



**LOMIKO METALS INC.**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
July 31, 2019

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DALE MATHESON CARR-HILTON LABONTE LLP  
CHARTERED PROFESSIONAL ACCOUNTANTS

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Lomiko Metals Inc.

### Opinion

We have audited the consolidated financial statements of Lomiko Metals Inc. (the "Company"), which comprise the consolidated statements of financial position as at July 31, 2019 and 2018, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 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 to the financial statements, which indicates that the Company incurred a net loss of \$1,765,708 during the year ended July 31, 2019 and, as of that date, has accumulated losses of \$26,010,540. These events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Other Information

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

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 identified above 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.

## 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 skepticism 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 complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

DMCL

**DALE MATHESON CARR-HILTON LABONTE LLP**  
**CHARTERED PROFESSIONAL ACCOUNTANTS**  
Vancouver, BC

November 28, 2019



An independent firm  
associated with Moore  
Global Network Limited

**LOMIKO METALS INC.****CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars)

	As at July 31, 2019	As at July 31, 2018
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents (Note 4)	\$ 10,554	\$ 40,777
Other receivables	21,774	13,410
Due from associate (Note 5)	-	29,998
Prepaid expenses	9,256	149,259
	<u>41,584</u>	<u>233,444</u>
<b>Non-current</b>		
Due from associate (Note 5 and 17)	193,614	-
Investment in associates (Note 5)	4	57,841
Exploration and evaluation advances	-	35,713
Exploration and evaluation assets (Note 6)	3,499,992	3,146,911
	<u>3,693,610</u>	<u>3,240,465</u>
	\$ 3,735,194	\$ 3,473,909
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 8, 10 and 12)	\$ 329,042	\$ 215,368
	<u>329,042</u>	<u>215,368</u>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 7)	27,934,969	26,727,655
Reserves (Note 7)	1,481,723	1,070,639
Deficit	(26,010,540)	(24,539,753)
	<u>3,406,152</u>	<u>3,258,541</u>
	\$ 3,735,194	\$ 3,473,909

Nature of Operations (Note 1)

Commitments and contingencies (Notes 15 and 16)

Events after reporting period (Note 17)

Approved on behalf of the Board:

"Paul Gill"

Paul Gill - President and Chief Executive Officer

"Jacqueline Michael"

Jacqueline Michael - Chief Financial Officer

*The accompanying notes form an integral part of these consolidated financial statements*

**LOMIKO METALS INC.****CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(Expressed in Canadian Dollars)

	Year ended July 31, 2019	Year ended July 31, 2018
<b>Expenses</b>		
Advertising and promotion	\$ 295,535	\$ 422,139
Consulting fees	160,907	151,500
Management fees (Note 12)	180,000	180,000
Office and miscellaneous	32,175	26,187
Professional fees	108,978	182,572
Regulatory and filing fees	53,920	68,954
Shareholder communications	40,575	30,803
Share based payments (Note 7)	632,080	857,099
Travel	6,692	20,747
Loss from operations	(1,510,862)	(1,940,001)
<b>Other income/(loss)</b>		
Interest income	19	21
Part XII.6 interest (Note 15)	848	(1,309)
Flow-through share premium (Note 7)	56,000	82,112
Write down of exploration and evaluation assets (Note 6)	(249,106)	(2,443,044)
Write down of investment in associates (Note 5)	(54,787)	(1,136,574)
Share of associate loss (Note 5)	(3,050)	(5,063)
Gain on translation of foreign currency debt	-	2,222
Gain on settlement of demand loan (Note 5)	-	36,030
Legal settlement (Note 16)	-	(120,000)
	(250,076)	(3,585,605)
Loss, before income tax	(1,760,938)	(5,525,606)
Income tax expense (Note 9)	(4,770)	-
Net loss	(1,765,708)	(5,525,606)
<b>Other comprehensive loss</b>		
Unrealized loss on re-measurement of equity investments, net of deferred tax recovery	-	(28,767)
<b>Comprehensive loss for the year</b>	<b>\$ (1,765,708)</b>	<b>\$ (5,554,373)</b>
Basic and Diluted Loss Per Share	\$ (0.03)	\$ (0.16)
Basic and Diluted Weighted Average Common Shares	65,455,447	33,765,516

*The accompanying notes form an integral part of these consolidated financial statements*

**LOMIKO METALS INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars)

	Year ended July 31, 2019	Year ended July 31, 2018
<b>Cash flows used in operating activities</b>		
Net loss	\$ (1,765,708)	\$ (5,525,606)
Items not involving cash and cash equivalents:		
Equity investment share of loss	3,050	5,063
Share based payments	632,079	857,099
Flow-through premium	(56,000)	(82,112)
Gain on translation of foreign currency debt	-	(2,222)
Loan interest paid through transfer of shares	-	2,710
Gain on settlement of demand loan	-	(36,030)
Write down of investment in associates	54,787	1,136,574
Write down of exploration and evaluation assets	249,106	2,443,044
	(882,686)	(1,201,480)
Changes in non-cash working capital items:		
Other receivables	(8,364)	(4,917)
Prepaid expenses	140,003	(126,118)
Accounts payable and accrued liabilities	113,674	2,034
Income tax payable	-	(15,700)
	(637,373)	(1,346,181)
<b>Cash flows from financing activities</b>		
Issuance of flow through shares for cash	560,000	153,120
Issuance of shares for cash	860,528	1,199,868
Options exercised	18,500	280,000
Share issue cost	(101,788)	(65,099)
	1,337,240	1,567,889
<b>Cash flows used in investing activities</b>		
Due from associate	(163,616)	(20,996)
Investment in equity	-	(105,000)
Exploration and evaluation advances	35,713	-
Exploration and evaluation expenditures	(602,187)	(153,240)
	(730,090)	(279,236)
<b>Decrease in cash</b>	<b>(30,223)</b>	<b>(57,528)</b>
<b>Cash and cash equivalents, beginning of year</b>	<b>40,777</b>	<b>98,305</b>
<b>Cash and cash equivalents, end of year</b>	<b>\$ 10,554</b>	<b>\$ 40,777</b>

*The accompanying notes form an integral part of these consolidated financial statements*

