Condensed Interim Consolidated Financial Statements of

WALLBRIDGE MINING COMPANY LIMITED

Three and nine months ended September 30, 2020

(Unaudited)

WALLBRIDGE MINING COMPANY LIMITED

Condensed Interim Consolidated Statements of Financial Position
(expressed in Canadian Dollars)

(Unaudited)

	Note		September 30, 2020		December 31, 2019
Assets					
Current assets:					
Cash and cash equivalents		$	37,259,202	$	57,093,881
Marketable securities	*7*		800,000		-
Investment held for sale	*8*		397,974		-
Amounts receivable	*6*		10,578,104		1,417,420
Deposits and prepaid expenses			372,443		120,569
			49,407,723		58,631,870
Restricted cash	*13*		1,441,105		1,441,105
Amounts receivable	*6*		7,039,883		4,605,860
Long-term investment	*8*		-		1,057,974
Investment in associates			1,228,740		1,121,900
Exploration and evaluation assets	*10*		216,452,447		46,282,301
Property and equipment			5,103,756		2,563,128
		$	280,673,654	$	115,704,138
Liabilities and Shareholders' Equity					
Current liabilities:					
Accounts payable and accrued liabilities	*11*	$	11,143,216	$	6,184,763
Flow-through premium liability	*12*		80,380		1,139,037
Current portion of provision for closure plan	*13*		840,865		976,586
Current portion of lease liability			144,286		718,890
			12,208,747		9,019,276
Lease payable			97,699		170,124
Provision for closure plan	*13*		2,220,351		1,712,173
Deferred tax liability			4,912,356		1,513,000
			19,439,153		12,414,573
Equity	*15*				
Share capital			311,163,722		149,440,804
Warrants			268,780		422,226
Contributed surplus			11,443,523		8,033,385
Deficit			(61,545,344)		(54,510,670)
Accumulated Other Comprehensive Loss			(96,180)		(96,180)
Total Equity			261,234,501		103,289,565
Commitments and contingencies	*16*				
Subsequent events	*17*				
		$	280,673,654	$	115,704,138

See accompanying notes to condensed interim consolidated financial statements.

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WALLBRIDGE MINING COMPANY LIMITED

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss
(expressed in Canadian Dollars)

(Unaudited)

	Note	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Other expenses and (income):					
General and administrative expenses		$ 841,772	$ 546,195	$ 2,777,339	$ 1,479,591
Stock based compensation	*15(b)*	95,393	39,100	706,741	263,100
Depreciation of property and equipment	*9(a)*	342,241	33,686	428,657	96,308
Interest income		(127,178)	(47,148)	(588,063)	(81,320)
Other income relating to flow-through share premium	*12*	(154,214)	(552,579)	(1,352,456)	(1,145,674)
Provision for closure plan costs	*13*	1,639,969	698,038	1,639,969	698,038
Interest on lease liability		3,601	14,206	22,866	48,541
Share of comprehensive loss in investment in associate		46	-	264	-
Gain on disposition of property and equipment		-	(3,390)	-	(3,390)
Gains on derivative contracts		-	-	-	(114,915)
Foreign exchange gain on bridge loan		-	-	-	(252,600)
Loss before income taxes		(2,641,630)	(728,108)	(3,635,317)	(987,679)
Deferred tax expense		767,445	1,476,000	3,399,357	1,491,000
Net loss for the period		$ (3,409,075)	$ (2,204,108)	$ (7,034,674)	$ (2,478,679)
Other comprehensive income (loss):					
Items that will not be reclassified to profit or loss:					
Net change in fair value of long term investment		96,179	-	-	96,179
Total comprehensive loss for the period		$ (3,312,896)	$ (2,204,108)	$ (7,034,674)	$ (2,382,500)
Weighted average number of common shares - basic and diluted		729,083,976	487,705,304	655,890,050	445,805,782
Net loss per share					
Basic and diluted		$ (0.00)	$ (0.00)	$ (0.01)	(0.01)

WALLBRIDGE MINING COMPANY LIMITED

Condensed Interim Consolidated Statements of Changes in Equity
(expressed in Canadian Dollars)

(Unaudited)

	Number of Shares	Share Capital	Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Loss	Total
Balance, December 31, 2018	**390,366,736**	**$ 73,925,994**	**1,682,497**	**8,296,974**	**(51,348,415)**	**(384,718)**	**$ 32,172,332**
Share issuances	52,205,554	16,363,526	605,273	-	-	-	16,968,799
Flow through share premium	-	(634,886)	-	-	-	-	(634,886)
Exercise of warrants	49,722,379	8,761,551	(1,638,658)	-	-	-	7,122,893
Exercise of stock options	4,927,500	624,978	-	(213,866)	-	-	411,112
Deferred share units vested and shares issued	1,000,000	370,000	-	(370,000)	-	-	-
Share based compensation	-	-	-	377,700	-	-	377,700
Deferred share units granted	-	-	-	78,491	-	-	78,491
Long term investment - net change in fair value	-	-	-	-	-	96,179	96,179
Net loss	-	-	-	-	(2,478,679)	-	(2,478,679)
Balance, September 30, 2019	**498,222,169**	**$ 99,411,163**	**649,112**	**8,169,299**	**(53,827,094)**	**(288,539)**	**54,113,941**
Balance, December 31, 2019	**586,997,997**	**$ 149,440,804**	**422,226**	**8,033,385**	**(54,510,670)**	**(96,180)**	**$ 103,289,565**
Shares issued to Balmoral shareholders	130,556,944	151,446,055	-	-	-	-	151,446,055
Replacement warrants issued to Balmoral warrant holders	-	-	343,971	-	-	-	343,971
Replacement stock options issued to Balmoral stock option holders	-	-	-	5,021,418	-	-	5,021,418
Revaluation of replacement stock options issued to Balmoral stock option holders	-	-	-	203,480	-	-	203,480
Exercise of warrants	7,936,671	5,127,235	(626,917)	-	-	-	4,500,318
Exercise of stock options	3,568,423	2,950,575	-	(1,750,147)	-	-	1,200,428
Acquistion of exploration assets	3,071,000	1,386,740	-	-	-	-	1,386,740
Deferred share units vested and shares issued	996,464	812,313	-	(812,313)	-	-	-
Warrants issued for acquisition of exploration asset	-	-	129,500	-	-	-	129,500
Share based compensation	-	-	-	608,030	-	-	608,030
Deferred share units granted	-	-	-	139,670	-	-	139,670
Net loss	-	-	-	-	(7,034,674)	-	(7,034,674)
Balance, September 30, 2020	**733,127,499 $**	**$ 311,163,722**	**$ 268,780**	**$ 11,443,523**	**$ (61,545,344)**	**$ (96,180)**	**$ 261,234,501**

