NICOLA MINING INC.

Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2019 and 2018

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORTING

The accompanying condensed consolidated interim financial statements of Nicola Mining Inc. ("the Company") have been prepared by management in accordance with International Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed consolidated interim financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

NICOLA MINING INC.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Note		June 30, 2019		December 31, 2018
Assets					
Current assets					
Cash and cash equivalents		$	569,046	$	1,362,775
Amounts receivable	4		306,226		222,903
Prepaid expenses and other assets			41,621		62,606
			916,893		**1,648,284**
Non-current assets					
Property, plant and equipment	5		9,107,958		9,161,049
Right-of-use-Assets	8		37,982		-
Mineral interests	6		3		3
Restricted cash	9		1,210,100		1,210,100
Total assets		**$**	**11,272,936**	**$**	**12,019,436**
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities		$	678,580	$	517,494
Current portion of lease liabilities	8		22,500		-
Secured convertible debenture	11		7,322,454		6,434,179
Flow-through obligation	17		-		4,068,397
Flow-through share premium	13		112,445		312,111
			8,135,979		**11,332,181**
Non-current liabilities					
Asset retirement obligation	7		3,797,999		3,832,001
Lease liabilities	8		16,657		-
Secured convertible debenture	11		-		237,000
Total liabilities			**11,950,635**		**15,401,182**
Equity					
Shareholders' deficiency					
Share capital	13		75,129,565		75,102,831
Warrants	13		1,692,331		1,692,331
Equity component of convertible debentures			808,230		808,230
Contributed surplus			7,518,860		7,505,581
Accumulated deficit			(85,826,685)		(88,490,719)
Total shareholders' deficiency			**(677,699)**		**(3,381,746)**
Total liabilities and shareholders' deficiency		**$**	**11,272,936**	**$**	**12,019,436**

Peter Espig (signed) Director   ***Frank Hogel (signed)*** Director

Nature of operations and going concern (Note 1)
Subsequent events (Note 18)

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

NICOLA MINING INC.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Expressed in Canadian dollars)

	Note	Three Months Ended June 30, 2019	Three Months Ended June 30, 2018	Six Months Ended June 30, 2019	Six Months Ended June 30, 2018
Operating Expenses					
Exploration costs	6	$ 595,740	$ 215,975	$ 749,716	$ 575,759
Mill costs		127,935	229,471	283,854	466,195
Accretion of asset retirement obligation	7	18,582	18,571	37,164	36,312
Salaries and benefits	15	34,982	33,935	68,464	68,549
Professional fees		61,785	74,053	92,279	120,601
Consulting fees	15	13,630	146,917	48,297	245,167
Office and general		9,927	19,816	25,784	38,544
Travel and investor relations		1,678	14,874	26,756	48,817
Rent		3,615	6,950	7,605	16,360
Regulatory and transfer agent fees		9,581	17,975	16,709	33,474
Vehicle expenses		183	2,616	652	3,501
Depreciation	5	354	345	708	690
Operating Loss		**(877,992)**	(781,498)	**(1,357,988)**	(1,653,969)
Gain (loss) on property, plant and equipment		-	-	6,628	(1,039)
Gravel and other income		161,424	108,210	226,640	191,794
Flow-through obligation recovery	17	4,106,780	-	4,106,780	-
Finance Costs	12	(344,423)	(372,887)	(710,882)	(727,358)
Part X11.6 tax, recovery, tax penalties and indemnification	17	208,224	-	193,190	-
Flow-through share premium	13	166,176	14,957	199,666	41,828
Income (Loss) before income taxes		**3,420,189**	**(1,031,218)**	**2,664,034**	**(2,148,744)**
Deferred income tax recovery		**-**	9,930	**-**	9,930
Net Income (Loss) and Comprehensive income (Loss) for the period		$ **3,420,189**	$ (1,021,288)	$ **2,664,034**	$ (2,138,814)
Net Income (Loss) Per Share – Basic and Diluted		$ **0.01**	$ (0.01)	$ **0.01**	$ (0.01)
Weighted Average Number of Common Shares Outstanding					
Basic		230,568,938	194,773,051	230,523,243	191,517,764
Diluted		230,770,128	194,773,051	230,724,433	191,517,764

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

NICOLA MINING INC.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Six Months Ended June 30	
	2019	**2018**
Operating Activities		
Net income (loss) for the period	$ 2,664,034	$ (2,138,814)
Adjustments for:		
Accretion of asset retirement obligation	37,164	36,312
Depreciation	60,777	14,431
Non-cash interest and finance expense	714,658	698,957
Gain and Loss on disposal of property, plant, and equipment	(6,628)	1,039
Flow-through premium	(199,666)	(41,828)
Share-based compensation	18,513	-
Flow-through obligation recovery	(4,106,780)	-
Deferred income tax recovery	-	(9,930)
Changes in non-cash working capital items		
Amounts receivable	(83,323)	33,378
Prepaid expenses and other assets	20,985	(33,016)
Accounts payable and accrued liabilities	161,086	(123,679)
Cash and Cash Equivalents Used in Operating Activities	(719,180)	(1,563,150)
Investing Activities		
Purchase of property, plant, and equipment	-	(55,971)
Disposal of property, plant, and equipment	-	1,904
Reclamation expenditures incurred	(62,666)	(53,617)
Cash and Cash Equivalents Used in Investing Activities	(62,666)	(107,684)
Financing Activities		
Exercise of share purchase warrants	-	778,500
Exercise of stock options	9,000	-
Repayment of lease liabilities	(8,383)	-
Interest payment	(12,500)	(12,500)
Cash and Cash Equivalents (Used in) Provided by Financing Activities	(11,883)	766,000
Net change in cash and cash equivalents for the period	(793,729)	(904,834)
Cash and cash equivalents, beginning of period	1,362,775	2,493,885
Cash and cash equivalents, end of period	$ 569,046	$ 1,589,051

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

NICOLA MINING INC.
Consolidated Statements of Changes in Shareholders' Deficiency
(Expressed in Canadian dollars)