*See notes 13 for supplemental cash flow disclosures*

**LOMIKO METALS INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
(Expressed in Canadian Dollars)

	Common Shares Without Par Value		Share subscriptions received	Reserves	Accumulated Other Comprehensive Income	Deficit	Total Equity
	Shares	Amount					
<b>Balance, July 31, 2017</b>	<b>22,209,929</b>	<b>\$ 24,885,170</b>	<b>\$ 157,920</b>	<b>\$ 420,195</b>	<b>\$ 28,767</b>	<b>\$ (19,079,706)</b>	<b>\$ 6,412,346</b>
Issuance of shares for cash	9,087,223	1,357,788	(157,920)	-	-	-	1,199,868
Issuance of flow through shares for cash	837,000	128,700	-	-	-	-	128,700
Options exercised	2,000,000	280,000	-	-	-	-	280,000
Share issue costs	-	(65,099)	-	-	-	-	(65,099)
Fair value assigned to warrants	-	(698,172)	-	698,172	-	-	-
Share based payments to consultants	5,950,000	833,000	-	-	-	-	833,000
Stock based compensation	-	-	-	24,099	-	-	24,099
Transfer of reserves on exercise of options	-	6,268	-	(6,268)	-	-	-
Options expired	-	-	-	(53,547)	-	53,547	-
Warrants expired	-	-	-	(12,012)	-	12,012	-
Unrealized (loss) on re-measurement of equity securities	-	-	-	-	(28,767)	-	(28,767)
Net loss for the year	-	-	-	-	-	(5,525,606)	(5,525,606)
<b>Balance, July 31, 2018</b>	<b>40,084,152</b>	<b>\$ 26,727,655</b>	<b>\$ -</b>	<b>\$ 1,070,639</b>	<b>\$ -</b>	<b>\$ (24,539,753)</b>	<b>\$ 3,258,541</b>
Issuance of shares for cash	17,201,039	860,528	-	-	-	-	860,528
Issuance of flow through shares for cash	11,200,000	504,000	-	-	-	-	504,000
Options exercised	370,000	18,500	-	-	-	-	18,500
Share issue costs	-	(128,733)	-	26,945	-	-	(101,788)
Fair value assigned to warrants	-	(465,946)	-	465,946	-	-	-
Share based payments to consultants	6,150,000	307,024	-	-	-	-	307,024
Stock based compensation	-	-	-	325,055	-	-	325,055
Transfer of reserves on exercise of options	-	111,941	-	(111,941)	-	-	-
Options expired	-	-	-	(104,642)	-	104,642	-
Warrants expired	-	-	-	(190,279)	-	190,279	-
Net loss for the year	-	-	-	-	-	(1,765,708)	(1,765,708)
<b>Balance, July 31, 2019</b>	<b>75,005,191</b>	<b>\$ 27,934,969</b>	<b>\$ -</b>	<b>\$ 1,481,723</b>	<b>\$ -</b>	<b>\$ (26,010,540)</b>	<b>3,406,152</b>

*The accompanying notes form an integral part of these consolidated financial statements*

## **LOMIKO METALS INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

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#### **1. NATURE OF OPERATIONS AND GOING CONCERN**

##### **Nature of operations**

Lomiko Metals Inc., (along with its subsidiaries collectively referred to as the “Company”), is engaged in the acquisition, exploration and development of resource properties and the investment in power supply products companies. The Company is considered to be in the exploration and evaluation stage. The Company was incorporated on July 3, 1987, under the British Columbia Company Act. The Company is listed on the TSX-Venture Exchange (“TSX-V”) having the symbol LMR.V as a Tier 2 mining issuer and on the Over the Counter Exchange in the United States having the symbol LMRMF.

The Company’s registered office is unit 439-7184 120<sup>th</sup> Street, Surrey, British Columbia, Canada.

##### **Going Concern**

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future. The Company has incurred cumulative losses of \$26,010,540 and has reported a loss of \$1,765,708 for the year ended July 31, 2019. The ability of the Company to continue as a going concern is dependent upon successfully obtaining additional financing, entering into a joint venture, a merger or other business combination transaction involving a third party, sale of all or a portion of the Company’s assets, the outright sale of the Company, the successful development of the Company’s mineral property interests, or a combination thereof. There can be no assurance that funding from this will be sufficient in the future to continue and develop its mineral properties. These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

#### **2. BASIS OF PREPARATION AND STATEMENT OF COMPLIANCE**

##### **(a) Statement of Compliance**

These consolidated financial statements of the Company, have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These consolidated financial statements were approved and authorized for issue by the Board of Directors on November 28, 2019.

##### **(b) Basis of Presentation and Consolidation**

The consolidated financial statements of the Company incorporate the financial statements of the Company and its wholly owned subsidiaries, The Conac Company Inc., Conac Software (USA) Inc., Lomiko Metals LLC and Lomiko Technologies Inc. from the day the Company gains control over the subsidiaries and ceases when the Company loses control of the subsidiaries. Control is achieved when the Company has power over the investee; is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to use its power to affect the investee’s returns.

The Company reassesses whether or not it controls a subsidiary if facts and circumstances indicate that there are changes to one or more of the three above mentioned elements.

All significant intercompany transactions, balances, income and expenses are eliminated on consolidation.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The significant accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below. These accounting policies have been used throughout all periods presented in the consolidated financial statements.

**a) Investment in Associates**

An associate is an entity over which the Company has significant influence and which is neither a subsidiary nor a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

An investment in an associate is accounted for using the equity method from the date on which the investee becomes an associate. Under the equity method, investments in associates are carried in the statement of financial position at cost adjusted for post-acquisition changes in the Company's share of net assets of the associates, less any impairment losses.

The requirements of IFRS 9 *Financial Instruments* are applied to determine whether it is necessary to recognize any impairment loss with respect to the Company's investment in an associate. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with IAS 36 *Impairment of Assets (IAS 36)* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognized forms part of the carrying amount of the investment.

Any reversal of that impairment loss is recognized in accordance with IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

Losses in an associate in excess of the Company's interest in that associate are recognized only to the extent that the Company has incurred a legal or constructive obligation to make payments on behalf of the associate.

**b) Presentation currency and foreign currency translation**

The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and of each subsidiary.

Foreign currency transactions are translated into functional currency of each entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from re-measurement of foreign currency denominated monetary items at reporting period and exchange rates are recognized in profit or loss.

Non-monetary assets and liabilities that are measured at historical cost are translated using the exchange rates in effect at the time of the initial transaction and are not subsequently re-measured at reporting period ends.

