



**QUESTEX GOLD & COPPER LTD.  
(FORMERLY COLORADO RESOURCES LTD.)**

(An Exploration Stage Company)

**CONDENSED CONSOLIDATED INTERIM FINANCIAL  
STATEMENTS**

**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**

(Expressed in Canadian Dollars)

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## **NOTICE OF NO AUDITOR REVIEW**

The accompanying unaudited condensed consolidated interim financial statements have been prepared by management and approved by the Audit Committee and Board of Directors.

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

**QUESTEX GOLD & COPPER LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Unaudited - Expressed in Canadian dollars)

	Note	December 31, 2020	March 31, 2020 (Note 3)
		\$	\$
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents	5	1,424,796	573,200
Restricted cash	5	796,249	1,622,314
Receivables		66,429	56,942
Prepaid expenses and deposits		44,560	79,286
Marketable securities	6	567,600	25,280
Net investment in sublease	9	28,091	25,684
		<b>2,927,725</b>	<b>2,382,706</b>
<b>Non-Current</b>			
Net investment in sublease	9	15,354	36,733
Reclamation deposits	7	167,000	167,000
Equipment	8	9,659	5,724
Right-of-use asset	9	30,676	29,329
Exploration and evaluation assets	3, 10	6,447,666	5,947,946
		<b>9,598,080</b>	<b>8,569,438</b>
<b>LIABILITIES</b>			
<b>Current</b>			
Accounts payable and accrued liabilities	11	136,502	369,233
Flow-through share premium liability	12	424,666	-
Lease liability	9	61,215	44,324
		<b>622,383</b>	<b>413,557</b>
<b>Non-Current</b>			
Flow-through share premium liability	12	-	631,720
Lease liability	9	22,306	59,204
		<b>644,689</b>	<b>1,104,481</b>
<b>EQUITY</b>			
Share capital	14	49,386,228	47,173,446
Share-based payments reserve		1,433,549	1,117,714
Deficit	3	(41,866,386)	(40,826,203)
		<b>8,953,391</b>	<b>7,464,957</b>
		<b>9,598,080</b>	<b>8,569,438</b>

Approved on behalf of the Board:

"Cecil Bond", Director

"Fletcher Morgan", Director

**QUESTEX GOLD & COPPER LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS) AND**  
**COMPREHENSIVE INCOME (LOSS)**  
**FOR THE NINE MONTHS ENDED DECEMBER 31**  
(Unaudited - Expressed in Canadian dollars)

	Note	Three months ended December 31,		Nine months ended December 31,	
		2020	2019 (Note 3)	2020	2019 (Note 3)
		\$	\$	\$	\$
<b>Expenses</b>					
Consulting	19(a)	79,081	84,358	251,718	129,914
Depreciation	8, 9	10,711	2,776	28,961	34,387
Directors' fees	19(a)	-	-	-	25,000
Exploration expenditures	3, 15	131,116	243,949	842,366	1,323,647
Finance charge	13	-	-	-	21,250
Interest on lease liability	9	2,858	12,390	9,384	12,390
Interest on loan payable		-	-	-	16,109
Investor relations		7,659	49,430	98,595	78,247
Office and administration	19(a)	52,611	55,640	106,623	137,789
Professional fees		24,399	16,425	65,372	117,233
Salaries and benefits	19(a)	80,420	50,121	132,002	140,985
Share-based payments expense	14(e), 19(a)	139,331	-	374,059	162,544
Transfer agent, regulatory and filing fees		5,006	9,125	18,833	44,581
Travel and accommodation		27,407	48,448	38,370	75,408
		<b>560,599</b>	<b>572,662</b>	<b>1,966,283</b>	<b>2,319,484</b>
<b>Other Items</b>					
Accretion on sublease	9	(1,434)	-	(4,871)	-
Foreign exchange gain		(1,023)	490	(11,319)	4,306
Gain on disposal of exploration and evaluation assets	10(g)	(453,500)	-	(453,500)	-
Gain on settlement of trade payables		-	-	-	(8,635)
Interest and miscellaneous income		(10,049)	(6,013)	(21,480)	(17,178)
Settlement of FT share liability on incurring eligible expenditures	12	(68,663)	-	(207,054)	-
Write-off of cash in subsidiary	5	-	-	28,388	-
Unrealized (gain) loss on marketable securities	6	(144,580)	-	(188,820)	19,140
		<b>(679,249)</b>	<b>(5,523)</b>	<b>(858,656)</b>	<b>(2,367)</b>
<b>Income (loss) and comprehensive income (loss) for the period</b>		<b>118,650</b>	<b>(567,139)</b>	<b>(1,107,627)</b>	<b>(2,317,117)</b>
<b>Basic and diluted income (loss) per share</b>		<b>\$ 0.00</b>	<b>\$ (0.03)</b>	<b>\$ (0.05)</b>	<b>\$ (0.15)</b>
<b>Basic and diluted weighted average number of shares outstanding</b>		<b>23,826,791</b>	<b>18,309,241</b>	<b>22,051,247</b>	<b>15,331,278</b>

