as a financial asset.

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Share based payments

Management assesses the fair value of stock options granted in accordance with the accounting policy stated in note 3.6. The fair value of stock options is measured using the Black-Scholes Option Valuation Model. The fair value of stock options granted using valuation models is only an estimate of their potential value and requires the use of estimates and assumptions.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. Under the residual method, one component is measured first and the residual amount is allocated to the remaining component. The Company measures the value of the warrants first. The balance, if any, is allocated to the common shares. Any fair value attributed to the warrants is recorded as reserves.

Deferred income taxes

Judgement is required in determining whether deferred tax assets are recognized on the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that the cash flows and taxable income differ significantly from estimates, the ability of the Company to realized the net deferred tax assets recorded at the statement of financial position date, if any, could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company and its subsidiaries operate could limit the ability of the Company to obtain tax deductions in future periods.

Going concern

These financial statements have been prepared on a basis which assumes the Company will continue to operate for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. In assessing whether this assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. This assessment is based upon planned actions that may or may not occur for a number of reasons including the Company's own resources and external market conditions (Note 1.1).

3.2 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks and on hand, and short term money market instruments with an original maturity of three months or less, which are readily convertible into a known amount of cash.

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3.3 Foreign currencies

The Company's presentation currency and the functional currency of all of its operations is the Canadian dollar as this is the principal currency of the economic environment in which they operate.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income in the statement of comprehensive income to the extent that gains and losses arising on those non-monetary items are also recognized in other comprehensive income. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

3.4 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is provided at rates calculated to write off the cost of property, plant and equipment, less their estimated residual value, using the straight-line method over the following expected useful lives:

- Automotive 5 years
- Computer equipment 3 years
- Furniture and fixtures 5 years
- Software 1 year

3.5 Exploration and evaluation properties

Following the acquisition of a legal right to explore a property, all direct costs related to the acquisition of the property are deferred until the property to which they relate is placed into production, sold, allowed to lapse or abandoned. Mineral property acquisition costs include cash consideration and the fair market value of common shares issued for mineral property interests based on the trading price of the shares.

On an ongoing basis, the Company evaluates each property based on results to date to determine the nature of exploration work that is warranted in the future. Indication of impairment may occur in the carrying value of mineral interests when one of the following conditions exists:

- i) The Company's work program on a property has significantly changed, so that previously identified resource targets or work programs are no longer being pursued;
- ii) Exploration results are not promising and no more work is being planned in the foreseeable future; or
- iii) The remaining lease terms are insufficient to conduct necessary studies or exploration work.

If there is an indication of impairment, the recoverable amount, which is the higher of the asset's fair value less costs to sell and value in use, of the asset is determined. When the carrying value of the property exceeds its recoverable amount the asset is written down accordingly. As a result, an impairment loss is recognized in the statement of loss and comprehensive loss.

The Company may occasionally enter into property option agreements, whereby the Company will transfer part of a mineral interest, as consideration for the incurring of certain exploration and evaluation expenditures by the optionee which would otherwise have been undertaken by the Company. The Company does not record any expenditures made by the optionee on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the property, with any excess cash accounted for as recovery of exploration and evaluation properties.

Proceeds received from the sale of any interest in a property are first credited against the carrying value of the property, with any excess included in the statement of comprehensive loss for the period.

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3.6 Share-based payments

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted.

Where the terms and conditions of options are modified before they vest, any increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss over the remaining vesting period.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in comprehensive loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of comprehensive loss, unless they are related to the issuance of shares, in which case they are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise, the shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

3.7 Taxation

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in the statement of loss and comprehensive loss except to the extent that they relate to items recognized directly in equity or in other comprehensive loss/income.

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Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax is recognized on loss carry-forwards and tax credits, and on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary differences arise from goodwill or from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates and law that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

The Company records provisions for uncertain tax provisions if it is probable that the Company will make a payment on tax positions as a result of examinations by the tax authorities. These provisions are measured at the Company's best estimate of the amount expected to be paid. Provisions are reversed to income in the period in which management assesses that they are no longer required or determined by statute.

3.8 Financial instruments

At initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVTOCI") or fair value through profit or loss ("FVTPL"). Financial assets are recognized initially at fair value, unless they are trade receivables that do not contain a significant financing component in accordance with IFRS 15, which shall be measured at their transaction price. The subsequent measurement of financial assets depends on their classification based on both the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets as follows:

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Amortized Cost

The financial asset is subsequently measured at amortized cost if the financial asset is held within a business model whose objective is to hold the financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Such assets are carried at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the financial assets are derecognized or impaired, as well as through the amortization process. Transaction costs are included in the initial carrying amount of the asset. Cash and certain cash equivalents and amounts receivable are included in this category of financial assets.