**c) Cash and Cash Equivalents**

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash with original maturities of three months or less and which are subject to an insignificant risk of changes in values.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued****d) Exploration and Evaluation Expenditures**

Exploration and evaluation assets include the costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are charged to profit or loss. Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within equipment. Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

**e) Decommissioning liabilities**

The Company recognizes a provision for statutory, contractual, constructive or legal obligations, including those associated with the decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or evaluation of exploration and evaluation assets. Provisions for site closure and decommissioning are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate used is a pre-tax rate that reflects current market assessments of the time value of money.

As at July 31, 2019 and 2018, the Company did not have any decommissioning liabilities.

**f) Financial Instruments*****Financial instruments – recognition and measurement***

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

**(i) Classification**

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

For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

The Company completed a detailed assessment of its financial assets and liabilities as at August 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

<b>Financial assets / liabilities</b>	<b>Original classification IAS 39</b>	<b>New classification IFRS 9</b>
Cash	FVTPL	FVTPL
Receivables	Loans and receivables	Amortized cost
Due from associate	Loans and receivables	Amortized cost
Accounts payable	Other financial liabilities	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on August 1, 2018.

**(ii) Measurement****Financial assets and liabilities at amortized cost**

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

**Financial assets and liabilities at FVTPL**

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

**Debt investments at FVTOCI**

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss

**Equity investments at FVTOCI**

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

**(iii) Impairment of financial assets at amortized cost**

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

**(iv) Derecognition****Financial assets**

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

## **LOMIKO METALS INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

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#### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

##### Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

##### **g) Impairment of Assets**

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at a cash-generating unit level.

Whenever events or changes in circumstances indicate that the carrying amount may not be recoverable, an asset or cash-generating unit is reviewed for impairment.

Impairment reviews for exploration and evaluation assets are carried out on a project-by-project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise, but typically when one of the following circumstances apply:

- The right to explore the areas has expired or will expire in the near future with no expectation of renewal;
- No further exploration or evaluation expenditures in the area are planned or budgeted;
- No commercially viable deposits have been discovered, and the decision has been made to discontinue exploration in the area;
- Sufficient work has been performed to indicate that the carrying amount of the expenditure carried as an asset will not be fully recovered.

Additionally, when technical feasibility and commercial viability of extracting a mineral resource are demonstrable, the exploration and evaluation assets of the related mining property are tested for impairment before these items are transferred to property and equipment.

An impairment loss is recognized in profit or loss for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less cost to sell and its value in use.

An impairment loss is reversed when the asset's or cash generating unit's recoverable amount exceeds its carrying amount.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued****g) Impairment of Assets - continued**

The impairment of investment in associates occurs when there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the investment (a "loss event") and that loss event (or events) has an impact on the estimated future cash flows from the net investment that can be reliably estimated. A significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is also objective evidence of impairment. If any evidence of impairment exists, the loss is recognized. The current loss is measured as the difference between the acquisition cost and the current fair value, less any impairment loss previously recognized as an expense. An impairment loss is reversed in a subsequent period to the extent that the recoverable amount of the investment increases.

**h) Income Taxes**

Tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

*Current taxes*

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 taxes*

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not recognized on the initial recognition of goodwill, on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction, and on temporary differences relating to investments in subsidiaries and jointly controlled entities where the reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured, without discounting, at the tax rates that are expected to apply when the assets are recovered and the liabilities settled, based on tax rates that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the related tax benefit to be utilized.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off current tax assets against current tax liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities and assets are expected to be settled or recovered.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued****i) Share Capital**

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments. Share capital issued for non-monetary consideration is recorded at fair value, being the quoted share price at the time of issuance.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

**j) Earnings/Loss per Share**

Basic earnings (loss) per common share is computed by dividing the net income (loss) available to common shareholders of the Company by the weighted average number of shares outstanding or committed to issue for the relevant year.

Diluted earnings (loss) per common share is computed by dividing the net income (loss) applicable to common shareholders by the sum of the weighted average number of common shares issued and outstanding or committed and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

**k) Share-based Payments**

The Company has a stock option plan under which it grants stock options to directors, employees, consultants and service providers.

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/income 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. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

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

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/income. The value of the options and warrants granted, related to the issuance of shares, 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.

Share based compensation arrangements in which the Company receives other goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair market value of the goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share based payment transaction is

## **LOMIKO METALS INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

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#### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued**

measured at the fair market value of the equity instruments granted at the date the Company receives the goods or the services.

All equity-settled share-based payments are reflected in share based payment reserve, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share based payment reserve 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.

##### **l) Flow-through Shares**

The Company will, from time to time, issue 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 share 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 expenditures being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income 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 Canadian resource property exploration expenditures within a two-year period.

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 flow-through regulations. When applicable, this tax is accrued as a financial expense until paid (Note 15).

##### **m) Significant Accounting Judgments and Estimates**

The preparation of the Company's financial statements in accordance with IFRS requires Company's management to make certain judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. Actual results are likely to differ from these estimates. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses in these financial statements are discussed below.

Going concern: The assessment of the Company's ability to continue as a going concern requires significant judgment. The Company considers the factors outlined in Note 1 when making its going concern assessment.

Exploration and evaluation assets: The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that such acquisition costs incurred will be recovered through successful exploration and development or sale of the asset under review. Furthermore, the assessment as to whether economically recoverable resources exist is itself an estimation process. Estimates and assumptions made may change if new information becomes

## LOMIKO METALS INC.

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Years ended July 31, 2019 and 2018

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#### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off to profit or loss in the period when the new information becomes available. The carrying value of these assets is detailed at Note 6.

Title to Mineral Property Interests: Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

#### *Estimates and assumptions*

Share-based payments: The Company utilizes the Black-Scholes Option Pricing Model ("Black-Scholes") to estimate the fair value of stock options granted to directors, officers and employees. The use of Black-Scholes requires management to make various estimates and assumptions that impact the value assigned to the stock options including the forecast future volatility of the stock price, the risk-free interest rate, dividend yield and the expected life of the stock options. Any changes in these assumptions could have a material impact on the share-based payment calculation value.

Deferred tax assets: The assessment of the probability of future taxable income against which deferred tax assets can be utilized is based on the Company's future planned activities, supported by budgets that have been approved by the Board of Directors. Management also considers the tax rules of the various jurisdictions in which the Company operates. Should there not be a forecast of taxable income that indicates the probable utilization of a deferred tax asset or any portion thereof, the Company does not recognize the deferred tax asset.