**QUESTEX GOLD & COPPER LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Expressed in Canadian dollars)

	Note	Number of shares	Share capital \$	Share-based payments reserve \$	Deficit \$	Total \$
<b>Balance, April 1, 2019</b>		<b>12,513,714</b>	<b>40,988,917</b>	<b>1,154,769</b>	<b>(38,898,847)</b>	<b>3,244,839</b>
Net loss for the period		-	-	-	(2,317,117)	(2,317,117)
Private placements, net of share issue costs		3,733,778	3,310,272	191,474	-	3,501,746
Shares issued to Newmont for settlement of loan	13	633,672	538,621	-	-	538,621
Shares issued pursuant to Buckingham acquisition	4	1,249,005	1,249,005	124,703	-	1,373,708
Shares issued for bonus fees on loan	13	25,000	21,250	-	-	21,250
Shares issued for mineral property option payment	10(e)	689,655	344,828	-	-	344,828
Share-based payments expense		-	-	162,544	-	162,544
Reclass of expired or forfeited stock options and warrants	14(c)	-	-	(726,112)	726,112	-
<b>Balance, December 31, 2019</b>		<b>18,844,824</b>	<b>46,452,893</b>	<b>907,378</b>	<b>(40,489,852)</b>	<b>6,870,419</b>
Net loss for the period		-	-	-	(496,741)	(496,741)
Private placements, net of share issue costs		2,272,267	1,352,273	173,242	-	1,525,515
Flow-through share premium	12	-	(631,720)	-	-	(631,720)
Share-based payments expense		-	-	197,484	-	197,484
Reclass of expired or forfeited stock options and warrants		-	-	(160,390)	160,390	-
<b>Balance March 31, 2020</b>		<b>21,117,091</b>	<b>47,173,446</b>	<b>1,117,714</b>	<b>(40,826,203)</b>	<b>7,464,957</b>
Net loss for the period		-	-	-	(1,107,627)	(1,107,627)
Private placement, net of share issue costs	14(b)	2,533,535	1,713,062	9,220	-	1,722,282
Shares issued for mineral property option payment	10(e)	900,397	499,720	-	-	499,720
Share-based payments expense	14(e)	-	-	374,059	-	374,059
Reclass of expired stock options	14(c)	-	-	(67,444)	67,444	-
<b>Balance, December 31, 2020</b>		<b>24,551,023</b>	<b>49,386,228</b>	<b>1,433,549</b>	<b>(41,866,386)</b>	<b>8,953,391</b>

See accompanying notes to the condensed consolidated interim financial statements.

**QUESTEX GOLD & COPPER LTD.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31**  
(Unaudited - Expressed in Canadian dollars)

		Three months ended December 31,		Nine months ended December 31,	
	Note	2020	2019 (Note 3)	2020	2019 (Note 3)
<b>Operating Activities</b>					
Net income (loss) for the period		118,650	(567,139)	(1,107,627)	(2,317,117)
Items not involving cash:					
Depreciation	8, 9	10,711	11,036	28,961	34,388
Accrued interest	9	11,384	-	23,843	-
Accretion of lease liability	9	2,858	4,130	9,384	12,390
Accretion on sublease	9	(1,434)	-	(4,871)	-
Finance charge	13	-	-	-	21,250
Gain on disposal of exploration and evaluation assets	10(g)	(453,500)	-	(453,500)	-
Share-based payments expense	14(e)	139,331	-	374,059	162,544
Settlement of share premium liability		(68,663)	-	(207,054)	-
Unrealized (gain) loss on marketable securities	6	(144,580)	-	(188,820)	19,140
		(385,243)	(551,973)	(1,525,625)	(2,067,405)
Net change in non-cash working capital	16	(255,478)	(957,168)	(198,741)	(493,787)
<b>Cash used in operating activities</b>		<b>(640,721)</b>	<b>(1,509,141)</b>	<b>(1,724,366)</b>	<b>(2,561,192)</b>
<b>Investing Activities</b>					
Cash received on disposition of exploration and evaluation assets	10(g)	100,000	-	100,000	0
Purchase of reclamation bonds	7	-	-	-	(5,000)
Purchase of equipment	8	-	-	(8,335)	-
Acquisition of Buckingham Copper		-	-	-	(154,855)
<b>Cash provided by (used in) investing activities</b>		<b>100,000</b>	<b>-</b>	<b>91,665</b>	<b>(159,855)</b>
<b>Financing Activities</b>					
Lease liability payments	9	(23,629)	(13,442)	(55,299)	(40,326)
Proceeds pursuant to private placement	14(b)	-	-	1,773,475	3,708,087
Share issue costs	14(b)	(48,519)	(8,701)	(59,944)	(215,042)
<b>Cash provided by (used in) financing activities</b>		<b>(72,148)</b>	<b>(22,143)</b>	<b>1,658,232</b>	<b>3,452,719</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>(612,869)</b>	<b>(1,531,284)</b>	<b>25,531</b>	<b>731,672</b>
Cash and cash equivalents, beginning of period		2,833,914	2,397,554	2,195,514	134,598
<b>Cash and cash equivalents, end of period</b>		<b>2,221,045</b>	<b>866,270</b>	<b>2,221,045</b>	<b>866,270</b>
<b>Cash, cash equivalents and restricted cash is comprised of:</b>					
Cash		101,796	329,088	101,796	329,088
Cash equivalents		1,323,000	-	1,323,000	-
Restricted cash		796,249	537,182	796,249	537,182
		2,221,045	866,270	2,221,045	866,270
<b>Supplemental cash flow information</b>	16				

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

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

QuestEx Gold & Copper Ltd. (“**QuestEx**” or the “**Company**”), formerly Colorado Resources Ltd. was incorporated on October 9, 2009 under the Business Corporations Act (British Columbia). On September 28, 2020, the Company changed its name from Colorado Resources Ltd. to QuestEx Gold & Copper Ltd. The Company is in the exploration stage and its principal business activities include the acquisition, exploration and development of mineral properties. The Company's principal properties are located in British Columbia (“**BC**”).

The Company is listed on the TSX Venture Exchange (the “**TSX-V**”), having the symbol QEX.V as a Tier 1 issuer and its corporate office and principal place of business are located at Suite 500 – 666 Burrard Street, Vancouver, BC V6C 3P6.

**Effective August 21, 2020, the Company consolidated its common shares on the basis of one post-consolidated common share for every ten pre-consolidated common shares held. The 211,170,915 pre-consolidated common shares issued and outstanding were adjusted to 21,117,091 post-consolidated common shares. As required by International Accounting Standards (“IAS”) 33 *Earnings per Share*, all references to share capital, common shares outstanding, warrants outstanding, options outstanding and per share amounts in these condensed consolidated interim financial statements and these accompanying notes for time periods prior to the share consolidation have been restated to reflect the one-for-ten share consolidation.**

The Company has not generated revenues from its operations to date. The Company incurred a net loss of \$1,107,627 during the nine months ended December 31, 2020 (2019: \$2,317,117) and, as of that date, the Company's accumulated deficit was \$41,866,386 (March 31, 2020: \$40,826,203). The Company had working capital of \$2,305,342 as at December 31, 2020 (March 31, 2020: \$1,969,149) of which \$796,249 (March 31, 2020: \$1,622,314) is in the form of restricted cash as a result of flow through expenditure requirements (see Note 12). These conditions indicate the existence of material uncertainties, which may cast significant doubt on the Company's ability to continue as a going concern. The Company will continue to have to raise funds beyond its current working capital balance in order to continue the development of its exploration properties and general operations, and although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future.

