WESTMINSTER RESOURCES LTD.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS

For the Six Months Ended November 30, 2020

(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)

	November 30, 2020	May 31, 2020
Assets		
Current		
Cash	$ 491,090	$ 10,047
Accounts receivable (Note 6)	123,403	127,782
Prepaid expenses	3,290	1,415
	617,783	139,244
Non-Current		
Office lease (Note 9)	63,568	139,850
Deposits	28,843	28,843
Equipment (Note 7)	12,084	13,340
Exploration and evaluation assets (Note 4)	3,233,640	3,186,339
	$ 3,955,918	$ 3,507,616
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable (Note 6)	$ 287,248	$ 410,798
Accrued liabilities (Note 6)	99,250	972,661
Lease liability (Note 9)	69,223	148,587
Short-term borrowing (Note 8)	184,930	144,218
	640,651	1,676,264
Shareholders' equity		
Share capital (Note 5)	23,597,301	22,505,856
Reserves (Note 5)	2,289,468	2,289,468
Deficit	(22,571,502)	(22,963,972)
	3,315,267	1,831,352
	$ 3,955,918	$ 3,507,616

Nature of Operations and Going Concern – Note 1

Approved on behalf of the Board of Directors:

Signed *"Jason Cubitt"* , Director   Signed *" Fred Tejada"* , 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 Income (loss) and Comprehensive Income (loss)

(Expressed in Canadian Dollars- Unaudited)

	Three Months Ended November 30,		Six Months Ended November 30,	
	2020	**2019**	**2020**	**2019**
Expenses				
Consulting fees (Note 6)	$ 24,000	$ 48,874	$ 78,000	$ 147,122
Management fees (Note 6)	15,000	-	15,000	30,000
Office	16,207	3,368	19,164	12,146
Accounting, audit and legal	25,449	7,191	40,695	8,791
Regulatory and filing fees	11,260	5,296	11,492	14,240
Bank charges and interest	4,299	1,046	7,491	1,125
Gain on settlement of accounts payable and accrued liabilties	(610,896)	-	(610,896)	-
Sublease office rent income (Note 9)	(10,154)	(34,606)	(18,954)	(75,599)
Accretion of office lease liability (Note 9)	2,402	3,563	5,792	9,224
Amortization of right-of-use asset (Note 9)	38,141	34,949	76,282	69,897
Amortization of equipment (Note 7)	628	833	1,256	1,666
Operating income (loss)	483,664	(70,514)	374,678	(218,612)
Other income (expenses)				
Foreign exchange gain (loss)	7,816	(856)	17,792	(16,771)
Total income (loss) and comprehensive income (loss)	$ 491,480	$ (71,370)	$ 392,470	$ (235,383)
Income (loss) per common share, basic and diluted	$ 0.04	$ (0.01)	$ 0.04	$ (0.02)
Weighted average number of common shares outstanding -basic and diluted	13,633,793	9,454,099	10,367,693	9,454,099

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								
	Number		**Amount**		**Reserves**		**Deficit**		**Total shareholder's equity**
Balance - May 31, 2019	**9,454,099**	**$**	**22,506,606**	**$**	**2,289,468**	**$**	**(22,472,357)**	**$**	**2,323,717**
Loss and comprehensive loss for the period	-		-		-		(235,383)		(235,383)
Balance - November 30, 2019	**9,454,099**	**$**	**22,506,606**	**$**	**2,289,468**	**$**	**(22,707,740)**	**$**	**2,088,334**
Balance - May 31, 2020	**9,454,099**	**$**	**22,505,856**	**$**	**2,289,468**	**$**	**(22,963,972)**	**$**	**1,831,352**
Private placements	6,963,400		696,340		-		-		696,340
Share issuance costs - cash	-		(12,160)		-		-		(12,160)
Shares isseud for debt settlement	2,545,404		407,265		-		-		407,265
Income and comprehensive income for the period	-		-		-		392,470		392,470
Balance - November 30, 2020	**18,962,903**	**$**	**23,597,301**	**$**	**2,289,468**	**$**	**(22,571,502)**	**$**	**3,315,267**