Financial Assets at FVTOCI

The financial asset is subsequently measured at FVTOCI if the financial asset is held within a business model whose objectives are achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on principal amount outstanding or if an irrevocable election was made for certain equity instruments at initial recognition. After initial recognition, the financial assets are measured at fair value with gains or losses recognized within other comprehensive income (“OCI”) except for impairment gains (losses) and foreign exchange gains (losses). Accumulated changes in fair value are recorded as a separate component of equity until the financial asset is derecognized, at which point, they are reclassified from equity to profit or loss as a reclassification adjustment. Transaction costs are included in the initial carrying amount of the asset.

Financial Assets at FVTPL

A financial asset shall be measured at FVTPL if it is not measured at amortized cost or at FVTOCI. If the financial asset that would otherwise be measured at FVTPL is not acquired or incurred principally for the purpose of selling or repurchasing it in the near term, not part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking or a derivative, the Company may make an irrevocable election at initial recognition to present subsequent fair value changes of the equity instrument in other comprehensive income. Transaction costs associated with financial assets at FVTPL are expensed as incurred. These assets are carried at fair value with gains or losses recognized in profit or loss. Short term investments and certain cash equivalents are included in this category of financial assets.

Derivatives designed as hedging instruments in an effective hedge

The Company does not hold or have any exposure to derivative instruments.

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3.9 Financial liabilities

At initial recognition, financial liabilities are classified as financial liabilities measured at amortized cost unless they are financial liabilities at FVTPL (including derivatives that are liabilities), financial liabilities that arise when a transfer of financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at below market rate or contingent consideration recognized by an acquirer in a business combination. Financial liabilities are recognized initially at fair value. Transaction costs directly attributable to the issue of a financial liability are included in the initial carrying value of financial liabilities if they are not measured at FVTPL. The subsequent measurement of financial liabilities depends on their classification, as follows:

Financial liabilities measured at amortized cost

Financial liabilities are initially recognized at fair value, net of transaction costs. After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Amortized cost is calculated by taking into account any issue costs, and any discount or premium on settlement. Gains and losses arising on the repurchase, settlement or cancellation of liabilities are recognized respectively in interest, other revenues and finance costs. Trade payables and due to related parties are included in this category of financial liabilities.

Financial liabilities at FVTPL

Financial liabilities are carried at fair value with gains or losses recognized in net income (loss). Where the financial liability is designated as at FVTPL, only the amount of change in the fair value of the financial liability that is attributable to the changes in the credit risk of that liability shall be presented in OCI and the remaining amount of changes in fair value presented in profit or loss. Transaction costs on financial liabilities at FVTPL are expensed as incurred.

Other financial liabilities

The Company does not hold or have any exposure to derivative instruments, financial liabilities that arise when a transfer of financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market rate or contingent consideration recognized by an acquirer in a business combination.

3.10 Impairment of financial assets

The Company shall recognize a loss allowance for expected credit losses on financial assets measured at amortized cost or FVTOCI, a lease receivable, a contract asset or a loan commitment. If the credit risk on the financial instrument has increased significantly since initial recognition, the loss allowance shall be measured at an amount equal to the lifetime expected credit losses, otherwise, it shall be measured at an amount equal to the 12-month expected credit losses.

Assets carried at amortized cost

The Company shall recognize an impairment gain or loss in profit for the amount of expected credit losses (or reversal) required to adjust the loss allowance at the reporting date.

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Assets at FVTOCI

The loss allowance shall be recognized in other comprehensive income and shall not reduce the carrying amount of the financial asset.

3.11 De-recognition of financial assets and liabilities

Financial assets are derecognized when the contractual rights to the cash flows from the assets expire or, the financial assets are transferred, and the Company has transferred substantially all the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) is recognized in profit or loss. Where a transfer does not result in a derecognition due to continuing involvement, the Company shall continue to recognize the transferred asset and recognize a financial liability of the consideration received.

For financial liabilities, they are derecognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognized and the consideration paid, including any non-cash assets transferred or liabilities assumed is recognized in profit or loss.

3.12 Flow-through shares

The Company, from time to time, issues flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through shares into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a premium reversal recorded in other income or a reduction to deferred tax expense. The Company also recognizes a deferred tax liability and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for qualifying Canadian resource property exploration expenditures, within the prescribed period. The portion of proceeds received but not yet expended at the end of the period is disclosed separately within restricted cash.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the look-back rule, in accordance with Government of Canada income tax regulations. When applicable, this tax is accrued as an other expense until paid.

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3.13 Decommissioning liabilities

An obligation to incur decommissioning costs arises when environmental disturbance is caused by the exploration or development of mineral property interest. These costs are discounted to their net present value and are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability, as soon as the obligation to incur such cost arises. The timing of the actual expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the Company operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through depreciation. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Estimated costs for decommissioning costs are adjusted as changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capital costs of the related assets, in which case the capitalized cost is reduced to zero and the difference is recognized in profit or loss. As at 31 January 2019, the Company has \$Nil decommissioning liabilities.