No adjustments have been made to the amounts 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.

Since March 2020, COVID-19 (the coronavirus) has threatened a slowdown in the global economy as well as caused volatility in the global financial markets. While the full impact of COVID-19 on the global economy is uncertain, rapid spread of COVID-19 may have an adverse effect on the Company's financing capabilities. The extent to which COVID-19 may impact the Company's business will depend on future developments such as the geographic spread of the disease, the duration of the outbreak, travel restrictions and social distancing, business closures or business disruptions, and the effectiveness of actions taken in Canada, the United States and other countries to contain and treat the disease. It is not possible to reliably estimate the length or severity of these developments and their financial impact to the date of approval of these condensed consolidated interim financial statements.

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

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**1. NATURE OF OPERATIONS AND GOING CONCERN (continued)**

As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants.

**2. BASIS OF PREPARATION**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* (“**IAS 34**”) as issued by the International Accounting Standards Board (“**IASB**”) using accounting principles consistent with International Financial Reporting Standards (“**IFRS**”) as issued by the IASB.

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

The Board of Directors (the “**Board**”) approved these condensed consolidated interim financial statements on February 25, 2021.

These condensed consolidated interim financial statements are presented in Canadian Dollars, which is the functional currency of the Company and its subsidiaries.

**3. CHANGE IN ACCOUNTING POLICY**

**Exploration and evaluation expenditures**

During the nine months ended December 31, 2020, the Company changed its accounting policy with respect to exploration and evaluation expenditures. Previously, the Company capitalized exploration and evaluation expenditures directly related to specific mineral properties, net of any impairment.

Under the new policy, exploration and evaluation expenditures are recognized in profit or loss as incurred, up to the time a decision is made to proceed with the development of the related exploration property due to the existence of recoverable reserves. A mineral resource is considered to have economic potential when it is expected that a documented resource can be legally and economically developed considering forecast metal prices. Management believes that this treatment provides a more accurate depiction of the Company's activities.



**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

**3. CHANGE IN ACCOUNTING POLICY (continued)**

**Exploration and evaluation expenditures (continued)**

As provided by IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors*, the Company has accounted for this change on a retrospective basis. The impact of this change is as follows:

**Consolidated Statements of Financial Position**

<b>As at</b>	March 31, 2020	April 1, 2019
	\$	\$
Total exploration and evaluation assets, as previously reported	26,480,272	22,676,881
Effect of change in accounting policy	<u>(20,532,326)</u>	<u>(19,059,670)</u>
Total exploration and evaluation assets, restated	<u>5,947,946</u>	<u>3,617,211</u>
Deficit, as previously reported	(20,293,877)	(19,839,177)
Effect of change in accounting policy	<u>(20,532,326)</u>	<u>(19,059,670)</u>
Total deficit, restated	<u>(40,826,203)</u>	<u>(38,898,847)</u>

**Condensed Consolidated Interim Statement of Loss and Comprehensive Loss**  
**Nine months ended December 31, 2019**

	<b>As Previously Reported</b>	<b>Effect of Change in Accounting Policy</b>	<b>Restated</b>
	\$	\$	\$
Exploration expenditures	-	1,323,647	1,323,647
Net loss and comprehensive loss for the period	(993,470)	(1,323,647)	(2,317,117)
Loss per share, basic and diluted	(0.06)	(0.09)	(0.15)

**Condensed Consolidated Interim Statement of Cash Flows**  
**Nine months ended December 31, 2019**

	<b>As Previously Reported</b>	<b>Effect of Change in Accounting Policy</b>	<b>Restated</b>
	\$	\$	\$
Cash Used in Operating Activities	(1,237,545)	(1,323,647)	(2,561,192)
Cash Provided by (Used in) Investing Activities	(1,483,502)	1,323,647	(159,855)

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

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**4. ACQUISITION OF BUCKINGHAM**

On August 20, 2019, the Company completed a plan of arrangement with Buckingham Copper Corp. (“**Buckingham**”), which resulted in the acquisition of Buckingham (the “**Buckingham Acquisition**”), with Buckingham shareholders receiving one half of a common share of the Company for each Buckingham common share held, resulting in 1,249,005 QuestEx common shares issued. The acquisition also resulted in all outstanding Buckingham warrants being converted to QuestEx warrants at the same ratio as the common shares (the “**Replacement Warrants**”), resulting in an additional 210,000 QuestEx warrants outstanding and exercisable at \$1.20 until August 20, 2022.

At the time of the Buckingham Acquisition, Buckingham’s assets consisted primarily of cash, receivables and prepaids, and exploration and evaluation assets, and it did not have any processes capable of generating outputs; therefore, Buckingham did not meet the definition of a business. Accordingly, as Buckingham did not qualify as a business in accordance with IFRS 3 *Business Combinations*, the acquisition constituted an asset acquisition and has been accounted for as such.

As the acquisition was considered an asset acquisition, the excess of value of consideration paid over net assets acquired was allocated to Buckingham’s Moat and Sofia properties.

