PROSPER GOLD CORP.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED OCTOBER 31, 2018 and 2017

(EXPRESSED IN CANADIAN DOLLARS)

Smythe CPA

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF PROSPER GOLD CORP.

We have audited the accompanying financial statements of Prosper Gold Corp., which comprise the statements of financial position as at October 31, 2018 and 2017 and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

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

Auditors' Responsibility
Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Prosper Gold Corp. as at October 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter
Without qualifying our opinion, we draw attention to note 1 in the financial statements, which describes matters and conditions that indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
February 21, 2019

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PROSPER GOLD CORP.
Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	October 31, 2018	October 31, 2017
ASSETS			
Current assets			
Cash		**$ 29,790**	$ 229,728
Amounts receivable		**6,011**	18,784
Prepaid expenses and deposit	11	**31,561**	102,437
		67,362	350,949
Non-current assets			
Reclamation deposit	6	**190,000**	190,000
Equipment	7	**26,834**	37,245
Mineral properties	8	**731,965**	803,598
		$ 1,016,161	$ 1,381,792
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	11(b), 12	**$ 531,330**	$ 244,186
SHAREHOLDERS' EQUITY			
Share capital	9	**11,987,859**	11,465,537
Reserves		**1,807,307**	1,730,659
Deficit		**(13,310,335)**	(12,058,590)
		484,831	1,137,606
		$ 1,016,161	$ 1,381,792

These financial statements were approved by the Board of Directors and authorized for issue on February 21, 2019. They are signed on behalf of the Board of Directors by:

/s/ "Peter Bernier"

Peter Bernier
Director

/s/ "Jason Hynes"

Jason Hynes
Director

PROSPER GOLD CORP.

Statements of Comprehensive Loss
(Expressed in Canadian Dollars)

	Note	Years ended October 31, 2018	Years ended October 31, 2017
Expenses			
Exploration expenditures	8, 12	**$ 462,578**	$ 2,025,099
General and administrative	12	**230,642**	251,785
Management salaries and fees	12	**219,087**	258,393
Professional fees		**22,322**	28,751
Share-based payments	10(b), 12	**110,268**	253,994
Transfer agent, listing and filing fees		**14,931**	16,443
		1,059,828	2,834,465
Other income and loss			
Interest income		**(2,332)**	(1,090)
Write-off of mineral property	8	**229,096**	-
		226,764	(1,090)
Net loss and comprehensive loss for year		**$ 1,286,592**	$ 2,833,375
Loss per share			
Basic and diluted		**$ 0.024**	$ 0.058
Weighted average number of common shares outstanding		**52,866,222**	**49,060,331**

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

PROSPER GOLD CORP.

Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

For the year ended October 31, 2017

			Reserves				
	Number of Shares	Share Capital	Options	Other	Total	Deficit	Total
Balance at October 31, 2016	44,149,892	$ 10,286,049	$ 964,157	$ 166,728	$1,130,885	$(9,256,336)	$ 2,160,598
Private placement – units	4,772,357	1,336,260	-	334,065	334,065	-	1,670,325
Shares issued for property	200,000	28,000	-	-	-	-	28,000
Share issue costs	-	(184,772)	-	42,836	42,836	-	(141,936)
Share-based payments	-	-	253,994	-	253,994	-	253,994
Stock options expired	-	-	(31,121)	-	(31,121)	31,121	-
Net loss for the year	-	-	-	-	-	(2,833,375)	(2,833,375)
Balance at October 31, 2017	49,122,249	$ 11,465,537	$1,187,030	$ 543,629	$1,730,659	$ (12,058,590)	$ 1,137,606

For the year ended October 31, 2018

			Reserves				
	Number of Shares	Share Capital	Options	Other	Total	Deficit	Total
Balance at October 31, 2017	49,122,249	$ 11,465,537	$ 1,187,030	$ 543,629	$1,730,659	$(12,058,590)	$ 1,137,606
Private placement – units (note 9(b))	5,000,000	500,000	-	-	-	-	500,000
Shares issued for properties (notes 8(a) and 9(c))	570,000	60,650	-	-	-	-	60,650
Share issue costs (note 9(b))	-	(38,328)	-	1,227	1,227	-	(37,101)
Share-based payments (note 10(b))	-	-	110,268	-	110,268	-	110,268
Stock options expired	-	-	(34,847)	-	(34,847)	34,847	-
Net loss for the year	-	-	-	-	-	(1,286,592)	(1,286,592)
Balance at October 31, 2018	**54,692,249**	**$ 11,987,859**	**$ 1,262,451**	**$ 544,856**	**$1,807,307**	**$(13,310,335)**	**$ 484,831**

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

PROSPER GOLD CORP.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Years ended	
	October 31, 2018	October 31, 2017
Cash provided by (used in):		
Operating activities		
Net loss	**$ (1,286,592)**	$ (2,833,375)
Adjustments for items not involving cash:		
Amortization	**10,411**	12,187
Share-based payments	**110,268**	253,994
Write-off of mineral property	**229,096**	-
Net change in non-cash working capital		
Amounts receivable	**12,773**	54,998
Prepaid expenses and deposit	**70,876**	104,894
Accounts payable and accrued liabilities	**287,144**	(73,674)
Cash used in operating activities	**(566,024)**	(2,480,976)
Investing activities		
Mineral property option payment and acquisition costs	**(96,813)**	(85,082)
Purchase of equipment	**-**	(13,513)
Cash used in investing activities	**(96,813)**	(98,595)
Financing activities		
Proceeds from private placement, net of share issue costs	**462,899**	1,528,389
Cash provided by financing activities	**462,899**	1,528,389
Decrease in cash	**(199,938)**	(1,051,182)
Cash, beginning of year	**229,728**	1,280,910
Cash, end of year	**$ 29,790**	$ 229,728

Non-cash activities:

Shares issued for properties	$ 60,650	$ 28,000
Fair value of broker warrants for private placement	$ 1,227	$ 42,836

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

1. Nature of operations and going concern

Prosper Gold Corp. ("Prosper" or the "Company") was incorporated under the *Business Corporations Act* (Ontario) on October 11, 2007, continued into British Columbia under the *Business Corporations Act* (British Columbia) and changed its name from Lander Energy Corporation on April 26, 2012. The registered office of the Company is located at Suite 2300 - 1177 West Hastings Street, Vancouver, British Columbia, V6E 2K3. Effective September 3, 2013, the Company's common shares were listed on the TSX Venture Exchange (the "Exchange"), trading under the symbol "PGX" upon completion of its Qualifying Transaction on August 30, 2013. Prior to September 3, 2013, the Company was classified as a capital pool company ("CPC") as defined under Policy 2.4 of the Exchange, and trading on the NEX board of the Exchange under the symbol "PGX-H".