3.14 Related party transactions

Parties are considered to be 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, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3.15 Loss per share

Basic loss per share is computed by dividing the net loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per common share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

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4. AMOUNTS RECEIVABLE

The Company's amounts receivable arises from Goods and Services Tax ("GST") receivable due from the government taxation authorities:

As at 31 January	2019	2018
	\$	\$
GST receivable	3,169	15,490
Total amounts receivable	3,169	15,490

5. SHORT TERM INVESTMENTS

	As at 31 January 2019		As at 31 January 2018	
	Cost	Fair Value	Cost	Fair Value
	\$	\$	\$	\$
Puma Exploration Inc. 150,000 shares (31 January 2018: 250,000 shares) 2,000,000 warrants (31 January 2018: 2,000,000 warrants) ⁽¹⁾	11,250	5,250	18,750	22,500
	79,232	22,040	-	-
Total short term investments	90,482	27,290	18,750	22,500

(1) The Puma warrants were/are exercisable at a price of \$0.07 per share until 4 May 2018, \$0.08 per share until 4 May 2019 and \$0.10 per share until 4 May 2020.

On 15 May 2017, the Company received 5,000,000 shares and 2,000,000 warrants of Puma Exploration Inc. ("Puma") valued at \$375,000 and \$Nil related to the Murray Brook Asset Purchase Agreement (Notes 6 and 16). As at 31 January 2019, the Puma warrants were valued at \$22,040 using the binomial model (Notes 2 and 14).

The weighted average assumptions used for the calculation were:

	31 January 2019
Risk free interest rate	1.77%
Expected life	1.26 years
Expected volatility	122.48%
Expected dividend per share	-

During the year ended 31 January 2019, the Company sold a total of 100,000 (2018 – 4,750,000) shares of Puma for total proceeds of \$10,000 (2018 – \$379,155), resulting in a gain of \$2,500 (2018 – \$22,905).

During the year ended 31 January 2019, the Company recorded a unrealized loss on the fair value of the short-term investments of \$103,979 (2018 – unrealized gain of \$3,750 recognized in OCI).

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6. EXPLORATION AND EVALUATION PROPERTIES

The Company's exploration and evaluation properties expenditures for the year ended 31 January 2019 and 2018 were as follows:

	Dunford's Project	St. Anthony's Project	NP Gold Project	Total
ACQUISITION COSTS				\$
Balance, 31 January 2018	5,200	3,965	5,005	14,170
Impairment write-down of exploration properties	(5,200)	(3,965)	-	(9,165)
Balance, 31 January 2019	-	-	5,005	5,005
EXPLORATION AND EVALUATION COSTS				
Balance, 31 January 2018	-	-	-	-
Geological and field expenses	2,075	9,686	2,075	13,836
Impairment write-down of exploration properties	(2,075)	(9,686)	-	(11,761)
Balance, 31 January 2019	-	-	2,075	2,075
Total, 31 January 2019	-	-	7,080	7,080

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	Bathurst Project	Murray Brook Project	Dunford's Project	St. Anthony's Project	NP Gold Project	Total
ACQUISITION COSTS	\$	\$	\$	\$	\$	\$
Balance, 31 January 2017	-	-	-	-	-	-
Additions	-	17,596	5,200	3,965	5,005	31,766
Impairment write-down of exploration properties	-	(17,596)	-	-	-	(17,596)
Balance, 31 January 2018	-	-	5,200	3,965	5,005	14,170
EXPLORATION AND EVALUATION COSTS						
Balance, 31 January 2017	-	-	-	-	-	-
Balance, 31 January 2018	-	-	-	-	-	-
Total, 31 January 2018	-	-	5,200	3,965	5,005	14,170

Newfoundland and Labrador

The Northern Peninsula Project is situated in the northern peninsula of the island of Newfoundland. The project consists of three claim blocks that are 100% owned by the Company: Dunford's, St. Anthony's and NP Gold Projects.

During the year ended 31 January 2019, the Company recorded an impairment write-down of \$7,275 and \$13,651 (2018 – \$Nil and \$Nil) related to the Dunford's Project and the St. Anthony's Project respectively (Note 18).

Bathurst Option JV Base Metals Project (the "BOJV Project")

The BOJV Project consisted of various claims owned 50% by the Company and 50% by Xstrata Canada Corporation (now Glencore Canada Corporation) and various claims owned 100% by Glencore Canada Corporation.

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During the year ended 31 January 2017, the BOJV Project was written down to \$Nil.

During the year ended 31 January 2018, the BOJV Project with Glencore and ELN was terminated by mutual consent of the two companies.