The fair value of the common shares amounted to \$1,249,005, based on the trading price of the Company’s shares on the issuance date. The fair value of the Replacement Warrants, in accordance with IFRS 2, was determined using the Black-Scholes option pricing (“**Black-Scholes**”) model with the following weighted average assumptions:

Market price of shares	\$	1.00
Exercise price	\$	1.20
Risk-free interest rate		1.19%
Expected stock price volatility		102%
Expected dividend yield		0.0%
Expected life in years		3.0
Fair value	\$	0.60

The Company considered the Buckingham transaction an asset acquisition with details as follows:

<b>Consideration paid:</b>	\$
Issuance of 1,249,005 common shares at \$1.00/share	1,249,005
Transaction costs	375,096
Fair value of 210,000 Replacement Warrants issued	124,703
<b>Total</b>	<u>1,748,804</u>
<b>Assets acquired:</b>	\$
Cash	20,241
Receivables	26,385
Prepaids	38,854
Exploration and evaluation assets - Moat	851,740
Exploration and evaluation assets - Sofia	1,129,660
Loan to Colorado	200,000
<b>Liabilities assumed:</b>	
Accounts payable	(518,076)
<b>Total</b>	<u>1,748,804</u>

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

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**4. ACQUISITION OF BUCKINGHAM** (continued)

Upon completion of the plan of arrangement, the \$200,000 loan owed by QuestEx to Buckingham became an intercompany balance.

**5. CASH AND CASH EQUIVALENTS, RESTRICTED CASH**

Cash at banks and on hand earns interest at floating rates based on daily bank deposit rates. Cash equivalents are held in cashable guaranteed investment certificates. Restricted cash relates to the portion of proceeds received on issuance of flow-through (“**FT**”) shares received but not yet spent at the end of the reporting period.

During the nine months ended December 31, 2020, \$28,388 of cash held in the Company’s dormant wholly-owned Mexican subsidiary Colorado Gold S.A. de C.V. was written off due to uncertainty of recovery.

**6. MARKETABLE SECURITIES**

At December 31, 2020, marketable securities consisted of an investment of 1,264,000 (March 31, 2020: 1,264,000) common shares of Damara Gold Corp. (“**Damara**”) and 350,000 (March 31, 2020: Nil) common shares of Fireweed (see Note 10(g)). The Company’s marketable securities are measured at fair value through profit or loss (“**FVTPL**”). The fair value of the marketable securities has been determined by reference to published price quotations in an active market, a Level 1 valuation.

A summary of the changes in FVTPL investments is presented below:

	\$
Balance, March 31, 2020	25,280
Value of shares received pursuant to mineral property sale to Fireweed (Note 10(g))	353,500
Unrealized gain in Damara shares	164,320
Unrealized gain in Fireweed shares	<u>24,500</u>
Balance, December 31, 2020	<u><u>567,600</u></u>

**7. RECLAMATION DEPOSITS**

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations. The reclamation deposits represent collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company on its North ROK, Coyote, KSP, Kingpin, Castle, Moat, Hit and Heart Peaks properties. The reclamation deposits are held with the Ministry of Energy and Mines in BC. As at December 31, 2020, reclamation bonds included guaranteed investment certificates with maturity dates ranging from February 10, 2021 to November 25, 2021.

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

**8. EQUIPMENT**

A summary of the changes in property, plant and equipment is presented below:

	Furniture & fixtures	Office equipment	Field equipment	Total
	\$	\$	\$	\$
<b>Cost</b>				
Balance, March 31, 2020	13,775	61,586	285,687	361,048
Additions	-	8,335	-	8,335
Write-off of old equipment	(13,775)	(58,385)	(285,687)	(357,847)
Balance, December 31, 2020	-	11,536	-	11,536
<b>Accumulated Depreciation</b>				
Balance, March 31, 2020	12,975	56,662	285,687	355,324
Depreciation for the period	800	3,600	-	4,400
Write-off of old equipment	(13,775)	(58,385)	(285,687)	(357,847)
Balance, December 31, 2020	-	1,877	-	1,877
<b>Carrying Amount</b>				
Balance, December 31, 2020	-	9,659	-	9,659

During the nine months ended December 31, 2020, the Company wrote off certain equipment that was fully depreciated and either not owned anymore or did not have any further value.

**9. RIGHT-OF-USE ASSET AND LEASE LIABILITY**

On transition to IFRS 16, the Company had a lease agreement for its office space in Kelowna, BC. Effective January 1, 2020, the Kelowna office was subleased by the Company. The Company classified the sublease as a finance lease and derecognized the ROU asset in respect of the sublease, for which a net investment in sublease of \$68,375 was recorded.

Effective March 1, 2020, the Company entered into a lease agreement for office space in Vancouver, BC. The ROU asset for the Vancouver office is being amortized on a straight-line basis until the end of the lease term of March 2022.

Effective June 12, 2020, the Company entered into a lease agreement for office space in Richmond, BC. The ROU asset for the Richmond office is being amortized on a straight-line basis until the end of the lease term of June 2021.

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

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**9. RIGHT-OF-USE ASSET AND LEASE LIABILITY (continued)**

The continuity of the ROU asset and lease liability for the nine months ended December 31, 2020 is as follows:

<b>Right-of-use assets</b>	\$
Value of ROU asset as at March 31, 2020	29,329
Addition of ROU asset during the period	25,908
Depreciation	<u>(24,561)</u>
Value of ROU asset as at December 31, 2020	<u><u>30,676</u></u>
<b>Lease liability</b>	\$
Lease liability recognized as of March 31, 2020	103,528
Addition to lease liability during the period	25,907
Interest on lease liability, net	9,384
Lease payments	<u>(55,298)</u>
Lease liability recognized as of December 31, 2020	<u><u>83,521</u></u>
Current portion	61,215
Non-current portion	<u>22,306</u>
	<u><u>83,521</u></u>
<b>Investment in Sublease</b>	\$
Balance, March 31, 2020	62,417
Sub-lease income	<u>(18,972)</u>
Balance, December 31, 2020	<u><u>43,445</u></u>
Current portion	28,091
Non-current portion	<u>15,354</u>
	<u><u>43,445</u></u>

The future minimum lease payments as of December 31, 2020 were as follows:

Year ending March 31	\$
2021	49,414
2022	79,027
2023	<u>13,952</u>
	142,393
Less: common area maintenance excluded from ROU asset	(31,600)
Less: amount representing interest payments	<u>(27,272)</u>
Present value of net minimum lease payments	<u><u>83,521</u></u>