Valuation of investment in associates: At the end of each financial reporting period, the Company's management estimates the fair value of its investments based on the criteria below and records such valuations in the financial statements directly in net loss:

- There has been a significant new equity financing with arms-length investors at a valuation above or below the current fair value of the investee company, in which case the fair value of the investment is adjusted to the value at which the financing took place; or
- Based on financial information received from the investee company it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern, in which case the fair value of the investment is adjusted downward; or
- There have been significant corporate, operating, technological or economic events affecting the investee company that, in the Company's opinion, have a positive or negative impact on the investee company's prospects and, therefore, its fair value; or
- The investee company is placed into receivership or bankruptcy.

In addition to the circumstances described above, the Company will take into account general market conditions when determining if an adjustment to the fair value of an investment is warranted at the end of each reporting period. In the absence of the occurrence of any of these events, or any significant change in general market conditions, the fair value of the investment is left unchanged.

Application of the valuation techniques described above may involve uncertainties and determinations based on the Company's judgment, and any value estimated from these techniques may not be realized.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

Years ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued****n) Changes in Accounting Policies–New and Amended Standards and Interpretations**

IASB or the IFRIC have issued certain pronouncements that are mandatory for accounting years beginning on or after January 1, 2019. None of these are expected to be relevant to the Company's financial statements, except for the following:

IFRS 16, Leases, provides a single lessee accounting model for recognition, measurement, presentation and disclosure, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, substantially unchanged from IAS 17, the predecessor to IFRS 16. The standard is effective for annual periods beginning on or after January 1, 2019. The Company has no leases and as such, this standard would have no impact on the Company's financial statements. There are no other IFRSs or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

**4. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents on the statement of financial position comprise cash at bank, held in trust, on hand, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash.

	July 31, 2019	July 31, 2018
Cash and bank balances	\$ 7,554	\$ 37,777
Cash equivalents	<u>3,000</u>	<u>3,000</u>
	<u>\$ 10,554</u>	<u>\$ 40,777</u>

**5. INVESTMENT IN ASSOCIATES****Graphene ESD Corp.**

On December 12, 2014 the Company purchased 1,800 shares of Graphene ESD Corp.'s ("Graphene") Series A Preferred Stock, representing 100% of the authorized preferred shares of Graphene, at a purchase price of \$101.27 US per share ("Original Issue Price") for total consideration of \$182,281 US. Dividends, at the rate per annum of \$4.05 per share, will accrue on each preferred share and shall be cumulative. Payment of dividends is at the discretion of the board. Each share of Series A Preferred Stock held by the Company shall be convertible to common stock, at the option of the Company and without the payment of additional consideration by the Company.

Graphene, a Delaware company incorporated November 5, 2014 is a private US company that was formed to commercialize Graphene Supercapacitors. On matters presented to the stockholders of Graphene, the Company will vote together with the holders of Common Stock of Graphene as a single class.

On November 5, 2015, the Company received a US\$110,000 loan from Graphene. The loan bears interest at a rate of 1% per annum and is payable on demand. On September 18, 2017, the Company transferred its remaining 1,278,790 Graphene 3D Lab Inc. common shares released from escrow to Graphene to settle the demand loan, resulting in a gain of \$36,030 on settlement of debt.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**5. INVESTMENT IN ASSOCIATES – continued**

The Company exercises significant influence over Graphene as it owns 40% of the voting shares and through a common director. It accounts for its investment on the equity basis. As at July 31, 2019, management assessed that the investment in Graphene was impaired and recorded a write-down of \$54,787.

	<u>Number of shares held</u>	
<b>July 31, 2017</b>	1,800	\$ 58,503
Share of equity loss		<u>(665)</u>
<b>July 31, 2018</b>		\$ 57,838
Share of equity loss	1,800	(3,050)
Write-down of investment		<u>(54,787)</u>
<b>July 31, 2019</b>		<u>\$ 1</u>

**Smart Home Devices Ltd. (SHD)**

SHD is developing a series of energy saving, connected building automation and security products.

The Company accounted for its investment in SHD using the equity method until July 20, 2018, when the Company's shareholding in SHD was diluted to 18.25%, leading to the Company losing significant influence over SHD, at which time the Company discontinued accounting for SHD using the equity method. As at July 31, 2018, the Company assessed that the investment in SHD was impaired and recorded a write-down of \$1,136,574 to the investment.

At July 31, 2019, the Company owns 18.25% (2018 – 18.25%) of the issued and outstanding shares of SHD.

	<u>Number of shares held</u>	
<b>July 31, 2017</b>	1,646,436	\$ 1,035,973
Acquisition of common shares	145,833	105,000
Share of equity loss	-	(4,398)
Write-down of investment	<u>-</u>	<u>(1,136,574)</u>
<b>July 31, 2018 and July 31, 2019</b>	<u>1,792,269</u>	<u>\$ 1</u>

**Promethius Cryptocurrency Mining Corporation**

On May 23, 2018, the Company purchased 200 common shares of Promethius Cryptocurrency Mining Corporation (PCM), a private company, incorporated in British Columbia on January 24, 2018. The Company currently holds 20% of the outstanding shares.

The amount due from associate is due from PCM for payment of expenses on behalf of PCM. The amount is unsecured and there are no specified terms of repayment.

The Company exercises significant influence over PCM as it owns, along with a common director, 62% of the voting shares. It accounts for its investment on the equity basis.

**LOMIKO METALS INC.**  
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**5. INVESTMENT IN ASSOCIATES – continued**

	<u>Number of shares held</u>	
<b>July 31, 2017</b>	-	\$ -
Acquisition of common shares	<u>200</u>	<u>2</u>
<b>July 31, 2018 and July 31, 2019</b>	<u>200</u>	<u>\$ 2</u>

Summary of investment in associates:

	<u>July 31, 2019</u>	<u>July 31, 2018</u>
Graphene ESD Corp	\$ 1	\$ 57,838
Smart Home Devices Ltd.	1	1
Promethius Cryptocurrency Mining Corporation	<u>2</u>	<u>2</u>
	<u>\$ 4</u>	<u>\$ 57,841</u>

**6. EXPLORATION AND EVALUATION ASSETS**

	<u>Vines Lake</u>	<u>Quatre- Milles</u>	<u>Quatre- Milles West</u>	<u>La Loutre Crystaline</u>	<u>Lac-des-Iles</u>	<u>Total</u>
<b>Balance, July 31, 2017</b>	\$604,368	\$724,901	\$ 228,540	\$2,769,444	\$ 902,103	\$5,229,356
Exploration costs	-	-	-	13,325	-	13,325
Acquisition of property	-	-	-	115,036	299,889	344,925
Claim renew	2,349	-	-	-	-	2,349
Write off of exploration costs	(357,611)	(724,901)	(228,540)	-	(1,131,992)	(2,443,044)
<b>Balance, July 31, 2018</b>	\$ 249,106	\$ -	\$ -	\$ 2,897,805	\$ -	\$ 3,146,911
Exploration costs	-	-	-	598,277	-	598,277
Claim renew	-	-	-	3,910	-	3,910
Write off of exploration costs	(249,106)	-	-	-	-	(249,106)
<b>Balance, July 31, 2019</b>	\$ -	\$ -	\$ -	\$ 3,499,992	\$ -	\$ 3,499,992

**Vines Lake Property - Liard Mining District, BC**

In March 2006, the Company acquired 100% interest in 3 claims in Liard Mining District of British Columbia.