See accompanying notes to condensed interim consolidated financial statements.

WALLBRIDGE MINING COMPANY LIMITED

Condensed Interim Consolidated Statements of Cash Flows
(expressed in Canadian Dollars)

(Unaudited)

	Nine months ended September 30, 2020	2019
Cash flows from (used in) operating activities:		
Net loss for the period	$ (7,034,674)	$ (2,478,679)
Adjustments for:		
Deferred tax expense	3,399,357	1,491,000
Depreciation of property and equipment	428,657	96,308
Other income relating to flow-through share premium	(1,352,456)	(1,145,674)
Provision for closure plan costs	1,639,969	698,038
Share based compensation	706,741	263,100
Share of comprehensive loss in investment in associate	264	-
Deferred stock units	112,167	46,616
Gains on derivative contracts	-	(114,915)
Foreign exchange gain on bridge loan	-	(252,600)
Interest on lease liability	22,866	48,541
Gain on disposition of property and equipment	-	(3,390)
Closure plan obligations	(1,367,512)	(218,980)
Changes in non-cash working capital:		
Amounts receivable	(995,377)	747,988
Deposits and prepaid expenses	(87,479)	(93,307)
Accounts payable and accrued liabilities	(2,535,142)	(329,705)
	(7,062,619)	(1,245,659)
Cash flows from (used in) financing activities:		
Issuance of share capital	-	17,213,441
Share issuance costs	-	(325,642)
Exercise of stock options	1,200,428	411,113
Exercise of warrants	4,500,318	7,122,894
Lease termination payment	(300,000)	-
Payment of bridge loan	-	(9,293,300)
Transaction costs relating to bridge loan	-	(34,125)
Lease payments	(708,332)	(527,546)
	4,692,414	14,566,835
Cash flows from (used in) investing activities:		
Exploration and evaluation assets expenditures	(23,324,986)	(26,655,503)
Recoveries from Fenelon Gold bulk sample	-	22,193,837
Acquistion of equipment	(1,309,989)	(218,286)
Proceeds from sale of investment	660,000	-
Proceeds on sale of equipment		3,600
Cash received on derivative contracts	-	13,975
Proceeds on sale of exploration and evaluation assets	255,000	-
Exploration and evaluation assets option payments received	232,537	186,281
Cash acquired on acquisition of Balmoral	7,349,401	-
Transaction costs for acquisition of Balmoral	(1,326,437)	-
	(17,464,474)	(4,476,096)
Net increase (decrease) in cash and cash equivalents	(19,834,679)	8,845,080
Cash and cash equivalents, beginning of the period	57,093,881	5,744,775
Cash and cash equivalents, end of the period	$ 37,259,202	$ 14,589,855
Summary of non-cash transactions:		
Acquisition of Balmoral - Net assets acquired (note 9)	$ 156,811,444	$ -
Exploration expenditures - change in accounts payable and accrued liabilities	1,582,621	3,975,574
Exploration expenditures - capitalized depreciation of equipment	407,225	247,346
Exploration expenditures - other non-cash items	-	140,614
Exploration asset acquisition - warrants and shares issued	1,516,240	-
Exploration recoveries included in amounts receivable	8,987,717	2,748,613
Exploration recoveries - loss on forward contracts	-	193,860
Property and Equipment purchases - changes in accounts payable and accrued liabilities	1,673,161	-
Property and Equipment purchased under lease agreements	-	870,425
Settlement of accounts payable with deferred stock units	25,000	31,875

See accompanying notes to condensed interim consolidated financial statements.

1. Nature of operations and going concern:

Wallbridge Mining Company Limited ("Wallbridge" or the "Company") is incorporated under the laws of Ontario and is engaged in the acquisition, exploration, development of properties which have the potential for production, and the ultimate production of metals with the focus on gold, copper, nickel and platinum group metals. The Company's head office is located at 129 Fielding Road in Lively, Ontario, Canada.

2. Basis of presentation:

(a) Statement of compliance:

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting. The accounting policies used in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those used in the annual financial statements for the year ended December 31, 2019 with the exception of those disclosed in note 3. These statements do not include all of the information required for full annual financial statements and should be read in conjunction with the annual financial statements for the year ended December 31, 2019.

(b) Judgments and estimates:

Preparing the interim consolidated financial statements requires Management to make certain judgments and estimates that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these unaudited condensed interim consolidated financial statements, significant judgments and estimates made by Management in applying the accounting policies and the key sources of estimation uncertainty were the same as those applied to the financial statements for the year ended December 31, 2019.

Determination of whether a set of assets acquired and liabilities assumed constitute the acquisition of a business or asset may require the Company to make certain judgments as to whether or not the assets acquired and liabilities assumed include the inputs, processes and outputs necessary to constitute a business as defined in IFRS 3 – Business Combinations. Based on an assessment of the relevant facts and circumstances, the Company concluded that the acquisition of Balmoral on May 22, 2020 did not meet the criteria for accounting as a business combination (note 9).