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**10. EXPLORATION AND EVALUATION ASSETS**

A summary of the changes in exploration and evaluation assets is presented below:

	North ROK	Coyote	KSP	KingPin	Castle	Sofia	Total
	\$	\$	\$	\$	\$	\$	\$
Balance, March 31, 2020	590,966	58,447	2,389,056	137,013	1,641,238	1,131,226	5,947,946
Issuance of shares	-	-	-	-	499,720	-	499,720
Balance, December 31, 2020	590,966	58,447	2,389,056	137,013	2,140,958	1,131,226	6,447,666

**BRITISH COLUMBIA**

**a) North ROK Property**

QuestEx holds a 100% interest in the North ROK property located approximately 65 kilometres (“km”) south of Dease Lake and straddles Highway 37 approximately 15 km northwest of Imperial Metals’ Red Chris mine in northern BC. The North ROK property is subject to a 2% net smelter return (“NSR”) royalty which can be repurchased in its entirety.

**b) Coyote Property**

QuestEx holds a 100% interest in the Coyote property which is located south of the North ROK property approximately 75 km south of Dease Lake on the east side of Highway 37 approximately 10 km northwest of Imperial Metals’ Red Chris mine in northern BC. The Coyote property is subject to various NSRs, a portion of which can be repurchased.

**c) KSP Property**

QuestEx holds a 100% interest in the KSP property located to the southeast of the past-producing Snip Mine, BC. The KSP property is subject to various NSRs, portions of which can be repurchased.

**d) KingPin Property**

The Company holds a 100% interest in several mineral claims located in the Golden Triangle area in northwest BC. The KingPin property is subject to various NSRs, portions of which can be repurchased.

**e) Castle Property**

QuestEx holds a 100% interest in the Castle Property located in the Liard Mining District of BC, subject to a 2% NSR, of which the NSR can be repurchased in its entirety.

On August 20, 2019, the Company acquired a property option agreement (the “**Moat Option Agreement**”) as part of the Buckingham acquisition (Note 4). Under the Moat Option Agreement, the Company can acquire the undivided 100% right, title and interest to a group of mining claims (the “**Moat Property**”), subject to a 2.5% NSR.

On December 11, 2019, the Company issued 689,655 common shares to the optionor of the Moat Property valued at \$344,828 which was capitalized to exploration and evaluation assets.

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**10. EXPLORATION AND EVALUATION ASSETS (continued)**

***BRITISH COLUMBIA*** (continued)

**e) Castle Property** (continued)

On December 14, 2020, the Company issued 900,397 common shares to the optionor of the Moat Property valued at \$499,720 which was capitalized to exploration and evaluation assets.

In order to earn a 100% interest in the Moat Property, the Company's remaining commitment is to issue \$700,000 in common shares by December 27, 2021.

The Moat Property adjoins the Castle Property to the east and southeast and has become part of Castle for exploration work and reporting purposes. In connection with the Buckingham acquisition, the Company allocated \$851,740 in acquisition costs to the Moat Property (see Note 4).

**f) Sofia Property**

On August 20, 2019, the Company acquired a property option agreement as part of the Buckingham Acquisition (Note 4). As a result, the Company holds a 100% interest in a group of mining claims in the Liard Mining Division of Northeast BC. The Sofia property is subject to a 2% NSR, a portion of which can be repurchased.

In connection with the Buckingham acquisition, the Company allocated \$1,129,660 in acquisition costs to the Sofia Property (see Note 4).

**g) Other**

Other properties in which the Company owns a 100% interest include the GJ Key property, the GS property, the Stu property and Iskut claims, all located near Stewart, BC, Heart Peaks northwest of Dease Lake and the Hit property in the Aspen Grove district of southern BC. As at December 31, 2020, these properties had a carrying value of \$Nil.

The Company also had certain additional early stage and grassroots exploration properties which are located in the Macmillan Pass area of northern Yukon Territory, but they were sold as discussed below.

**Sale of Assets**

In December 2020, the Company completed the sale of its portfolio of mineral properties in Yukon's Macmillan Pass district to Fireweed Zinc Ltd. ("**Fireweed**"), which consisted of a 100% interest in four properties totaling approximately 72 square km. QuestEx will retain a 0.5% NSR royalty for base metals and silver, and a 2% NSR royalty for gold on each of the properties. In consideration, QuestEx received 350,000 common shares of Fireweed, valued at \$1.01 per share for a total of \$353,500, plus a cash payment of \$100,000.

The common shares are considered FVTPL and were included in marketable securities at December 31, 2020. As a result of these properties having a capitalized value of \$Nil, the total amount of \$453,500 was recorded as a gain on disposal of assets.

In connection with the sale, the Company's President and CEO each earned bonuses of \$6,855 which were included in accounts payable and accrued liabilities at December 31, 2020 (see Notes 19(a) and (b)).

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**11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES**

Accounts payable and accrued liabilities consisted of the following amounts:

	December 31, 2020	March 31, 2020
	\$	\$
Accounts payable	22,211	181,901
Accrued liabilities	84,831	113,627
Due to related parties (see Note 19(b))	29,460	73,705
	<u>136,502</u>	<u>369,233</u>

During the nine months ended December 31, 2020, the Company applied for the COVID-19 Relief Line of Credit through the Government sponsored Canada Emergency Business Account. On June 5, 2020, the Company received the amount of \$40,000. On January 1, 2021, this operating line of credit will be converted to a 2-year 0% interest term loan, to be repaid by December 31, 2022. \$10,000 of the loan will be forgiven if \$30,000 is repaid in full on or before December 31, 2022. The amount of \$30,000 is included in accrued liabilities.

**12. FLOW-THROUGH SHARE PREMIUM LIABILITY**

A summary of the changes in the Company's flow-through share premium liability was as follows:

	\$
Balance, March 31, 2020	631,720
Settlement of flow-through share premium liability pursuant to incurring qualified expenditures	<u>(207,054)</u>
Balance, December 31, 2020	<u>424,666</u>

As at December 31, 2020, an amount of \$796,249 in qualifying Canadian exploration expenditures remained to be spent pursuant to a private placement of FT shares that was completed on March 31, 2020. The amount must be spent by December 31, 2021.

