ROSCAN GOLD CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended January 31, 2019

(unaudited)

EXPRESSED IN CANADIAN DOLLARS

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

The accompanying unaudited condensed interim consolidated financial statements of Roscan Gold Corporation (the "Company") have been prepared by and are the responsibility of the Company's management. The Company's independent auditor, RSM Canada LLP, has not performed a review of these unaudited condensed interim consolidated financial statements, in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

ROSCAN GOLD CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(expressed in Canadian dollars)

As at		January 31 2019		October 31 2018
		(unaudited)		*(audited)*
ASSETS				
Current				
Cash	**$**	**502,731**	$	1,050,780
Sales tax receivable		**64,357**		36,211
Prepaid expenses		**50,222**		137,598
	$	**617,310**	$	1,224,589
LIABILITIES				
Current				
Accounts payable and accrued liabilities (notes 6,11)	**$**	**335,118**	$	98,762
Loans due to related parties (note 11)		**435,870**		485,915
		770,988		584,677
EQUITY (DEFICIENCY)				
Share capital (note 7)		**8,546,935**		8,546,935
Contributed surplus		**897,903**		897,903
Warrants (note 8)		**1,124,636**		1,124,636
Deficit		**(10,723,152)**		(9,929,562)
		(153,678)		639,912
	$	**617,310**	$	1,224,589

Nature of operations and going concern (note 1)
Commitments and contingencies (note 14)
Subsequent events (note 16)

See accompanying notes.

ROSCAN GOLD CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(unaudited, expressed in Canadian dollars)

Three months ended January 31,		**2019**		2018
Expenses				
Corporate and administrative (notes 9, 11)	**$**	**128,356**	$	86,427
Exploration and evaluation (note 10)		**659,226**		35,773
Foreign exchange loss		**6,008**		58
		793,590		122,258
Net loss and comprehensive loss	**$**	**(793,590)**	$	(122,258)
Basic and diluted loss per share (note 13)	**$**	**(0.009)**	$	(0.003)
Weighted average number of common shares outstanding:				
Basic and diluted		**85,995,867**		47,026,073

See accompanying notes.

ROSCAN GOLD CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(unaudited, expressed in Canadian dollars)

	Share capital					
	Number of shares	Amount	Contributed surplus	Warrants	Deficit	Total
Balance, October 31, 2017	47,026,073	$ 7,582,065	$ 475,611	$ 194,792	$ (8,324,987)	$ (72,519)
Net loss for the period	-	-	-	-	(122,258)	(122,258)
Balance, January 31, 2018	47,026,073	7,582,065	475,611	194,792	(8,447,245)	(194,777)
Units issued by private placement (notes 7,8)	36,635,499	1,218,557	-	979,573	-	2,198,130
Broker compensation units (note 7)	1,584,295	52,585	-	42,473	-	95,058
Broker warrants (notes 7,8)	-	-	-	102,590	-	102,590
Shares issued for mineral property (notes 7,10)	250,000	17,500	-	-	-	17,500
Share issuance costs (note 7)	-	(373,082)	-	-	-	(373,082)
Exercise of options (note 7)	100,000	8,367	(3,367)	-	-	5,000
Exercise of warrants (note 7)	400,000	40,943	-	(8,943)	-	32,000
Warrants expired	-	-	185,849	(185,849)	-	-
Share-based payments (note 7)	-	-	239,810	-	-	239,810
Net loss for the period	-	-	-	-	(1,482,317)	(1,482,317)
Balance, October 31, 2018	85,995,867	8,546,935	897,903	1,124,636	(9,929,562)	639,912
Net loss for the period	-	-	-	-	(793,590)	(793,590)
Balance, January 31, 2019	**85,995,867**	**$ 8,546,935**	**$ 897,903**	**$ 1,124,636**	**$ (10,723,152)**	**$ (153,678)**

See accompanying notes.