	Number of Common Shares	Share Capital	Warrants	Equity Component of Convertible Debentures	Contributed Surplus	Accumulated Deficit	Total Equity (Deficiency)
Balance, January 1, 2018	190,327,750	$ 70,627,245	$ 1,662,167	$ 789,645	$ 7,233,101	$ (83,182,982)	$ (2,870,824)
Share purchase warrants exercised	5,190,000	785,848	-	-	(7,348)	-	778,500
First tranche conversion	136,362	29,939	-	(2,742)	-	-	27,197
Issuance of shares for interest on convertible debentures	83,334	12,500	-	-	-	-	12,500
Issuance of convertible debentures	-	-	7,521	30,673	-	-	38,194
Fair value of warrants issued on convertible debt	-	-	(1,955)	(7,975)	-	-	(9,930)
Net loss for the period	-	-	-	-	-	(2,138,814)	(2,138,814)
Balance, June 30, 2018	195,737,446	$ 71,455,532	$ 1,667,733	$ 809,601	$ 7,225,753	$ (85,321,796)	$ (4,163,177)
Balance, January 1, 2019	230,477,549	$ 75,102,831	$ 1,692,331	$ 808,230	$ 7,505,581	$ (88,490,719)	$ (3,381,746)
Share-based compensation	-	-	-	-	18,513	-	18,513
Stock options exercised	150,000	14,234	-	-	(5,234)	-	- 9,000
Issuance of shares for interest on convertible debentures	125,000	12,500	-	-	-	-	12,500
Net Income for the period	-	-	-	-	-	2,664,034	2,664,034
Balance, June 30, 2019	230,752,549	$ 75,129,565	$ 1,692,331	$ 808,230	$ 7,518,860	$ (85,826,685)	$ (677,699)

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Nicola Mining Inc. (the "**Company**" or "**Nicola**"), is a junior exploration company that is engaged in the business of identification, acquisition, and exploration of mineral property interests together with custom milling operations at its mill located in Merritt, B.C. (the "**Merritt Mill**"). The Company's head office is located at 3329 Aberdeen Road, Lower Nicola, B.C. Nicola is a publicly listed company incorporated under the *Business Corporations Act* (British Columbia). The Company's common shares are listed on the TSX Venture Exchange (the "**TSX-V**") under the symbol "NIM.V."

As at June 30, 2019, the Company had an accumulated deficit of $85,826,685 (December 31, 2018 - $88,490,719) and a working capital deficiency of $7,219,086 (December 31, 2018 - $9,683,897). In order to continue operations, the Company will be required to raise funds through the issuance of equity or debt, or be successful recommencing operations at the Treasure Mountain project ("**Treasure Mountain Property**") and/or Merritt Mill, together with ongoing exploration programs at its New Craigmont property ("**New Craigmont Property**"). These factors represent a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Realization values may be substantially different from carrying values as shown and the Company's consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

The unaudited condensed consolidated interim financial statements for the period ended June 30, 2019 were prepared using International Financial Reporting Standards ("**IFRS**"). These consolidated financial statements have been prepared using the going concern concept, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

2. BASIS OF PRESENTATION

a) Statement of Compliance with International Financial Reporting Standards

The consolidated financial statements of Nicola have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**").

These consolidated financial statements have been authorized for release by the Company's Board of Directors on August 27, 2019.

b) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Huldra Properties Inc.

c) Basis of Measurement

These consolidated financial statements are presented in Canadian dollars, which is also the Company's and its subsidiary's functional currency and have been prepared on a historical cost basis, except for certain financial instruments, which are carried at fair value.

d) Use of Estimates and Judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments and estimates which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The judgments that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are as follows:

i) Impairment of non-current assets

Non-current assets are tested for impairment when indicators of impairment are present. Calculating the estimated fair values of cash generating units for non-current asset impairment tests requires management to make estimates and assumptions with respect to metal selling prices, future capital expenditures, reductions in the amount of recoverable reserves, resources, and exploration potential, production cost estimates, discount rates and exchange rates. Reduction in metal price forecasts, increases in estimated future costs of production, increases in estimated future non-expansionary capital expenditures, reductions in the amount of recoverable reserves, resources, and exploration potential, and/or adverse current economics can result in a write-down of the carrying amounts of the Company's non-current assets.

ii) Completion of commissioning

The determination of the date on which a mine or plant enters the production stage is a significant judgement since capitalization of certain costs ceases and depletion and amortization of capitalized costs commence upon entering production. As a mine or plant is constructed and commissioned, costs incurred are capitalized and proceeds from mineral sales are offset against the capitalized costs. This continues until the mine or plant is capable of operating in the manner intended by management, which requires significant judgement in its determination.

2. BASIS OF PRESENTATION (cont'd)

e) Key Sources of Estimation Uncertainty

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

i) Share-based compensation

The inputs used in calculating the fair value for share-based compensation included in profit or loss. The share-based compensation expense is estimated using the Black-Scholes option pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company`s common shares, the expected life of the options, and the estimated forfeiture rate.

ii) Deferred income taxes

The recognition of deferred tax assets. The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.

Rehabilitation provisions

The Company's rehabilitation provision represents management's best estimate of the present value of the future cash outflows required to settle the liability. Management assesses these provisions on an annual basis or when new information becomes available. This assessment includes the estimation of the future rehabilitation costs, the timing of these expenditures, inflation, and the impact of changes in discount rates, interest rates and foreign exchange rates. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash and Cash Equivalents

Cash and cash equivalents comprise cash on deposit with banks, and highly liquid short-term interest-bearing investments which are subject to an insignificant risk of change in value. Cash and cash equivalents consists' of cash of $569,046 at June 30, 2019 (December 31, 2018 - $1,362,775).

b) Restricted Cash

Cash is considered to be restricted as it is subject to rights of a government agency.

c) Property, Plant and Equipment

On initial recognition, property, plant and equipment ("**PPE**") are valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

PPE is subsequently stated at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of operations and comprehensive loss during the financial period in which they are incurred.

The Company allocates the amount initially recognized in respect of an item of PPE to its significant parts and depreciates separately each part. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Gains and losses on disposal of an item of PPE are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized within operating expenses in the statement of operations and comprehensive loss. During the period, no depreciation was recognized on the mill or related assets.

PPE are depreciated using the following methods:

Mill	20 years straight-line
Furniture and office equipment	20% declining balance
Computers	20% declining balance
Camp and other site infrastructure	5 years straight-line
Heavy machinery and equipment	5 years straight-line

d) Commercial and Pre-commercial Production

Commercial production is deemed to have commenced when management determines that the operational commissioning of major mine plant components is complete, operating results are being achieved consistently for a period of time, and that there are indicators that these operating results will continue. The following factors may indicate that commercial production has commenced:

- substantially all major capital expenditures have been completed to bring the plant or mine to the condition necessary for it to be capable of operating in the manner intended by management;
- a significant portion of plant throughput capacity is achieved; and
- all facilities are operating at a steady state of production.

e) Impairment of Non-financial Assets

At the date of each statement of financial position, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets are 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 flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset'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 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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

asset. If the recoverable amount of an asset or cash-generating unit is estimated to be less than it's carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of operations and comprehensive loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so 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 cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of operations and comprehensive loss.

f) Right-of-use assets

The Company assesses whether a contract is or contains a lease at inception of a contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term unless another systematic basis is more representative of the usage of the economic benefits from the leased asset.