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 Cash Flows

(Expressed in Canadian Dollars- Unaudited)

	For the Six Months Ended	
	November 30, 2020	November 30, 2019
Cash flows from operating activities		
Income (loss) for the period	$ 392,470	$ (235,383)
Items not affecting cash:		
Amortization of equipment	1,256	1,666
Amortization of right-of-use asset	76,282	69,897
Accretion of office lease liability	5,792	9,224
Accrued interest on short-term borrowing	5,212	875
Gain on settlement of accounts payable and accrued liabilties	(610,896)	-
Changes in non-cash working capital items:		
Decrease in receivables	4,379	7,696
Decrease (increase) in prepaid expenses and deposits	(1,875)	750
Increase in accounts payable/accrued liabilities/short-term borrowings	21,200	158,722
Net cash provided by (used in) operating activities	(106,180)	13,447
Cash flows from investing activities		
Exploration and evaluation assets	(47,301)	(26,506)
Net cash used in investing activities	(47,301)	(26,506)
Cash flows from ficancing activities		
Issuance of capital stock	696,340	-
Share issuance costs	(12,160)	-
Short-term borrowing	35,500	105,066
Lease payments	(85,156)	(83,090)
Net cash provided by financing activities	634,524	21,976
Net change in cash for the period	481,043	8,917
Cash - beginning of the period	10,047	9,719
Cash - end of the period	$ 491,090	$ 18,636
Supplemental cash flow information		
Cash paid for interest and income taxes	$ -	$ -
Shares issued for debt settlement	$ 407,265	$ -
Exploration and evaluation assets accrued through accounts payable and liabilities	$ 135,263	$ 135,263

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

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, and exploration of mineral properties as described herein.

Effective August 29, 2019, the Company consolidated its common shares on a 5:1 basis. These condensed interim consolidated financial statements retroactively reflect the share consolidation.

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 six months ended November 30, 2020, the Company reported an income of $392,470 (2019 – loss of $235,383) and an accumulated deficit of $22,571,502 (May 31, 2020 – $22,963,972). As at November 30, 2020, the Company had negative working capital of $22,868 (May 31, 2020 – $1,537,020). 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 and exploration 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.

In March 2020, there was a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and specifically, the regional economies in which the Company operates. The pandemic could result in delays in the course of business, including potential delays to its business plans and activities, and continue to have a negative impact on the stock market, including trading prices of the Company's shares and its ability to raise new capital. These uncertainties raise substantial doubt upon the Company's ability to continue as a going concern and realize its assets and settle its liabilities and commitments in the normal course of business.

These condensed interim consolidated 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, 2020, 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, 2020, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were authorized for issue by the Company's Board of Directors on January 27, 2021.

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed interim consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company, Minera Westminster and Servicios Westminster. The functional currency of Westminster Peru is the US Dollar.

The preparation of condensed interim financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

These 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") and 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.

Subsidiaries are all entities over which the Company has control. The Company controls an entity when the Company is exposed to, or had rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

3. Significant Accounting Policies, New Standards and Interpretations

a) Sources of Estimation Uncertainty

Significant assumptions about the future and the other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from the assumptions made, relate to, but are not limited to, the following:

(i) Realization of mineral property interests

The Company assesses its E&E assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of assets may not be recoverable, at each reporting period. The assessment of any impairment of E&E asset is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows and useful lives of assets and their related salvage values.

3. Significant Accounting Policies, New Standards and Interpretations (continued)

a) Sources of Estimation Uncertainty (continued)

(ii) Site restoration obligations

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is possible that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount of obligation can be made.

Restoration liabilities include an estimate of the future cost associated with the reclamation of the property, discounted to its present value, and capitalized as part of the cost of exploration assets. The estimated costs are based on the present value of the expenditure expected to be incurred. Changes in the discount rate, estimated timing of reclamation costs, or cost estimates are dealt with prospectively by recording a change in estimate, and corresponding adjustment to the exploration assets. The accretion on the reclamation provision is included in the reclamation liability.

As at November 30, 2020, the Company is not aware of any existing environmental obligations related to any of its current or former exploration properties that may result in a liability to the Company.