Murray Brook Project

On 1 November 2010, Votorantim Metals Canada Inc. (“VM Canada”) entered into an agreement with Murray Brook Minerals Inc. and Murray Brook Resources Inc. (collectively, “MBM”) (the “Murray Brook Agreement”) whereby VM Canada could earn 50% interest in the Murray Brook Project (the “Properties”) by funding \$2,250,000 in exploration expenditures and making payments totalling \$300,000 over a three-year period that commenced on 1 November 2011. VM Canada earned an additional 20% interest in the Properties by funding an additional \$2,250,000 in exploration expenditures over an additional two year period.

On 3 January 2011, the Company entered into a participation agreement with VM Canada whereby it could earn 50% of VM Canada’s interest by paying 50% of the costs incurred by VM Canada, pursuant to the Murray Brook Agreement (paid). On the participation agreement date, the Company and VM Canada each held a 35% interest in the Properties.

On 1 July 2015, the Company and VM Canada signed an acknowledgement and agreement relating to the dilution of the Company’s interest in the Properties whereby the parties have agreed that the amounts owing by the Company to VM Canada will be satisfied in full by the dilution of the Company’s interest in the Properties. During the year ended 31 January 2018, amounts of \$17,596 owing by the Company to VM Canada were satisfied in full by the dilution of the Company’s interest in the Murray Brook Project to 31.48% (Notes 8 and 16).

During the year ended 31 January 2019, the Company recorded an impairment write-down of \$Nil (2018 – \$17,596) with respect to the Murray Brook Project (Note 8). As at 31 January 2019, the Company had a 31.48% undivided beneficial interest in the Properties.

On 25 October 2016, the Company executed an asset sale agreement with Puma, amended on 10 May 2017 (the “Closing Date”), to relinquish its interest in the Murray Brook Project on the following terms and payments to the Company by Puma (the “Puma Transaction”):

- a) \$50,000 non-refundable deposit payable on the execution of this agreement (received);
- b) \$250,000 cash and issuance of 5,000,000 shares by Purchaser to Vendor on Closing Date (received) (Notes 5 and 16);
- c) 2,000,000 warrants at the closing date (received), which will give the Company the right to buy 2,000,000 ordinary shares in the capital of Puma at any time within the 36 month period after the Closing Date for the following exercise prices (Notes 5 and 16):
 - i. 0 to Year 1: Equal to the price of the acquisition equity financing of \$0.07 per share;
 - ii. Year 1 to Year 2 (4 May 2019): a 20% premium to the price indicated in i) above of \$0.08 per share.

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- iii. Year 2 to Year 3 (until 4 May 2020): a 20% premium to the price indicated in ii) above of \$0.10 per share.
- d) \$400,000 cash 6 months after the closing date in the event Puma raises an additional \$1,000,000 within the first 6 months or the amount of \$500,000 cash 12 months after the closing date (received);
- e) \$1,000,000 cash 12 months after the closing date (received);
- f) \$1,000,000 cash 24 months after the closing date (see amendment to date below);
- g) Net Smelter Return Royalty based on quarterly zinc London Metal Exchange (“LME”) Price per USD metric ton as follows:

Quarterly Zinc LME Price band in USD/mt	Approximate Equivalency in USD/lb of lower range of zinc LME price band	NSR%
< 2,300	< 1.04	0%
2,300 to < 2,500	1.04 – 1.12	0.50%
2,500 to < 2,700	1.13 – 1.22	0.75%
2,700 to < 2,900	1.23 – 1.31	1.00%
2,900 to < 3,100	1.32 – 1.40	1.25%
3,100 to < 3,300	1.41 – 1.49	1.50%
>= 3,300	> 1.50	1.75%

- h) Puma assuming all liabilities relating to the conduct of the Murray Brook Project from and after the closing date and all liabilities of the Company under the Murray Brook Agreements.

During the year ended 31 January 2019, the Company recovered exploration and evaluation costs of \$1,500,000 (2018 – \$625,000), which is comprised of cash of \$1,500,000 (2018 – \$250,000), Nil shares (2018 – 5,000,000 shares) valued at \$Nil (2018 – \$375,000) and Nil warrants (2018 – 2,000,000 warrants) warrants valued at \$Nil (2018 – \$Nil), pursuant to the Puma Transaction.

Subsequent to the year ended 31 January 2019, the Company further amended the Puma Transaction and extended the amount of \$1,000,000 cash to be paid on 30 June 2019. In addition, the amendment terms include 1,000,000 shares of Puma to be issued at the latest of 15 days following the approval of the Exchange (Note 18).