On February 26, 2018, the Company decided not to renew a portion of the claims on this property and as such, recorded an impairment charge of \$357,611 during the year ended July 31, 2018

On February 20, 2019, management assessed that the property was impaired as it no longer intends to further pursue the property and as such an impairment charge of \$249,106 was recorded.

**Quatre-Milles – Quebec**

The Company owns a 100% interest in the Quatre-Milles property located north of Sainte-Veronique, Quebec. The property is subject to a 2% net smelter royalty (“NSR”) of which one half or (1% “NSR”) can be repurchased by the Company for \$1,000,000.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**6. EXPLORATION AND EVALUATION ASSETS - continued**

During the year ended July 31, 2018, the Company assessed that the property was impaired as it no longer intends to further pursue the property and as such, an impairment charge of \$724,901 was recorded.

**Quatre-Milles West – Quebec**

On May 25, 2014, the Company acquired a 100% interest in the Quatre-Milles West located in southern Quebec. The property is subject to a 2% net smelter royalty (“NSR”) of which one half or (1% “NSR”) can be repurchased by the Company for \$1,000,000.

The terms of the purchase were as follows:

- Pay \$3,000 in cash (paid)
- Issue 180,000 shares at \$1.00 per share (issued)

During the year ended July 31, 2018, the Company assessed that the property was impaired as it no longer intends to further pursue the property and as such, an impairment charge of \$228,540 was recorded.

**La Loutre Crystalline and Lac-des-Iles – Quebec**

On September 22, 2014 the Company obtained an option with Quebec Precious Metals Corporation (formally Canada Strategic Metals Inc.) (“QPM”), to purchase a 40% interest in the La Loutre Crystalline Flake Graphite Property located in Southern Quebec by paying \$12,500, funding \$500,000 in exploration expenditures and issuing 125,000 shares at a price of \$0.70 per share.

On February 6, 2015 (amended December 30, 2016), the Company signed an agreement with QPM to acquire an additional 40% interest in the La Loutre property, located in Southern Quebec, for an 80% interest in the Lac-Des-Iles property. The Company paid \$10,000 upon signing, issued 300,000 shares at \$0.70 per share, and agreed to fund \$2,750,000 as follows:

- \$1,500,000 on the La Loutre property (paid)
- \$1,000,000 no later than December 31, 2018, on other mining rights of QPM (paid)
- \$250,000 on the Lac Des Iles property (paid)

QPM remains the operator of both properties until the terms are fully met.

Included in the Exploration Expenditures, will be a management fee payable to QPM (the “Operator”) equal to 5% of expenditures incurred.

The La Loutre property is subject to a 1.5% net smelter royalty (“NSR”) of which 0.5% “NSR” can be purchased by the Company for \$500,000.

On May 13, 2016 (amended December 30, 2016) the Company signed an additional option agreement on the La Loutre and Lac des Iles properties, allowing the Company to increase its interest in the property from 80% to 100%. The terms of the acquisition are as follows:

- Issuance of 950,000 common shares - 450,000 have been issued as of July 31, 2019
- Funding exploration expenditures for an additional \$1,125,000 due December 31, 2019

During the year ended July 31, 2018, the Company assessed that the Lac-des-Iles property was impaired as it no longer intends to further pursue the property and as such, an impairment charge of \$1,131,992 was recorded.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**6. EXPLORATION AND EVALUATION ASSETS - continued**

On December 22, 2018, the deadline for funding exploration expenditures, for the La Loutre Crystalline property, was extended from December 31, 2018 to December 31, 2019.

**7. SHARE CAPITAL AND RESERVES****a) Share Capital**

## Authorized

The Company's authorized share capital consists of an unlimited number of common shares without par value.

## Issued

*Year ended July 31, 2019*

On October 3, 2018 the Company completed the first tranche of a private placement, by issuing of 5,061,038 units of the Company at \$0.05 per unit for total gross proceeds of \$253,052. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.10 for a period of 24 months. A finder's fee of \$11,914 was paid and 228,272 share purchase warrants exercisable for 24 months at an exercise price of \$0.06, were issued to brokers, with a fair value of \$9,437 recognized to share issue cost. The warrants had a fair value of \$176,008 measured using the Black Scholes valuation model, of which \$103,807 was allocated to reserves on a relative fair value basis. Legal and filing costs amounted to \$5,250.

On October 4, 2018 the Company closed the 2<sup>nd</sup> tranche of a private placement by issuing 5,890,000 units of the Company at \$0.05 per unit for total gross proceeds of \$294,500. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.10 for a period of 24 months. Broker commissions of \$2,100 were paid and 42,000 share purchase warrants exercisable for 24 months at an exercise price of \$0.06, were issued to brokers, with a fair value of \$1,942 recorded to share issue cost. The warrants had a fair value of \$211,349 measured using the Black Scholes valuation model, of which \$123,045 was allocated to reserves on a relative fair value basis. Legal and filing costs amounted to \$14,245.

On November 7, 2018 the Company closed the 3<sup>rd</sup> and final tranche of a private placement by issuing 12,400,000 units of the Company at \$0.05 per unit for gross proceeds of \$620,000. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at a price of \$0.10 for a period of 24 months. A finder's fee of \$3,000 was paid. The warrants had a fair value of \$389,174 measured using the Black Scholes valuation model, of which \$239,094 was allocated to reserves on a relative fair value basis. Legal fees amounted to \$13,175.

A company related to a director, participated in the private placement by purchasing 2,000,000 units for \$100,000.