(c) Functional and presentation currency:

These unaudited condensed interim consolidated financial statements are presented in Canadian dollars which is the Company's functional currency.

3. Accounting Policies:

The accounting policies applied by the Company in these unaudited condensed interim consolidated financial statements are the same as those applied to the audited financial statements as at and for the year ended December 31, 2019 with the exception of the following changes in accounting policies (notes 3(a) and 3(b)) resulting from the acquisition of Balmoral (note 9).

(a) Consolidation

These unaudited condensed interim consolidated financial statements comprise the financial statements of the Company and the accounts of wholly owned subsidiary, Balmoral and its wholly owned subsidiary 1177712 B.C. Ltd. from the date of acquisition (note 9), and 100% wholly owned subsidiary 2225080 Ontario Inc. On August 4, 2020, 1177712 B.C. Ltd. was dissolved by way of voluntary dissolution under the Business Corporations Act in British Columbia.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. All intercompany assets, liabilities, equity, revenue, expenses and cash flows relating to transactions between entities of the group have been eliminated.

(b) Business combinations

On October 22, 2018, the IASB issued amendments to IFRS 3, Business Combinations ("IFRS 3"), that seek to clarify whether a transaction is to be accounted for as an asset acquisition or a business acquisition. The amendments apply to businesses acquired in annual reporting periods beginning on or after January 1, 2020. The amendments include an election to use a concentration test. This is a simplified assessment that results in an asset acquisition if substantially all of the fair value of the gross assets is concentrated in a single identifiable asset or a group of similar identifiable assets. If a preparer chooses not to apply the concentration test, or the test is failed, then the assessment focuses on the existence of a substantive process.

(c) Standards and amendments issued but not yet effective or adopted:

IAS 16, Property, Plant and Equipment

The IASB issued an amendment to IAS 16, Property, Plant and Equipment, to prohibit the deducting from property, plant and equipment amounts received from selling items produced while preparing an asset for its intended use. Instead, sales proceeds and its related costs must be recognized in profit or loss. The amendment will require companies to distinguish between costs associated with producing and selling items before the item of property, plant and equipment is available for use and costs associated with making the item of property, plant and equipment available for its intended use. The amendment is effective for annual periods beginning on or after January 1, 2022, with earlier application permitted. The Company will evaluate the impact, if any, on its consolidated financial statements prior to the effective date of January 1, 2022.

3. Accounting Policies (continued):

(c) Standards and amendments issued but not yet effective or adopted:

IAS 1, Presentation of Financial Statements

The IASB issued an amendment to IAS 1, Presentation of Financial Statements, to clarify one of the requirements under the standard for classifying a liability as non-current in nature, specifically the requirement for an entity to have the right to defer settlement of the liability for at least 12 months after the reporting period. The amendment includes:

- Specifying that an entity's right to defer settlement must exist at the end of the reporting period;
- Clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement;
- Clarifying how lending conditions affect classification; and
- Clarifying requirements for classifying liabilities an entity will or may settle by issuing its own equity instruments.

The Company will perform an assessment prior to the effective date of January 1, 2023.

4. COVID-19 Estimation Uncertainty:

In March 2020, the World Health Organization declared a global pandemic related to COVID-19. The current and expected impacts on global commerce are anticipated to be far-reaching. To date there have been significant volatility in commodity and foreign exchange markets, restrictions on the conduct of business in many jurisdictions and the global movement of people and some goods has become restricted. There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on the Company's planned exploration programs, demand on our suppliers, on our employees, and on global financial markets. During the nine months ended September 30, 2020, the Company has made efforts to safeguard the health of our employees. On March 23, 2020, the Company moved to care and maintenance to protect its facilities and environment. After receiving clearance from the authorities, exploration activities recommenced on May 11, 2020. The Company is monitoring the situation and is following guidance from public health officials at the local, provincial and federal level.

5. Fair value of financial instruments:

The Company categorizes each of its fair value measurements in accordance with a fair value hierarchy. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: 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); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

Carrying values for cash and cash equivalents, restricted cash, current amounts receivable, deposits and prepaid expenses, and accounts payable and accrued liabilities approximates their fair value due to their short term maturities.

At September 30, 2020, the investment in Omni Commerce Corp. is classified as marketable securities (note 7) and carried at fair value valued at fair value through profit or loss ("FVTPL") and classified as level 1 at $800,000 (December 31, 2019 - $nil).

At September 30, 2020, the investment in C3 Metals Inc. (formerly Carube Copper Corp.) is carried at fair value and classified as level 1 at $397,974. The shares in C3 Metals Inc. trade on the TSX Venture Exchange and the fair value is estimated by using the closing share price at September 30, 2020 which was $0.055 (December 31, 2019 - $0.055).

(expressed in Canadian Dollars)

6. Amounts receivable:

	September 30, 2020	December 31, 2019
Harmonized Sales Tax and Quebec Sales Tax	$ 1,968,725	$ 967,460
Quebec tax credits	15,254,641	4,702,281
Other receivables	394,621	353,539
	$17,617,987	$ 6,023,280
Current portion of amounts receivable	(10,578,104)	(1,417,420)
	$ 7,039,883	$ 4,605,860

The Company is entitled to refundable tax credits and tax credits on qualified exploration expenditures incurred in Quebec. Of the $15,254,641, Quebec tax credits, $7,039,883 relates to 2020 qualified expenditures incurred in Quebec, $8,214,758 relates to 2018 and 2019 qualified expenditures incurred in Quebec.

