

WESTMINSTER RESOURCES LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Nine Months Ended February 28, 2019

(Unaudited - expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of these condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

WESTMINSTER RESOURCES LTD. (An Exploration Stage Company)**Condensed Interim Consolidated Statements of Financial Position**

(Expressed in Canadian Dollars – Unaudited)

	February 28, 2019		May 31, 2018	
Assets				
Current				
Cash	\$	24,266	\$	486,879
Accounts receivable (Note 5)		155,265		216,735
Prepaid expenses		750		6,824
		<u>180,281</u>		<u>710,438</u>
Non-Current				
Deposits		28,843		57,710
Equipment and leaseholds		17,812		21,231
Exploration and evaluation assets (Note 3)		4,786,451		1,877,502
	\$	<u>5,013,387</u>	\$	<u>2,666,881</u>
Liabilities and shareholders' equity				
Current liabilities				
Accounts payable & accrued liabilities (Note 5)	\$	706,206	\$	267,023
Rental advance received		13,385		-
		<u>719,591</u>		<u>267,023</u>
Shareholders' equity				
Share Capital (Note 4)		22,506,606		19,843,106
Reserves (Note 4)		2,289,468		2,289,468
Deficit		(20,502,278)		(19,732,716)
		<u>4,293,796</u>		<u>2,399,858</u>
	\$	<u>5,013,387</u>	\$	<u>2,666,881</u>

Going Concern – Note 1**Commitments – Note 6**

Approved on behalf of the Board of Directors:

Signed "Chafika Eddine", DirectorSigned "Jason Cubitt", Director

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)***Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Expressed in Canadian Dollars – Unaudited)

	Three Months Ended,		Nine Months Ended,	
	February 28,		February 28,	
	2019	2018	2019	2018
Expenses				
Consulting fees	\$ 237,225	\$ 112,746	\$ 555,329	\$ 643,376
Share based payments	-	-	-	320,813
Management fees	30,000	29,000	90,000	77,300
Office	27,090	34,671	80,577	94,500
Accounting, audit, and legal	6,754	16,779	32,949	55,334
Regulatory and filing fees	7,335	10,509	13,604	11,932
Travel & entertainment	79	46,706	16,695	55,672
Bank charges and interest	141	1,930	864	2,418
Conferences and investor relations	-	40,401	927	81,318
Amortization	1,139	4,324	3,419	5,925
Operating loss	(309,763)	(297,066)	(794,364)	(1,348,588)
Other income (expenses)				
Foreign exchange gain	35,826	2,021	24,329	2,021
Interest income	155	-	473	134
Total loss and comprehensive loss	\$ (273,782)	\$ (295,045)	\$ (769,562)	\$ (1,346,433)
Loss per common share, basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.06)
Weighted average number of common shares outstanding	46,624,939	25,320,495	33,387,894	22,898,957

The accompanying notes are an integral part of the condensed interim consolidated financial statements.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars – Unaudited)

	Share Capital		Reserves	Subscription funds receivable	Deficit	Total shareholder's equity
	Number	Amount				
Balance - May 31, 2017	13,605,495	\$ 17,920,372	\$ 1,911,454	\$ (24,000)	\$ (17,396,008)	\$ 2,411,818
Shares issued for cash, net of share issuance costs	11,365,000	1,873,564	42,871	24,000	-	1,940,435
Subscriptions received	350,000	80,500	-	(17,000)	-	63,500.00
Share-based payments	-	-	320,813	-	-	320,813
Net loss and comprehensive loss for the period	-	-	-	-	(1,346,433)	(1,346,433)
Balance - February 28, 2018	25,320,495	\$ 19,874,436	\$ 2,275,138	\$ (17,000)	\$ (18,742,441)	\$ 3,390,133
Balance - May 31, 2018	25,320,495	\$ 19,843,106	\$ 2,289,468	\$ -	\$ (19,732,716)	\$ 2,399,858
Shares issued for acquisition of exploration assets	21,950,000	2,663,500	-	-	-	2,663,500
Net loss and comprehensive loss for the period	-	-	-	-	(769,562)	(769,562)
Balance - February 28, 2019	47,270,495	\$ 22,506,606	\$ 2,289,468	\$ -	\$ (20,502,278)	\$ 4,293,796