On December 11, 2018 the Company completed a private placement by issuing 11,200,000 flow-through shares of the Company at \$0.05 per share for gross proceeds of \$560,000. Broker commissions of \$38,500 were paid and 569,800 share purchase warrants exercisable for 24 months at an exercise price of \$0.05, were issued to brokers with a fair value of \$15,566 recorded to share issue cost. Legal costs amounted to \$13,604. A premium on flow-through shares issued of \$56,000 was recorded as a flow-through liability and amortized into income once spent and renounced.

A director participated in the placement by purchasing 200,000 units for \$10,000.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**7. SHARE CAPITAL AND RESERVES – continued**

Included in the private placement financings that completed during year were 6,150,000 shares with an aggregate value of \$307,024 that were issued to consultants and recorded to share based payments (Note 16).

*Year ended July 31, 2018*

On August 23, 2017 the Company completed a private placement, by issuing of 192,000 flow-through units for gross proceeds of \$49,920. Each unit consists of one flow-through common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.29 per share for a period of 24 months. The warrants had a fair value of \$21,313 measured using the Black Scholes valuation model, of which \$14,936 was allocated to reserves on a relative fair value basis. The Company recognized a premium of \$11,520 for the difference between the fair value of its common shares and the issuance price of its flow through common shares.

In addition, on August 23, 2017, the Company completed a private placement, by issuing of 2,670,000 common share units for gross proceeds of \$534,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.29 per share for a period of 36 months. The warrants had a fair value of \$353,165 measured using the Black-Scholes valuation model, of which \$212,576 was allocated to reserves on a relative fair value basis.

Legal costs of \$8,550 were incurred for the private placements.

On November 10, 2017, the Company completed a private placement by issuing of 2,000,000 common shares units for gross proceeds of \$280,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.20 for a period of 24 months. The warrants had a fair value of \$127,896 measured using the Black Scholes valuation model, of which \$87,794 was allocated to reserves on a relative fair value basis. A finder's fee of \$19,600 was paid as well as legal costs of \$3,711.

On November 17, 2017 the Company completed a private placement, by issuing of 645,000 flow-through units for gross proceeds of \$103,200. Each unit consists of one flow-through common share and one half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.26 per share for a period of 24 months. The warrants had a fair value of \$15,245 measured using the Black Scholes valuation model, of which \$13,283 was allocated to reserves on a relative fair value basis. The Company recognized a flow-through premium of \$12,900, for the difference between the fair value of its common shares and the issuance price of its flow through common shares.

In addition, on November 17, 2017, the Company completed a private placement, by issuing 5,330,143 common share units for gross proceeds of \$746,220. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.20 per share for a period of 24 months. The warrants had a fair value of \$281,573 measured using the Black-Scholes valuation model, of which \$204,434 was allocated to reserves on a relative fair value basis.

Legal costs of \$7,250 were incurred for the private placements.

Also, on November 17, 2017, the Company granted 1,000,000 stock options to consultants, which were exercised immediately for \$140,000 in cash.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**7. SHARE CAPITAL AND RESERVES – continued**

On January 10, 2018, the Company completed a private placement by issuing of 3,171,500 common share units for gross proceeds of \$444,010. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable into one common share at an exercise price of \$0.20 for a period of 12 months. The warrants had a fair value of \$254,899 measured using the Black Scholes valuation model, of which \$161,935 was allocated to reserves on a relative fair value basis. A director of the Company and a company related to the director participated for 840,000 units. A finder's fee of \$2,928 was paid as well as legal costs of \$7,860.

In addition, on January 18, 2018, 1,000,000 stock options were granted to consultants. They were immediately exercised for \$140,000 in cash.

On May 29, 2018, the Company completed a private placement by issuing of 1,865,850 common shares units for gross proceeds of \$186,558. Each unit consists of one common share and one half common share purchase warrant. Each full warrant is exercisable into one common share at an exercise price of \$0.20 for a period of 12 months. The warrants had a fair value of \$3,271 measured using the Black Scholes valuation model, of which \$3,215 was allocated to warrants on a relative fair value basis. Legal costs of \$15,200 were incurred for the private placement.

Included in the private placement financings that completed during the year ended July 31, 2018 were 5,950,000 shares with an aggregate value of \$833,000 that were issued to consultants and recorded to share based payments (Note 16).

**b) Share purchase warrants**

A summary of the Company's outstanding share purchase warrants as at July 31, 2019 is as follows:

	Number of Warrants	Weighted Average Exercise Price
<b>Balance, July 31, 2017</b>	<b>3,910,031</b>	<b>\$ 0.47</b>
Issued for financing	14,618,933	0.22
Expired	(731,750)	0.69
<b>Balance, July 31, 2018</b>	<b>17,797,214</b>	<b>\$ 0.25</b>
Issued for financing	24,191,110	0.10
Expired	(5,644,290)	0.06
<b>Balance, July 31, 2019</b>	<b>36,344,034</b>	<b>\$ 0.18</b>

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**7. SHARE CAPITAL AND RESERVES – continued**

The following table summarizes information relating to share purchase warrants outstanding and exercisable at July 31, 2019.

Number of Warrants	Exercise Price	Expiry Date
192,000	\$0.29	August 23, 2019
26,340	\$0.75	September 7, 2019
2,000,000	\$0.20	November 10, 2019
5,330,143	\$0.20	November 19, 2019
322,500	\$0.26	November 19, 2019
1,492,538	\$0.29	July 4, 2020
119,403	\$0.29	July 4, 2020
2,670,000	\$0.29	August 23, 2020
5,061,038	\$0.10	October 3, 2020
228,272	\$0.06	October 3, 2020
5,890,000	\$0.10	October 4, 2020
42,000	\$0.06	October 4, 2020
12,400,000	\$0.06	November 7, 2020
<u>569,800</u>	\$0.05	December 11, 2020
<u>36,344,034</u>		

Subsequent to year end, warrants expiring on August 23, 2019 and September 7, 2019 expired unexercised.

The weighted average remaining contractual life of the warrants as at July 31, 2019 was 1.05 years (2018 – 1.37 years).

The following weighted average assumptions were used for the Black-Scholes option valuation of warrants granted:

	July 31, 2019	July 31, 2018
Risk free interest rate	2.30%	1.53%
Expected life of warrants	2 years	1.90 years
Annualized stock price volatility	123.51%	117.42%
Expected dividend yield	0%	0%

**(c) Share-based payments**

**Plan Details**

The Company has established a stock option plan for directors, senior officers, employees, management, company employees and consultants (collectively "Eligible Persons") for the Company and its subsidiaries. The purpose of the plan is to give to Eligible Persons, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals Options to buy shares of the Company at a price not less than the market price prevailing on the grant date less applicable discount, if any, permitted by TSX-V Policies and approved by the Board.