The Company has claimed certain government assistance relating to exploration expenditures incurred in Quebec of approximately $4.1 million which has not been recorded as there is no history of receipt and the Company does not have reasonable assurance as to its collection.

7. Marketable securities:

On August 31, 2020, the Company completed the sale of its 44% interest in the Northshore Property and received 6,666,666 common shares in the capital of Omni Commerce Corp. (“Omni”) as part of the sale agreement representing $800,000 ($0.12 per share). The shares are subject to voluntary escrow provisions (note 10 (d)). The fair value of the shares will be recorded through profit and loss.

(expressed in Canadian Dollars)

8. Investment in C3 Metals Inc. (formerly Carube Copper Corp.):

At September 30, 2020, the Company owns 7,235,911 representing less than 2% of the outstanding shares of C3 Metals Inc. (December 31, 2019 – 19,235,911 representing approximately 10.9% of the outstanding shares).

Wallbridge's investment in C3 Metals Inc. is as follows:

	Number of shares	Amount
Balance, December 31, 2018	19,235,911	$ 769,436
Increase in fair value, December 31, 2019		288,538
Balance, December 31, 2019	19,235,911	$ 1,057,974
Sale of shares, September 9, 2020 (i)	(12,000,000)	(660,000)
Balance, September 30, 2020 (ii)	7,235,911	$397,974

(i) On August 31, 2020, the Board of Directors approved the sale of all of the shares of C3 Metals Inc. based on a sale price of $0.055 per share. The Company sold 12,000,000 shares for $660,000 on September 9, 2020.

(ii) At September 30, 2020 the fair value was determined based on the closing price on the Toronto Stock Exchange ("TSX") which was $0.055 (December 31, 2019 - $0.055).

The balance of the investment in C3 Metals Inc. was sold in October 2020 for net proceeds of $423,136 (note 17).

(expressed in Canadian Dollars)

9. Acquisition of Balmoral:

On March 2, 2020, the Company entered into an arrangement agreement with Balmoral pursuant to which Wallbridge agreed to acquire all of the issued and outstanding common shares of Balmoral. (the “Balmoral Shares”). The acquisition was completed on May 22, 2020. The Company acquired all of the Balmoral Shares through the issuance of 130,556,944 common shares. In addition, all of the outstanding stock options and warrants of Balmoral were exchanged into stock options and warrants of Wallbridge by applying the share exchange ratio of 0.71 and maintaining the same relative terms and conditions as the Balmoral stock options and warrants. Further, all outstanding Balmoral deferred stock units were settled by a cash payment of $225,783 upon closing of the acquisition.

The Company concluded the acquisition of Balmoral to be an asset acquisition, and did not constitute a business combination under IFRS 3.

The acquisition date fair value of the purchase consideration transferred consisted of the following:

Issuance of common shares	$151,446,055
Issuance of replacement stock options and warrants	5,365,389
Transaction costs	1,326,437
Total purchase consideration	$158,137,881

The common shares issued were valued at the May 22, 2020 closing price of Wallbridge shares on the Toronto Stock Exchange ($1.16).

The fair value of the Balmoral stock options and warrants were calculated using a Black-Scholes option pricing model with the following weighted average assumptions and inputs: (i) expected life – 2.4 years, (ii) weighted average expected volatility – 93%, (iii) risk free interest rate – 0.29%, (iv) share price – $0.81.

The Company recorded a stock option expense of $203,480 when re-valuing the stock options at May 22, 2020 (note 15 (b)).

The results of Balmoral operations are included for the period of May 23, 2020 to September 30, 2020.

On November 1 2020, the Company completed an internal reorganization whereby Balmoral merged with the Company (note 17).

(expressed in Canadian Dollars)

9. Acquisition of Balmoral (continued):

Wallbridge has allocated the purchase consideration to the acquired assets and assumed liabilities as follows:

Assets:	
Cash and cash equivalents	$7,349,401
Amounts receivable	1,718,718
Deposits and prepaid expenses	164,395
Property and equipment	566,191
Exploration and evaluation assets	153,509,556
Total assets	163,308,261
Liabilities:	
Accounts payable and accrued liabilities	4,265,311
Current portion of lease liability	193,377
Flow-through premium liability	293,799
Provision for closure plan	100,000
Lease payable [(a)]	317,893
Total liabilities	5,170,380
Net assets acquired	$158,137,881

(a) On July 15, 2020, the Company terminated the lease resulting in a loss of $279,107 which has been included in depreciation of property and equipment in the condensed interim consolidated statement of loss and comprehensive loss.

(expressed in Canadian Dollars)

10. Exploration and evaluation assets:

Total exploration and evaluation expenditures are detailed as follows:

	Balance December 31, 2019	Acquisition	Expenditures	Disposition/ Recovery	Balance, September 30, 2020
Fenelon Gold Property(a) and (d)	$30,950,891	52,115,927	24,346,849	(8,987,717)	$98,425,950
Martinière (d)	-	28,014,000	6,451	-	28,020,451
Grasset (d)	-	27,627,000	809	-	27,627,809
Detour East (d)	-	14,073,000	1,202	-	14,074,202
Hwy 810 (d)	-	13,577,000	294	-	13,577,294
Other Quebec Properties (b), (c) and (d)	-	18,735,700	20,834	-	18,756,534
Other Ontario Properties (d)	-	1,642,369	42,206	(1,055,000)	629,575
Sudbury Properties	15,331,410	-	241,759	(232,537)	15,340,632
	$46,282,301	155,784,996	24,660,404	(10,275,254)	$216,452,447

	Balance December 31, 2018	Expenditures	Impairment	Disposition/ Recovery	Balance, December 31, 2019
Fenelon Gold Property(a)	$ 28,144,756	29,773,292	-	(26,967,157)	$ 30,950,891
Other Quebec Properties (b)	364,351	28,015	(392,366)	-	-
Sudbury Properties	15,296,024	280,487	-	(245,101)	15,331,410
	$43,805,131	30,081,794	(392,366)	(27,212,258)	$46,282,301

(a) Fenelon Gold Property:

Included in the nine months ended September 30, 2020 expenditures of $24,346,849 are $23,834,855 of exploration costs, depreciation of $407,225, and stock option expense of $104,769. Recovery of $8,987,717 relates to Quebec refundable tax credits.