**13. LOAN**

**Newmont Loan**

On September 13, 2018, the Company obtained a secured loan of \$500,000 (the "Loan") from Goldcorp Inc. ("Goldcorp"). Terms of the Loan included interest at a rate of 8% per annum compounded monthly, a maximum term of twelve months, maturing on September 13, 2019 (the "Maturity Date") with early repayment provisions, and security against the Company's KSP, Castle, North ROK and Coyote properties.

Additional terms included the Company's option to pay interest in cash or, subject to the approval of the TSX-V, in shares (the "Interest Shares"). The issue price of any Interest Shares was set at the lower of the 10-day volume weighted average price and the closing price of the Company's common shares on the last trading day prior to payment.

On April 18, 2019, Goldcorp was acquired by Newmont Mining Corporation ("Newmont").



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**13. LOAN** (continued)

**Newmont Loan** (continued)

In connection with the Loan, the Company issued the following common shares (the "**Bonus Shares**") pursuant to the terms of the Loan:

- 25,000 Bonus Shares to Goldcorp on September 18, 2018, valued at \$21,250 being the market price of the shares of \$0.85 on the date of issuance; and
- 25,000 Bonus Shares to Newmont on August 20, 2019, valued at \$21,250 as a result of the Loan being repaid after the six-month anniversary (recorded as Finance Charge on the statement of loss and comprehensive loss).

On August 20, 2019, Newmont exercised its pre-emptive right and subscribed for 633,672 units of the Company at a price of \$0.85 per unit for aggregate proceeds of \$538,621, with each unit consisting of one common share and one-half of one common share purchase warrant exercisable at \$1.20 for three years, thereby extinguishing the Company's loan amount of \$500,000, the related interest of \$38,621 and releasing the security against the properties.

**Buckingham Loan**

In order to provide the Company with bridge financing, Buckingham provided a \$200,000 non-recourse subordinated loan to the Company. On August 20, 2019, the Company and Buckingham closed the Buckingham Acquisition, resulting in Buckingham being a wholly-owned subsidiary of the Company and the loan becoming an intercompany balance (see Note 4).

**14. SHARE CAPITAL**

**a) Authorized**

An unlimited number of common shares without par value

**b) Share issuance details**

**Nine months ended December 31, 2020**

- On September 28, 2020, the Company completed a non-brokered private placement, issuing 2,533,535 units (the "**Units**") at an issue price of \$0.70 for gross proceeds of \$1,773,475. Each Unit consisted of one common share of the Company and one-half of one share purchase warrant with each whole warrant entitling the holder to acquire an additional common share of the Company at an exercise price of \$1.00 per share, with an expiry of September 28, 2022.

In connection with the private placement, share issue costs totaled \$69,164 including 31,200 finder warrants with a fair value of \$9,220, having the same terms as those in the private placement. The Company also wrote off a previous share issue cost liability of \$8,751, partially offsetting the \$69,164.

- As per Note 10(e), on December 14, 2020, the Company issued 900,397 common shares to the optionor of the Moat Property valued at \$499,720.

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**14. SHARE CAPITAL** (continued)

**b) Share issuance details** (continued)

**Nine months ended December 31, 2019**

- On August 20, 2019, the Company completed a private placement, issuing 1,526,785 FT units at a price of \$1.20 per unit, and 2,206,993 non FT units at a price of \$0.85 per unit, for aggregate gross proceeds of \$3,708,086. Each FT unit consisted of one FT common share and one-half of one share purchase warrant, with each whole warrant exercisable at \$1.50 per share for three years. Each non FT unit consisted of one common share and one-half of one share purchase warrant, with each whole warrant exercisable at \$1.20 per share for three years.

The Company allocated \$3,555,408 of the gross proceeds to share capital and the remaining \$152,678 to share-based payments reserve using the Black-Scholes model.

In connection with the private placement, share issue costs totaled \$245,136 including 68,889 agent warrants with a fair value of \$38,796. Certain agent warrants are exercisable at \$1.50 per share for three years and the remaining agent warrants are exercisable at \$1.20 per share for three years.

- As per Note 13, on August 20, 2019, Newmont exercised its pre-emptive right, pursuant to its Investor Rights Agreement with the Company and subscribed for 633,672 units of QuestEx at a price of \$0.85 per unit for aggregate proceeds of \$538,621, with each unit consisting of one common share of the Company and one-half of one share purchase warrant exercisable at \$1.20 per share for three years, thereby extinguishing the Company's loan amount of \$500,000 plus related interest. In addition, the Company issued 25,000 Bonus Shares at a deemed value of \$0.85 per share pursuant to the Loan.
- On August 20, 2019, the Company completed the Buckingham Acquisition. Under the terms of the agreement and as consideration for the acquisition, the Company issued 1,249,005 common shares valued at the market price of \$1.00 per share.

**c) Stock options**

The Company has a 10% rolling stock option plan, whereby it can grant stock options to directors, officers, employees and consultants of up to an aggregate maximum of 10% of the common shares outstanding. The exercise price, term and vesting period of each option are determined by the Board within regulatory guidelines.

A summary of the changes in stock options is presented below:

	Number of options	Weighted average exercise price \$
Balance, March 31, 2020	905,000	1.40
Granted	1,071,130	0.99
Expired	(70,000)	1.43
Balance, December 31, 2020	<u>1,906,130</u>	<u>1.16</u>

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**14. SHARE CAPITAL** (continued)

**c) Stock options** (continued)

The following stock options were outstanding as at December 31, 2020:

Outstanding	Exercisable	Weighted average Exercise Price \$	Expiry Date	Weighted average remaining life (in years)
30,000	30,000	4.40	June 6, 2021	0.43
40,000	40,000	2.60	June 6, 2022	1.43
765,000	478,125	1.20	September 5, 2024	3.68
31,000	13,563	0.90	April 1, 2025	4.25
105,000	52,500	0.90	June 29, 2025	4.50
935,130	233,783	1.00	September 28, 2025	4.75
<u>1,906,130</u>	<u>847,971</u>	<u>1.16</u>		<u>4.16</u>

During the nine months ended December 31, 2020, the Company reclassified \$67,444 (2019: \$726,112) from share-based payments reserve to share capital with respect to options or share purchase warrants that expired or were forfeited during the period.