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7. PROPERTY, PLANT AND EQUIPMENT

A summary of changes in the Company's property, plant and equipment for the year ended 31 January 2019 and 2018 as follows:

	Automobile	Furniture and fixtures	Software	Total
COST	\$	\$	\$	\$
As at 31 January 2017	-	52,774	9,783	62,557
As at 31 January 2018	-	52,774	9,783	62,557
Additions	33,042	-	-	33,042
Disposals	-	(52,774)	(9,783)	(62,557)
As at 31 January 2019	33,042	-	-	33,042
DEPRECIATION				
As at 31 January 2017	-	52,774	9,783	62,557
As at 31 January 2018	-	52,774	9,783	62,557
Depreciation	2,974	-	-	2,974
Disposals	-	(52,774)	(9,783)	(62,557)
As at 31 January 2019	2,974	-	-	2,974
NET BOOK VALUE				
As at 31 January 2018	-	-	-	-
As at 31 January 2019	30,068	-	-	30,068

During the year ended 31 January 2019, the Company disposed of furniture and fixtures and software with a net book value of \$Nil. A gain/loss of \$Nil was recorded related to the disposal of these capital assets.

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8. TRADE PAYABLES AND ACCRUED LIABILITIES

The Company's trade payables and accrued liabilities are principally comprised of amounts outstanding for trade purchases relating to exploration and evaluation activities and amounts payable for general operations. These are broken down as follows:

As at 31 January	2019	2018
	\$	\$
Trade payables	2,970	2,797
Accrued liabilities	26,000	166,000
Total	28,970	168,797

During the year ended 31 January 2019, the Company settled \$Nil (2018 – \$17,596) of trade payables owed to VM Canada by way of dilution of the Company's interest in the Murray Brook Project (Notes 6 and 16).

9. SHARE CAPITAL

9.1 Authorized share capital

The Company has authorized an unlimited number of common and preferred shares with no par value. As at 31 January 2019, the Company had 61,611,966 common shares outstanding (2018 – 61,611,966) and no preferred shares outstanding.

9.2 Shares issuances

During the years ended 31 January 2019 and 2018, the Company did not issue additional common shares.

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9.3 Share purchase warrants

The following is a summary of the changes in the Company's share purchase warrants for the years ended 31 January 2019 and 2018:

As at	31 January 2019		31 January 2018	
	Number of warrants	Weighted average Exercise price	Number of warrants	Weighted average Exercise price
Outstanding, beginning of year	22,774,750	\$0.05	22,774,750	\$0.05
Granted ⁽¹⁾	22,697,750	\$0.05	-	-
Exercised	-	-	-	-
Cancelled ⁽¹⁾	(22,697,750)	\$0.05	-	-
Expired	(77,000)	\$0.05	-	-
Outstanding, end of year	22,697,750	\$0.05	22,774,750	\$0.05

⁽¹⁾ Included are 22,697,750 share purchase warrants related to an amendment made during the year ended 31 January 2019.

The following table summarizes information regarding share purchase warrants outstanding as at 31 January 2019:

Expiry Date	Number of warrants outstanding	Weighted-average remaining contractual life (years)	Weighted average exercise Price
Share purchase warrants			
20 June 2021	22,697,750	2.39	\$0.05
Total warrants outstanding and exercisable	22,697,750	2.39	\$0.05

On 6 June 2018, the Company amended the terms of 22,697,750 share purchase warrants originally granted on 20 June 2016 to extend the expiry date from 20 June 2018 to 20 June 2021. The Company recognized an incremental fair value of \$Nil on the amended share purchase warrants. The amended warrants have an exercise price of \$0.05 per common share.

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9.4 Stock options

The Company has adopted a stock option plan (the “Plan”) whereby, the Company may grant stock options up to a maximum of 20% of the number of issued shares of the Company. The exercise price of any options granted under the plan will be determined by the Board of Directors (the “Board”), at its sole discretion, but shall not be less than the last closing price of the Company’s common shares on the day before the date on which the Board grants such options, less the maximum discount permitted under the policies of the TSXV.

The following is a summary of the changes in the Company’s stock option plan for the years ended 31 January 2019 and 2018:

As at	31 January 2019		31 January 2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Outstanding, beginning of year	5,810,000	\$0.06	2,740,000	\$0.07
Granted	2,150,000	\$0.09	3,975,000	\$0.05
Exercised	-	-	-	-
Expired	-	-	-	-
Forfeited	-	-	(905,000)	\$0.07
Outstanding, end of period	7,960,000	\$0.07	5,810,000	\$0.06
Exercisable, end of period	6,301,664	\$0.06	1,835,000	\$0.07

The following table summarizes information regarding stock options outstanding and exercisable as at 31 January 2019:

Grant date	Expiry date	Options outstanding (#)	Exercise Price (\$)	Weighted Average Life (years)	Options exercisable (#)
19 March 2014	19 March 2019	1,800,000	0.07	0.13	1,800,000
28 April 2014	28 April 2019	35,000	0.10	0.24	35,000
1 November 2017	1 November 2022	3,625,000	0.05	3.75	3,625,000
2 January 2018	2 January 2023	350,000	0.07	3.92	350,000
11 April 2018	11 April 2023	150,000	0.05	4.19	100,000
1 May 2018	1 May 2023	300,000	0.07	4.25	150,000
1 June 2018	1 June 2023	100,000	0.07	4.33	25,000
5 July 2018	5 July 2023	1,300,000	0.10	4.43	216,664
18 October 2018	18 October 2023	300,000	0.10	4.72	-
		7,960,000	0.07	3.11	6,301,664