Included in the 2019 expenditures of $29,773,292 are $18,843,883 relating to the underground exploration and bulk sample, surface exploration costs of $9,923,411, capitalized interest and transaction costs of $258,150, depreciation of $312,994, Quebec mining tax duties of $320,954 and stock option expense of $113,900. Recovery of $22,361,297 is from the sale of gold ounces from the bulk sample and Quebec refundable tax credits of $4,605,860 for a total recovery of $26,967,157.

10. Exploration and evaluation assets (continued):

(b) Beschefer:

In December 2019, the claims on Beschefer lapsed due to the failure of Wallbridge to file annual work statements. The Company recorded an impairment of the full amount of its historic expenditures on Beschefer of $392,366 in 2019.

On February 21, 2020, the Company acquired certain claims relating to Beschefer for $659,200. As part of the acquisition agreement, the Company shall spend up to $600,000 on other properties owned by the vendor, at the vendor's discretion, in consideration for transfer of 10% ownership in the properties, as well as a right of first refusal to purchase such properties.

On March 17, 2020, the Company entered into an agreement to deem the exercise of the Company's option pursuant to the Beschefer agreement satisfied upon the issuance of 3,000,000 common shares and 500,000 common share purchase warrants exercisable for $1.00 per common share and expiring five years from the date of issuance. The value of the shares and warrants $1,449,500 were recorded as acquisition costs.

The Beschefer property is subject to a 1% and a 2% net smelter return royalty on any future commercial production.

(expressed in Canadian Dollars)

10. Exploration and evaluation assets (continued):

(c) Casault Gold Property:

On June 16, 2020, the Company entered into an option agreement with Midland Exploration Inc. ("Midland") to acquire a 65% interest in the Casault Gold Property located in the province of Quebec, contiguous to the Martiniere and Detour East gold properties.

Wallbridge can acquire an initial undivided 50% interest in the Casault Gold Property, by making an initial payment of $100,000 within five days following execution of the Agreement (payment was made on June 16, 2020) and subsequently incurring aggregate expenditures and cash payments as follows:

	Expenditures	Cash payments
On or before June 30, 2021	$ 750,000	$ 110,000
On or before June 30, 2022	1,000,000	110,000
On or before June 30, 2023	1,250,000	130,000
On or before June 30, 2024	2,000,000	150,000
	$5,000,000	$500,000

Should Wallbridge's expenditures fall short of the required amount in any specified period, it may elect to make a cash payment to Midland in an amount equal to the shortfall in full satisfaction of the expenditure commitment for such period.

Upon exercise of the first option, Wallbridge may, at its sole discretion, increase its undivided interest in the Casault Gold Property to 65% (second option), by incurring additional expenditures and/or cash payments, at the sole election of Wallbridge, of $6,000,000 within a period two years from the date of exercise of the first option.

Should Wallbridge elect, at its sole discretion, to not earn, or to cease to earn, the additional undivided interest pursuant to the second option, the parties shall then form a joint venture (the "Joint Venture") to manage the Casault Gold Property. Wallbridge shall be the operator of the Joint Venture as long as it has at least a 50% participating interest in the Joint Venture, or it has not elected to discontinue operatorship of the Joint Venture.

The Casault property is subject to a NSR of 1% which the mining claims holder has the right to buy half of the royalty for $1,000,000 or 100% of the royalty for $2,000,000.

10. Exploration and evaluation assets (continued):

(d) Balmoral Properties:

Fenelon and Martinière, Quebec

The Company owns 100% interests in each of the Fenelon and Martinière properties. There are certain net smelter return ("NSR") royalties on the properties in favour of former property owners and payable on commencement of commercial production: 2% on the majority of the Martinière property and between 1% and 2% for portions of the Fenelon Property. Buyout provisions exist for a portion of the Fenelon royalties.

Grasset, Quebec

The Company owns a 100% interest in the Grasset Property. The Grasset property is located immediately east of and adjoins the Fenelon Property. There are no underlying royalties on the Grasset Property.

Detour East, Quebec

The Company owns a 100% interest in the Detour East Property, except for 18 claims, which are in a 63%/37% participatory joint venture for which the Company is the operator.

There is a NSR royalty of 2%, which relates to the entirety of the property, payable to a former property owner, which may be repurchased at any time for $1,000,000 for the first 50% of the NSR interest and $2,000,000 for the remainder.

Hwy 810

The Company owns a 100% interest in the Hwy 810 Property, which is located proximal to the producing Casa Berardi gold mine approximately 70 kilometres south of the Detour Gold Trend Project. The property was acquired by staking and there are no royalties or other encumbrances on the property. The Hwy 810 property hosts both gold and base metal targets.

Other Quebec properties:

The Company owns a 100% interest in the N2 property, Quebec. There are NSR royalties of 1% to 5% on the property in favour of former property owners and payable on commencement of commercial production. Buyout provisions exist for certain portions of these royalties.

The Company owns a 100% interest in six properties in the Lac Rocher Nickel District in Quebec (the "RUM" properties). The RUM properties cover mafic/ultramafic intrusions of the Lac Rocher suite and are being explored for their nickel-copper-cobalt-PGE potential. The RUM Properties were acquired by staking and thus there are no royalties payable or third-party encumbrances.