The principal business activity of the Company is the acquisition, exploration and development of mineral properties. These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation in the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. The Company has not yet generated any revenues, has incurred losses and negative cash flows from operations since inception and has a deficit of $13,310,335 as at October 31, 2018 (2017 - $12,058,590). At October 31, 2018, the Company had cash of $29,790 (2017- $229,728) and working capital deficit of $463,968 (2017 – working capital of $106,763). The ability of the Company to continue as a going concern over a longer term is dependent on the Company's ability to complete financing to meet administrative overhead and to complete the exploration and development of its mineral property interests, or attainment of profitable mining operations or the receipt of proceeds from the disposition of its mineral property interests. However, there is no guarantee that the Company will establish economically recoverable reserves, profitable operations or positive cash flows from operations. The Company will continue to raise funding through equity financing to continue operations and has been successful to date, but there can be no assurance that adequate financing will be available in the future, or available on terms acceptable to the Company and, therefore, a material uncertainty exists that casts significant doubt over the Company's ability to continue as a going concern.

These financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation

(a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

(b) Basis of presentation

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

(c) Presentation and functional currency

The presentation and functional currency of the Company is the Canadian dollar. All amounts in these financial statements are expressed in Canadian dollars, unless otherwise indicated.

(d) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures. Actual results could differ from these judgments and estimates. Estimates and underlying assumptions are reviewed on an ongoing basis based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of changes to

2. Basis of preparation (continued)

(d) Critical accounting judgments and estimates (continued)

estimates are recognized in the period estimates are revised and in future periods affected. The critical judgment and assumptions applied in the preparation of these financial statements and other major sources of measurement uncertainty are discussed in note 4.

3. Significant accounting policies

The significant accounting policies applied in the preparation of these financial statements are as follows.

(a) Financial instruments

Financial assets and financial liabilities are recognized in the statement of financial position when the Company becomes a party to the contractual provision of the financial instrument. On initial recognition, all financial assets and financial liabilities are recorded at fair value, net of transaction costs, except for financial assets and liabilities classified as fair value through profit or loss (“FVTPL”). The directly attributable transaction costs of financial assets and liabilities classified at FVTPL are expensed in the period in which they are incurred.

Subsequent measurement of financial assets and liabilities depends on the classifications of such assets and liabilities as set out below.

Financial assets
The Company classifies its financial assets into one of the following categories:

FVTPL – Financial assets are classified as FVTPL when: (i) they are acquired or incurred principally for short-term profit taking and/or meet the definition of a derivative; or (ii) they meet the criteria for being designated as FVTPL and have been designated as such on initial recognition. Financial assets classified as FVTPL are measured at fair value with changes in fair value recognized in profit or loss.

Loans and receivables – Non-derivative financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Financial assets classified as loans and receivables are measured at amortized cost. The amortized cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, and minus any reduction for impairment or amounts not collectible. The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating the effective interest income or interest expense over the term of the financial asset or financial liability, respectively.

Held-to-maturity – Non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company has the positive intention and ability to hold to maturity are classified as held-to-maturity. Financial assets classified as held-to-maturity are measured at amortized cost using the effective interest method.

Available-for-sale – Non-derivative financial assets that are not classified as one of the above categories are classified as available-for-sale. Available-for-sale financial assets are measured at fair value with changes in fair value recognized in other comprehensive income.

Impairment of financial assets
At the end of each reporting period, the Company assesses whether there is objective evidence that a financial asset or group of financial assets is impaired.

When there is objective evidence that an available-for-sale financial asset is impaired, the cumulative losses that have been previously recognized in other comprehensive income (loss) are reclassified to net income (loss) for the period.

3. Significant accounting policies (continued)

(a) Financial instruments (continued)

Impairment losses previously recognized for available-for-sale investments in equity securities are not subsequently reversed in profit or loss when the fair values of the investments increase.

When there is objective evidence that an impairment loss on a financial asset measured at amortized cost has been incurred, an impairment loss is recognized in net income (loss) for the period measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's effective interest rate at initial recognition. Individually significant loans and receivables are considered for impairment when they are past due or when there is objective evidence that a specific counterparty will default. Objective evidence of impairment of held-to-maturity financial assets is determined by reference to external credit ratings and other relevant indicators.

Financial liabilities
The Company classifies its financial liabilities into one of the following two categories:

FVTPL – Financial liabilities are classified at FVTPL when: (i) they are acquired or incurred principally for short-term profit taking and/or meet the definition of a derivative; or (ii) they meet the criteria for being designated at FVTPL and have been designated as such on initial recognition. Financial liabilities classified at FVTPL are measured at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities – Financial liabilities other than those classified at FVTPL are classified as other financial liabilities. Other financial liabilities are measured at amortized cost using the effective interest method.

(b) Equipment

Equipment is recorded at cost less accumulated amortization and impairment charges. Amortization is recorded using the declining-balance method at a rate of 55% for computer equipment, 20% for office furniture and field equipment and 30% for vehicle. Management reviews the estimated useful life and amortization method on an annual basis. Changes to the useful life or amortization method resulting from such review are accounted for prospectively.

(c) Mineral property

The costs of exploration and evaluation assets acquired through a business combination or an asset acquisition are capitalized, as are costs to acquire rights to a mineral property, including land and surface rights. Acquisition costs include cash consideration and the fair value of common shares and other equity instruments issued as consideration.

Mineral property is recorded at cost, less accumulated depletion and depreciation, and impairment losses. Capitalized acquisition costs are depleted when commercial production begins using the unit-of-production method. Capitalized acquisition costs are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. The recoverability of the carrying amount of mineral property is dependent on successful development and commercial exploitation or, alternatively, the sale of the respective areas of interest. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned or when the capitalized costs are no longer considered recoverable, the amounts capitalized are written down to management’s estimate of the net recoverable amount.

Although the Company has taken steps to verify title to the mineral properties in which it has an interest, these procedures do not guarantee the Company’s title.

