

# **Copperbank Resources Corp.**

**Condensed Consolidated Interim Financial Statements**

**Three and Nine Months Ended September 30, 2019 and 2018**

**(Unaudited - Expressed in Canadian Dollars)**

## **NOTICE TO READERS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the accompanying condensed consolidated interim financial statements.

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

**Copperbank Resources Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
**(Unaudited - Expressed in Canadian dollars)**

	Note	September 30, 2019	December 31, 2018
		\$	\$
<b>Assets</b>			
Current assets			
Cash		98,077	153,399
Other receivable		80,785	60,604
Prepaid expenses and deposit		43,807	13,500
		222,669	227,503
Property and equipment	6	226,804	244,981
Reclamation deposit	5	8,586	8,805
Resource properties	5	12,988,755	12,634,035
<b>Total Assets</b>		<b>13,446,814</b>	<b>13,115,324</b>
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities		324,969	603,824
Note payable, current		66,215	68,210
Obligation to issue shares		29,000	20,000
Due to related parties	7	–	14,072
		420,184	706,106
Convertible debenture		263,000	-
Note payable, non-current		66,215	68,210
		749,399	774,316
<b>Shareholders' equity (deficiency)</b>			
Share capital	4	24,587,337	23,491,379
Reserves		23,811,403	23,431,322
Deficit		( 35,701,325)	( 34,581,693)
		12,697,415	12,341,008
<b>Shareholders' Equity and Liabilities</b>		<b>13,446,814</b>	<b>13,115,324</b>
<i>Nature of operations and going concern</i>	1		
<i>Subsequent events</i>	11		

Approved and authorized for issuance by the Board of Directors on \_\_\_\_\_

"Gavin Dirom"  
Director

"Gianni Kovacevic"  
Director

*See accompanying notes to the condensed consolidated interim financial statements*

**Copperbank Resources Corp.**  
**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**  
**(Unaudited - Expressed in Canadian dollars)**

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
			\$	\$
<b>EXPENSES</b>				
Amortization	3,976	-	11,431	-
Consulting and management fees	104,508	172,437	353,955	386,193
Contact Property-Annual maintenance	52,460	48,859	52,460	61,681
Filing fees and shareholders' services	11,041	9,890	29,035	27,326
Insurance	1,500	1,975	5,553	6,135
Office and administration	10,063	20,637	76,105	50,267
Promotion, advertisement and shareholder relations	47,086	25,718	123,874	101,118
Professional fees	24,440	88,273	53,051	129,386
Share-based compensation (Note 4)	103,932	324,530	366,042	485,130
Travel	8,640	35,138	54,995	76,098
Loss before the following Gain from disposition of assets	(367,646)	( 727,457)	( 1,126,501)	( 1,323,334)
	6,869	-	6,869	-
Net loss	( 360,777)	( 727,457)	( 1,119,632)	( 1,323,334)
<b>Other comprehensive loss:</b>				
Exchange gain (loss) on translating foreign operations	(170)	(14,747)	14,039	(14,436)
<b>Comprehensive loss</b>	<b>( 360,947)</b>	<b>( 742,204)</b>	<b>( 1,105,593)</b>	<b>( 1,337,770)</b>
Loss per share, basic and diluted	<b>( 0.00)</b>	<b>( 0.00)</b>	<b>( 0.00)</b>	<b>( 0.01)</b>
Weighted average number of outstanding shares	<b>291,200,046</b>	<b>223,002,055</b>	<b>285,886,691</b>	<b>199,521,238</b>

*See accompanying notes to the condensed consolidated interim financial statements*

**Copperbank Resources Corp.**  
**Condensed Consolidated Interim Statements of Cash Flows**  
**(Unaudited - Expressed in Canadian dollars)**