**d) Share purchase warrants**

A summary of the changes in share purchase warrants is presented below:

	Number of warrants	Weighted average exercise price \$
Balance, March 31, 2020	2,809,090	1.20
Issued pursuant to private placement	1,266,767	1.00
Finder warrants issued pursuant to private placement	31,200	1.00
Balance, December 31, 2020	<u>4,107,057</u>	<u>1.17</u>

The following share purchase warrants were outstanding as at December 31, 2020:

Outstanding	Exercisable	Exercise Price \$	Expiry Date
1,650,180	1,650,180	1.20	August 20, 2022
812,427	812,427	1.50	August 20, 2022
1,297,967	1,297,967	1.00	September 28, 2022
346,483	346,483	0.90	March 31, 2023
<u>4,107,057</u>	<u>4,107,057</u>		

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**14. SHARE CAPITAL** (continued)

**d) Share purchase warrants** (continued)

The fair value of \$9,220 for the 31,200 finder warrants issued pursuant to the September 28, 2020 private placement was determined using the Black-Scholes model with the following weighted average assumptions:

Market price of shares	\$	0.70
Exercise price	\$	1.00
Risk-free interest rate		0.23%
Expected stock price volatility		97%
Expected dividend yield		0.0%
Expected life in years		2.0
Fair value	\$	0.30

**e) Share-based payments expense**

The share-based payments expense for the stock options that vested during the nine months ended December 31, 2020 was \$374,059 (2019: \$162,544).

The weighted average fair value at grant date of options granted during the nine months ended December 31, 2020 was \$0.44 per option (2019: \$0.70).

The fair value of the stock options that were granted during the nine months ended December 31, 2020 and 2019 was calculated using the Black-Scholes model with the following weighted average assumptions:

	2020	2019
Risk-free interest rate	0.31%	1.32%
Expected stock price volatility	96%	116%
Expected dividend yield	0.0%	0.0%
Expected option life in years	5.0	5.0

Expected volatility is based on historical price volatility to the extent of the expected life of the option.

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**15. EXPLORATION EXPENDITURES**

The Company's exploration expenditures for the nine months ended December 31, 2020 were as follows:

	North ROK	KSP	Castle	Sofia	Other	Total
	\$	\$	\$	\$	\$	\$
<b>Exploration expenditures</b>						
Salaries and overhead	10,136	85,189	99,021	113,465	-	307,811
Analysis	6,300	6,286	1,554	719	-	14,859
Camp	-	20,523	31,235	48,586	-	100,344
Community engagement	2,025	-	2,225	2,025	-	6,275
Consulting	4,238	44,908	48,455	112,598	2,821	213,020
Info tech and communications	-	105	2,938	1,809	-	4,852
Field equipment	-	1,122	6,813	13,101	-	21,036
Fuel	-	145	2,137	275	-	2,557
Helicopter	-	-	42,215	96,557	-	138,772
Travel and accommodation	-	1,042	10,523	21,275	-	32,840
<b>Total exploration expenditures</b>	<b>22,699</b>	<b>159,320</b>	<b>247,116</b>	<b>410,410</b>	<b>2,821</b>	<b>842,366</b>

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**16. SUPPLEMENTAL CASH FLOW INFORMATION**

The net change in non-cash operating working capital balances for the nine months ended December 31 consisted of the following:

	2020	2019
	\$	\$
Receivables	(9,487)	(81,479)
Prepaid expenses and deposits	34,726	(67,607)
Accounts payable and accrued liabilities	(223,980)	(344,701)
	<u>(198,741)</u>	<u>(493,787)</u>

Financing and investing activities that do not have a direct impact on cash flows are excluded from the condensed consolidated interim statement of cash flows.

The non-cash financing and investing transactions for the nine months ended December 31, 2020 consisted of the Company:

- issuing 31,200 finder warrants with a fair value of \$9,220 in connection with the September 28, 2020 private placement;
- writing off an old share issue cost liability in the amount of \$8,751; and
- issuing 900,397 common shares to the optionor of the Moat Property with a value of \$499,720.

The non-cash financing and investing transactions for the nine months ended December 31, 2019 consisted of the Company issuing:

- 689,655 common shares to the optionor of the Moat Property with a value of \$344,828;
- 68,889 agent warrants with a fair value of \$38,796 in connection with the August 20, 2019 private placement;
- 633,672 common shares valued \$538,621 pursuant to the settlement of the Loan;
- 25,000 common shares valued at \$21,250 as bonus shares;
- 1,249,005 common shares valued at \$1,249,005 pursuant to the Buckingham Acquisition; and
- 210,000 Replacement Warrants valued at \$124,703 (see Note 4).

**17. FINANCIAL INSTRUMENTS**

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these condensed consolidated interim financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

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**17. FINANCIAL INSTRUMENTS** (continued)

**General Objectives, Policies and Processes**

The Board has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of interest rate and commodity price risk.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy.

Cash deposits and guaranteed investment certificates are subject to floating interest rates.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities may be subject to risks associated with fluctuations in the market prices of the relevant commodities. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. The Company also holds marketable securities in companies that are subject to the effect of changes in certain commodity prices.

Foreign Exchange Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and United States dollar and other foreign currencies will affect the Company's operations and financial results. The Company does not hold significant monetary assets or liabilities in foreign currencies and therefore is not exposed to significant risks arising from the fluctuation of foreign exchange rates.

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 contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash and receivables. Cash is maintained with financial institutions of reputable credit and may be redeemed upon demand and receivables are entered into with credit-worthy counterparties.