Also included in Other Quebec properties are the Harri, Nantel, and Jeremie properties, which were acquired by staking or purchase agreements, which the Company owns a 100% interest in and which are all part of the Detour Gold Trend Project. The Jeremie property is subject to three NSRs at 1%.

10. Exploration and evaluation assets (continued):

(d) Balmoral properties (continued):

Other Ontario Properties:

Gargoyle, Goblin and Ghost, Ontario

The Company has an option agreement to acquire a 100% interest in the Gargoyle Property in Ontario. The Company made an option payment on August 16, 2020 of $40,000 and issued 71,000 common shares valued at $66,740. The Company can exercise the option by making a cash payment of $50,000 and issue 106,500 shares by August 16, 2021.

The Company may accelerate the payment schedule. Upon full payment of the cash and shares set out above, the Company will grant a 2% NSR royalty to the vendor, half of which the Company may repurchase at any time for $1,000,000. The Company also has a right of first refusal on the sale of the remaining NSR interest.

The Goblin or Ghost properties are not subject to the terms and conditions of the Gargoyle Agreement and thus are 100% owned by the Company and free of royalty interests.

Northshore Gold, Ontario

On June 22, 2020, the Company entered into an agreement with Omni to sell its 44% interest in the Northshore Gold Property, an advanced exploration gold property in Ontario. On August 31, 2020, the sale was completed for total consideration of $1,055,000 as follows:

(a) $17,500 cash as a non-refundable deposit which was received in connection with entry into the letter of intent;
(b) $17,500 cash as a non-refundable deposit which was received upon execution of the agreement;
(c) $220,000 cash paid on the closing date; and
(d) $800,000 satisfied through the issuance of 6,666,666 shares to the Company, subject to voluntary escrow conditions.

As part of the closing of the transactions, the Company waived the requirements for Omni to complete a share consolidation and financing.

All of the shares are subject to the terms of a voluntary escrow agreement which terms include the release of 25% of the shares from escrow in four, six, eight and 12 months after the closing of the transaction. The voluntary escrow is in addition to any resale restrictions imposed under applicable securities laws.

(expressed in Canadian Dollars)

11. Accounts payable and accrued liabilities:

	September 30, 2020	December 31, 2019
Accounts payable	$ 7,919,895	$ 5,148,587
Accrued liabilities	1,039,291	323,054
Quebec mining tax and other tax liabilities	1,612,150	320,594
Payroll related liabilities	571,880	392,528
	$11,143,216	$6,184,763

Included in accounts payable and accrued liabilities at September 30, 2020 are amounts relating to Fenelon Gold of $6,332,890 (December 31, 2019 - $4,827,227).

12. Flow-through premium liability and commitment for qualifying flow-through expenditures:

Balance, December 31, 2018	$ 593,095
Premium recorded through flow-through proceeds	1,773,923
Other income recorded as flow-through expenditures incurred	(1,227,981)
Balance, December 31, 2019	$ 1,139,037
Acquired from Balmoral, May 22, 2020	293,799
Other income recorded as flow-through expenditures incurred	(1,352,456)
Balance, September 30, 2020	$ 80,380

The Company was committed to spending prior to December 31, 2020, and has renounced effective December 31, 2019, qualifying CEE of $7,858,785, which has been fulfilled. With the acquisition of Balmoral, the Company has an additional commitment of approximately $5,045,000 of which approximately $3,550,000 has been fulfilled. At September 30, 2020, approximately $1,495,000 remains to be incurred on qualifying expenditures.

(expressed in Canadian Dollars)

13. Provision for Closure Plans:

Provision for closure plan, December 31, 2018	$ 1,428,963
Provision for closure plan expenditures on Broken Hammer	1,913,749
Closure plan expenditures relating to Broken Hammer during the year	(653,953)
Provision for closure plans, December 31, 2019	$ 2,688,759
Provision for Fenelon and Martinière property reclamation, arising on the acquisition of Balmoral	100,000
Provision for closure plan expenditures on Broken Hammer	1,639,969
Closure plan expenditures relating to Broken Hammer during the nine months ended September 30, 2020	(1,367,512)
	$ 3,061,216
Current portion, September 30, 2020	(840,865)
Provision for closure plan, September 30, 2020, long term	$ 2,220,351

The inflation adjusted discount rate used in estimating the environmental provision for the nine months ended September 30, 2020 was nil% (December 31, 2019 - an inflation rate of 1.35% and a discount rate of 1.65%).

At September 30, 2020 and December 31, 2019, the Company has one-year renewable letters of credit, secured by cash and cash equivalents, of $1,441,105 supporting the closure plans. At September 30, 2020, the estimated provision payable for the costs relating to the closure plan for the Broken Hammer project is $1,871,356 (December 31, 2019 - $1,598,899) of which $840,865 is a current provision, and the Fenelon Gold Property is $1,089,860 (December 31, 2019 - $1,089,860), and $100,000 arising from the acquisition of Balmoral on the Fenelon and Martinière properties.

(expressed in Canadian Dollars)

14. Related party transactions:

The Company had the following transactions with related parties:

	Three months ended September 30,		Nine months ended September 30,	
	2020	**2019**	**2020**	**2019**
Lonmin Canada Inc. ("Loncan") (a)				
Recovery of costs billed to Loncan plus 10% fee	$66,130	-	$233,444	-
Recovery of exploration costs	23,057	-	232,537	-
William Day Construction Limited ("William Day") (b)				
Closure plan expenditures – Broken Hammer	47,984	-	103,505	-
Gemibra Media (c)				
Social media services	3,675	-	3,675	-

(a) The Company owns 17.8% of Loncan (December 31, 2019 – 16.5%). Effective October 28, 2019, the Company has an operatorship agreement with Loncan and receives 10% on exploration expenditures incurred in Loncan, and the Company has representation on the board of directors of Loncan. At September 30, 2020, the Company has a receivable from Loncan of $97,267 (December 31, 2019 - $215,154). These transactions were in the normal course of operations and measured at the exchange amount of consideration established and agreed to by the related parties.