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**7. SHARE CAPITAL AND RESERVES – continued**

The expiry date for each option shall be set by the board at the time of issuance and shall not be more than ten years after grant date. Options shall not be assignable (or transferable) by the optionee. The maximum number of shares reserved for issuance under the share option plan in aggregate shall not exceed 10% of the total number of the Company's issued and outstanding common shares on a non-diluted basis prior to the issuance. The number of shares which may be issuable under the plan within a twelve month period to one optionee shall not exceed five percent of the total number of issued and outstanding shares on a non-diluted basis. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company or 30 days following cessation of an optionee conducting investor relations activities' position. Pursuant to the stock option plan, options granted in respect of investor relations activities are subject to vesting in stages over a twelve month period with 20% vesting on the date of grant and 20% each three months thereafter. Vesting restrictions may also be applied to other options grants, at the discretion of the Board of Directors.

Stock options are summarized as follows:

	Number of Options	Weighted Average Exercise Price
<b>Balance, July 31, 2017</b>	<b>490,000</b>	<b>\$0.20</b>
Granted	2,300,000	\$0.14
Exercised	(2,000,000)	\$0.14
Expired	<u>(107,500)</u>	\$0.20
<b>Balance, July 31, 2018</b>	<b>682,500</b>	<b>\$0.17</b>
Granted	7,000,000	\$0.05
Exercised	(370,000)	\$0.05
Expired	<u>(122,500)</u>	\$0.05
<b>Balance, July 31, 2019</b>	<b><u>7,190,000</u></b>	<b><u>\$0.05</u></b>

The following summarizes the stock options outstanding and exercisable as at July 31, 2019:

Number of options	Exercise price	Expiry date
Outstanding		
140,000	\$0.05	September 5, 2019
50,000	\$0.05	December 4, 2019
4,500,000	\$0.05	February 28, 2022
<u>2,500,000</u>	\$0.05	April 16, 2022
<u>7,190,000</u>		

During the year ended July 31, 2019, the Company granted an aggregate of 7,000,000 (2018 – 2,300,000) stock options to management and consultants of the Company. The Company recorded \$325,055 (2018 – \$24,099) in share based payments based on the vesting provisions of the granted options.

Subsequent to year end, options expiring on September 5, 2019 expired unexercised.

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**7. SHARE CAPITAL AND RESERVES – continued**

The following weighted average assumptions were used for the Black-Scholes option valuation of stock options granted:

	July 31, 2019	July 31, 2018
Risk free interest rate	1.72%	1.52%
Expected life of options	3 years	0.26 years
Annualized stock price volatility	124.92%	112.72%
Expected dividend yield	0%	0%

The weighted average remaining contractual life of options outstanding at July 31, 2019 was 2.56 years (2018 – 1.05 years).

**Reserves**

Equity reserve records items recognized as share-based payments and allocation of the value of warrants until such time that the stock options and warrants are exercised, at which time the corresponding amount will be transferred to share capital.

The values recorded to reserves for stock options and warrants are transferred to deficit on expiration of such stock options and warrants.

**8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

	July 31, 2019	July 31, 2018
Accounts payables	\$ 289,042	\$ 175,368
Accrued liabilities	<u>40,000</u>	<u>40,000</u>
	<u>\$ 329,042</u>	<u>\$ 215,368</u>

**9. INCOME TAXES**

Reconciliation of income tax computed at statutory rates to the reported income tax provision is as follows:

	July 31, 2019	July 31, 2018
Loss before income taxes	\$ (1,765,706)	\$ (5,525,606)
Canadian statutory rate	27%	27%
Income tax benefit computed at Canadian statutory rate	(476,741)	(1,491,914)
Permanent differences	(12,792)	(28,008)
Share issue cost	(26,465)	(16,926)
Tax benefits not recognized	<u>520,698</u>	<u>1,536,848</u>
Income tax expense	<u>\$ 4,700</u>	<u>\$ -</u>

The Company has non-capital losses carried forward of approximately \$11,534,811 (2018: 9,946,894) expiring in various years to 2039, that may be available to offset future taxable income, which commence expiring in 2027.

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**9. INCOME TAXES - continued**

Tax losses, expire as follows:

<b>Years</b>	
2027	\$ 110,806
2028	130,858
2029	462,824
2030	679,076
2031	719,946
2032	653,482
2033	602,303
2034	945,550
2035	1,541,466
2036	1,049,588
2037	960,221
2038	2,090,774
2039	<u>1,279,697</u>
	<u>\$ 11,534,811</u>

**10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

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

There have been no substantive changes in the Company's exposure to financial instrument risks, except as noted under equity risk. Its objectives, policies and processes for managing those risks or the methods used to measure them from previous year have not changed.

**General Objectives, Policies and Processes:**

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

**a) Market Risk**

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

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**10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT- continued****Foreign Currency Risk:**

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and US dollar or other foreign currencies will affect the Company's operations and financial results. The Company does not have significant exposure to foreign exchange rate fluctuation.

**Interest Rate Risk:**

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with chartered Canadian financial institutions. The Company considers this risk to be low.

**Equity Price Risk:**

Equity risk is the uncertainty associated with the valuation of assets arising from changes in equity markets.

**b) Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and cash equivalents and due from associate. The majority of cash and cash equivalents are maintained with financial institutions of reputable credit and may be redeemed upon demand. The carrying amount of financial assets represents the maximum credit exposure. The Company has gross credit exposure at July 31, 2019 relating to cash of \$ 10,554, other receivables of \$21,774, and due from associate of \$193,614. All cash, cash equivalents and short term deposits are held at the Bank of Montreal.

**c) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company ensures that it has sufficient cash on demand to meet short-term business requirements, after taking into account the Company's holdings of cash.

The Company's cash is invested in business accounts and is available on demand. Funding risk is the risk that the Company may not be able to raise equity financing in a timely manner and on terms acceptable to management. There are no assurances that equity financing will be available when, and if, the Company requires additional financing. The Company considers liquidity risk to be high.

The following table summarizes the Company's significant remaining contractual maturities for financial liabilities as at July 31, 2019 and July 31, 2018.