The lease liability is initially measured at the present value of the future lease payments at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrow rate. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, payments made on or before the lease commencement and any direct costs. They are subsequently measured at cost less depreciation and any impairment losses. Right-of-use assets are depreciated over the shorter period of the lease term and useful life of the underlying asset.

g) Mineral Interests

The Company follows the method of accounting for its mineral interests whereby all costs related to acquisition and site restoration are capitalized by project, net of recoveries received. The amounts shown as mineral interests represent costs incurred to date less amounts written off, and do not necessarily represent present or future values. These costs will be amortized against revenue from future production or written off if the interest is abandoned or sold. The ultimate recoverability of amounts capitalized for mineral interests is dependent upon the delineation of economically recoverable ore reserves, the Company's ability to obtain the necessary financing to complete development and realize profitable production or proceeds from the disposition thereof.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

h) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures ("**E&E**") excluding mineral interest acquisition and site restoration costs are charged to the statement of operations and comprehensive loss as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized. Any recoveries received that relate to exploration costs are recorded as a recovery of such costs.

i) Revenue Recognition

Revenue from the sale of gold and silver is recognized at the fair value of the consideration received and when all significant risks and rewards of ownership pass to the purchaser including delivery of the product, there is a fixed or determinable selling price and collectability is reasonably assured.

Gold and silver revenue is recorded at the time of physical delivery and transfer of title. Sales prices are fixed at the delivery date based on the terms of the contract or at spot prices.

j) Financial Instruments

On January 1, 2018 the Company adopted IFRS 9, *Financial Instruments.* This new standard replaces International Accounting Standards ("IAS") 39. *Financial Instruments: Recognition and Measurement.*

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments and contractual cash flow characteristics of the financial asset. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9 and, therefore, the accounting policy with respect to financial liabilities is unchanged.

The following is the new accounting policy for financial assets and liabilities under IFRS 9:

Financial assets

The Company will now classify its financial assets in the following categories: at fair value through profit and loss ("**FVTPL**"), at fair value through other comprehensive income (**FVTOCI**"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of (loss) income in the period.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in they arise.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The following table shows the classification of the Company's financial assets under IFRS 9:

Financial asset	IFRS 9 Classification
Cash and cash equivalents	Fair value through profit or loss
Accounts receivable	Amortized cost

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Other financial liabilities - This category includes accounts payable and accrued liabilities, secured convertible debentures and flow-through obligation, all of which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of operations and comprehensive losses immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

k) Share Capital

Common shares are classified as shareholders' equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of tax, from the proceeds.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

l) Share-based Payments

The Company has a stock option plan (the "**Stock Option Plan**") that is described in Note 14a). The Stock Option Plan allows directors, officers, employees and consultants of the Company to acquire shares of the Company. The fair value of stock options granted is recognized as an employee or consultant expense with a corresponding increase in shareholders' equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Options issued to Employees and others providing similar services

The fair value of employee stock options are measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the stock options vest. The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the stock option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the stock option.

Options issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services cannot be estimated reliably, the stock options are measured by determining the fair value of the stock options granted, using a Black-Scholes option pricing model.

m) Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in any provision due to passage of time is recognized as finance costs in the statement of operations and comprehensive loss.

n) Asset Retirement Obligation

The Company records the present value of estimated costs of legal and constructive obligations required to restore the site in the period in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and the tailings dam, dismantling facilities, closure of plant and waste sites and restoration, reclamation and re-vegetation of affected areas.

The obligation for mine closure activities are estimated by the Company using mine closure plans or other similar studies which outline the requirements that will be carried out to meet the obligations. Since the obligations are dependent on the laws and regulations of the countries in which the mines operate, the requirements could change as a result of amendments in the laws and regulations relating to environmental protection and other legislation affecting resource companies.

As the estimate of the obligations is based on future expectations, a number of assumptions and judgments are made by management in the determination of closure provisions. The closure provisions are more uncertain the further into the future the mine closure activities are to be carried out.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

The present value of decommissioning and site restoration costs are recorded as a non-current liability. The provision is discounted using a real, risk free pre-tax discount rate. Charges for accretion and restoration expenditures are recorded as operating activities. In subsequent periods, the carrying amount of the liability is accreted by a charge to the statement of operations and comprehensive loss to reflect the passage of time and the liability is adjusted to reflect any changes in the timing of the underlying future cash flows.

Changes to the obligation resulting from any revisions to the timing or amount of the original estimate of undiscounted cash flows are recognized as an increase or decrease in the decommissioning provision, and a corresponding change in the carrying amount of the related long-lived asset. Where rehabilitation is conducted systematically over the life of the operation, rather than at the time of closure, or provision is made for the estimated outstanding continuous rehabilitation work at each statement of financial position date the cost is charged to the statement of operations and comprehensive loss.

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against the statement of operations and comprehensive loss as extraction progresses.

o) Flow-Through Shares

Current Canadian tax legislation permits mining entities to issue flow-through shares to investors. Flow-through shares are securities issued to investors whereby the deductions for tax purposes related to exploration and evaluation expenditures may be claimed by investors instead of the entity. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. At the time the Company issues flow-through shares, the sale of tax deductions is deferred and presented as other liabilities in the statement of financial position to recognize the obligation to incur and renounce eligible resource exploration and evaluation expenditures. The tax deduction is measured as the difference, if any, between the current market price of the Company's common shares and the issue price of the flow-through shares. Upon incurring eligible resource exploration and evaluation expenditures, the Company recognizes the sale of tax deductions as a flow-through share premium on the statement of operations and comprehensive loss and reduces the liability.

p) Flow-Through Obligation

Flow-through obligations are comprised of the Company's various tax penalties and indemnification liabilities relating to the deficiencies in incurring on a timely basis the appropriate amount of qualifying exploration expenditures required related to past flow-through share issuances. The Company may also be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not made required exploration expenditures.