(b) Shawn Day is a director and the President of William Day and a director of the Company. At September 30, 2020, the Company has a payable to William Day of $84,145 (December 31, 2019 - $455,663). The payable includes $31,000 owing for the purchase of equipment, payable at $31,000 per month (December 31, 2019 - $310,000). These transactions were in the normal course of operations and measured at the exchange amount of consideration established and agreed to by the related parties.

(c) A principal of Gemibra Media is a close family member of Marz Kord, the President and CEO, and director of the Company. At September 30, 2020, the Company has a payable to Gemibra Media of $3,675 (December 31, 2019 - $nil). In October 2020, the Company entered into an agreement for Gemibra Media to provide social media services at $2,500 per month for a term of six months. These transactions were in the normal course of operations and measured at the exchange amount of consideration established and agreed to by the related parties.

(expressed in Canadian Dollars)

15. Shareholders' equity:

(a) Share capital transactions:

	Number of shares	Share capital
Balance, December 31, 2019	586,997,997	$149,440,804
Shares issued upon exercise of warrants (i)	7,936,671	5,127,235
Shares issued upon conversion of deferred share units (ii)	996,464	812,313
Shares issued upon exercise of stock options (iii)	3,568,423	2,950,575
Shares issued for acquisition of exploration asset (iv)	3,000,000	1,320,000
Shares issued for option payment of exploration asset (v)	71,000	66,740
Shares issued to Balmoral shareholders upon acquisition (vi)	130,556,944	151,446,055
Balance, September 30, 2020	733,127,499	$311,163,722

(i) During the nine months ended September 30, 2020, 7,936,671 common shares were issued upon exercise of warrants at an average exercise price of $0.56 for total proceeds of $4,500,318. Value of the warrants exercised of $626,917 is included in share capital.

(ii) During the nine months ended September 30, 2020, 996,464 common shares were issued upon conversion of deferred share units by a retired director.

(iii) During the nine months ended September 30, 2020, 3,568,423 common shares were issued upon exercise of stock options at an average exercise price of $0.35 for total proceeds of $1,200,428. Value of the stock options exercised of $1,750,147 is included in share capital.

(iv) On March 17, 2020, 3,000,000 common shares were issued for acquisition of an exploration asset (note 10 (b)). Value of the common shares issued of $1,320,000 is included in share capital.

(v) On August 16, 2020, 71,000 common shares were issued as part of an option agreement to purchase an exploration asset (note 10 (d)). Value of the common shares issued of $66,740 is included in share capital.

(vi) On May 22, 2020, 130,556,944 common shares were issued to Balmoral shareholders upon the Company's acquisition of all of Balmoral's outstanding shares (note 9). Value of the shares issued of $151,446,055 is included in share capital.

(expressed in Canadian Dollars)

15. Shareholders' equity (continued):

(b) Share Based Compensation Plan:

A summary of the Company's stock options are as follows:

	September 30, 2020		December 31, 2019	
Stock Options	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, beginning of period	4,855,000	$0.165	8,067,500	$0.08
Granted	1,323,000	$0.93	3,900,000	$0.08
Replacement stock options	6,871,647	$0.70	-	-
Cancelled	(12,000)	$0.93	(287,500)	$0.128
Exercised	(3,568,423)	$0.355	(6,825,000)	$0.087
Expired unexercised	(45,500)	$0.291	-	-
Outstanding, end of period	9,423,724	$0.587	4,855,000	$0.165

At September 30, 2020, 8,540,891 stock options were exercisable (December 31, 2019 – 2,559,167). The weighted average exercise price of options exercisable at September 30, 2020 is $0.565 per share (December 31, 2019 - $0.149). The weighted average remaining contractual life of stock options outstanding is 3.1 years (December 31, 2019 – 3.67 years).

For the three months ended September 30, 2020, $95,393 (three months ended September 30, 2019 - $39,100) of expense relating to stock options was recorded in share based compensation, and $16,301 (three months ended September 30, 2019 - $41,000) was capitalized to exploration and evaluation assets. For the nine months ended September 30, 2020, $706,741 (nine months ended September 30, 2019 - $263,100) of expense relating to stock options was recorded in share based compensation, and $104,769 (nine months ended September 30, 2019 - $114,600) was capitalized to exploration and evaluation assets.

On May 11, 2020, 1,323,000 stock options were granted at an exercise price of $0.93 which will expire on May 11, 2025 of which 661,500 options vested immediately and 661,500 options will vest on May 11, 2021. Upon resignation of employees during the quarter, 12,000 stock options were cancelled as they did not vest.

On May 22, 2020, the outstanding stock options of Balmoral have been adjusted in accordance with their terms and the Exchange Ratio such that 6,871,647 options of Wallbridge were reserved for exercise. The fair value of the stock options acquired was $5,021,418 (note 9). The Company recorded a stock option expense of $203,480 when re-valuing the stock options at May 22, 2020 at $5,224,898. The stock options were calculated using a Black-Scholes option pricing model with the following weighted average assumptions and inputs: (i) expected life – 2.4 years, (ii) weighted average expected volatility – 102.6%, (iii) risk free interest rate – 0.29%, (iv) share price – $1.16.

(expressed in Canadian Dollars)

15. Shareholders' equity (continued):

(b) Share Based Compensation Plan:

The fair value of stock options granted during the nine months ended September 30, 2020 has been estimated using the Black-Scholes pricing model to be $786,552 (nine months ended September 30, 2019 - $335,400) or $0.594 per common share for the nine months ended September 30, 2020 ($0.096 per common share for the nine months ended September 30, 2019).