3. Significant accounting policies (continued)

(d) Exploration and evaluation expenditures

Exploration and evaluation expenditures, other than for exploration and evaluation assets acquired through a business combination or an asset acquisition, or for the acquisition of land and surface rights, are expensed as incurred. The exploration and evaluation expenditures incurred prior to the Company obtaining the legal rights to explore an area of interest are recorded as property investigation, and expenditures from the date legal rights are obtained and approved by the Exchange are recorded as exploration expenditures.

(e) Impairment of non-financial assets

At the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash inflows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit, the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets, to which the asset belongs.

An asset or cash-generating unit's recoverable amount is the higher of 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 or group of assets in an arm's length transaction between knowledgeable and willing parties.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or group of assets. If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or group of assets is reduced to its recoverable amount and an impairment loss is recognized in profit or loss. The allocation of an impairment loss for a group of assets is based on the relative carrying amounts of those assets at the date of impairment.

Where an impairment loss subsequently reverses, the carrying amount of the asset or group of assets is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or group of assets in prior years. A reversal of an impairment loss is recognized in profit or loss in the period the reversal occurs.

(f) Decommissioning provision

An obligation to incur future reclamation, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs, discounted to their net present value, are provided for and recorded as a liability with a corresponding amount capitalized and included in the carrying amount of the asset, when the obligation to incur such costs arises. A pre-tax discount rate that reflects the time value of money is used to calculate the net present value. The capitalized costs are charged to profit or loss over the economic life of the related asset, using either the unit-of-production or the straight-line method, depending on the nature of the related asset. The liability is adjusted at the end of each reporting period for the unwinding of the discount rate, and for changes to the current market-based discount rate and amount or timing of the underlying cash flows needed to settle the obligation. The unwinding of the discount is recorded as accretion expense and included in finance cost. Changes to the liability amount resulting from changes to the estimated future cash flows required to settle the obligation are also capitalized and included in the carrying amount of the related asset.

(g) Share capital

Common shares
Common shares issued are classified as equity. Transaction costs directly attributable to the issuance of common shares and other equity instruments of the Company are recognized as a deduction from share capital or other equity.

3. Significant accounting policies (continued)

(g) Share capital (continued)

Equity units
The proceeds received on the issuance of units, comprised of common shares and warrants, are allocated using the residual value method. Under the residual value method, proceeds are allocated first to share capital up to the fair value of the common shares at the time of issuance, determined by reference to the quoted market price of the common shares on the issuance date, with the residual amount of proceeds, if any, allocated to the reserve for warrants.

Flow-through shares
The issuance of flow-through shares represents an issue of common shares and the sale of rights to tax deductions to the investors when the flow-through shares are issued. The sale of rights to tax deductions is deferred and presented as a liability in the statement of financial position. The proceeds received from flow-through shares are allocated between share capital, warrants, if any, and other liability using the residual method. Under the residual method, the proceeds are allocated first to share capital up to the fair value of the common shares at the time of issuance, determined by reference to the quoted market price of the common shares on the issuance date, with the residual amount of proceeds, if any, allocated to warrants and then to other liability.

The Company fulfils its obligation to the investors when it renounces the right to the tax deductions and the eligible expenditures are incurred. Upon fulfilment of the Company's obligation, the amount initially recognized as a liability is extinguished and recognized in profit or loss.

(h) Stock options and warrants

All stock options and warrants are included in reserves, a component of equity, until exercised. Upon exercise, the consideration received plus the amounts in reserves attributable to the options and/or warrants being exercised are credited to share capital. When stock options and warrants expire unexercised or are cancelled, other than cancellations resulting from forfeitures when vesting conditions are not satisfied, the amounts recognized in reserves are reclassified to deficit.

(i) Share-based payments

Share-based payment arrangements whereby the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions.

The fair value of options granted to employees, officers, directors and consultants providing similar services that are expected to eventually vest is recognized as share-based payment over the vesting period with a corresponding increase in reserves. The fair value is estimated using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted and using market related inputs as of the grant date. Each tranche of options granted with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values. Changes to the estimated number of options that will eventually vest are accounted for prospectively at the end of each reporting date.

Equity instruments issued as consideration for the purchase of non-monetary assets are measured based on the quoted market price of the common shares on the date the shares are issued.

(j) Income taxes

Income tax on profit or loss comprises current and deferred tax. Income tax is recognized in profit or loss, except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on taxable income for the period.

3. Significant accounting policies (continued)

(j) Income taxes (continued)

Deferred tax is provided for using the asset and liability method of accounting, whereby deferred tax assets and liabilities are recognized for the future tax effects of differences between the carrying amounts of assets and liabilities in the statement of financial position and the tax bases of the assets and liabilities (temporary differences), unused tax losses and other income tax deductions. Temporary differences on the initial recognition of assets or liabilities that affect neither accounting nor taxable profit or loss are not provided for. Deferred tax assets and liabilities are measured based on the expected manner of realization or settlement of the carrying amounts of the related assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date. Deferred tax assets are recognized for deductible temporary differences, unused tax losses and other income tax deductions only to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unused tax losses and other income tax deductions can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(k) Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding adjusted for the effects of all dilutive potential common shares.

4. Critical judgments in applying accounting policies and key sources of estimation uncertainty

Critical judgments
The Company has made the following critical judgments, apart from those involving estimations, in the process of applying its accounting policies that have the most significant effect on the amounts recognized in the financial statements:

Going concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay 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. See note 1 for more information.

Impairment of mineral properties
The Company's mineral property represents acquisition costs relating to the Company's mineral properties. At the end of each reporting period, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset, which is the greater of the asset's value in use and fair value less costs to sell. The Company considers both external and internal sources of information in assessing whether there are any indications that the Company's mineral properties are impaired.

Key sources of estimation uncertainty
The key assumptions management has made about the future and other major sources of estimation uncertainty at the date of the statement of financial position that may have significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

4. Critical judgments in applying accounting policies and key sources of estimation uncertainty (continued)

***Key sources of estimation uncertainty* (continued)**

Provision for decommissioning
An obligation to incur future reclamation, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. As at October 31, 2018 and 2017, management has determined that the Company has no material obligation for decommissioning.

Income taxes
The Company recognizes deferred tax assets for deductible temporary differences, unused tax losses and other income tax deductions only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and other income tax deductions can be utilized. In assessing the probability of realizing the income tax benefits of deductible temporary differences, unused tax losses and other income tax deductions, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence.