The accompanying notes are an integral part of the condensed interim consolidated financial statements

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)***Condensed Interim Consolidated Statement of Cash Flows**

(Expressed in Canadian Dollars – Unaudited)

	For the Nine Months Ended	
	February 28 2019	February 28 2018
Cash flows from operating activities		
Loss for the period	\$ (769,562)	\$ (1,346,433)
Items not affecting cash:		
Amortization	3,419	5,925
Share-based payments	-	320,813
Changes in non-cash working capital items:		
Decrease (increase) in receivables	61,470	(83,120)
Decrease (Increase) in prepaid expenses and deposits	34,941	(12,591)
Increase in accounts payable & accrued liabilities	452,568	61,167
Net cash used in operating activities	(217,164)	(1,054,239)
Cash flows from investing activities		
Exploration and evaluation assets	(245,449)	(197,893)
Net cash used in investing activities	(245,449)	(197,893)
Cash flows from financing activities		
Issuance of common shares, net of share issuance costs	-	2,003,935
Net cash provided by financing activities	-	2,003,935
Net change in cash for the period	(462,613)	751,803
Cash - beginning of the period	486,879	11,410
Cash - end of the period	\$ 24,266	\$ 763,213
Supplemental cash flow information		
Fair value of finders warrants issued	-	\$ 42,871
Shares issued for acquisition of mineral property	\$ 2,663,500	-

The accompanying notes are an integral part of the condensed interim consolidated financial statements

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

1. Nature of Operations and Going Concern

Westminster Resources Ltd. (*an Exploration Stage Company*) was incorporated under the *Business Corporations Act* of British Columbia, Canada on December 1, 2005 and maintains its corporate head office at Suite 1100 - 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Company's common shares are listed on the TSX Venture Exchange (TSX.V: WMR) in Canada. Westminster Resources Ltd. and its subsidiaries (collectively referred to as the "Company" or "Westminster") are principally engaged in the acquisition, exploration, and development of mineral properties as described herein.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. However, there are factors that management has identified that may cast significant doubt on the entities ability to continue as a going concern.

For the nine months ended February 28, 2019, the Company reported a net loss of \$769,562 (2018 – \$1,346,433) and an accumulated deficit of \$20,502,278 (May 31, 2018 - \$19,732,716). As at February 28, 2019, the Company had negative working capital of \$539,310 (May 31, 2018 – positive working capital of \$443,415). The Company has no source of operating cash flow and relies on issuances of equity to finance operations, including exploration of its exploration and evaluation ("E&E") assets.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its E&E assets, is dependent on the Company's ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and expected growth, if necessary, or alternatively to dispose of its interests in certain properties. The outcome of these matters cannot be predicted at this time. If the Company is unable to obtain additional financing, the Company may be unable to continue as a going concern.

The business of mining exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its E&E assets. The recoverability of amounts shown for E&E assets is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties and future profitable production or proceeds from disposition of E&E assets.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern. Accordingly, they do not give effect to adjustments that may be necessary should the Company be unable to continue as a going concern, and therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business.

2. Basis of Presentation and Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standards 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended May 31, 2018, except as noted below. These unaudited condensed interim financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended May 31, 2018, which have been prepared in accordance with IFRS as issued by the IASB.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

2. Basis of Presentation and Statement of Compliance - *continued*

These condensed interim consolidated financial statements were authorized for issue by the Company's Board of Directors on April 29, 2019.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The significant accounting judgements, estimates and assumptions in the preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in Note 2 of the Company's audited financial statements as at and for the year ended May 31, 2018.