(iii) Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate and forfeiture rate. Changes in the input assumptions could materially affect the fair value estimate and the Company's earnings and equity reserves, and therefore the existing models do not necessarily provide an accurate single measure of the actual fair value of the Company's stock options and warrants.

(iv) Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing losses.

b) Critical Accounting Judgments

Significant judgments about the future and other sources of judgment uncertainty that management has made at the statements of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from judgments made, relate to, but are not limited to, the following:

(i) Impairment assessment

The Company assesses its exploration and evaluation assets for possible impairment if there are events or changes in circumstances that indicate that carrying values of the assets may not be recoverable, at each reporting period. The assessment of any impairment of equipment and exploration and evaluation assets is dependent upon estimates of recoverable amounts that take into account factors such as reserves, economic and market conditions, timing of cash flows, and the useful lives of assets and their related salvage values.

3. Significant Accounting Policies, New Standards and Interpretations (continued)

b) Critical Accounting Judgments (continued)

(ii) Recoverability of amounts receivable

The balance in amounts receivable includes GST and amounts due from a related party for rent and other shared expenses. At each financial position reporting date, the carrying amounts of the Company's amounts receivable are reviewed to determine whether there is any indication that those assets are impaired. The Company uses judgment in determining whether there are facts and circumstances suggesting that the carrying amounts of its amounts receivable may exceed the recoverable amount.

(iii) Assessment of going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

(iv) Assessment of functional currency

The Company uses judgment in determining its functional currency. International Accounting Standards ("IAS") 21 The Effects of Changes in Foreign Exchange Rates defines the functional currency as the currency of the primary economic environment in which an entity operates. IAS 21 requires the determination of functional currency to be performed on an entity by entity basis, based on various primary and secondary factors. In identifying the functional currency of the parent and of its subsidiaries, management considered the currency that mainly influences the cost of undertaking the business activities in each jurisdiction in which the Company operates.

c) Financial Instruments

(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.

The following table shows the original classification under IFRS 9:

Financial assets/liabilities	Classification
Cash	FVTPL
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Short-term borrowing	Amortized cost

The adoption of IFRS 9 resulted in no impact to the opening accumulated deficit nor to the opening balance of accumulated comprehensive income on June 1, 2018.

3. Significant Accounting Policies, New Standards and Interpretations (continued)

c) Financial Instruments (continued)

(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 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.

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.

(Expressed in Canadian Dollars- Unaudited)

3. Significant Accounting Policies, New Standards and Interpretations (continued)

c) Financial Instruments (continued)

Fair value hierarchy
The Company categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair value of financial assets and financial liabilities in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Financial assets and financial liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

The Company's measurement of fair value of financial instruments as at November 30, 2020 in accordance with the fair value hierarchy is as follows:

	Total	Level 1	Level 2	Level 3
Assets				
Cash	$ 491,090	$ 491,090	$ -	$ -

The Company's measurement of fair value of financial instruments as at May 31, 2020 in accordance with the fair value hierarchy is as follows:

	Total	Level 1	Level 2	Level 3
Assets				
Cash	$ 10,047	$ 10,047	$ -	$ -

d) Exploration and Evaluation Assets

Once the legal right to explore a property has been acquired, costs directly related to E&E expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to E&E activities, including general and administrative overhead costs, are expensed in the period in which they occur.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as E&E assets or recoveries when the payments are made or received.

When a project is deemed to no longer have commercially viable prospects to the Company, E&E expenditures in respect of that project are deemed to be impaired. As a result, those E&E expenditures, in excess of estimated recoveries, are written off to profit or loss. The Company assesses E&E assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

e) Equipment

Equipment is recorded at cost, less accumulated amortization and accumulated impairment losses. These assets are amortized using the following annual rates:

Office furniture and equipment	30% declining-balance
Computer equipment	45% declining-balance
Field equipment	15% declining-balance

3. Significant Accounting Policies, New Standards and Interpretations (continued)

f) Impairment of Non-Financial Assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized in profit or loss.