<b>Nine months ended September 30,</b>	<b>2019</b>	<b>2018</b>
	\$	\$
<b>Operating Activities</b>		
Net loss for the period	( 1,119,632)	( 1,323,334)
Items not involving cash		
Amortization	11,431	-
Share-based compensation	366,042	485,130
Gain from disposition of equipment	( 6,869)	
Changes in non-cash working capital		
Prepaid expenses and deposits	( 40,807)	29,539
Receivable and note receivable	( 20,181)	17,969
Due to related party	(3,572)	( 18,422)
Accounts payable and accrued liabilities	( 269,855)	183,127
<b>Cash Used in Operating Activities</b>	<b>( 1,083,443)</b>	<b>( 625,991)</b>
<b>Financing Activities</b>		
Issuance of a convertible debenture	263,000	-
Shares issuance for cash	1,015,958	1,093,900
<b>Cash provided by Financing Activities</b>	<b>1,278,958</b>	<b>1,093,900</b>
<b>Investing Activities</b>		
Cash acquired through acquisition of mineral interests	-	3,529
Proceeds from disposition of equipment	6,869	-
Acquisition of Copper Creek Properties	-	( 200,000)
Expenditure of resource properties	( 274,522)	( 282,357)
<b>Cash Used in Investing Activities</b>	<b>( 267,653)</b>	<b>( 478,828)</b>
<b>Effect of change in foreign currency</b>	<b>16,816</b>	<b>( 17,958)</b>
<b>Net Increase (Decrease) in Cash</b>	<b>( 55,322)</b>	<b>( 28,877)</b>
<b>Cash, Beginning of Period</b>	<b>153,399</b>	<b>83,607</b>
<b>Cash, End of Period</b>	<b>98,077</b>	<b>54,730</b>

*See accompanying notes to the condensed consolidated interim financial statements*

**Copperbank Resources Corp.**  
**Condensed consolidated interim statements of changes in equity**  
**(Unaudited - Expressed in Canadian dollars)**

	Common shares		Reserves				Accumulated other comprehensive loss	Deficit	Total
	Number	Amount	Warrants	Options	Other				
		\$	\$	\$	\$	\$	\$	\$	
December 31, 2017	182,831,788	17,141,602	2,749,991	621,735	16,182,235	3,189,276	(32,797,031)	7,087,808	
Share-based compensation	–	–	–	485,130	–	–	–	485,130	
Share issuance for cash	15,627,143	1,093,900	–	–	–	–	–	1,093,900	
Shares issued for acquisition of mineral interests	68,795,181	4,471,687	–	–	–	–	–	4,471,687	
Translation from foreign subsidiaries	–	–	–	–	–	(14,436)	–	(14,436)	
Net loss	–	–	–	–	–	–	(1,323,334)	(1,323,334)	
<b>September 30, 2018</b>	<b>267,254,112</b>	<b>22,707,189</b>	<b>2,749,991</b>	<b>1,106,865</b>	<b>16,182,235</b>	<b>3,174,840</b>	<b>(34,120,365)</b>	<b>11,800,755</b>	
December 31, 2018	278,456,541	23,491,379	2,776,475	1,288,263	16,182,235	3,184,349	(34,581,693)	12,341,008	
Share-based compensation	–	–	–	366,042	–	–	–	366,042	
Share issuance for cash	15,656,548	1,015,958	–	–	–	–	–	1,015,958	
Shares issued for mineral property option payment	1,000,000	80,000	–	–	–	–	–	80,000	
Translation from foreign subsidiaries	–	–	–	–	–	14,039	–	14,039	
Net loss	–	–	–	–	–	–	(1,119,632)	(1,119,632)	
<b>September 30, 2019</b>	<b>295,113,089</b>	<b>24,587,337</b>	<b>2,776,475</b>	<b>1,654,305</b>	<b>16,182,235</b>	<b>3,198,388</b>	<b>(35,701,325)</b>	<b>12,697,415</b>	

*See accompanying notes to the accompanying interim consolidated financial statements*

**Copperbank Resources Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
**Three and nine months ended September 30, 2019 and 2018**  
**(Unaudited - Expressed in Canadian dollars)**

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

Copperbank Resources Corp. (the “Company” or “Copperbank”) was incorporated on October 21, 2014 under the *Business Corporations Act* (British Columbia). The Company’s registered office is Suite 910 – 800 West Pender St., Vancouver, British Columbia, V6C 2V6. The Company’s head office and principal address is located at 1500-409 Granville St., Vancouver, British Columbia, V6C 1T2. The Company’s shares are traded on the Canadian Securities Exchange (“CSE”) under the symbol “CBK”, and its principal business is the acquisition and development of mineral properties.