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned integrated subsidiaries, Minera Westminster, S.A. de C.V. ("Minera Westminster"), Servicios Westminster, S.A. de C.V. ("Servicios Westminster") and Westminster Peru SAC. All significant inter-company balances and transactions have been eliminated upon consolidation.

WESTMINSTER RESOURCES LTD. (An Exploration Stage Company)**Notes to the Condensed Interim Consolidated Financial Statements**

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

3. Exploration and Evaluation Assets

The Company's interests in exploration and evaluation assets are located in Sonora, Mexico and Peru. The following table outlines the expenditures for the year ended May 31, 2018 and the ending balance as at February 28, 2019:

	Balance as at May 31, 2017	Additions	Balance as at May 31, 2018	Additions	Balance as at February 28, 2019
El Cobre Project, Sonora, Mexico:					
Acquisition costs	151,731	-	151,731	-	151,731
Exploration expenditures					
Property maintenance	370,667	25,895	396,562	24,273	420,835
Assays and reports	109,517	-	109,514	-	109,514
Consulting and engineering	333,394	6,250	339,644	15,000	354,644
Drilling	329,642	-	329,642	-	329,642
Field expenses	607,714	65,095	672,809	-	672,809
Geology and geophysics	349,729	-	349,729	-	349,729
Travel	82,946	-	82,946	-	82,946
Write-down	-	(794,070)	(794,070)	-	(794,070)
	2,335,340	(696,830)	1,638,507	39,273	1,677,780
MER Project, NW Territories:					
Acquisition costs	60,000	-	60,000	-	60,000
Exploration expenditures					
Assays and reports	4,314	-	4,314	-	4,314
Write-down	-	(64,314)	(64,314)	-	(64,314)
	64,314	- 64,314	-	-	-
Ilo Norte/Ilo Este Project, Peru:					
Acquisition costs	-	219,525	219,525	2,737,516	2,957,041
Exploration expenditures					
Consulting and engineering	-	19,470	19,470	62,160	81,630
	-	238,995	238,995	2,799,676	3,038,671
La Ronge, Saskatchewan:					
Acquisition costs	-	-	-	70,000	70,000
	-	-	-	70,000	70,000
	\$ 2,399,651	\$ (522,149)	\$ 1,877,502	\$ 2,908,949	\$ 4,786,451

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

3. Exploration and Evaluation Assets - continued

El Cobre Project, Sonora, Mexico

The Company has assembled the El Cobre Project, which is located near Obregon in Sonora state, Mexico.

During the year ended May 31, 2018, the Company did not renew certain claims and recorded a write down of \$794,070.

Mer Lithium Project, NWT

In July 2016 the Company acquired four lithium prospective claims in the Yellowknife Pegmatite Belt, located east of Yellowknife in the Northwest Territories of Canada. The purchase price is 50,000 shares of the Company (issued with a fair value of \$35,000) and \$25,000 cash (paid). During the year ended May 31, 2018, management decided to fully write down the Project.

Ilo Norte and Ilo Este, Peru

The Company signed an agreement dated February 6, 2018 with Latin Resources Limited (“Latin”) to acquire a 100% interest in a portfolio of 36 concessions in southern Peru. This transaction closed in July 2018.

Consideration is as follows:

Upon signing of the sale agreement, the Company will issue to Latin a total of 19 million common shares of the Company, which will be placed in voluntary escrow and held until the concessions have been effectively transferred to the Company or its subsidiary, but shall vest with the following milestones:

- 1,000,000 shares will vest 6 months from the date of the sale agreement;
- 3,000,000 shares vest 12 months from the date of the sale agreement; and
- 15,000,000 shares vest 18 months from the date of the sale agreement.

The shares were issued on November 15, 2018 and were legended pursuant to the vesting provisions above.

Connected to the agreement, 950,000 shares with a fair value of \$123,500 were issued as finders fees on January 7, 2019 with a market value of \$123,500.