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**17. FINANCIAL INSTRUMENTS** (continued)

**General Objectives, Policies and Processes** (continued)

Credit Risk (continued)

The carrying amount of financial assets represents the maximum credit exposure. Credit risk exposure is limited through maintaining cash with high-credit quality financial institutions and management considers this risk to be minimal for all cash assets based on changes that are reasonably possible at each reporting date.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to endeavour that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. However, circumstances may arise where the Company is unable to meet those goals (See Note 1). The key to managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company prepares annual or interim expenditure budgets, which are regularly monitored and updated as considered necessary.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing accounts payable and accrued liabilities, lease liability and option payment commitments. The Company endeavours not to maintain any trade payables beyond a 30-day period to maturity.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amounts for receivables, accounts payable and accrued liabilities approximate fair value due to their short-term nature.

Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Fair Value Hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities which include cash and cash equivalents and marketable securities, accounts payable and accrued liabilities;



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**17. FINANCIAL INSTRUMENTS** (continued)

**General Objectives, Policies and Processes** (continued)

Fair Value Hierarchy (continued)

- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) which include the net investment in sublease and lease liability; and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments as at December 31, 2020 are as follows:

	Level 1	Level 2	Level 3
	\$	\$	\$
<b>Financial assets at FVTPL</b>			
Cash and cash equivalents	1,424,796	-	-
Restricted cash	796,249	-	-
Marketable securities	567,600	-	-
<b>Financial assets at amortized cost</b>			
Receivables	66,429	-	-
<b>Financial liabilities at amortized cost</b>			
Accounts payable and accrued liabilities	136,502	-	-

**18. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company's strategy remains unchanged from the year ended March 31, 2020.

The Company considers the items included in equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met.

In order to maximize ongoing exploration efforts, the Company does not pay dividends. The Company's treasury management policy is to invest its cash in highly rated liquid short-term interest-bearing investments with an initial term to maturity of twelve months or less.

The Company is not subject to externally imposed capital requirements.

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**19. RELATED PARTY TRANSACTIONS**

A related party transaction is a transaction between the issuer and a related party of the issuer at the time the transaction is agreed to as a consequence of which the issuer directly or indirectly enters into specified transactions, including a purchase or sale of assets, borrowing or lending money, and forgiving debts or liabilities.

*Key management compensation*

Key management personnel at the Company are the Directors and Officers of the Company. Transactions with key management personnel and their related parties are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

In addition to key management personnel, the Company transacted with the following related parties during the nine months ended December 31, 2020 and 2019:

- Joseph E. Mullin LLC ("**Mullin LLC**") is a private company controlled by the Company's CEO, Mr. Joseph Mullin;
- Mount Arvon Partners LLC ("**Mount Arvon**"), a private company controlled by the Company's CEO;
- TSquared Accounting Inc. ("**TSquared**") is a private company controlled by the Company's CFO, Mr. Tim Thiessen;
- Elemental Capital Partners LLP ("**Elemental**") is a partnership controlled by the Company's Chair of the Board, Dr. Fletcher Morgan;
- Barresi Geological Services Ltd. ("**Barresi Geo**") is a private company controlled by the Company's President, Mr. Tony Barresi;
- Minco Corporate Management Inc. ("**Minco**"), a private company controlled by the Company's former CFO, Terese Gieselman; and
- Anacott Resources Corp. ("**Anacott**"), a public company in which Dr. Morgan is the CEO and a director;

**QUESTEX GOLD & COPPER LTD.**  
**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**FOR THE NINE MONTHS ENDED DECEMBER 31, 2020**  
(Unaudited - Expressed in Canadian dollars)

**19. RELATED PARTY TRANSACTIONS (continued)**

**a) Related Party Transactions**

The Company's related party transactions for the nine months ended December 31 were as follows:

		2020	2019
		\$	\$
Administration and labour	1	1,700	46,018
Bonuses	2	13,710	-
Consulting fees	3	195,000	139,913
Directors' fees		-	25,000
Equipment rental	4	2,000	-
Salaries	5	162,435	80,383
Share-based payments expense	6	158,417	105,707
<b>Total</b>		<b>533,262</b>	<b>397,021</b>

1 Administration for the nine months ended December 31, 2020 consisted of fees earned by Anacott. Administration and labour for the nine months ended December 31, 2019 consisted of fees of \$6,513 earned by Minco and \$39,505 earned by Anacott.

2 Bonuses for the nine months ended December 31, 2020 consisted of \$6,855 earned by each of Mr. Barresi and Mount Arvon in connection with the mineral property sale to Fireweed (Note 10(g)).

3 Consulting fees for the nine months ended December 31, 2020 consisted of \$105,000 of fees earned by Mullin LLC and Mount Arvon for CEO services, \$60,000 of fees earned by TSquared for CFO services and \$30,000 of fees earned by Elemental for Executive Chair services. Consulting fees for the nine months ended December 31, 2019 consisted of fees of \$6,431 earned by Minco, \$84,933 earned by Mullin LLC for CEO services and \$48,549 earned by former director Michael Cathro, which were recorded as exploration expenses.

4 Equipment rental consisted of exploration equipment rented to the Company by Barresi Geo.

5 Salaries for the nine months ended December 31, 2020 consisted of \$79,935 earned by the Company's Vice President of Exploration, Dave Fleming and \$82,500 earned by the Company's President, Tony Barresi. Salaries for the nine months ended December 31, 2019 consisted of \$34,000 earned by the former CEO, Robert Shaw and \$46,383 earned by the former CFO, Eric Casey.

6 Share-based payments expense is the fair value of stock options that have been granted to key management personnel.

**b) Related Party Balances**

The following related party balances were included in accounts payable and accrued liabilities:

		December 31, 2020	March 31, 2020
		\$	\$
<b>Accounts Payable</b>	<b>Service for:</b>		
Anacott	Administration	-	37,005
Elemental	Executive Chairman	-	6,300
Mullin LLC	CEO	-	30,400
Mount Arvon	Bonus	6,855	
Tony Barresi	Bonus	6,855	
Tsquared	CFO	15,750	-
		<b>29,460</b>	<b>73,705</b>