ROSCAN GOLD CORPORATION

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited, expressed in Canadian dollars)

Three months ended January 31,	**2019**	2018
Operating activities		
Loss for the period	**$ (793,590)**	$ (122,258)
	(793,590)	(122,258)
Changes in non-cash working capital items		
Sales tax receivable	**(28,146)**	(3,269)
Prepaid expenses	**87,110**	(2,961)
Accounts payable and accrued liabilities	**184,754**	87,906
	(549,872)	(40,582)
Financing activities		
Loan repayments to related parties (note 7)	**(50,045)**	-
Loans from related party (note 7)	**-**	26,000
	(50,045)	26,000
Net change in cash	**(599,917)**	(14,582)
Cash, beginning of period	**1,050,780**	18,181
Effect of exchange rate changes on cash	**51,868**	-
Cash, end of period	**$ 502,731**	$ 3,599

See accompanying notes.

1. NATURE OF OPERATIONS AND GOING CONCERN

RosCan Gold Corporation, formerly Roscan Minerals Corporation, (the "Company") is an exploration stage company involved in the business of acquiring, exploring and developing mineral properties in West Africa. The Company's mineral projects are located in Mali. The name of the Company was changed on September 19, 2018. The Company's shares are listed on the TSX Venture Exchange and the address of the Company's registered office is 365 Bay St., Suite 400, Toronto, Ontario, M5H 2V1.

Political and other risks

The Company's mineral properties are in Mali and may potentially expose the Company to risks and different considerations not normally associated with companies or exploration activities in North America. The Company's ability to retain its mineral properties, raise and deploy capital may be adversely affected by changes in governing regimes, policies, laws and regulations, all of which are beyond the Company's control.

Going Concern

The business of exploration, development and mining of minerals involves a high degree of risk and there can be no assurances that future exploration activities will result in the discovery of economically recoverable mineral deposits. The success and continuation of the Company as a going concern is dependent upon the Company's ability to arrange financing, which in part, depends on prevailing market conditions, acquiring or discovering economically viable mineral properties, exploration success, and securing title and beneficial interest in its properties.

Further funds will be required for the Company to continue as a going concern, fulfil its obligations and fund its activities. The Company does not produce revenues from its exploration activities or have a regular source of cash flow. There can be no assurance that the Company will be able to obtain sufficient financing in the future or at favourable terms.

At January 31, 2019, the Company had a working capital deficiency of $153,678 (October 31, 2018 – surplus of $639,912), incurred losses for the current three period of $793,590 (2018 - $122,258), and, has an accumulated deficit of $10,723,152 (October 31, 2018 - $9,929,562). To recapitalize the Company, on March 21, 2019, the Company completed a $3.8 million private placement (Note 16).

These consolidated financial statements have been prepared using accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. However, due to uncertainties surrounding a number of factors, such as, but not limited to, the ability to raise additional funds, ability to acquire mineral properties, exploration results, prices of underlying commodities, investor sentiment and financial market conditions, it is not possible to predict if this assumption will prove to be accurate. These factors indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (continued)

(a) Basis of presentation and consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Roscan Gold Mali SARL, a Malian company incorporated on October 26, 2018. All significant inter-company transactions and balances have been eliminated on consolidation.

These consolidated financial statements are prepared on the historical cost basis, except for financial instruments classified as fair value through profit and loss.

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of Roscan Gold Mali SARL is the West African CFA franc.

These interim financial statements do not include all of the disclosure required in annual financial statements and should be read in conjunction with the Company's 2018 audited annual consolidated financial statements. These interim results are not necessarily indicative of the results that may be anticipated for the entire fiscal year.

(b) Estimates and judgements

The preparation of financial statements, in conformity with IFRS, requires the Company's management to make certain estimates and judgements that they consider reasonable and realistic. These estimates and judgements are based on historical experience, future expectations, economic conditions and other factors. Despite regular reviews, changes in circumstances and assumptions may result in changes in these estimates and judgements, which could materially impact the reported amount of the Company's assets, liabilities, equity or earnings. By their nature, estimates and judgements are subject to measurement uncertainty and actual results could vary from estimates.

Significant estimates relate to:
- measurement of share-based payments and warrant valuation;
- measurement of shares issued to acquire mineral properties;
- establishment of provisions; and,
- recognition of deferred tax assets.

Significant judgements relate to:
- ability to continue as a going concern;
- functional currency of the Company and its subsidiary; and,
- exploration and evaluation accounting policy.