- A lump sum cash payment of US\$150,000 (\$189,525 - paid) on the signing of the sale agreement; and
- A final payment of US\$100,000 on the 12 - month anniversary of the signing of the sale agreement.

On August 16, 2018, the Company entered into a Farm-In Agreement with AusQuest Limited (“AusQuest”) pursuant to which AusQuest will complete 13,000 metres of drilling over 7.5 years to earn a 65% interest in 6 of the 36 Peruvian copper claims acquired by the Company, totaling 5400 hectares and located south of the main Ilo Norte and Ilo Este projects. AusQuest has the option to earn 75% by also completing a Pre-Feasibility Study covering these 6 claims. Terms of the agreement are as follows:

- 18-month Phase 1 program to identify drill targets;
- 3-year Phase 2 program of a minimum 3,000 metres of drilling to earn an initial 35% interest;
- 3-year Phase 3 program of a further 10,000 metres of drilling or US\$2.5 million of additional expenditures to achieve 65% interest; and

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

3. Exploration and Evaluation Assets - *continued*

- Phase 4 PFS program to complete a Pre-Feasibility Study to achieve a 75% interest.

Once AusQuest has earned a 75% interest, it can offer to buy out the Company's remaining 25% interest for fair market value.

La Ronge, Saskatchewan

On August 7, 2018, the Company entered into a Letter of Intent to acquire a land package totaling 10,858 hectares and consisting of 2 claims in the La Ronge district of Saskatchewan. Terms of the acquisition include making exploration expenditures totaling \$400,000 over 3 years and issuing 4 million shares in two equal tranches to earn an 80% interest in the property. The first 2 million shares were issued on December 11, 2018 with a fair value of \$70,000.

4. Share Capital and Reserves

a) Authorized

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

b) Private Placements and Share Issuances

On June 16, 2017, the Company closed a private placement first announced on May 3, 2017 for 12,020,000 units at \$0.12 per unit for gross proceeds of \$1,442,400. Each unit is comprised of one common share and one common share purchase warrant exercisable at \$0.16 for five years. This placement was closed in two tranches, the first on May 25, 2017 of 8,150,000 units and the balance of 3,870,000 units on June 16, 2017.

On August 11, 2017, the Company closed a private placement for the issuance of 7,495,000 units at \$0.20 per unit for a total of \$1,499,000 gross proceeds. Each unit is comprised of one common share at \$0.20 and one-half common share purchase warrant. Each full share purchase warrant will allow the holder to purchase one additional common share at \$0.35 for one year. The Company incurred a total of \$61,736 in finder's fees and regulatory charges in connection with this private placement. In addition, the Company issued a total of 262,500 share purchase broker warrants in connection with this private placement. The broker warrants had a fair value of \$42,871, which was allocated to warrants reserve. The fair value of the broker warrants was determined using the Black-Scholes pricing model with a risk-free rate of 1.20%, volatility factor of 152%, and an expected life of one year.

On November 15, 2017 the Company issued 350,000 units as part of a non-brokered private placement for gross proceeds of \$80,500. Each unit was priced at \$0.23 and consisted of one common share and one-half warrant, with each whole warrant exercisable at \$0.35 for a term of 12 months.

On November 15, 2018, the Company issued 19,000,000 common shares with a fair value of \$2,470,000 pursuant to the acquisition of the Ilo Norte and Ilo Este properties and on January 7, 2019 the Company issued 950,000 common shares with a fair value of \$123,500 which were issuable as finders' fees pursuant to the acquisition.

On December 11, 2018, the Company issued 2,000,000 common shares pursuant to the La Ronge acquisition with a fair market value of \$70,000.

WESTMINSTER RESOURCES LTD. *(An Exploration Stage Company)*

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

4. Share Capital and Reserves - continued

c) Stock Options

The Company has a stock option plan (the “Plan”) in place that allows for the reservation of common shares issuable under the Plan to a maximum of 10% of the number of issued and outstanding common shares of the Company at any given time. The exercise price of any stock option granted under the plan may not be less than the closing price of the Company’s shares on the last business day immediately preceding the date of grant.