**Going concern**

These condensed consolidated interim financial statements have been prepared based on accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. Accordingly, these condensed consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company is a resource exploration stage company, which does not generate any revenue and has been relying on equity-based financing to fund its operations. The Company has recurring losses since inception. The Company will require additional financing either through equity or debt financing, sale of assets, joint venture arrangements or a combination thereof to meet its administrative costs and to continue to explore and develop its mineral properties. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company. These conditions indicate the existence of material uncertainties that cast significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern is in significant doubt.

The application of the going concern concept is dependent upon the Company’s ability to generate future profitable operations and maintain an adequate level of financial resources to discharge its ongoing obligations. Management seeks to raise capital, when necessary, to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management’s plan will be successful, as it is dependent on prevailing capital market conditions and the availability of other financing opportunities.

**2. STATEMENT OF COMPLIANCE**

These condensed consolidated interim financial statements together with the comparative figures herein have been prepared in accordance with International Accounting Standards (“IAS”) 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed consolidated interim financial statements do not include all the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that these condensed interim financial statements be read in conjunction with the audited annual financial statements of the Company for the most recent year ended December 31, 2018.

**Basis of preparation**

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

These consolidated financial statements incorporate the accounts of the Company and its wholly owned subsidiaries, Enenco International Inc. (“Enenco US”) (USA), 1016079 B.C Ltd. (Canada), Copperbank Resources Alaska Inc. (USA), Copperbank Royalties Corp, Redhawk Resources, Inc. (Canada), Redhawk Copper Inc. (USA), Redhawk Resources (USA), Inc., and Copper Creek Project LLC (USA). A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investees. All intercompany transactions and balances have been eliminated on consolidation.

**Copperbank Resources Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
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**3. SIGNIFICANT ACCOUNTING POLICIES**

**Adoption of new accounting policies**

The Company has not changed its accounting policies since its prior year ended December 31, 2018 and has applied accounting policies consistently for all periods presented except the adoption of IFRS 16 “Lease” commencing January 1, 2019.

**IFRS 16 Leases**

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease. The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

The adoption of IFRS 16 has no material impacts to the Company’s financial statements.

**4. RESOURCE PROPERTIES**

The continuity of the mineral properties is as follows:

	Pyramid	Copper Creek	Total
	\$	\$	\$
Balance, December 31, 2018	7,569,692	5,064,343	12,634,035
Annual option fees and maintenance of permits (Note 4a)	113,533	241,397	354,930
Effect of change in foreign exchange rate	-	(210)	(210)
<b>Balance, September 30, 2019</b>	<b>7,683,225</b>	<b>5,305,530</b>	<b>12,988,755</b>

**a) Pyramid property, Alaska**

Option agreement with TAC

The Company, through an amalgamation with Full Metal Minerals (USA) Inc. (“Full Metal”), acquired its interest in the Pyramid Project in 2014. Full Metal has an option agreement (“Pyramid Agreement”) with The Aleut Corporation (“TAC”), an Alaska Regional Native Corporation for the acquisition of a 100% interest in subsurface mineral rights covering the Pyramid project.

The commitment related to the Pyramid property is as follows:

- 1) Pay totally \$345,000 in cash or shares of the Company from 2011 to 2017 (Paid); and
- 2) Incur \$4,500,000 of exploration expenditures by December 31, 2016 (Incurred).



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**4. RESOURCE PROPERTIES (Continued)**

**a) Pyramid property, Alaska**

In addition to the payments disclosed above, the Company agrees that during the option period, the Company will pay US\$20,000 per period noted above for the rights to use materials on the property.

On January 4, 2018, the Company entered into a first amendment (“First Amendment”) to the Pyramid Agreement. The First Amendment is effective December 31, 2017. The exploration area has been modified to a division into the Pyramid District Lands (“Pyramid Lands”) and San Diego Bay District (“SDB Lands”). The option period has been modified to (i) December 31, 2019 for the Pyramid Lands and (ii) December 31, 2020 for the SDB Lands. The following additional option payments and minimum exploration expenditures are required:

(i) Option Payments

- Before March 10, 2018, the Company shall pay TAC US\$65,000 in cash (Paid);
- Before March 10, 2019, the Company shall pay TAC US\$70,000 in cash (\*); and
- Before March 10, 2020, the Company shall pay TAC US\$70,000 in cash (\*).