Flow-through obligations have been created based on the Company's internal estimates of the maximum tax penalties and indemnification liabilities the Company could be subject to. Assumptions, based on the current tax regulations, have been made which management believes are a reasonable basis upon which to estimate the future liability.

q) Loss per Share

Basic and diluted 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. For all periods presented, the loss available to common shareholders equals

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

the reported loss. Diluted loss per share does not adjust the loss attributable to common shareholders when the effect is anti-dilutive.

As the Company incurred net losses for the periods presented, the stock options and share purchase warrants, as disclosed in Notes 14 and 13b) respectively, were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

r) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations.

s) Operating Segments

The Company operates in one segment being the exploration and development of its mineral exploration properties. All the Company's assets are located in Canada.

t) Comparatives

Certain comparatives have been reclassified to conform to the current year's presentation.

u) New Standards, Amendments and Interpretation

The following are significant accounting policies that have been amended as a result of the adoption of IFRS 9, Financial Instruments (IFRS 9), IFRS 15, Revenue from Contracts with Customers (IFRS 15) and IFRS 16, Leases (IFRS 16).

IFRS 9 – Financial Instruments Disclosure

IFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets. IFRS 9 requires all recognized financial assets that are within the scope of former IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized cost or fair value. Specifically, financial assets that are held with a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payment of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets including equity investment are measured at their fair values at the end of subsequent accounting periods. The change did not impact the carry amounts of any of the Company's financial assets on the transition date. Prior periods were not restated and no material changes resulted from adopting this standard.

IFRS 15 - Revenue

IFRS 15 Revenue from contracts with customers replaces IAS 18 – Revenue, IAS 11 – Construction contracts, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control-based approach to recognize revenue which is a change from the risk and reward approach under the current standard. The change did not impact any of the Company's sales and no material changes resulted from adopting this standard.

IFRS 16 - Leases

Effective January 1, 2019, the Company has adopted IFRS 16 using the modified retrospective application method, where the 2018 comparatives are not restated and the cumulative effect of initially applying IFRS 16 has been recorded on January 1, 2019 for any differences identified, including adjustments to opening retained earnings balance.

IFRS 16 introduces significant changes to lessee accounting by removing the distinction between operating and finance leases and requiring the recognition of a right-of-use asset and a lease liability at the lease commencement for all leases, except for short-term leases (lease terms of 12 months or less) and leases of low value assets.

4. AMOUNTS RECEIVABLE

	June 30, 2019	December 31, 2018
Other receivables	$287,072	$ 192,669
GST receivable (net)	19,154	30,324
	$306,226	**$ 222,903**

5. PROPERTY, PLANT AND EQUIPMENT

	Land $	Mill $	Camp and Site Infrastructure $	Heavy Machinery and Equipment $	Computers and Office Equipment $	TOTAL $
Cost						
Balance at January 1, 2018	7,756,507	1,564,085	23,977	292,948	26,520	9,664,037
Additions	-	41,214	28,608	-	3,700	73,522
Disposals	-	-	-	(6,413)	-	(6,413)
Balance at December 31, 2018	7,756,507	1,605,299	52,585	286,535	30,220	9,731,146
Additions	-			-		
Disposals	-	-	-	(5,350)	-	(5,350)
Balance at June 30, 2019	7,756,507	1,605,299	52,585	281,185	30,220	9,725,796
Accumulated Depreciation						
Balance at January 1, 2018	-	-	6,110	237,844	19,938	263,892
Depreciation for the year	-	279,022	8,178	20,608	1,866	309,674
Disposals	-	-	-	(3,469)	-	(3,469)
Balance at December 31, 2018	-	279,022	14,288	254,983	21,804	570,097
Depreciation for the period	-	40,132	5,200	4,911	976	51,219
Disposals	-	-	-	(3,478)	-	(3,478)
Balance at June 30, 2019	-	319,154	19,488	256,416	22,780	617,838
Carrying Amounts						
At January 1, 2018	7,756,507	1,564,085	17,867	55,104	6,582	9,400,145
At December 31, 2018	7,756,507	1,326,277	38,297	31,552	8,418	9,161,049
At June 30, 2019	7,756,507	1,286,145	33,097	24,769	7,440	9,107,958

5. PROPERTY, PLANT AND EQUIPMENT (cont'd)

The Company entered into a four year milling and smelting profit share agreement with Gavin Mines Inc. ("**Gavin Mines**") during 2017. The mill feed will be material mined from Gavin Mine's Dome Mountain which is located near Houston, B.C. Gavin Mines has agreed to ship up to 40,000 tonnes of mill feed per year to the Merritt Mill.

6. MINERAL INTERESTS

The Company holds a 100% interest in 30 mineral claims and 1 mineral lease at the Treasure Mountain Property, located near Hope, B.C.

The Company holds a 100% interest in New Craigmont Property comprising 20 mineral claims and 10 mineral leases. The properties are subject to a 2% net smelter royalty.

Upon repayment by the Company of all amounts owed to Waterton on November 24, 2018, the holders of the First Tranche Debentures were granted an aggregate 2% net smelter returns royalty with respect to the Treasure Mountain Property (Note 11 - the "**First Tranche Royalty**"), provided that each holder of the First Tranche Debentures shall only be entitled to their pro rata share of such royalty based on their individual investment pursuant to the First Tranche.

The Company took an impairment write-down in relation to its Treasure Mountain Property in 2014 The property remains in good standing, and further carrying charges and evaluation costs are being charged to the consolidated statement of operations and comprehensive loss as an operating expense.