	Less than 3months	3 – 12 months	Total
<b>July 31, 2019</b>			
Trade payables and other payables	\$ 329,042	\$	\$ 329,042
<b>July 31, 2018</b>			
Trade payables and other liabilities	\$ 215,368	\$ -	\$ 215,368

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT- continued****d) Fair value of financial instruments**

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

	Level 1	Level 2	Level 3	Total
<b>July 31, 2019</b>				
Cash and Cash equivalents	\$ 10,554	\$ -	\$ -	\$ 10,554
<b>July 31, 2018</b>				
Cash and Cash equivalents	\$ 40,777	\$ -	\$ -	\$ 40,777

Level 1 - quoted prices (unadjusted) in active markets

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs)

**11. CAPITAL RISK MANAGEMENT**

It is the Company's objective when managing capital to safeguard its ability to continue as a going concern in order that it may continue to explore and develop its mineral properties and investment in power supply products companies and continue its operations for the benefit of its shareholders. The Company's objectives when managing capital are to:

- a. continue the exploration and development of its mineral properties;
- b. support any expansion plans; and maintain a capital structure which optimizes the cost of capital at an acceptable risk.

The Company manages its equity (which includes common shares, share-based payment reserve and accumulated deficit) as capital. The Company intends to expend existing working capital by carrying out its planned acquisition, exploration and development activities on mineral properties and continuing to pay administrative costs.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. In order to maintain or adjust the capital structure the Company may issue new shares. In order to facilitate analysis and management of its capital requirements, the Company prepares and updates annual budgets (as needed) to ensure that its acquisition and exploration operations can continue to progress. Budgets, once finalized, are approved by the Board of Directors.

There have not been any changes to the Company's capital management objective, policies and processes compared to the prior year. The Company is not subject to any externally imposed capital requirements.

**LOMIKO METALS INC.****NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

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**11. CAPITAL RISK MANAGEMENT - continued**

The Company capital consists of cash, and share capital. The Company's objectives when maintaining capital are to maintain a sufficient capital base in order to meet its short-term obligations and at the same time preserve investors' confidence in the Company's ability required to sustain future development and operation of the business.

The Company is not exposed to any externally imposed capital requirements.

**12. RELATED PARTY TRANSACTIONS**

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel. The following are related party transactions not disclosed elsewhere in the financial statements.

	July 31, 2019	July 31, 2018
Management Fees paid to companies related to directors or to directors	\$ 180,000	\$ 180,000

Management fees were paid to M & M Corporation, a company controlled by Jacqueline Michaels, the Company's CFO, and AJS Management Corporation, a company controlled by Paul Gill, the Company's President.

On October 10, 2018, AJS Management Corporation (AJS) was paid \$61,011 as a reimbursement for expenses paid by AJS, for marketing and legal services for Promethieus Cryptocurrency Mining Corporation (PCMC) (Canada and UK), associated companies.

Included in accounts payable is \$172,308 (2018 - \$107,164) owing to directors or companies controlled by directors.

**13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

	July 31, 2019	July 31, 2018
Demand loan paid by transfer of equity securities	\$ -	\$ 137,335
Flow through premium liability	\$ 56,000	\$ 24,420
Issuance of common shares for services	\$ 307,024	\$ 833,000

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**14. SEGMENTED REPORTING**

During the year ended July 31, 2019, the Company operated in two industry segments: acquisition, exploration and development of resource properties and the manufacture and sale of power supply products. The Company's non-current assets by industry segments for the years ended July 31, 2019 and 2018 as follows:

<b>July 31, 2019</b>	Exploration and Evaluation	Power Supply Products
Non-current assets		
Exploration and evaluation assets	\$ 3,499,992	\$ -
Due from associate	-	193,614
Investment in associates	-	4
	<u>\$ 3,499,992</u>	<u>\$ 193,618</u>
<b>July 31, 2018</b>	Exploration and Evaluation	Power Supply Products
Non-current assets		
Exploration and evaluation assets	\$ 3,146,911	\$ -
Investment in associates	-	57,841
	<u>\$ 3,182,624</u>	<u>\$ 57,841</u>

**15. COMMITMENTS****Flow through expenditures**

The Company is able to continue to incur exploration expenses beyond the deadlines. However it could be subject to a penalty of 4-5% per annum on the balance required to be spent on its exploration work. The Company intends to fulfill its flow-through commitments within the given time constraints. During the year the Company recorded a recovery of \$848 (2018- expense of \$1,309) in Part XII.6 interest.

**16. CONTINGENCIES**

On February 23, 2018, the Company settled a legal dispute for \$120,000 relating to a subscription agreement and alleged ratchet agreement between the Company and the plaintiff, initially disclosed on August 6, 2014. The settlement did not admit to any fault or wrongdoing to the underlying issue for either party.

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**16. CONTINGENCIES - continued**

As a result of a cease trade order issued on November 26, 2018 ("CTO") by the B.C. Securities Commission (the "Commission") against certain consultants, the Company is reviewing private placements completed during the years ended July 31, 2018 and 2019. The CTO cites improper use of the "consultant's exemption" contained in section 2.24 of National Instrument 45-106 and the payment of consulting fees to the parties named in the CTO. The Company is not named in the CTO. However, the private placements involved certain parties named in the CTO. Following completion of the private placements, the Company paid consulting fees to these parties. Upon a review of the services provided by those parties, as described by management, the Company is satisfied with the consulting services performed, that the parties were properly designated as consultants for the purposes of the "consultant's exemption" and that the exemption was properly used. However, there is a risk that the Commission, in its review, may view the private placements to the parties as an improper use of section 2.24 as an illegal distribution of shares. If such is adjudicated to be the case, the Company may be required to take remedial action. Such action, if required, cannot at this time be determined.

**17. EVENTS AFTER REPORTING PERIOD**

On July 31, 2019 the Company signed an agreement with Promethius Technologies Inc. (PTI) to sell its subsidiary, Lomiko Technologies Inc. for \$1,236,625 plus expenses incurred by the Company of \$193,614. The sale will be subject to PTI successfully completing an equity financing in the amount of \$3,670,750. Once the equity financing is secured, the Company will transfer to Lomiko Technologies Inc, all of its interests in Smart Home Devices Ltd., Promethius Cryptocurrency Mining Corporation, and Graphene ESD Corp. (Note 5).

In November 2019, the Company completed a non-brokered private placement by issuing 6,000,000 units of the Company at \$0.05 per unit for gross proceeds of \$300,000. Each unit is comprised of one common share and one half of one common share purchase warrant. Each warrant is exercisable into a common share of the Company at an exercise price of \$0.07 for 24 months.