*\*The Company is currently negotiating with the Optionor for a further amendment of the agreement for a further deferral of the option and exploration expenditure.*

(ii) Exploration Expenditures

During the year ended December 31, 2018, the exploration expenditures were further amended as follows:

- During the period January 1, 2018 to December 31, 2019, the Company shall spend (i) at least US\$2,000,000 on the Pyramid Lands and (ii) at least US\$600,000 on the SDB Land(\*);
- During the year January 1 to December 31, 2020, the Company shall spend at least US\$500,000 on the SDB Land(\*).

*\*The Company is currently negotiating with the Optionor for a further amendment of the agreement for a further deferral of the option and exploration expenditure.*

Option agreement with Antofagasta Minerals

On August 6, 2010, Full Metal entered into an option agreement with Antofagasta Minerals to explore the Pyramid property claims. Antofagasta Minerals can earn an initial 51% interest by fulfilling the following:

- 1) Pay a total of US\$200,000 by August 20, 2014 (Received); and
- 2) Incur a total of US\$6,000,000 in exploration expenditures by August 20, 2014 (Incurred).

During the year ended May 31, 2013, Antofagasta Minerals completed all required cash payments and exploration expenditures, and therefore earned a 51% interest in the Pyramid property. All exploration expenditures were incurred by the Company and subsequently reimbursed by Antofagasta Minerals. The schedule of Pyramid mineral property costs does not include these costs.

Antofagasta Minerals can further earn an additional 14% interest for a total aggregate 65% interest by preparing and delivering at its sole cost, a scoping study costing a minimum of US\$4,000,000 in expenditures within two years of earning a 51% initial interest. Antofagasta Minerals can then earn an additional 15% interest for a total 80% interest by funding at its sole cost a feasibility study on the Pyramid property project within two years after obtaining the additional 15% interest.

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**4. RESOURCE PROPERTIES (Continued)**

**a) Pyramid property, Alaska (continued)**

Antofagasta Minerals is also required to reimburse the Company for certain of its obligations relating to the Aleut Agreement – Pyramid, the Shumagin Letter Agreement and the TDX Agreement (collectively, the “Property Agreements”).

Reacquisition of Antofagasta Minerals’ interest

On March 5, 2014 (the “Assignment Date”), Full Metal reacquired the 51% interest in the Pyramid property (the “Assignment Agreement”) previously earned by Antofagasta Minerals under the 2010 option agreement discussed above.

i) Certain provisions in the Assignment Agreement, if triggered, would require the First Assignment Payment to become due and payable within 15 days after the occurrence of an accelerating event. The accelerating event is defined in the Assignment Agreement as not maintaining in good standing, one or all, the Property Agreements, with the term “good standing” having a meaning as defined in each of the Property Agreements regarding the terms and conditions of default.

ii) Shumagin Agreement – Pyramid Surface Rights: On August 5, 2011, Full Metal and Shumagin Corporation, an Alaska Native Village Corporation, signed an agreement for a surface rights mining Exploration Agreement and Option to Lease in respect of the Pyramid property. The agreement terms include annual cash payments totaling US\$290,000 through December 31, 2016 (Paid).

In February 2018, the Company entered into a First Amendment to the Exploration Agreement with Option to Lease with Shumagin Corporation. The First Amendment was effective December 31, 2017. Unless the Exploration Agreement is sooner terminated before the option period ended date (December 31, 2020), Copperbank shall make the following additional option payments on or before the dates set forth below:

- Before March 10, 2018, the Company shall pay Shumagin US\$80,000 in cash (Paid);
- Before March 10, 2019, the Company shall pay Shumagin US\$80,000 in cash(\*); and
- Before March 10, 2020, the Company shall pay Shumagin US\$80,000 in cash (\*).