As at October 31, 2018 and 2017, the Company has unused tax losses and other income tax deductions for which it has not recognized any deferred tax assets. Changes in any of the above-mentioned estimates can materially affect the amount of income tax assets recognized. In addition, where applicable tax laws and regulations are either unclear or subject to varying interpretations, changes in these estimates can occur that materially affect the amounts of income tax assets recognized. The Company reassesses unrecognized income tax assets at the end of each reporting period.

Share-based payments
Assumptions are used in determining share-based payments. The fair value of stock options and warrants are subject to the limitation of the Black-Scholes option pricing model that requires market data and estimates used by the Company in the assumptions. These inputs are subjective assumptions and changes in these inputs can materially affect the fair value estimated.

5. Accounting standards not yet effective

IFRS 9 *Financial Instruments*

IFRS 9 will replace IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 9 *Reassessment of Embedded Derivatives*. The final version of this new standard supersedes the requirements of earlier versions of IFRS 9. However, for annual periods beginning before January 1, 2018, an entity may elect to apply those earlier versions instead of applying the final version of this new standard if its initial application date is before February 1, 2015.

The main features introduced by this new standard compared with predecessor IFRS are as follows:

- *Classification and measurement of financial assets:*
  Debt instruments are classified and measured on the basis of the entity's business model for managing the asset and its contractual cash flow characteristics as either: “amortized cost”, “fair value through other comprehensive income”, or “fair value through profit or loss” (default). Equity instruments are classified and measured as “fair value through profit or loss” unless upon initial recognition elected to be classified as “fair value through other comprehensive income”.

5. Accounting standards not yet effective (continued)

IFRS 9 *Financial Instruments (continued)*

- *Classification and measurement of financial liabilities:*
  When an entity elects to measure a financial liability at fair value, gains or losses due to changes in the entity's own credit risk is recognized in other comprehensive income (as opposed to previously profit or loss). This change may be adopted early in isolation of the remainder of IFRS 9.

- *Impairment of financial assets:*
  An expected credit loss impairment model replaced the incurred loss model and is applied to financial assets at "amortized cost" or "fair value through other comprehensive income", lease receivables, contract assets or loan commitments and financial guarantee contracts. An entity recognizes twelve-month expected credit losses if the credit risk of a financial instrument has not increased significantly since initial recognition and lifetime expected credit losses otherwise.

- *Hedge accounting:*
  Hedge accounting remains a choice, however, is now available for a broader range of hedging strategies. Voluntary termination of a hedging relationship is no longer permitted. Effectiveness testing now needs to be performed prospectively only. Entities may elect to continue to applying IAS 39 hedge accounting on adoption of IFRS 9 (until the IASB has completed its separate project on the accounting for open portfolios and macro hedging).

This standard is effective for the Company's annual period beginning November 1, 2018. Management has determined the impact of the application of IFRS 9 on the Company's financial statements there will not be significant.

IFRS 16 *Leases*

Earlier application permitted for entities that also apply IFRS 15 *Revenue from Contracts with Customers*.

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 of time 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 new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

This standard is effective for the Company's annual period beginning on November 1, 2019. Management is currently assessing the impact of the application of IFRS 16 on the Company's financial statements.

(Expressed in Canadian Dollars)

6. Reclamation deposit

The Company was required to post a security deposit of $190,000 in favor of the Ministry of Energy and Mines of British Columbia prior to commencement of surface work at the Star Project. A security deposit for this amount was posted with a Canadian financial institution and bears interest between the rates of 0.5% to 1.25%.

7. Equipment

	Computer Equipment	Office Furniture	Field Equipment	Vehicle	Total
Cost					
As at October 31, 2016	$ 9,650	$ 2,236	$ 20,546	$ 13,704	$ 46,136
Additions	5,873	-	7,640	-	13,513
As at October 31, 2017 and 2018	$ 15,523	$ 2,236	$ 28,186	$ 13,704	$ 59,649
Accumulated Amortization					
As at October 31, 2016	$ 5,481	$ 626	$ 2,054	$ 2,056	$ 10,217
Amortization	3,908	322	4,462	3,495	12,187
As at October 31, 2017	9,389	948	6,516	5,551	22,404
Amortization	3,374	257	4,334	2,446	10,411
As at October 31, 2018	$ 12,763	$ 1,205	$ 10,850	$ 7,997	$ 32,815
Carrying value					
As at October 31, 2017	$ 6,134	$ 1,288	$ 21,670	$ 8,153	$ 37,245
As at October 31, 2018	**$ 2,760**	**$ 1,031**	**$ 17,336**	**$ 5,707**	**$ 26,834**

8. Mineral properties

The Company capitalizes costs of mineral property option payments for cash and share issuances and the related transaction costs for the Ontario Projects in Ontario and the Star Property in British Columbia.

	Ontario Projects							
Costs	**Ashley**	**Matachewan**	**Wydee**	**Galahad**	**Egan**	**Currie**	**Star**	**Total**
Balance, October 31, 2016	$116,513	$22,210	$ 22,560	$ 83,517	$ -	$ -	$445,715	$ 690,515
Option payments	80,000	-	-	-	-	-	-	80,000
Share issuances	28,000	-	-	-	-	-	-	28,000
Transaction costs	4,583	-	-	-	-	-	500	5,083
Balance, October 31, 2017	$229,096	$22,210	$ 22,560	$83,517	$ -	$ -	$446,215	$803,598
Option payments	-	-	-	-	57,800	20,000	-	77,800
Share issuances	-	9,375	9,375	-	20,900	21,000	-	60,650
Transaction costs	-	-	-	-	17,530	983	500	19,013
Write-off	(229,096)	-	-	-	-	-	-	(229,096)
Balance, October 31, 2018	**$ -**	**$31,585**	**$ 31,935**	**$ 83,517**	**$ 96,230**	**$41,983**	**$446,715**	**$ 731,965**

(a) Ontario Projects, Ontario, Canada

The Company entered into three definitive agreements consisting of the options to earn a 100% interest to acquire the Ashley Gold Mine, a 90% interest in the extensive land position surrounding the Ashley Gold Mine and Young Davidson Mine Area in the Cadillac Larder Lake Fault Area and to acquire mineral claims surrounding the Ashley Gold Mine.