The Company's group of claims consists of the following:

	June 30, 2019 $	December 31, 2018 $
a) The Treasure Mountain group of claims located in the Similkameen Mining Division of British Columbia	1	1
b) A Crown Grant mineral claim (Lot 1210) in the Yale Mining Division contiguous to the Treasure Mountain Claims known as the "Eureka"	1	1
c) The surface rights to Lot 1209 located in the Yale Mining Division of British Columbia known as the "Whynot Fraction"	1	1
	3	3

6. MINERAL INTERESTS (cont'd)

Exploration costs (including care and maintenance costs) incurred is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019 $	**2018** $	**2019** $	**2018** $
EXPLORATION COSTS				
Costs incurred during the period				
Assaying	6,965	1,869	21,072	8,825
Drilling and related costs	336,871	81,634	337,591	325,406
Field supplies and rentals	55,445	22,356	81,447	46,230
Geological consulting (Note 15)	162,549	84,565	241,858	168,242
Mapping & surveying	32,411	-	32,411	-
Tenure lease	870	5,128	2,320	6,633
First nations consulting	-	2,225	-	2,225
Share-based compensation (Note 14)	-	-	18,513	-
	595,111	197,777	735,212	557,561
Treasure Mountain Property				
Property taxes	2,623	7,087	4,498	7,087
Water sampling and reports	(8,694)	3,940	3,306	3,940
Tenure lease	6,700	6,700	6,700	6,700
Permitting	-	471	-	471
	629	18,198	14,504	18,198
Total costs incurred during period	**595,740**	**215,975**	**749,716**	**575,759**

7. ASSET RETIREMENT OBLIGATION

	June 30, 2019 $	December 31, 2018 $
Opening balance	3,832,001	3,961,302
Reclamation expenditures incurred	(71,166)	(201,927)
Accretion expense	37,164	72,626
Closing balance	3,797,999	3,832,001

The Company discounted the estimated costs relating to the reclamation of the Treasure Mountain Property using a real discount rate of 0% since the short-term inflation and risk-free rates are similar. The Merritt Mill reclamation costs were adjusted using a long-term inflation rate of 1.4% (2018 – 1.4%) and then discounted using a risk-free rate of 2.34% (2018 – 2.34%).

Merritt Mill

The Company estimates the reclamation costs associated with the Merritt Mill to be $3,535,638 (December 31, 2018 - $3,606,804). The Company anticipates it will settle these obligations over 15 years (2018 – 15 years).

In order to obtain its milling permits, the Company posted security bonds and deposits of $700,000.

Treasure Mountain

The Company's estimated reclamation costs associated with the Treasure Mountain Property is $505,100 (December 31, 2018 - $505,100). In order to obtain its final permits, the Company posted security bonds and deposits of $505,100 with the government of British Columbia. The Company anticipates it will settle these obligations over the next 3 to 5 years.

Ash Disposal Contract

During the year ended December 31, 2017 the Company entered into a thirty-year ash management contract with Merritt Operations Services Limited Partnership. The Company plans to accept 7,500 dry tons of ash which will be blended with fill soils and plant seeds to assist with the remediation of the Merritt Mill site. The net proceeds from the receipt of ash are recorded in Gravel and Other Income in the Consolidated Statements of Operations and Comprehensive Loss.

8. RIGHT OF USE ASSETS AND LEASE LIABILITY

Right of Use Assets		
Cost:		
At December 31, 2017 and 2018	$	-
Adjustment on initial adoption of IFRS 16 (Note 2)		47,540
At June 30, 2019	$	47,540
Depreciation:		
At December 31, 2017 and 2018	$	-
Charge for the period		9,558
At June 30, 2019	$	9,558
Net book value:		
At December 31, 2018	$	-
At June 30, 2019	$	37,982

Lease liability		
Lease liabilities recognized January 1, 2019	$	47,540
Lease payments made		(11,250)
Interest expense on lease payments		2,867
Balance, at June 30, 2019	$	39,157
Current portion	$	22,500
Non-Current portion	$	16,657

The lease liabilities were discounted at a discount rate of 13% as at January 1, 2019.

9. RESTRICTED CASH

The Company has in place deposits amounting to $1,210,100 as at June 30, 2019 (December 31,2018 - $1,210,100) registered in the name of the British Columbia Ministry of Finance as security for its mining permits and for reclamation clean up at the Treasure Mountain Property, the Merritt Mill and decommissioned tailings, and the New Craigmont Property.

10. WATERTON DEBT

Waterton debt principal of $1,287,500 which bears interest at a rate of 3% per annum paid annually matured on November 24, 2018 was repaid in two instalments during 2018, namely July 31, 2018 $643,750 principal plus interest and November 24, 2018 $643,750 principal plus interest.

	June 30, 2019	December 31, 2018
Opening balance	$ -	$ 1,291,521
Finance costs (Note 12)	-	28,518
Repayments	-	(1,320,039)
	$ -	-

11. SECURED CONVERTIBLE DEBENTURE

On October 6, 2014, Nicola launched a private placement of secured convertible debentures (the "**Debentures**") to raise gross proceeds of up to $8,000,000 (the "**Offering**").

On November 21, 2014, the Company closed the first tranche by the issuance of Debentures (the "**First Tranche Debentures**") having an aggregate principal amount of $7,000,882 and the issuance of 7,000,882 share purchase warrants.

The First Tranche Debentures bear interest at a rate of 10% per annum, which was payable annually as 50% in cash and 50% by the issuance of common shares, at a price equal to the market price at time of issuance. The First Tranche Debentures had an original term of three years. The principal amount of the First Tranche Debentures was convertible into common shares prior to the maturity date, at the option of the holder, at a price of $0.275 per share. Each warrant is exercisable into one common share for four years at an exercise price of $0.375 per share in the first year and $0.50 per share thereafter.

For accounting purposes the proceeds received of $7,000,882 were allocated based on the relative fair values of the debt and warrants. The fair value of the First Tranche Debentures was determined to be $5,266,867 using a discount rate of 20%. The fair value of the warrants was determined to be $1,734,015. There is no residual value to be allocated to the equity component of the First Tranche Debentures. Transaction costs of $300,163 and $98,831 have been allocated pro-rata to the debentures and warrants. In addition, the resulting deferred tax liability of $422,000 has been charged to the warrants.

On May 20, 2015, the Company closed the second tranche of the Offering by the issuance of Debentures (the "**Second Tranche Debentures**") having an aggregate principal amount of $250,000 and the issuance of 1,250,000 share purchase warrants.

11. SECURED CONVERTIBLE DEBENTURE (cont'd)

The Second Tranche Debentures bear interest at a rate of 10% per annum, which is payable annually as 50% in cash and 50% by issuance of common shares, at a price equal to the market price at time of issuance. The Second Tranche Debentures will mature three years after the date of issuance, and the principal amount of the Second Tranche Debentures, together with any accrued interest and unpaid interest is payable on the maturity date. The principal amount of the Second Debentures is convertible into common shares prior to the maturity date, at the option of the holder, at a price of $0.275 per share. Each warrant is exercisable into one additional common share for four years at an exercise price of $0.375 per share in the first year and $0.50 per share thereafter.