During the nine months ended February 28, 2019, the Company did not grant any stock options, and 45,000 stock options were forfeited.

A summary of the status of the Company’s stock options as at February 28, 2019 is presented below:

Exercise Price	Balance at June 1, 2018	Forfeited	Balance at February 28, 2019	Expiry Date	Remaining contractual life in years	Number of options vested
\$ 0.50	45,000	(45,000)	-	March 31, 2019	-	-
\$ 0.31	1,350,000	-	1,350,000	August 10, 2019	0.45	1,350,000
Totals:	1,395,000	(45,000)	1,350,000		0.45	1,350,000
	\$ 0.32	\$ 0.50	\$ 0.31	Weighted average exercise prices		\$ 0.31

The total share-based compensation expense recorded during the nine months ended February 28, 2019 was \$Nil (February 28, 2018 - \$320,813).

d) Share Purchase Warrants

During the nine months ended February 28, 2019, the Company did not issue any share purchase warrants, nor were there any exercises of warrants in this period; however, 175,000 warrants expired.

Exercise Price	Balance at June 1, 2018	Expired	Balance at February 28, 2019	Expiry Date	Remaining contractual life in years
\$ 0.16	8,150,000	-	8,150,000	May 24, 2022	3.24
\$ 0.16	3,870,000	-	3,870,000	June 15, 2022	3.30
\$ 0.35	4,010,000	-	4,010,000	August 11, 2019	0.45
\$ 0.35	175,000	(175,000)	-	November 15, 2018	-
	16,205,000	(175,000)	16,030,000		2.55
	\$ 0.21	\$ 0.35	\$ 0.21	Weighted average exercise prices	

As at February 28, 2019, all of the above warrants were exercisable.

5. Related Party transactions

Key management personnel are persons responsible for planning, directing and controlling the activities of the entity, and include all directors and officers. Key management compensation during the nine months ended February 28, 2019 and 2018 were as follows:

	Nine months ended February 28, 2019	Nine months ended February 28, 2018
Short-term benefits	\$ 228,397	\$ 77,300

WESTMINSTER RESOURCES LTD. (An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

For the nine months ended February 28, 2019

(Expressed in Canadian Dollars – Unaudited)

5. Related Party transactions - continued

Included in short term benefits are the following:

- (i) \$90,000 (2018 - \$60,000) in management fees paid or accrued to a company controlled by Jason Cubitt, a director of the Company.
- (ii) \$41,250 (2018 - \$Nil) in consulting fees paid or accrued to a company controlled by Alain Voisin, the Company's Chief Financial Officer.
- (iii) \$59,647 (2018 - \$Nil) in consulting fees recorded under E&E paid to Kerry Griffin, the Vice President, Exploration.
- (iv) \$Nil (2018-\$22,300) paid to Floralynn Investments Inc., a company controlled by Glen Indra, the Company's former Chief Executive Officer.
- (v) \$37,500 (2018-\$Nil) in consulting fees accrued to Christopher Gale, a director of the Company.

Included in accounts receivable is \$148,955 (May 31, 2018 - \$116,275) receivable from Jaxon Mining Inc., a Company which has a shared Chief Financial Officer and had shared common directors, for shared office space and administrative expenses. During the nine months ended February 28, 2019, the Company received \$16,731 (2018 - \$180,848) from Jaxon Mining Inc. for shared office and administrative expenses.

Included in accounts payable and accrued liabilities is \$164,000 (May 31, 2018- \$30,494) in key management compensation payable to directors and officers.

6. Commitments

The Company entered into a new lease agreement in July 2017 and amended in April 2018, for a period of three years, ending April 2021, for a monthly lease payment of \$14,054 inclusive of GST. The lease commitments for the next three fiscal years are:

2019	\$	42,855
2020		172,836
2021		161,684
	Total	\$ 377,375