Ashley

On February 22, 2016 ("Ashley Effective Date"), the Company entered into a definitive agreement (the "Ashley Option Agreement") with four arm's length individuals (collectively, the "Optionors"), whereby the Optionors have granted the Company the option to acquire a 100% interest in the Ashley Gold Mine and surrounding claims in central Ontario (the "Ashley Property"). The Ashley Option Agreement requires the Company to make cash payments totaling $700,000,

8. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Ashley (continued)
the issuance of 1,700,000 Prosper shares and work expenditures totaling $250,000 over three years in order for the Company to earn a 100% interest in the Ashley Property as follows:

(i) Issue an aggregate 200,000 shares and pay an aggregate of $30,000 on or before five business days of the approval of the Exchange (issued and paid));
(ii) Pay an aggregate $30,000 on or before six months of the Ashley Effective Date (paid on August 5, 2016);
(iii) Issue an aggregate 200,000 shares, make aggregate payments of $80,000 and incur $50,000 of exploration expenditures on or before 12 months of the Ashley Effective Date (paid and issued on February 22, 2017, (paid and issued on February 22, 2017);
(iv) Issue an aggregate 300,000 shares, make aggregate payments of $120,000 and incur expenditures of $100,000 on or before 24 months of the Ashley Effective Date (expenditures incurred, (*) shares not issued and payment unpaid); and
(v) Issue an aggregate 1,000,000 shares, make aggregate payments of $440,000 and incur expenditures of $100,000 on or before 36 months of the Ashley Effective Date.

The option agreement is subject to a 3% net smelter returns royalty ("NSR"), 2% of which can be purchased by the Company upon payment of $2,500,000 to the Optionors.

(*) On April 24, 2018, the Ashley option agreement entered into on February 22, 2016 with the optionors has been terminated and the option costs of $229,096 (2017 - $nil) has been written off.

Matachewan and Wydee
On February 25, 2016 ("Alexandria Effective Date"), the Company entered into a definitive agreement (the "Alexandria Option Agreement") with Alexandria Minerals Corporation ("Alexandria"), whereby Alexandria has granted the Company the option to acquire a 90% interest in the Wydee and Matachewan claims in central Ontario (collectively, the "Alexandria Properties"). The Alexandria Option Agreement requires the Company to issue 750,000 Prosper shares and for work expenditures totaling $5,000,000 over five years in order for the Company to earn a 75% interest ("First Alexandria Option") in both the Wydee and Matachewan claims as follows:

(i) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before five business days after the receipt of the required approval of the Exchange of the agreement (issued));
(ii) Incur $120,000 ($60,000 for Wydee and $60,000 for Matachewan) in expenditures, including airborne survey on the property on or before six months after the Alexandria Effective Date (incurred);
(iii) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) (note 9(c)) on or before 24 months after the Alexandria Effective Date (issued);
(iv) Issued 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before 36 months after the Alexandria Effective Date (Note 16);
(v) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) on or before 48 months after the Alexandria Effective Date; and
(vi) Issue 150,000 shares (75,000 shares for Wydee and 75,000 shares for Matachewan) and incur an additional $4,880,000 ($2,440,000 for Wydee and $2,440,000 for Matachewan) on expenditures on or before 60 months of the Alexandria Effective Date.

Upon the Company acquiring a 75% interest in the Alexandria properties, the Company and Alexandria will enter into a joint venture for the exploration and development of the Alexandria property. The Company may elect to exercise the First Alexandria Option to only one of the claims within 60 months of the Alexandria Effective Date by issuing an additional 125,000 shares to Alexandria.

(Expressed in Canadian Dollars)

8. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Matachewan and Wydee (continued)
Subject to the First Alexandria Option, Alexandria grants the Company the exclusive irrevocable right and option to acquire an additional 15% interest ("Second Alexandria Option") upon the delivery of and acceptance by Alexandria of a resource estimate report that delineates a minimum of 1,500,000 ounces of gold on the property.

Galahad
On April 20, 2016, the Company entered into a purchase agreement (the "Purchase Agreement") with JCML Resources Inc. ("JCML"), whereby the Company agreed to acquire 13 mineral claims ("Galahad") surrounding the Ashley Gold Mine for $50,000 and 100,000 Prosper shares. The Company issued the 100,000 common shares at a price of $0.26 per share and paid $50,000 for the acquisition in 2016.

During the 2017 fiscal year, the Company received a grant for $145,328 from the Junior Exploration Assistance Program from the Ontario Prospectors Association, which has been offset against exploration expenditures.

Egan Purchase
On December 18, 2017, the Company entered into a purchase agreement to acquire a 100% interest in the mineral claims commonly referred to as the "Ontario Claims". Pursuant to the terms of the purchase agreement, the Company must pay the vendors a total of $6,000 (paid) within 5 days of the signing of the agreement and issue to the vendors a total of 120,000 common shares (issued February 9, 2018) (note 9(c)) of the Company within 5 days of receiving the required approval from the TSXV.

Upon the Company acquiring the 100% interest in the Ontario Claims, the Company will grant the vendors a 1% NSR over the property which can repurchased by the Company upon payment of $1,000,000 to the vendors.

Egan Property
On January 22, 2018, the Company signed an option agreement to acquire a 100% interest in the mineral claims comprising the Egan Property, Ontario. The Company is required to pay an aggregate of $500,000 to the Optionors and to issue an aggregate of 1,100,000 common shares of the Company within 40 months after the execution of a Definitive Agreement. The Letter of Intent ("LOI") executed on November 6, 2017 included a payment of $6,000 paid to the Optionors. The schedule of cash and share payments are as follows:

Due Dates	Shares to be Issued	Cash Payments
Upon signing the LOI	-	$6,000 (paid)
Within 10 business days of TSX-V approval following execution of Definitive Agreement	100,000 (issued February 19, 2018) (note 9(c))	An additional $44,000 (paid February 15, 2018)
Within 12 months after execution of the Definitive Agreement	An additional 200,000 (*)	An additional $75,000 (*)
Within 30 months after execution of the Definitive Agreement	An additional 300,000	An additional $125,000
Within 42 months after execution of the Definitive Agreement	An Additional 500,000	An additional $250,000
Total	1,100,000	$500,000

The Optionors hold a 3% NSR interest of which 2% may be purchased by the Company for $2,500,000 upon the Company acquiring a 100% interest in the property.

(*) Shares to be issued and cash payments to be renegotiated.

8. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Egan Property (continued)
Prior to the date the option is exercised, the Optionors will not be required to contribute to the costs of the property until the Company exercises its option and from then, all benefits, rights, profits, obligations, expenses, losses and liabilities to be derived from the property shall be allocated to or borne by the Company and the Optionors in accordance with their respective interests.

If the Company acquires additional properties within a three-kilometer area of interest parallel to all existing borders of the properties, such additional properties will be subject to a 2% NSR royalty in favor of the Optionors, of which 1% may be purchased by the Company for $1,000,000.

Any additional adjacent property purchased by the Optionors on behalf of the Company, with the Company's consent, will be charged to the Company at the cost of acquisition and subject to a 2% NSR royalty of which 1% may be purchased for $1,000,000 with the exception of claims that have an existing third-party NSR.

The Company also paid an additional $1,800 for new claims during the year.

Currie Property
On February 8, 2018, the Company entered in to an option agreement to acquire the exclusive right and option to acquire a 100% interest in the property. In order for the Company to exercise the option, the Company shall:

(a) On or before 30 business days after the receipt of the required approvals of the TSX-V:
  (i) Issue an aggregate of 200,000 shares (issued) (note 9(c))
  (ii) Pay an aggregate of $20,000 cash (paid)

(b) On or before 18 months after the effective date:
  (i) Issue an aggregate of 250,000 common shares
  (ii) Pay aggregate of $110,000 cash

Upon the exercise of the option, the Company is subject to a 2% NSR and may repurchase 1% of the property royalty upon payment to the optionors $1,000,000.

(b) Star Property, British Columbia, Canada

Pursuant to an option agreement dated July 15, 2013 between the Company and Firesteel Resources Inc. ("Firesteel") (the "Option Agreement"), the Company has the exclusive option to earn up to an 80% interest in 19 mining claims on the Star property (formerly the Sheslay property), a copper-gold discovery located northwest of Telegraph Creek, British Columbia, in the Stikine Arch area of northwestern British Columbia, in exchange for cash payments, the issuance of common shares and exploration expenditures over four years as follows:

Pursuant to the option agreement (the "First Option"), the Company has earned a 51% interest in the Star property by:

- Making cash payments to Firesteel totalling $300,000 over 18 months (paid);
- Issuing a total of 300,000 Prosper common shares to Firesteel (issued); and
- Incurring exploration expenditures totalling $1,000,000 over 18 months (incurred).

The Company has an additional option (the "Second Option") to earn an additional 19% interest, thereby increasing its total interest in the Property to 70%, which may be exercised by:

- Making cash payments to Firesteel totalling $200,000 over 36 months (due by August 30, 2016) (unpaid);

(Expressed in Canadian Dollars)

8. Mineral properties (continued)

(b) Star Property, British Columbia, Canada (continued)

- Issuing a total of 200,000 Prosper common shares to Firesteel over a period of 36 months (due by August 30, 2016) (unissued); and
- Incurring exploration expenditures totalling $2,000,000 over 36 months (incurred).

The Company has an additional option (the "Third Option") to earn an additional 10% interest, thereby increasing its total interest in the Property to 80%, which may be exercised by:

- Making cash payments to Firesteel totalling $500,000 over 48 months (due by August 30, 2017);
- Issuing a total of 500,000 Prosper common shares to Firesteel over a period of 48 months (due by August 30, 2017); and
- Incurring exploration expenditures totalling $2,000,000 over 48 months (due by August 30, 2017).

Rather than making the Second Option payment and issuance of common shares due by August 30, 2016 and the Third Option payment and issuance of common shares due by August 30, 2017, the Company and Firesteel entered into a joint venture agreement on August 30, 2016. The Company has a 51% ownership of the Star Property. The joint venture agreement specifies that the Company and Firesteel will contribute funds to continue exploration on the Star Property pro-rata, based on their percentage of ownership; 51% to be contributed by Prosper and 49% to be contributed by Firesteel.

The underlying royalty holders are entitled to a 2% NSR on the property. The Company has the option to purchase the 2% royalty entitlement for $2,000,000.

Exploration and evaluation expenditures

During the years ended October 31, 2018 and 2017, the Company's exploration expenditures (recovery) consist of the following:

	Ontario Projects		**Star Property**	
	October 31, 2018	October 31, 2017	**October 31, 2018**	October 31, 2017
Airborne survey	**$ -**	$ -	**$ -**	$ -
Assay and analysis	**61,660**	201,922	**-**	-
Drilling	**55,315**	1,011,792	**-**	-
Field costs (note 12(b))	**195,226**	733,354	**3,150**	4,200
Geological (note 12(a))	**129,560**	164,000	**-**	-
Transportation and freight	**13,230**	26,359	**-**	-
Travel and accommodations	**4,437**	28,800	**-**	-
Tax credit received	**-**	(145,328)	**-**	-
	$ 459,428	$ 2,020,899	**$ 3,150**	$ 4,200

9. Share capital

(a) Authorized

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

(b) Private placements

On February 28, 2018, the Company closed a non-brokered private placement of $500,000 for issuance of 5,000,000 units consisting of 1 common share and 1 common share purchase warrants. Each warrant has an exercise price of $0.15 for a 24-month period. In connection to the private placement, the Company paid finder's fee of $2,500 and issued 25,000 broker warrants with an exercise price of $0.15 which expires in 24 months from the closing date. The Company incurred a total of $38,328 for share issue costs which include legal and filing fees of $37,101 and $1,227 for the fair value of the broker warrants.

On November 1, 2016, the Company closed a private placement for 4,772,357 flow-through units at $0.35 per unit for gross proceeds of $1,670,325. The flow-through units consist of one common share and one-half of one non-transferable non-flow-through common share purchase warrant. Each whole warrant is exercisable for one common share at $0.55 to November 1, 2019. The Company incurred cash share issue costs of $141,936 for finders' fees, legal fees and filing fees. Finders' fees include 286,341 warrants with an exercise price of $0.55 per warrant with an expiry date of November 1, 2019. The fair value of the finders' warrants issued is $42,836.