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The fair value of the 2,150,000 stock options (2018 – 3,975,000) granted during the year ended 31 January 2019 was estimated at \$91,786 (2018 – \$122,349) (Note 10). The weighted average assumptions used for the calculations were:

	31 January 2019	31 January 2018
Risk free interest rate	2.13%	1.67%
Expected life	5 years	5 years
Expected volatility	234.20%	196.75%
Expected dividend per share	-	-
Expected forfeiture	-	-

10. SHARE-BASED PAYMENTS

Share-based payments for the following options granted by the Company will be amortized over the vesting period, of which \$112,670 was recognized in the year ended 31 January 2019 (2018 - \$60,683) (Note 9):

Grant date	Fair value	Amount vested in 31 January 2019	Amount vested in 31 January 2018
	\$	\$	\$
18 October 2018	14,595	6,498	-
5 July 2018	51,402	22,726	-
1 June 2018	4,958	3,914	-
1 May 2018	14,877	12,303	-
11 April 2018	5,954	5,564	-
2 January 2018	6,675	5,590	1,084
1 November 2017	115,674	56,075	59,599
Total	214,135	112,670	60,683

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11. TAXES

11.1 Provision for income taxes

Applying the Company's Canadian federal and provincial statutory income tax rates of 27.00% (2018 – 26.08%):

Year ended 31 January	2019	2018
	\$	\$
Net income before tax	812,748	258,734
Expected income tax	(219,442)	(67,486)
Permanent differences	(59,529)	(12,515)
Change in prior year provision to actual	(28,782)	(48,998)
Change in enacted tax rates	120,632	11,314
Change in valuation allowance	187,121	117,685
Provision for (recovery of) income taxes	-	-

11.2 Deferred tax balances

The tax effects of temporary differences that give rise to deferred tax assets and liabilities are as follows:

	As at 31 January 2019	As at 31 January 2018
Deferred tax assets	\$	\$
Tax loss carry-forwards	2,764,281	2,518,791
Exploration and evaluation properties	458,478	857,579
Share issue costs	91	131
Other	51,352	84,822
Total deferred tax assets	3,274,202	3,461,323
Less: Unrecognized deferred tax assets	(3,274,202)	(3,461,323)
Net deferred tax assets	-	-

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11.3 Expiry dates

The Company's recognized and unrecognized deferred tax assets related to unused tax losses have the following expiry dates:

As at 31 January	2019
	\$
Non-capital losses	
2026	88,428
2027	961,396
2028	538,135
2029	914,962
2030	1,249,677
2031	1,484,856
2032	1,329,820
2033	1,525,375
2034	681,418
2035	367,543
2036	38,487
2037	157,020
2038	319,942
2039	581,018
Total non-capital losses	10,238,077
Total net capital losses, no expiry	-
Total resource-related deduction, no expiry	1,705,146

12. INCOME PER SHARE

The calculation of basic and diluted income per share is based on the following data:

Year ended 31 January	2019	2018
	\$	\$
Net income	812,748	262,484
Weighted average number of shares – basic and diluted	61,611,966	61,611,966
Net income per share, basic and diluted	0.013	0.004

The basic income per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted income per share reflects the potential dilution of common share equivalents, such as outstanding stock options, in the weighted average number of common shares outstanding during the period, if dilutive. All of the stock options and warrants were anti-dilutive for the years ended 31 January 2019 and 2018.

13. CAPITAL RISK MANAGEMENT

The Company's objectives are to safeguard the Company's ability to continue as a going concern in order to support the Company's normal operating requirements and continue the exploration of its mineral properties.

The Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for general administration costs, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company is not subject to any externally imposed capital requirements. There were no significant changes in the Company's approach or the Company's objectives and policies for managing its capital.

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14. FINANCIAL INSTRUMENTS

14.1 Categories of financial instruments

	As at 31 January 2019	As at 31 January 2018
FINANCIAL ASSETS	\$	\$
Amortized cost		
Cash	544,018	-
GIC (cash equivalent)	500,000	-
FVTPL		
Cash	-	531,261
Money market funds (cash equivalent)	381,591	-
Short term investments	27,290	-
Loans and receivables, at amortized cost		
Due from related parties	-	5,000
Available-for-sale, at fair value		
Short term investments	-	22,500
Total financial assets	1,452,899	558,761
FINANCIAL LIABILITIES		
Amortized cost		
Trade payables	2,970	-
Due to related parties	12,742	-
Other financial liabilities, at amortized cost		
Trade payables	-	2,797
Due to related parties	-	9,807
Total financial liabilities	15,712	12,604

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14.2 Fair value

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

The following table provides an analysis of the Company's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data.