*\* The Company is currently negotiating with the Optionor for a further amendment of the agreement for a further deferral of the option and exploration expenditure.*

In July 2017, the Company entered into an amendment for the Assignment Agreement with respect to its interest in the Pyramid Property with Antofagasta Minerals. Total consideration, after the amendment is comprised of the following:

- Payment of US\$150,000 cash and issuance of 1,000,000 common shares of the Company to Antofagasta Minerals by March 4, 2019. The Company paid US\$25,000 cash and issued 1,000,000 shares (with the fair value of \$80,000) in March 2019. The balance US\$125,000 is to be paid in a single transaction, at any time by March 4, 2020, with interest to be charged on such amount daily commencing on March 5, 2019 until such payment is made, at an annual interest rate of 10%.
- Payment of US\$5,500,000 cash upon the occurrence of a construction decision in respect of the Pyramid Project.
- Payment of US\$2,500,000 cash upon the commencement of commercial production in respect of the Pyramid Project.

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**4. RESOURCE PROPERTIES (Continued)**

**b) Contact Property, Nevada**

The Company owns a 100% interest in the Contact property located in Elko County, Nevada.

This property was fully impaired during fiscal 2015. The Company has not incurred expenditure for the maintenance of the permit during the nine months ended September 30, 2019.

**c) Copper Creek Mineral Properties, Arizona**

i) The Company acquired 100% of the Copper Creek Project through the acquisition of Redhawk Resources Inc. ("Redhawk") with a value of \$4,955,328 during the third quarter of 2018.

ii) D & G Mining Agreement - In November 2005, Redhawk entered into a lease-to-purchase agreement with a third party for additional property within the Copper Creek boundaries. Redhawk paid US\$80,000 in both 2006 and 2007 and was required to pay US\$100,000 in November 2008 and annually thereafter until the end of year fifteen. In May 2018, the agreement was amended to reduce the annual payments to US\$50,000. As at September 30, 2019, the Company has paid \$32,717 (US\$25,000) for 2019.

Redhawk has the option to purchase the property for US\$3,000,000. Commencing January 1, 2022, 50% of the yearly lease payments made prior to exercising the option to purchase will be applied against the purchase price in the event that Redhawk exercises its property purchase option.

iii) Freeport Mineral Corporation Agreement - In April 2007, Redhawk entered into a purchase agreement with Freeport Mineral Corporation ("Freeport") to acquire additional mining claims within the Copper Creek boundaries. The additional mining claims are subject to a 1% Net Smelter Return royalty.

In conjunction with Redhawk's acquisition of mining claims from Freeport, Redhawk entered into a promissory note. The promissory note with the principal amount of US\$1,525,594 is repayable over 11 years and bears interest at 5% per annum. On May 30, 2018, Redhawk entered into an amendment to the Fourth Workout Agreement with Freeport. The substance of the amended agreement is a conversion of interest and principal owing to Freeport into production decision royalty payments. The total will be US\$3,000,000 paid in six equal annual instalments of US\$500,000 per annum. The payments are contingent upon Redhawk or successors achieving a defined commercial production of minerals.

As a result of this amendment, no liabilities in connection with this promissory note has been recorded as at September 30, 2019 and December 31, 2018.

iv) Morgan Agreements - In December 2012, Redhawk acquired patented land from two unrelated parties for total consideration of US\$1.2 million. As at December 31, 2018, Redhawk is required to pay \$66,215 (US\$50,000) in 2019 (current) and another \$66,215 (US\$50,000) in 2020 (non-current)

**5. SHARE CAPITAL**

**a) Authorized**

Unlimited number of common shares without par value.

**b) Issued and outstanding**

In March 2019 the Company closed a private placement, issuing 7,656,548 common shares at a price of \$0.07 per share for net proceeds of \$535,958.36.

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**5. SHARE CAPITAL (Continued)**

**b) Issued and outstanding (continued)**

In March 2019 the Company issued 1,000,000 common shares to Antofagasta Minerals S.A. to satisfy the July 28, 2017 assignment agreement.

In August 2019, the Company closed a private placement, issuing 8,000,000 common shares at a price of \$0.06 per share for net proceeds of \$480,000.

During the nine months ended September 30, 2019, the Company received consulting and management services for \$9,023 agreed to be paid in common shares of the Company. These shares are yet to be issued and represent an obligation to issue shares at year-end. The accumulated obligation to issue shares was \$29,000 as at September 30, 2019 (December 31, 2018 - \$20,000).