For accounting purposes the proceeds received of $250,000 have been allocated based on the relative fair values of the debt and warrants. The fair value of the Second Tranche Debentures was determined to be $188,079 using a discount rate of 20%. The fair value of the warrants was determined to be $61,921. There is no residual value to be allocated to the equity component of the Second Convertible Debentures. Transaction costs of $8,339 and $2,745 have been allocated pro-rata to the Second Tranche Debentures and warrants.

Upon repayment by the Company of all amounts owed to Waterton on November 24, 2018, the holders of the First Tranche Debentures were granted an aggregate 2% net smelter returns royalty with respect to the Treasure Mountain Property (the "First Tranche Royalty"), provided that each holder of the First Tranche Debentures shall only be entitled to their pro rata share of such royalty based on their individual investment pursuant to the First Tranche.

In November 2017, the Company agreed to pay all the interest owing on the First Tranche Debentures by the issuance of common shares. In order to incentivize the holders of the Debentures to accept shares in lieu of cash payment originally contemplated under the terms of the Debentures, the Company agreed to settle the interest payment due on November 21, 2017 by the issuance of common shares as if the rate of interest was 12%, rather than 10%, for the third year of the term of the Debentures. The Company issued 4,941,799 common shares at a price of $0.17 per share in settlement of interest of $840,106 owing as at November 21, 2017.

On November 21, 2017 the Company extended the maturity of the First Tranche Debentures from November 21, 2017 to November 21, 2019 and the conversion price was decreased from $0.275 to $0.22 per share. The Company also extended the warrants issued in connection with the First Tranche Debentures from November 21, 2018 to November 21, 2019 and the exercise price was amended from $0.50 to $0.275, with a forced conversion in the event that the shares trade at or above $0.34375 for at least 10 trading days. All other terms of the debentures and warrants remain the same.

For accounting purposes the extension was treated as an extinguishment and re-issuance as there were modifications to the existing terms. The debentures of $7,000,882 have been allocated based on the relative fair values of the debt and warrants. The fair value of the re-issued First Tranche Debentures was determined to be $5,834,068 using a discount rate of 20%. The fair value of the warrants was determined to be $526,766 and the residual value of $640,048 was allocated to the equity component of the re-issued First Tranche Debentures. For purposes of calculating the fair value of the warrants, the following assumptions were used for the Black-Scholes model: (Risk free interest rate - 1.46%, Expected life - 2 years, Expected annual volatility - 106.01%, Expected dividends - Nil, Expected forfeiture rate - Nil. Transaction costs of $45,146 and $9,029 have been allocated pro-rata to the debentures and warrants. In addition, the resulting deferred tax liability of $166,412 and $136,959 has been allocated pro-rata to the equity component and the warrants.

11. SECURED CONVERTIBLE DEBENTURE (cont'd)

On May 20, 2018 the Company amended the Second Tranche secured convertible debentures in aggregate principal amount of $250,000 maturing May 20, 2018. The following amendments were made to the secured second tranche convertible debentures: the conversion price reduced to $0.22 from $0.275 maturity date extended from May 20, 2018 to May 20, 2020, and the exercise price of the 250,000 warrants reduced from $0.50 to $0.275, with a forced conversion in the vent that the shares trade at or above $0.3475 for at least 10 consecutive trading days.

On November 26, 2018, the Company agreed to pay all the interest owing on the First Tranche Debentures by issuance of common shares. The Company issued 6,048,593 common shares at a price of $0.115 per share in settlement of interest of $695,588 as at November 21, 2018.

During 2018 a First Tranche Debenture holder elected to convert $45,000 at a conversion price of $0.22 and the Company issued 204,543 common shares in accordance with the terms of the debenture. For accounting purposes the fair value of the convertible debenture on the conversion dates of $41,012 and the residual equity component of $4,113 were transferred to share capital.

The outstanding principal and interest of the First Tranche Debentures and Second Tranche Debentures are secured against the assets of Nicola following the repayment of debt owing to Waterton repaid in full on November 24, 2018.

	June 30, 2019,	December 31, 2018
Principal amount	$ 6,671,179	$ 6,169,079
Conversion of First Tranche (Note 13)	-	(41,013)
Less payment of interest	(12,500)	(12,500)
Less payment of interest in shares	(12,500)	(708,088)
Retirement of Second Tranche	-	(250,000)
Re-Issuance of Second Tranche	-	211,806
Accrued interest	664,902	1,278,274
Accretion	11,373	23,621
Subtotal	$ 7,322,454	$ 6,671,179
Current portion	$ 7,322,454	$ 6,434,179
Non-current portion	$ -	$ 237,000

12. FINANCE COSTS

	June 30 2019 $	June, 30 2018 $
Waterton debt (Note 10)	-	19,154
Secured convertible debenture (Note 11)	676,275	627,977
Flow-through share obligation (Note 17)	38,383	76,766
Lease liability (Note 8)		-
Other	(3,776)	3,461
	710,882	727,358

13. SHARE CAPITAL AND RESERVES

a) Common Shares

Authorized

The authorized capital stock of the Company is an unlimited number of common shares without par value.

Issued

Common shares issued and outstanding at June 30, 2019 were 230,752,549 (December 31, 2018 – 230,477,549).

During 2017, the Company issued 2,200,000 common shares at a value of $296,000 in connection with the exercise of 2,200,000 stock options.

During 2017, the Company issued 9,139,626 common shares at a value of $1,377,184 in connection with the exercise of 9,139,626 share purchase warrants.

During 2017, the Company issued 320,833 common shares at a value of $36,750 in connection with the exercise of 320,833 finders share purchase warrants.

On May 25, 2017 the Company issued 73,527 common shares at a value of $0.17 per share in settlement of interest of $12,500 owing on the May 2015 secured convertible debentures.

On November 23, 2017 the Company issued 4,941,799 common shares at a value of $0.17 per share in settlement of interest of $840,106 owing on the November 2017 secured convertible debentures.

On December 22, 2017 the Company issued 10,262,500 flow-through shares at $0.20 per share for gross proceeds of $2,052,500. The flow-through share premium liability associated with this issuance was $153,938.

On May 20, 2018 the Company issued 83,334 common shares at a value of $0.15 per share in settlement of interest of $12,500 owing on the May 2018 secured convertible debentures (Note 11).

On July 23, 2018 the Company issued 9,333,329 units at a price of $0.15 per unit for gross proceeds of $1,399,999. Each unit consisted of one common share and one-half purchase warrant, with each warrant exercisable into one additional common share at a price of $0.18 per share for a period of two years. The Company also paid finders fees of $71,750 and issued 478,333 finders warrants. The finder's share purchase warrants had a fair value of $15,746 estimated using Black-Scholes option pricing model with a volatility of 67%, risk-free interest rate of 2%, dividend rate of 0% and expected life of 2 years.