As at 31 January 2019	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets at fair value				
Cash equivalents	381,591	-	-	381,591
Short term investments ⁽¹⁾	5,250	-	22,040	27,290
Total financial assets at fair value	386,841	-	22,040	408,881

⁽¹⁾ The Puma warrants are determined to be a Level 3 measurement using a binomial model where the inputs are unobservable due to the warrants not being traded in an active market (Notes 2 and 5).

There were no transfers between Level 1, 2 and 3 during the year ended 31 January 2019 other than as required by the adoption of IFRS 9 (Note 2).

As at 31 January 2018	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Financial assets at fair value				
Cash and cash equivalents	531,261	-	-	531,261
Short term investments	22,500	-	-	22,500
Total financial assets at fair value	553,761	-	-	553,761

There were no transfers between Level 1, 2 and 3 during the year ended 31 January 2018.

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14.3 Management of financial risks,

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

Credit risk

Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and amounts receivable. The Company deposits cash and cash equivalents with high credit quality financial institutions as determined by rating agencies. As a result, the Company is not subject to a significant credit risk. The Company does not consider any of its financial assets to be impaired.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they become due (Note 1.1). The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations to meet its administrative overheads, maintain its mineral investments and to settle amounts payable to its creditors. As at 31 January 2019, the Company had a cash balance of \$1,425,609 (2018 – \$531,261) and gross receivables of \$3,169 (2018 – \$15,490) to settle current liabilities due in twelve months or less of \$28,970 (2018 – \$168,797) and carry out its planned exploration program in the coming year. Management seeks additional financing through the issuance of equity instruments and liquidation of its marketable securities, either partial or in full, to continue its operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Currency risk

For the year ended 31 January 2019, the Company's operations were solely in Canada. The Company considers its currency risk to be insignificant.

Other market risks

The Company is not subject to any other market risks, including interest rate risk and commodity price risk.

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15. RELATED PARTY TRANSACTIONS

For the years ended 31 January 2019 and 2018, the Company had related party transactions with the following companies related by way of directors, management or shareholders in common:

- New Age Metals Inc., a company with management and certain directors in common with the Company. New Age Metals Inc. pays shared office costs to the Company on a month-to-month basis.
- Canadian Gravity Recovery Inc. (“CGR”), a company owned by the Chief Executive Officer (“CEO”) of the Company. CGR provides consulting services on a month-to-month basis.
- 3846717 Canada Inc., a company owned by the CEO of the Company. 3846717 Canada Inc. provides management services on a five year term effective 1 June 2018 (Note 17).
- 3699030 Canada Inc., a company owned by the CEO of the Company. 3699030 Canada Inc. provides rental and shared office costs to the Company on a month-to-month basis.
- Trelich Bay Capital (“Trelich”), a company owned by the former Chief Operating Officer (“COO”) of the Company. Trelich provides consulting services on a month-to-month basis. The agreement was terminated effective 30 June 2018.
- 873285 B.C. Ltd., a company owned by the Corporate Secretary of the Company. 873285 B.C. Ltd. provides consulting services on a month-to-month basis.

15.1 Related party expenses

The Company’s related party expenses paid and/or accrued during the years ended 31 January 2019 and 2018 are as follows:

Year ended 31 January	2019	2018
	\$	\$
Consulting fees	6,923	2,258
Shared office costs	54,311	29,707
Insurance, licenses and fees	-	2,325
Total related party expenses to New Age Metals Inc.	61,234	34,290
Fees paid to CEO and his companies	115,469	60,000
Fees paid to former COO	45,469	55,000
Fees paid to CFO	45,867	30,000
Fees paid to Corporate Secretary	29,175	26,701
Fees paid to directors	10,442	-
Total related party expenses other than New Age Metals Inc.	246,422	171,701
Total related party expenses	307,656	205,991

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15.2 Due from/to related parties

The assets and liabilities of the Company include the following amounts due to/from related parties:

As at 31 January	2019	2018
	\$	\$
Key management personnel	265	(5,000)
New Age Metals Inc.	12,477	9,807
Total amount due to related parties	12,742	4,807

The amounts due to/from related parties are non-interest bearing, unsecured and due on demand.

15.3 Key management personnel compensation

The remuneration of directors and other members of key management were as follows:

Year ended 31 January	2019	2018
	\$	\$
Short-term benefits – management and consulting fees	197,308	171,701
Share-based payments (Note 10)	49,114	46,857
Total key management personnel compensation	246,422	218,558

16. SUPPLEMENTAL CASH FLOW INFORMATION

16.1 Cash payments for interest and taxes

The Company made the following cash payments for interest and income taxes:

Year ended 31 January	2019	2018
	\$	\$
Interest paid	-	-
Income taxes paid	-	-
Total cash payments	-	-

The Company incurred the following non-cash investing and financing transactions:

During the year ended 31 January 2019, the Company settled trades payable owing to VM Canada in the amount of \$Nil (2018 – \$17,596) by way of dilution of the Company's interest in the Murray Brook Properties (Notes 6 and 8).