**c) Warrants**

Continuity is as follows:

	Number outstanding	Expiry date	Exercise price
Outstanding and exercisable, December 31, 2016	74,238,001	October 20, 2019	\$0.50 per share
Issued	5,173,366	August 21, 2022	\$0.25 per share
Outstanding and exercisable, December 31, 2017	79,411,367		
Assumed on acquisition of Redhawk (Note 4)	356,089	March 14, 2019	\$0.21 per share
Assumed on acquisition of Redhawk (Note 4)	3,762,102	August 24, 2019	\$0.08 per share
Outstanding and exercisable, December 31, 2018	83,529,558		
Expired	(4,118,191)		
Outstanding and exercisable, September 30, 2019,	79,411,367		

As at September 30, 2019, the weighted average exercise price and remaining life of these warrants was \$0.48 per share and 0.24 years.

**d) Options**

The Company has a “rolling” stock option plan (the “Plan”) that allows the Company to grant options to its employees, directors, consultants and officers for a maximum of 10% of outstanding shares to be issued.

Options have a maximum term of five years and terminate up to 90 days following the date on which an optionee ceases to be an employee, director, consultant or officer, and up to 30 days following the date on which an optionee who is engaged to provide investor relations activities ceases to be engaged to provide such services. In the case of death, the option terminates at the earlier of twelve months after the date of death and the expiration of the option period. During the nine months ended September 30, 2019, the Company incurred share-based compensation of \$366,042 (2018 - \$485,130) in connection with options granted. The Company used Black Scholes option pricing model and the following assumptions to determine the fair values of the stock options granted in the year:

	2019	2018
Risk-free interest rate	2.22%	2.22%
Expected life of the option	5 years	5 years
Annualized volatility	230%	238%
Dividend Rate	0.00 %	0.00 %

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**5. SHARE CAPITAL (Continued)**

**d) Options (continued)**

As at September 30, 2019, the following stock options were outstanding:

Expiry Date	Exercise Price	Outstanding	Exercisable
February 5, 2020	\$ 0.10	2,050,000	2,050,000
June 8, 2020	\$ 0.10	500,000	500,000
April 11, 2021	\$ 0.05	500,000	500,000
February 24, 2022	\$0.10	5,750,000	5,750,000
July 28, 2022	\$0.13	650,000	650,000
May 10 to May 21, 2023	\$0.10	9,350,000	4,675,000
February 28, 2024	\$0.10	2,000,000	500,000
		20,800,000	14,625,000

Continuity of the option outstanding is as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding, December 31, 2017	9,950,000	\$0.10
Granted	9,350,000	\$0.10
Assumed on acquisition of Redhawk Resources Corp.	3,344,139	\$0.14
Cancelled	(500,000)	\$0.10
Outstanding, December 31, 2018	22,144,139	\$0.11
Expired	(3,344,139)	\$0.14
Granted	2,000,000	\$0.10
Outstanding, September 30, 2019	20,800,000	\$0.10
Exercisable, September 30, 2019	14,625,000	\$0.10

The remaining contractual life of the Company's options as at September 30, 2019 was 2.89 (2018-12-31 – 3.39) years.

**6. PROPERTY AND EQUIPMENT**

Continuity of the Property and equipment is as follows:

	Building	Land	Total
	\$	\$	\$
<b>Cost</b>			
Balance, December 31, 2018	225,344	34,106	259,450
Foreign exchange adjustment	(5,915)	(988)	(6,913)
Balance, September 30, 2019	219,429	33,108	252,537
<b>Amortization</b>			
Balance, December 31, 2018	14,469	-	14,469
Addition	11,431	-	11,431
Foreign exchange adjustment	(167)	-	(167)
Balance, September 30, 2019	25,733	-	25,733
<b>Net book value</b>			
Balance, December 31, 2018	210,875	34,106	244,981
Balance, September 30, 2019	193,696	33,108	226,804

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**7 RELATED PARTY TRANSACTIONS**

During the nine months ended September 30, 2019 and 2018, the Company incurred the following transactions with key management members and the directors of the Company:

Nine months ended September 30,		2019	2018
	Nature	\$	\$
Key management	Rent	-	6,000
Key management	Management fees	299,250	340,031
	Technical services for the mineral properties	-	20,191
Key management and directors	Share-based payments	257,548	388,621

As at September 30, 2019, amount due to related party comprised of amounts owing to key management members of \$nil (2018-12-31 - \$14,072). Due to related party has the same terms as the Company's trade payable, which is unsecured and non-interest-bearing and due with no specific terms.