On November 26, 2018 the Company issued 6,048,593 common shares at a value of $0.115 per share in settlement of interest of $695,588 (Note 11).

During 2018 the Company issued 5,190,000 common shares at a value of $778,500 in connection with the exercise of share purchase warrants.

13. SHARE CAPITAL AND RESERVES (cont'd)

During 2018 the Company issued 204,543 common shares on conversion of $45,126 of the First Tranche Debentures at an exercise price of $0.22 (Note 11).

On November 26, 2018 the Company closed the first tranche of a financing and issued 7,430,000 units at a price of $0.10 per unit for gross proceeds of $743,000. Each unit consisted of one common share and one-half one common share purchase warrant, with each whole warrant exercisable into one additional common share at a price of $0.15 per share for a period of two years. The Company also paid finders fees of $10,500 and issued 87,500 finders warrants. The finder's warrants are exercisable at a price of $0.15 per share for a period of two years. The finder's share purchase warrants had a fair value of $2,240 estimated using the Black-Scholes option pricing model with a volatility of 67%, risk-free interest rate of 2.24%, dividend rate of 0% and expected life of 2 years. On December 12, 2018 the Company closed a second tranche and issued 1,820,000 units at a price of $0.10 per unit for gross proceeds of $182,000. The Company also paid finders fees of $5,250 and issued 70,000 finders warrants. The finder's warrants are exercisable at a price of $0.15 per share for a period of two years. The finder's share purchase warrants had a fair value of $1,804 estimated using the Black-Scholes option pricing model with a volatility of 68%, risk-free interest rate of 2.06%, dividend rate of 0% and expected life of two years.

On December 21, 2018 the Company issued 10,040,000 flow-through units at $0.125 per unit for gross proceeds of $1,255,000. Each unit consisted of one common share and one-half one common share purchase warrant, with each whole warrant exercisable into one additional common share at a price of $0.15 per share for a period of two years. The Company also paid finder's fees of $81,900 and issued 655,200 share purchase warrants. The finder's warrants are exercisable at a price of $0.15 per share for a period of two years. The finder's share purchase warrants had a fair value of $12,134 estimated using Black-Scholes option pricing model with a volatility of 68%, risk-free interest rate of 1.94%, dividend rate of 0% and expected life of 2 years. The flow-through share premium liability associated with this issuance was $351,400.

On May 20, 2019 the Company issued 125,000 common shares at a value of $0.10 per share in settlement of interest of $12,500 owing on the May 20, 2018 secured convertible debentures (Note 11).

During the period the Company issued 150,000 common shares at a value of $9,000 in connection with the exercise of 150,000 stock options.

Flow-Through Premium Liability:

The following is a continuity schedule of the liability portion of the flow-through share issuances:

Balance as of January 31, 2018	$	144,273
Flow-through premium liability		351,400
Settlement of flow-through premium Liability pursuant to qualified expenditures		(183,562)
Balance as of December 31, 2018		312,111
Flow-through share premium liability		
Settlement of flow through share premium liability pursuant to qualified expenditures		(199,666)
Balance as of June 30, 2019	$	112,445

13. SHARE CAPITAL AND RESERVES (cont'd)

b) Share Purchase Warrants

: The following is summary of warrant transactions:

	Number of Warrants	Weighted Average Exercise Price
Balance at January 1, 2018	36,516,720	$ 0.20
Issued warrants	15,602,698	0.16
Exercised warrants	(5,190,000)	0.15
Expired warrants	(3,778,740)	0.15
Balance at December 31, 2018	43,150,678	0.20
Expired warrants	(250,000)	0.275
Balance at June 30, 2019	42,900,678	$ 0.20

As at June 30, 2019, the Company had outstanding warrants as follows:

Number	Exercise Price	Expiry Date
189,933 (2)	0.18	August 24, 2019
18,129,665 (2)	0.18	August 24, 2019
7,000,882 (1)	0.275	November 21, 2019
227,500	0.35	December 12, 2019
1,750,000	0.35	December 12, 2019
4,666,665	0.18	July 23, 2020
478,333	0.18	July 23, 2020
3,715,000	0.15	November 26, 2020
87,500	0.15	November 26, 2020
910,000	0.15	December 12, 2020
70,000	0.15	December 12, 2020
5,020,000	0.15	December 21, 2020
655,200	0.15	December 21, 2020
42,900,678		

(1) On November 21, 2017 these warrants were extended from November 21, 2018 to November 21, 2019 and the exercise price was amended from $0.50 to $0.275 (Note 11).
(2) These warrants expired on August 24, 2019 unexercised.

14. SHARE-BASED PAYMENTS

a) Stock Option Plan

The Company's Board of Directors approved the adoption of the Stock Option Plan in accordance with the policies of the TSX-V. The Board of Directors is authorized to grant stock options to directors, officers, consultants or employees. The exercise price of stock options granted under the Stock Option Plan shall be as determined by the Board of Directors when such stock options are granted, subject to any limitations imposed by any relevant stock exchange or regulatory authority.

The Company shall not grant stock options under the Stock Option Plan which will, when exercised, exceed 10% of the issued and outstanding shares, and further subject to the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the TSX-V, provided that the number of shares reserved for issuance, within any twelve-month period:

i) to any one option holder shall not exceed 5% of the total number of issued shares;

ii) to any one consultant shall not exceed 2% in the aggregate of the total number of issued shares, and

iii) to all persons employed or engaged to provide investor relations activities shall not exceed 2% in the aggregate of the total number of issued shares. In addition, stock options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any three-month period.

If any stock option expires or otherwise terminates for any reason without having been exercised in full, the number of shares which would have been acquired on the exercise of such stock option shall again be available for the purposes of the Stock Option Plan.

The Company's 2018 annual general and special meeting of its shareholders was held on June 25, 2019. At such meeting, the motion to permit the Stock Option Plan to continue as a rolling plan was approved.