(c) Shares issued for property

During the period ended October 31, 2018, the Company issued 570,000 common shares with a total value of $60,650 for the following properties:

Egan Purchase – 120,000 common shares with a value of $11,400
Egan Option – 100,000 common shares with a value of $9,500
Matachewan – 75,000 common shares with a value of $9,375
Wydee – 75,000 common shares with a value of $9,375
Currie Property – 200,000 common shares with a value of $21,000

10. Options and warrants

(a) Stock option plan

The Company has a stock option plan under which the Board of Directors may from time to time grant to directors, senior officers, consultants and employees options to acquire common shares, exercisable for a period of up to ten years from the date of grant. The stock option plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the stock option plan shall not exceed 10% of the total issued and outstanding common shares. The maximum number of common shares that may be reserved for issuance to any individual insider pursuant to stock options may not exceed 5% of the common shares issued and outstanding at the time of grant, and the number of common shares that may be reserved for issuance to all technical consultants pursuant to stock options may not exceed 2% of the common shares issued and outstanding at the time of grant. Options become exercisable as long as the optionee holds office or continues to be employed by the Company and 90 days following the cessation of an optionee's position with the Company.

(b) Stock options

On January 23, 2017, the Company granted 521,000 stock options to directors, officer, employee and consultants with an exercise price of $0.20. On February 22, 2017, the Company granted 100,000 stock options to an employee with an exercise price of $0.20. The stock options have an expiry period of 5 years and have a vesting term of 25% every six months. In addition, 300,000 stock options were forfeited as the individual is no longer employed by the Company.

(Expressed in Canadian Dollars)

10. Options and warrants (continued)

(b) Stock option (continued)

In 2017, The fair value of $31,121 has been reclassified from options reserve to deficit, as they were unexercised 90 days after the termination date.

On March 5, 2018, the Company granted 800,000 stock options to directors, an officer and a consultant of the Company with an exercise price of $0.15. The stock options have an expiry period of 5 years and have a vesting term of 25% every six months.

On June 1, 2018, 25,000 unvested options with an exercise price of $0.345 and 10,500 unvested options with an exercise price of $0.20 expired due to the departure of an employee.

On August 29, 2018, the following stock options that were vested expired unexercised due to the departure of an employee:

- i) 25,000 options exercisable at $0.20 with expiry date of August 30, 2018
- ii) 21,104 options exercisable at $0.24 with expiry date of May 31, 2021
- iii) 75,000 options exercisable at $0.345 with expiry date of September 2, 2021
- iv) 10,500 options exercisable at $0.20 with expiry date of January 23, 2022

A total of $34,847 for these options have been reversed to deficit during the year ended October 31, 2018.

On August 30, 2018, stock options of 1,675,000 granted on August 30, 2013 have expired with no options exercised.

A continuity schedule of the Company's outstanding stock options under the stock option plan is as follows:

	Number Outstanding	Weighted Average Exercise Price
At October 31, 2016	4,321,104	$0.24
Cancelled	(300,000)	$0.35
Granted	621,000	$0.20
At October 31, 2017	4,642,104	$0.23
Granted	800,000	$0.15
Forfeited	(106,604)	$0.31
Expired	(1,735,500)	$0.20
At October 31, 2018	**3,600,000**	**$0.22**

As at October 31, 2018, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
February 14, 2019	$ 0.200	25,000	$ 0.361	0.29	25,000
May 20, 2019	$ 0.200	875,000	$ 0.354	0.55	875,000
May 31, 2021	$ 0.240	700,000	$ 0.184	2.59	700,000
September 2, 2021	$ 0.345	700,000	$ 0.267	2.84	700,000
January 23, 2022	$ 0.200	500,000	$ 0.185	3.23	375,000
March 5, 2023	$ 0.150	800,000	$ 0.012	4.35	200,000
		3,600,000	**$ 0.228**	**2.61**	**2,875,000**

(Expressed in Canadian Dollars)

10. Options and warrants (continued)

(b) Stock options (continued)

As at October 31, 2017, the Company had the following stock options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
August 30, 2018	$ 0.200	1,700,000	$ 0.335	0.83	1,700,000
February 14, 2019	$ 0.200	25,000	$ 0.361	1.29	25,000
May 20, 2019	$ 0.200	875,000	$ 0.354	1.55	875,000
May 31, 2021	$ 0.240	721,104	$ 0.184	3.58	360,552
September 2, 2021	$ 0.345	800,000	$ 0.267	3.84	400,000
January 23, 2022	$ 0.200	521,000	$ 0.185	4.23	130,250
		4,642,104	**$ 0.341**	**2.30**	**3,490,802**

The total fair value of the incentive options and broker warrants were calculated using the Black-Scholes option pricing model with the following weighted average assumptions and inputs:

	October 31, 2018	October 31, 2017
Risk-free interest rate	**1.19%**	0.81%
Expected volatility	**109%**	108%
Expected life	**1.99 years**	4.97 years
Expected dividend yield	**-**	-
Share price	**$ 0.22**	$ 0.26
Exercise price	**$ 0.24**	$ 0.27
Expected forfeitures	**0.00%**	0.00%

Expected stock price volatility was derived from an average volatility based on historical movements in the closing prices of comparable companies' stock for a length of time equal to the expected life of the options.

Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of 0.00% in determining the expense recorded in the accompanying statements of comprehensive loss.

The fair value of the incentive options during the year ended October 31, 2018 of $110,268 (2017 - $253,994) was recognized as share-based payments. The balance consists of $102,557 (2017- $216,835) to directors and officers, $Nil (2017 - $32,238) to employees and $7,711 (2017 - $4,922) to consultants.

Subsequent to the year-end, 25,000 stock options with an expiry date of February 14, 2019 expired unexercised.

(Expressed in Canadian Dollars)

10. Options and warrants (continued)

(c) Warrants

A continuity schedule of the Company's outstanding warrants is as follows:

	Number Outstanding		Weighted Average Exercise Price
At October 31, 2016	13,448,675	$	0.74
Issued – warrants for private placement	2,386,178	$	0.55
Issued – broker warrants	286,341	$	0.55
Expired	(3,100,000)	$	(0.74)
At October 31, 2017	13,021,194	$	0.38
Issued – warrants for private placement	5,000,000	$	0.15
Issued – broker warrants	25,000	$	0.15
At October 31, 2018	**18,046,194**	**$**	**0.32**

During 2017, 3,000,000 warrants with an exercise price of $0.75 and 100,000 warrants with an exercise price of $0.50 expired on May 8, 2017.

On February 28, 2018, 5,000,000 warrants were issued as part of the unit private placement which consisted of 1 common share and 1 common share purchase warrant. In addition, 25,000 warrants were issued as finder's fees. The warrants have an exercise price of $0.15 and expires on February 28, 2020.