The assumptions used in the pricing model are as follows:

	September 30, 2020	December 31, 2019
Estimated risk free interest rate	0.29%	1.9% to 2.1%
Expected life	3.47 years	3.9 years
Expected volatility *	87.85%	80.1% to 103.8%
Expected dividends	$Nil	$Nil
Forfeiture rate *	3.3%	3.2% to 3.5%

* The expected volatility used was based on the historical volatility of the Company's share price over a period equivalent to the expected life of the options prior to their grant date. The forfeiture rate is based on historical rate of forfeitures at the time of stock option grant.

The following table summarizes the stock options outstanding at September 30, 2020:

Exercise Price	Number	Exercisable	Expiry Date
$0.085	105,000	105,000	June 5, 2022
$0.075	100,000	100,000	November 9, 2022
$0.075	650,000	650,000	July 5, 2023
$0.165	400,000	266,667	December 7, 2023
$0.155	1,475,000	1,475,000	January 3, 2024
$0.175	200,000	200,000	January 28, 2024
$0.420	200,000	200,000	July 21, 2024
$0.785	200,000	100,000	December 5, 2024
$0.930	1,303,000	653,500	May 11, 2025
$0.662	1,597,500	1,597,500	January 30, 2025
$0.254	624,800	624,800	April 12, 2024
$0.254	191,700	191,700	September 7, 2023
$1.099	1,269,124	1,269,124	March 2, 2022
$0.986	248,500	248,500	December 23, 2021
$1.268	124,250	124,250	November 7, 2021
$0.845	734,850	734,850	March 14,2021
Outstanding options	9,423,724	8,540,891	

(expressed in Canadian Dollars)

15. Shareholders' equity (continued):

(c) Share purchase warrants:

Each warrant entitles the holder to purchase one common share. At September 30, 2020, the Company has reserved shares for issuance as follows:

	September 30, 2020		December 31, 2019	
Warrants	Number	Average Price	Number	Average Price
Outstanding, beginning of period	6,591,591	$0.60	55,365,504	$0.14
Issued	500,000	$1.00	6,630,584	$0.60
Replacement warrants	4,941,220	$0.40	-	-
Expired unexercised	-	-	(1,347,350)	$0.12
Exercised	(7,936,671)	$0.56	(54,057,147)	$0.14
Outstanding, end of period	4,096,140	$0.49	6,591,591	$0.60

The fair value of the warrants issued was estimated using the Black-Scholes pricing model to be $460,817 in the nine months ended September 30, 2020 (December 31, 2019 - $624,000), $0.085 (December 31, 2019 - $0.094) per warrant using the following assumptions:

	September 30, 2020	December 31, 2019
Estimated risk free interest rate	0.93%	1.53%
Expected life	5 years	1 year
Expected volatility*	94.6%	88.6%
Expected dividends	$nil	$nil

* The expected volatility used was based on the historical volatility of the Company's share price over a period equivalent to the expected life of the warrants prior to their grant date.

On May 22, 2020, the outstanding warrants of Balmoral were adjusted in accordance with their terms and Exchange Ratio such that 4,941,220 warrants of Wallbridge were reserved for exercise. The fair value of the warrants acquired on acquisition of Balmoral was $343,971 (note 9).

(expressed in Canadian Dollars)

15. Shareholders' equity (continued):

(c) Share purchase warrants:

The following table summarizes the warrants outstanding and exercisable at September 30, 2020:

Number	Exercise Price	Expiry Date
147,034	$0.42	April 25, 2021
3,449,106	$0.42	May 8, 2021
500,000	$1.00	March 17, 2025
4,096,140		

16. Commitments and contingencies:

(a) The Company's activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which its mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour relations and worker safety. The Company may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees.

The Company is not aware whether any provision for such costs is required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

(b) From time to time the Company may be subject to legal claims, with and without merit. These claims may commence informally and reach a commercial settlement or may progress to a more formal dispute resolution process. The causes of potential future claims cannot be known and may arise from, among other things, business activities, environmental laws, volatility in stock price or failure to comply with disclosure obligations. Defense and settlement costs may be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have a material adverse effect on the Company's future cash flows, results of operations or financial condition.

Management determines when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and is probable that a future outflow of resources will be required to settle the obligation, provided that a reasonable estimate of the amount of the obligation can be made. Provisions for legal claims, onerous contracts and commitments are recognized at the best estimates of the expenditures required to settle the Company's liability. Provisions are measured at the present value of the expenditures required to settle the obligation.

17. Subsequent Events:

(a) On October 2, 2020, the Company completed a public offering through the issuance of an aggregate of 55,500,000 common shares of the Company at a price of $1.15 per common share for gross proceeds of $63,825,000 ("the Offering"), inclusive of the partial exercise of the over-allotment option by the underwriters.

In connection with the Offering, Kirkland Lake Gold Ltd. ("Kirkland Lake") acquired 20,000,000 common shares to increase its ownership interest in the Company to approximately 9.9% (on a non-diluted basis) in accordance with the non-dilution rights granted to Kirkland Lake by the Company pursuant to a participation agreement between the Company and Kirkland Lake dated December 6, 2019.

The underwriters were paid a cash commission of 5% on the gross proceeds of the Offering, excluding Kirkland Lake's participation. Total share issuance costs incurred were $2,421,335. The net proceeds from the Offering was $61,403,665 and will be used for continued advancement of the Company's Fenelon Gold Property and for general corporate purposes.

(b) Subsequent to September 30, 2020, the remaining 7,235,911 shares of C3 Metals Inc. were sold for net proceeds of $423,136.

(c) On November 1, 2020, the Company completed an internal reorganization whereby Balmoral merged with the Company