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During the year ended 31 January 2019, the Company received Nil shares (2018 – 5,000,000 shares valued at \$375,000) and Nil warrants (2018 – 2,000,000 warrants valued at \$Nil) of Puma Exploration Inc. related to the Murray Brook Asset Purchase Agreement (Notes 5 and 6).

17. COMMITMENTS and CONTINGENCIES

As at 31 January 2019, the Company had the following contingent liabilities:

- a) During the year ended 31 January 2019, the Company did not obtain a director's and officer's insurance policy. The Company currently self-insures and has established no reserves for insurance-related contingencies. Rather, the Company assesses each contingency, if any, as it arises to determine estimates of the degree of probability and range of possible settlement. Those contingencies which are deemed to be probable and where the amount of such settlement is reasonably estimable, are then accrued in the Company's financial statements. If only a range of loss can be determined, the best estimate within that range is accrued.

The assessment of contingencies is a highly subjective process that requires judgments regarding future events. Insurance contingencies are reviewed at least annually to determine the adequacy of the accruals and whether related financial statement disclosure is required. The ultimate settlement of insurance contingencies may differ materially from amounts accrued in the financial statements.

- b) The Company has indemnified the subscribers of flow-through shares of the Company issued in prior years (Note 17(c)).
- c) The Company regularly assesses its income tax and related non income tax amounts and obligations and the related filing obligations in Canada. It is management's position that adequate provisions have been made in the financial statements related to such obligations. However, there exists uncertainty due to the fact that the Company could be assessed differently by tax and/or other regulatory authorities in a manner that is not consistent with management's expectation. This situation would result in management being required to adjust its provision for income taxes and related non income tax amounts in the period that such a situation occurs and such adjustments could be material.
- d) The Company's exploration and evaluation activities are subject to various Canadian federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.
- e) Effective 1 June 2016, the Company entered into a consulting agreement with a third party individual for \$17 per hour to provide office manager services.

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- f) Effective 1 March 2016, the Company entered into a consulting agreement with a third party individual for \$50 per hour to provide assistant services.
- g) Effective 1 November 2016, the Company entered into a consulting agreement with a company controlled by the corporate secretary for \$4,000 per month.
- h) Effective 15 May 2017, the Company entered into a consulting agreement with a third party individual for \$4,000 per month to provide corporate development consulting services.
- i) Effective 20 November 2017, the Company entered into a consulting agreement with a third party individual to provide corporate development consulting services.
- j) Effective 1 December 2017, the Company entered into a consulting agreement with a third party individual to provide consulting and advisory services. The Company will issue stock options to the consultant periodically.
- k) Effective 15 January 2018, the Company entered into a consulting agreement with a third party individual to provide services in the business development department.
- l) Effective 1 May 2018, the Company entered into a consulting agreement with third party individuals to provide corporate development consulting services.
- m) Effective 1 June 2018, the Company entered into a management agreement with 3846717 Canada Inc., a company owned by the CEO, for \$10,000 per month to provide consulting and management services (Note 15).
- n) Effective 5 July 2018, the Company entered into several consulting agreements with third party individuals to provide consulting and advisory services. The Company will issue stock options to the consultants periodically.
- o) Effective 15 August 2018, the Company entered into a consulting agreement with a third party individual to provide corporate development consulting services.
- p) In prior years, the Company entered into arbitrated dispute proceedings with GCP Group Ltd. (“GCP Group”) related to its efforts to assert its legal and effective control over the Kasala Mineral Research Permits and the Company’s interest in Infinity Resources SPRL (“Infinity”) in the Democratic Republic of the Congo. The Company was granted award on 21 March 2014 pursuant to the arbitration, including control of all assets of Infinity but was not successful in asserting its legal and effective control over Infinity.

It is management’s position that no further action would be taken related to the above. There is no assurance that further formal claims will not be made against the Company by GCP Group or other related parties.

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18. EVENTS AFTER THE REPORTING PERIOD

As at 31 January 2019, the Company has the following events after the reporting period:

- a) On 29 March 2019, the Company further amended the Puma Transaction and extended the amount of \$1,000,000 cash to be paid on 30 June 2019. In addition, the amendment terms include 1,000,000 shares of Puma to be issued at the latest of 15 days following the approval of the Exchange (Note 6).
- b) On 2 April 2019, the Company received a cancellation notification from the Government of Newfoundland and Labrador regarding its mining licenses for the Dunford's Project and St. Anthony's Projects in Newfoundland, which were cancelled due to insufficient first year assessment work (Note 6).

19. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements of the Company for the year ended 31 January 2019 were approved and authorized by the Board of Directors on 27 May 2019.