11. Financial instruments

The Company's financial instruments consist of cash, amounts receivable (other than GST receivable), deposit, reclamation deposit and accounts payable and accrued liabilities. The Company's cash, amounts receivable (other than GST receivable) and deposit are classified as loans and receivables; and the reclamation deposit is classified as held-to-maturity. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

The fair values of the Company's cash, amounts receivable (other than GST receivable), deposit and accounts payable and accrued liabilities approximate their carrying amounts due to the short-term maturities of these instruments.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. The Company considers its exposure to credit risk to be low, as its cash, deposit and reclamation deposit are deposited with a large financial institution with a strong credit rating. Amounts receivable consists of GST receivable and credits on vendor payable balances.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet obligations associated with its financial instruments. The Company manages liquidity risk by maintaining adequate cash and managing its capital. At October 31, 2018, the Company had accounts payable and accrued liabilities of $531,330 (2017 - $244,186) due within one year, and cash of $29,790 (2017 - $229,728).

11. Financial instruments (continued)

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Floating interest earned on the Company's cash balances are considered to be at market interest rates. The deposit of $5,481 (2017 - $67,354) earns no interest and is deposited with a major bank for the Company's corporate credit card. Assuming that all variables remain constant, a change representing a 1% increase or decrease in the interest rate would not have a significant effect for the Company.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument 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 are denominated in foreign currency. At October 31, 2018, the Company's monetary assets and liabilities are primarily denominated in Canadian dollars.

There has been no change to the Company's approach to risk management during the year ended October 31, 2018.

12. Related party transactions and balances

The Company's related parties consist of its key management personnel, including its directors, and their close family members and entities controlled by key management personnel. During the years ended October 31, 2018 and 2017, the Company had the following related party transactions:

(a) Key management compensation for the years ended October 31, 2018 and 2017 were as follows:

	Year ended October 31, 2018	Year ended October 31, 2017
Short-term benefits	**$ 443,222**	$ 460,601
Share-based payments	**102,557**	216,835
	$ 545,779	$ 677,436

Short-term benefits include $219,087 (2017 – $258,393) in management fees, $189,173 (2017 – $200,628) in geological exploration expenditures and $34,962 (2017 - $1,580) in general and administrative.

(b) During the year ended October 31, 2018, the Company incurred $43,218 in general and administrative expenses and $2,054 in exploration expenses (2017 - $53,651) for rental of premise and equipment and office services to a company owned by a director and officer of the Company.

(c) At October 31, 2018, accounts payable and accrued liabilities include $433,125 (2017 - $128,125) due to companies controlled by directors and officers of the Company and $59,383 (2017 - $59,351) due to officers of the Company.

(Expressed in Canadian Dollars)

13. Income taxes

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	October 31, 2018	October 31, 2017
Net loss	**$ (1,286,592)**	$ (2,833,375)
Canadian federal and provincial statutory income tax rates	**26.67%**	26.25%
Income tax benefit based on Canadian statutory income tax rates	**(343,091)**	(743,761)
Effects of the following:		
Over provided in prior years	**(163,107)**	(22,084)
Effect of renounced expenditures related to flow-through shares	**-**	500,234
Items not deductible for tax purposes	**31,214**	74,373
Change in income tax rates	**(39,174)**	-
Unused tax losses and tax offsets not recognized	**514,158**	191,238
Income tax recovery	**$ -**	$ -

At October 31, the Company had unused tax losses and tax deductions for which no deferred tax assets have been recognized as follows:

	October 31, 2018	October 31, 2017
Non-capital losses	**$ 4,254,538**	$ 3,722,608
Mineral properties	**4,653,405**	3,312,042
Property, plant and equipment	**328,037**	317,627
Cumulative eligible capital	**48,169**	48,169
Capital losses	**76,566**	76,566
Share issue costs	**235,947**	304,690
	$ 9,596,662	$ 7,781,702

The non-capital losses at October 31, 2018 expire as follows:

Expiry date	Amount
2027	$ 8,719
2028	45,807
2029	107,629
2030	107,130
2031	146,071
2032	189,297
2033	569,564
2034	916,155
2035	367,074
2036	572,193
2037	650,376
2038	574,523
	$ 4,254,538

14. Segmented information

The Company has one reportable operating segment, being the exploration and development of the Star property in British Columbia and the Ontario Projects in Ontario both located in Canada.

15. Management of capital

The Company's capital includes all amounts attributable to its shareholders. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure that optimizes

15. Management of capital (continued)

the cost of capital within a framework of acceptable risk. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue additional shares or debt. The Company is dependent on the capital markets as its primary source of operating capital, and the Company's capital resources are largely determined by the strength of the junior resource markets.

The Company is not subject to any capital requirements imposed by regulators or other third parties.

At October 31, 2018, the Company had cash of $29,790 and working capital deficit of $463,968. The Company will require additional capital to fund its total obligations under the Option Agreements to purchase the Star property and the Ontario Projects (note 8) and general and administrative costs. However, there is no guarantee that such financing will be available to the Company or on suitable terms.

There were no changes in the Company's approach to capital management during the year ended October 31, 2018.

16. Subsequent events

i) On November 29, 2018, the Company completed a private placement of $250,000 for the issuance of 2,500,000 units at $0.10 per unit. Each unit contains one common share and one share purchase warrant for one common share at $0.15 expiring in 24 months.

ii) On December 17, 2018, the Company completed a non-brokered private placement of $350,000 through the issuance of 2,916,667 units of flow-through shares at a price of $0.12 per unit. Each flow-through unit consists of one common share and one half of one non-transferable non-flow through common share purchase warrants. Each non-flow through warrant entitles the holder to purchase one common share at an exercise price of $0.17 per a period of 24 months from the closing date. Finder's fees totalling $16.500 in cash were paid and 137,500 common share purchase warrants were issued. Each Finder's warrant is non-transferable and exercisable for one common share at $0.17 for a period of 24 months from the closing date.

iii) The Company granted 2,400,000 stock options to directors, an officer and consultants of the Company. The Options are exercisable at $0.15 with an expiry of 5 years from the grant date. The options have vesting terms of 25% every 6 months.

iv) The Company acquired a 100% interest in a mineral property located in Egan Township for $20,191.

v) The Company issued 150,000 common shares to Alexandria Minerals Corporation per the Alexandria Option Agreement.