g) Reclamation Obligations

The Company recognizes the fair value of a legal or constructive liability for a reclamation obligation in the period in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for a reclamation obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and a financing expense in the statement of comprehensive income/loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset.

h) Share Capital

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, share warrants and options are classified as equity instruments. Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity.

i) Valuation of Equity Units Issued in Private Placements

Proceeds received on the issuance of units, consisting of common shares and warrants, are first allocated to the fair value of the common shares with any residual value then allocated to warrants. The fair value of the common shares is determined by the closing quoted bid price on the issue date. The balance, if any, is allocated to the attached warrants and recorded in the reserve.

j) Share-based Payments

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

3. Significant Accounting Policies, New Standards and Interpretations (continued)

j) Share-based Payments (continued)

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss, unless they are related to the issuance of shares. Amounts 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.

The expected life used in the model is adjusted, based on management's best estimate, for the effects of nontransferability, exercise restrictions and behavioural considerations.

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

k) Loss per Share

Basic loss per common share is computed by dividing the net loss for the year by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of common shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the period.

l) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities, and their respective tax basis. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the enactment date. Deferred tax assets also result from unused loss carry-forwards, resource related tax pools and other deductions. 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 the related tax benefit will be realized.

(Expressed in Canadian Dollars- Unaudited)

3. Significant Accounting Policies, New Standards and Interpretations (continued)

m) Foreign Currency Translation

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange prevailing at the statement of financial position date. Non-monetary items are translated at the rate of exchange in effect when the amounts were acquired or obligations incurred. Non-monetary items measured at fair value are reported at the exchange rates in effect at the time of the transaction.

Exchange differences arising from the translations are recorded as a gain or loss on foreign currency translation in profit or loss.

n) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risk and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

o) Leases

In January 2016, the IASB issued IFRS 16 Leases which replaces the previous leases standard, IAS 17 Leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Lessors continue to classify leases as operating leases or finance leases, and account for those two types of leases differently. IFRS 16 is effective for periods beginning on or after January 1, 2019.

On adoption of IFRS 16, the Company recognized lease liabilities in relation to leases which had previously been classified as operating leases under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments excluding renewal options as they are not expected to be exercised, discounted using the Company’s incremental borrowing rate as of June 1, 2019. The weighted average incremental borrowing rate applied to the lease liabilities on June 1, 2019 was 10%.

The following is a reconciliation of total off-balance operating lease commitments at May 31, 2019 to the lease liabilities recognized at June 1, 2019:

Total operating lease commitments	$	322,732
Less: short-term leases		-
Current operating lease liabilities before discounting		322,732
Discounted using incremental borrowing rate		(30,318)
Total current lease liabilities recognized under IFRS 16 at June 1, 2019	$	292,414

(Expressed in Canadian Dollars- Unaudited)

4. Exploration and Evaluation Assets

The Company's interests in exploration and evaluation assets are located in Sonora, Mexico, Peru and Saskatchewan, Canada. The following table outlines the expenditures for the years ended May 31, 2020 and ending balance as at November 30, 2020:

	Balance as at May 31, 2019	Additions	Balance as at May 31, 2020	Additions	Balance as at November 30, 2020
Ilo Norte/Ilo Este Project, Peru:					
Acquisition costs	$ 3,008,203	$ 26,506	$ 3,034,709	$ 47,301	$ 3,082,010
Exploration expenditures					
Consulting and engineering	81,630	-	81,630	-	81,630
	3,089,833	26,506	3,116,339	47,301	3,163,640
La Ronge, Saskatchewan:					
Acquisition costs	70,000	-	70,000	-	70,000
	70,000	-	70,000	-	70,000
	$ 3,159,833	$ 26,506	$ 3,186,339	$ 47,301	$ 3,233,640

a) Ilo Norte and Ilo Este, Peru

On February 6, 2018, the Company signed an agreement, subsequently amended, to acquire a 100% interest in a portfolio of concessions in southern Peru. This transaction closed in July 2018.