14. SHARE-BASED PAYMENTS (cont'd)

The following is a summary of changes in stock options:

	Number of Options	Weighted Average Exercise Price
Balance at January 1, 2018	8,089,000	$ 0.35
Issued options	3,325,000	0.10
Expired options	(39,000)	9.50
Cancelled options	(50,000)	0.175
Balance at December 31, 2018	11,325,000	0.14
Issued options	200,000	0.10
Exercised options	(150,000)	0.06
Cancelled options	(200,000)	0.10
Balance at June 30, 2019	11,175,000	$ 0.14

As at June 30, 2019, the following stock options were outstanding and exercisable:

Number Outstanding		Number Exercisable	Exercise Price	Weighted Average Contractual Life (Years)	Expiry Date
100,000	(1)	100,000	0.06	0.00	July 1, 2019
1,350,000		1,350,000	0.11	0.93	June 5, 2020
200,000		200,000	0.15	0.95	June 14, 2020
2,600,000		2,600,000	0.175	2.03	July 10, 2021
550,000		550,000	0.14	2.07	July 26, 2021
400,000		400,000	0.17	2.45	December 13, 2021
2,650,000		2,650,000	0.165	3.49	December 27, 2022
3,125,000		3,125,000	0.10	4.49	December 28, 2023
200,000		200,000	0.10	4.25	February 12, 2024
11,175,000		11,175,000			

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(1) On July 1, 2019 100,000 stock options expired unexercised.

14. SHARE-BASED PAYMENTS (cont'd)

b) Fair Value of Stock Options Issued During the Period

The weighted average fair value at grant date of stock options granted during the six months ended June 30, 2019 was $0.09 per stock option.

The model inputs for options granted during the six months ended June 30, 2019:

Grant Date	Expiry Date	Share Price at Grant Date $	Exercise Price $	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
02/12/2019	02/12/2024	0.10	0.10	1.82%	60 months	157.74%	0%

The Company recorded share-based payment expense of $18,513 during the six months ended June 30, 2019, of which $18,513 (2018 - $Nil) has been included in exploration costs.

15. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consist of its directors, the Chief Executive Officer and the Chief Financial Officer.

The following is a summary of the Company's key management compensation

	Three Months Ended June 30		Six Months Ended June 30,	
	2019	2018	2019	2018
	$	$	$	$
Consulting fees	45,000	45,000	90,000	90,000
Salaries and benefits	30,000	30,000	60,000	60,000

Included in convertible debentures is $20,000 (December 31, 2018 – $20,000) owing to the Chief Executive Officer of the Company.

16. FINANCIAL and CAPITAL RISK MANAGEMENT

Fair Value

Cash and short-term investments are carried at fair value using level 1 fair value measurement. The carrying value of receivables, and accounts payable and accrued liabilities and other payables approximate their fair value because of the short-term nature of these instruments.

The Company records certain of its financial instruments at fair value using various techniques. These include estimates of fair values based on prevailing market prices (bid and ask prices, as appropriate) for instruments with similar characteristics and risk profiles or internal and external valuation models, such as discounted cash flow analyses, using, to the extent possible, observable market-based inputs.

The financial instruments have been characterized on a fair value hierarchy based on whether the inputs to those valuation techniques are observable (inputs reflect market data obtained from independent sources) or unobservable (inputs reflect the Company's market assumptions).

The three levels of fair value estimation are:

Level 1 – quoted prices in active markets for identical instruments.

Level 2 – quoted prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Risk Exposure and Management

Overview

The Company has exposure to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The principal financial risks to which the Company is exposed are credit risk, interest rate risks, liquidity risk, metal price risk and currency risk.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at June 30, 2019 under its financial instruments is approximately $1 million.

All of the Company's cash and cash equivalents are held with a major financial institution in Canada and management believes the exposure to credit risk with respect to such institutions is not

16. FINANCIAL and CAPITAL RISK MANAGEMENT (cont'd)

significant. Those financial assets that potentially subject the Company to credit risk are primarily receivables. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the parties from whom the receivables are due, including government organizations.

Interest Rate Risk

The Company's financial assets exposed to interest rate risk consist of cash and short-term investments balances. The Company's current policy will be to invest excess cash in investment-grade short-term deposit certificates issued by banking institutions. The Company periodically monitors the investments its makes and is satisfied with credit ratings of its banks.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it projects the funds required to support its operations.

Management anticipates that it may incur expenditures towards exploring the Treasure Mountain Property and New Craigmont Property and other Company assets. However, there is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company has a significant working capital deficiency, no history of profitable operations and no assurance that additional funding will be available to it for further exploration and development of the Treasure Mountain Property and New Craigmont Property. The Company may also need further financing if it decides to obtain additional mineral properties. As such, the Company is subject to many risks common to exploration enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and lack of revenues. Although the Company has been successful in the past in obtaining financing through credit facilities or the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Such means of financing typically result in dilution of the positions of existing shareholders, either directly or indirectly. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration of the Treasure Mountain Property and New Craigmont Property or the loss or substantial dilution of any of its property interests.

Foreign Exchange Rate Risk

The Company currently is not subject to significant foreign exchange risk.

Capital Management

The Company considers capital to be the elements of shareholders equity. The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the exploration and development of its mineral property interests and Merritt Mill operations. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. There has been no changes to the management of capital during the current fiscal year.

17. FLOW-THROUGH SHARE OBLIGATION

	Flow-Through Obligation $
Balance at January 1, 2018	3,969,428
2012 METC reassessment	(23,440)
Part X11.6 tax	(31,123)
Interest costs	153,532
Balance at December 31, 2018	4,068,397
Interest costs to March 31, 2019	38,383
Recovery of flow-through obligation	(4,106,780)
Balance at June 30, 2019	-

The above provision related to the Company's requirement to indemnify flow-through investors for the amount of increased tax and other costs payable by investors as a consequence of the CRA claiming the Company failed to incur qualifying exploration expenditures previously renounced to the flow-through investors.

The Company filed a Notice of Objection on July 19, 2018. On July 11, 2019 the Company was advised by the CRA that sufficient CEE had in fact been incurred by the Company at the relevant times in order to allow a full renunciation of CEE to flow-through investors. Therefore, the Company recorded a recovery for the full amount of the recorded flow-through obligation of $4,106,780 and recorded a recovery of $208,224 for the previously paid Part X11.6 tax.

18. SUBSEQUENT EVENTS

On June 27, 2019 the Company announced a non-brokered private placement consisting of the issuance of up to 7,000,000 units at a price of $0.10 per unit. Each unit consists of one common share and one-half of one common share purchase warrant, with each warrant exercisable at $0.15 per share for a period of two years. On August 19, 2019 the Company announced completion of the first tranche of its private placement financing issuing 4,500,000 units at a price of $0.10 per unit for gross proceeds of $450,000.