**8 CONVERTIBLE DEBENTURE**

On June 17, 2019 the Company closed a non-brokered private placement offering (the "Private Placement") of convertible debentures ("CDs") for gross proceeds of \$263,000. Each CD has an issue price of \$1,000, a term of two years from the date of issuance and bears an interest at a rate of 15% per annum, calculated monthly and payable monthly in cash with the first payment being due on July 14, 2019 (paid) and will mature and be payable on June 14, 2021. Each Debenture is convertible into common shares of the Company at the option of the holder at any time prior to maturity at a conversion price of \$0.07 per common share. CDs must be converted in minimum amounts of \$1,000. The Company will have the option to redeem the CDs, in whole or in part, at any time prior to the maturity date, on not more than 60 days' and not less than 30 days' prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, provided that if such redemption is completed prior to the date that is 12 months after the date of issuance of the CDs, the Company shall pay the holders of the redeemed CDs a redemption fee in cash equal to 15% of the principal amount of such redeemed Debentures, less the amount of any interest previously paid in respect of such redeemed CDs.

The Company considers these CDs amortized cost financial instrument.

**9 SEGMENTED INFORMATION**

The Company operates primarily in one business segment, which is the exploration and development of resource properties located in the United States. The Company's non-current assets were \$13,224,145 (2018-12-31- \$12,887,821), which comprised mainly of resource properties, property and equipment, and reclamation bonds that are in the United States.

**10. FINANCIAL INSTRUMENTS**

The Company's financial instruments are exposed to several financial and market risks, including credit, interest rate, liquidity and commodity risks. The Company may, or may not, establish from time to time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of cash flow of its operations would warrant such hedging activities. There was no change in the management of the financial risks compared to the recent year ended December 31, 2018.

**Credit risk**

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

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**10. FINANCIAL INSTRUMENTS (Continued)**

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents. The Company mitigates its exposure to credit loss associated with cash and cash equivalents by placing its cash and cash equivalents in a major financial institution. As at September 30, 2019, the Company had cash equivalents of \$2,300 in term deposits (2018 - \$2,300).

**Liquidity risk**

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order 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, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and amounts from related parties.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

**Commodity risk**

The Company is subject to commodity price risk arising from the fluctuation of metal price beyond the Company's control. The Company may have difficulties to identify and acquire economically viable projects for the Company to invest in if metal prices are depressed in an extended period.

**Interest rate risk**

The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of September 30, 2019 and December 31, 2018, the Company has no interest-bearing debt with long-term maturities and variable interest rate, and therefore does not believe that interest rate risk is significant. The Company does not use derivative instruments to reduce its interest rate risk as the Company's management believes that the likely financial impact of interest rate changes does not justify using derivatives.

**Foreign currency risk**

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

As at September 30, 2019 and December 31, 2018, the Company's net exposure to foreign currency risk on its financial instruments is as follows:

	September 30, 2019	December 31, 2018
Cash	US\$ 4,606	US\$ 7,783
Canadian dollar equivalent	\$ 6,100	\$ 10,608

A 5% change in the US dollar against the Canadian dollar at September 30, 2019 would result in a change of approximately \$305 in comprehensive loss.

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**11. SUBSEQUENT EVENTS**

- a) 74,238,001 share purchase warrants with exercise price \$0.50 per shares expired without exercise in October 2019.
- b) The Company established a wholly owned subsidiary, CopperBank Royalties Corp. in October 2019. The Company will launch CopperBank Royalties Corp. with two royalty assets from CopperBank's 100% owned Contact Copper Project located in Elko County, Nevada, and Copper Creek Project located in Pinal County, Arizona. Additionally, CopperBank is actively evaluating other royalty assets for potential acquisition by CopperBank Royalties Corp.