As consideration, the Company:

i) paid $189,525 (US$150,000) on signing of the agreement;
ii) issued 3,800,000 common shares with a fair value of $2,470,000 during the year ended May 31, 2019;
iii) issued 190,000 finder fee shares with a fair value of $123,500 during the year ended May 31, 2019; and
iv) paid US$100,000 as a final payment ($135,263 settled in shares) during the period ended November 30, 2020.

b) La Ronge, Saskatchewan

During the year ended May 31, 2019, the Company earned a 50% interest in two mineral claims located in the La Ronge district of Saskatchewan by issuing 400,000 common shares with a fair value of $70,000. The Company has the option to earn an additional 30% in the property by making the following payments:

	Number of Common Shares	Exploration Expenditures	Ownership Interest
On or before December 11, 2020	400,000	$ 100,000	10%
On or before December 11, 2021	-	100,000	10%
On or before December 11, 2022	-	200,000	10%

(Expressed in Canadian Dollars- Unaudited)

5. 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

During the period ended November 30, 2020, the Company:

i) closed a non-brokered private placement for 6,963,400 units at a price of $0.10 per unit for gross proceeds of $696,340. Each unit consists of one common share and one-half share purchase warrant entitling the holder to purchase one additional common share for a period of two years at a price of $0.20 per share. The Company paid $12,160 in cash as finders' fees.

ii) issued 2,545,404 common shares at $0.16 per share at a value of $407,265 to third-party lenders and related parties to settle some of the indebtedness, accounts payable and accrued liabilities of the Company for an aggregate total of $1,018,161 resulting in a gain of $610,896 on the settlement of debt.

During the year ended May 31, 2020, the Company did not have any share activities.

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.

There were no outstanding stock options as at November 30, 2020.

A summary of the status of the Company's stock options as at May 31, 2020 is presented below:

Exercise Price	Balance at May 31, 2019	Expired	Balance at May 31, 2020	Expiry Date	Remaining contractual life in years	Number of options vested
$ 1.55	270,000	(270,000)	-	August 10, 2019	-	-
Totals:	270,000	(270,000)	-		-	-
	$ 1.55	$ 1.55	$ -	Weighted average exercise prices		$ -

d) Share Purchase Warrants

Exercise Price	Balance at May 31, 2020	Granted	Balance at November 30, 2020	Expiry Date	Remaining contractual life in years
$ 0.80	1,630,000	-	1,630,000	May 24, 2022	0.41
$ 0.80	774,000	-	774,000	June 15, 2022	0.20
$ 0.20	-	3,481,700	3,481,700	October 21, 2022	1.12
	2,404,000	3,481,700	5,885,700		1.73
	$ 0.80	$ 0.20	$ 0.45	Weighted average exercise prices	

As at November 30, 2020, all of the above warrants were exercisable.

(Expressed in Canadian Dollars- Unaudited)

5. Share Capital and Reserves (continued)

Exercise Price		Balance at May 31, 2019	Expired	Balance at May 31, 2020	Expiry Date	Remaining contractual life in years
$	0.80	1,630,000	-	1,630,000	May 24, 2022	1.98
$	0.80	774,000	-	774,000	June 15, 2022	2.04
$	1.75	802,000	(802,000)	-	August 11, 2019	-
		3,206,000	(802,000)	2,404,000		2.00
		$ 1.04	$ 1.75	$ 0.80	Weighted average exercise prices	

6. 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 six months ended November 30, 2020 and 2019 were as follows:

	Six months ended November 30, 2020	Six months ended November 30, 2019
Short-term benefits	$ 51,000	$ 90,000

Included in short term benefits are the following:

(i) $15,000 (2019 - $30,000) in management fees paid or accrued to a company controlled by Jason Cubitt, the Company's Chief Executive Officer.

(ii) $6,000 (2019 - $Nil) in consulting fees paid or accrued to Rachel Chae, the Company's Chief Financial Officer.

(iii) $Nil (2019 - $30,000) in consulting fees paid or accrued to a company controlled by Alain Voisin, the Company's former Chief Financial Officer.

(iv) $30,000 (2019 - $30,000) in director fees accrued to Christopher Gale, a director of the Company.

Included in accounts receivable is $117,455 (May 31, 2020 - $117,455) receivable from Jaxon Mining Inc., a Company which formerly had a shared Chief Financial Officer and shared directors, for former shared office space and administrative expenses. During the six months ended November 30, 2020, the Company received $Nil (May 31, 2020 - $31,500) from Jaxon Mining Inc. for former shared office and administrative expenses.

Included in accounts payable and accrued liabilities is $74,348 (May 31, 2020 - $198,598) in key management compensation payable to directors, officers and a former officer.

Included in accounts payable and accrued liabilities is $167,043 (May 31, 2020 - $314,606) due to Latin Resources Limited, a company with a common director.

The optionor of the La Ronge, Saskatchewan property described in Note 4(b) is a company with a common director.

During the period ended November 30, 2020, the Company issued 1,301,870 common shares to related parties and 338,158 common shares to settle the option payment of Ilo Norte and Ilo Este properties which is included in accrued liabilities (Note 4).

(Expressed in Canadian Dollars- Unaudited)

7. Equipment

	Office furniture and equipment	Field equipment	Computer equipment	Total
	- $ -	- $ -	- $ -	- $ -
Cost:				
Balance, May 31, 2019 and 2020	94,962	74,353	26,428	195,743
Additions	-	-	-	-
Balance, November 30, 2020	94,962	74,353	26,428	195,743
Accumulated amortization:				
Balance, May 31, 2019	92,613	61,627	24,831	179,071
Charge for the year	705	1,909	718	3,332
Balance, May 31, 2020	93,318	63,536	25,549	182,403
Charge for the period	246	812	198	1,256
Balance, November 30, 2020	93,564	64,348	25,747	183,659
Net book value:				
Balance, May 31, 2020	1,644	10,817	879	13,340
Balance, November 30, 2020	1,398	10,005	681	12,084

8. Short-Term Borrowing

The Company has entered into arrangements with four lenders to provide funds on a short-term basis.

The arrangement with the first arm's length lender is for up to $16,000, repayable on demand, with an annual interest rate of 5%. As at November 30, 2020, the amount of $16,988 including accrued interest was outstanding.

The arrangement with the second arm's length lender is for an amount of $26,506, repayable on demand with no provision for interest and preferred creditor status. During the year ended May 31, 2020, the loan of $26,506 was assigned to Ore Capital Partners Ltd. As at May 31, 2020, the amount of $Nil was outstanding.

The arrangement with the third lender is with Ore Capital Partners Ltd., for an amount of $24,510, repayable on demand with no provision for interest. As at November 30, 2020, a total of $51,016 was outstanding.

On September 12, 2019, as amended October 21, 2019, an arrangement was entered into with a fourth arm's length lender to provide funds of up to $100,000, repayable on demand, with an annual interest rate of 10%, and preferred creditor status. During the period ended November 30, 2020, the Company received additional $35,500. As November 30, 2020, the amount of $116,926 including accrued interest was outstanding.

As at November 30, 2020, a combined total of $184,930 in short-term borrowing including accrued interest was outstanding.

(Expressed in Canadian Dollars- Unaudited)

9. Lease Obligation

The associated right-of-use asset for the property lease was measured on a retrospective basis as if the new rules had always been applied adjusted by the amount of any prepaid or accrued lease payments and deferred lease inducement relating to that lease recognized in the statement of financial position as at May 31, 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets to the date of initial application.

The recognized right-of-use asset relates to the lease on the Canadian facilities. The change in accounting policy affected the following items in the statement of financial position on June 1, 2019:

- Right-of-use assets – increased by $292,414
- Lease liabilities - increased by $292,414

In applying IFRS 16 for the first time, the Company used the following practical expedients permitted by the standard:

- reliance on previous assessments on whether leases are onerous
- elected to account for the payments for short-term leases and leases of low-value assets as an expense in the statement of loss on a straight-line basis over the lease term
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

For the six months ended November 30, 2020 depreciation of the right of use asset was $76,282. The right of use asset is depreciated on a straight-line basis over the term of the lease.

Right of use asset, May 31, 2019	$	292,414
Depreciation of right of use asset		(152,564)
Right of use asset, May 31, 2020		139,850
Depreciation of right of use asset		(76,282)
Right of use asset, November 30, 2020	$	63,568

For the six months ended November 30, 2020, finance charges on the lease liability were $5,792. The lease term matures on April 30, 2021.

Balance at May 31, 2019	$	-
Office lease liability recognized on adoption of IFRS 16		292,414
Office lease payments		(166,613)
Accretion		22,786
Balance at May 31, 2020		148,587
Office lease payments		(85,156)
Accretion		5,792
Balance at November 30, 2020	$	69,223

Current lease liability	$	69,223
Long-term lease liability		-
Total office lease liability at November 30, 2020	$	69,233

10. Management of Capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the sourcing and exploration of its resource property. The Company does not have any externally imposed capital requirements to which it is subject.

The Company considers the aggregate of its share capital, reserves and deficit as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or dispose of assets or adjust the amount of cash. The strategy is unchanged from prior year.

11. Financial Instruments and Financial Risk

The Company's financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, and short-term borrowing. The fair values of these financial instruments approximate their carrying values.

An entity classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurement. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

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

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

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of the remaining financial instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Financial risk management objectives and policies

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below.

Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

11. Financial Instruments and Financial Risk (continued)

Currency risk

The Company’s expenses are denominated in Canadian dollars. The Company’s corporate office is based in Canada and current exposure to exchange rate fluctuations is minimal.

The Company does not have any significant foreign currency denominated monetary liabilities.

The Company is exposed to currency risk to the extent that expenditures incurred by the Company are denominated in currencies other than the Canadian dollar (primarily Mexican pesos). The Company does not manage currency risk through hedging or other currency management tools.

The Company’s net exposure to foreign currency risk is as follows:

	November 30, 2020 US Dollars	May 31, 2020 US Dollars	November 30, 2020 Mexican Pesos	May 31, 2020 Mexican Pesos
Cash	$ 21	$ 21	$ -	$ -
Accounts payable	(128,546)	(231,863)	(511,559)	(511,559)
Net	$ (128,525)	$ (231,842)	$ (511,559)	$ (511,559)

Interest rate risk

The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

(i) Credit risk

Credit risk is the risk of loss associated with the counterparty’s inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high quality financial institution.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company’s normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

(Expressed in Canadian Dollars- Unaudited)

11. Financial Instruments and Financial Risk (continued)

Interest rate risk (continued)

(ii) Liquidity risk (continued)

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at November 30, 2020:

	Within 60 days	Between 61-90 days	More than 90 days
Accounts payable	$ 287,248	$ -	$ -
Accrued liability	99,250	-	-
Short-term borrowing	184,930	-	-
	$ 571,428	$ -	$ -

The following is an analysis of the contractual maturities of the Company's non-derivative financial liabilities at May 31, 2020:

	Within 60 days	Between 61-90 days	More than 90 days
Accounts payable	$ 410,798	$ -	$ -
Accrued liability	972,661	-	-
Short-term borrowing	144,218	-	-
	$ 1,527,677	$ -	$ -

Market Risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of financial instruments can be affected by changes in interest rates, foreign currency rates and other price risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is not exposed to other price risk.

12. Segmented Information

The Company operates in a single reportable operating segment, being the exploration and development of mineral properties. Summarized financial information for the geographic segments the Company operates in are as follows:

	Peru	**Canada**	**Total**
November 30, 2020			
Capital assets	$ -	$ 12,084	$ 12,084
Exploration and evaluation assets	3,163,640	70,000	3,233,640
	$ 3,163,640	$ 82,712	$ 3,245,724
May 31, 2020			
Capital assets	$ -	$ 13,340	$ 13,340
Exploration and evaluation assets	3,116,339	70,000	3,186,339
	$ 3,116,339	$ 83,340	$ 3,199,679

13. Commitments

The Company's contractual obligations and commitments over the next three years are as follow:

The Company is party to certain consulting agreements. These agreements contain clauses requiring additional payments to be made upon the occurrence of certain events such as change of control. As the likelihood of these events taking place is not determinable, the contingent payments have not been provided for in the consolidated financial statements.