3. SIGNIFICANT ACCOUNTING POLICIES

The Company's significant accounting policies, as described in Note 4 of the Company's audited consolidated financial statements for the year ended October 31, 2018, have been applied consistently to all periods presented in these financial statements, unless otherwise noted. During 2019 the Company adopted the following policy:

SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of IFRIC 22 – Foreign Currency Transactions and Advanced Consideration
IFRIC 22, was issued on December 2016 and clarifies the accounting for transactions that include the receipt or payment of advanced consideration in a foreign currency. For purposes of determining the exchange rate to use on initial recognition, the date of the transaction is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. The Company adopted IFRIC 22, effective Nov 1, 2018. There was no material impact from its adoption.

4. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The following standard has been issued but is not yet effective:

IFRS 2 Share-Based Payments
In June 2016, the IASB issued an amendment to IFRS 2 addressing (i) certain issues related to the accounting for cash-settled awards, and (ii) the accounting for equity-settled awards that include a "net settlement" feature in respect of employee withholding taxes. This amendment is effective for annual periods beginning on or after January 1, 2019. The Company is currently evaluating the impact of the above standard on its financial performance and financial statement disclosures, but expects that such impact would not be material.

5. CAPITAL MANAGEMENT

The Company's objectives when managing capital are: to safeguard its ability to continue as a going concern; and, to have sufficient capital to fund the exploration and development of its mineral properties and the acquisition of other mineral properties for the benefit of its shareholders.

As at January 31, 2019, the Company had a working capital deficit of $153,678 (October 31, 2018 – surplus of $639,912).

The Company considers its capital structure to consist of shareholder equity. In order to maintain its capital structure the Company is dependent on equity funding and loans from related parties. Funding through equity instruments is comprised of common shares, warrants and incentive stock options. The Board of Directors does not established quantitative targets on its capital criteria for management, however, it relies on management to review its capital management methods and requirements on an ongoing basis and make adjustments, accordingly, to sustain future development of the business. There were no changes in the Company's management of its capital during the period. The Company is not subject to any externally imposed capital requirements.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	January 31 2019	October 31 2018
Trade payables	**$ 282,983**	$ 26,021
Accrued liabilities	**18,083**	52,241
Related parties (note 11)	**34,052**	20,500
	$ 335,118	$ 98,762

7. SHARE CAPITAL

Authorized
Unlimited common shares

	Number	Amount
Balance, October 31, 2017	47,026,073	$ 7,582,065
Shares issued on exercise of options (i)	100,000	8,367
Shares issued on exercise of warrants (ii)	400,000	40,943
Shares issued for mineral property (iii)	250,000	17,500
Shares issued by private placement (iv)	36,635,499	2,198,130
Shares issued for broker compensation (iv)	1,584,295	95,058
Value attributed to private placement warrants (iv)	-	(979,573)
Value attributed to broker compensation warrants (iv)	-	(42,473)
Share issuance costs - broker compensation warrants (iv)	-	(95,058)
Share issuance costs - broker warrants (iv)	-	(102,590)
Share issuance costs	-	(175,434)
Balance, October 31, 2018 and January 31, 2019	**85,995,867**	**$ 8,546,935**

(i) On April 19, 2018, the Company issued 100,000 shares in connection to the exercise of stock options for net proceeds of $5,000. The fair value of these stock options was $3,367, which was transferred from contributed surplus to capital stock. The share price on the date of exercise was $0.07.

(ii) In April 2018, the Company issued 400,000 shares in connection to the exercise of warrants for net proceeds of $32,000. The fair value of these warrants was $8,943, which was transferred from the warrant reserve account.

(iii) On June 21, 2018, the Company issued 250,000 common shares at $0.07 per share in accordance with the option agreement made with Minex SARL for the Kandiole Project's Mankouke permit (Note 10).

(iv) On July 26, 2018, pursuant to a brokered and non-brokered private placement, the Company issued 34,598,799 units at $0.06 per unit for gross proceeds of $2,075,928. Each unit was comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of $0.12 for a period of 24 months, expiring on July 26, 2020. If at any time, after November 26, 2018, the daily volume weighted average trading price of the common shares of the Company, as traded on the TSX Venture Exchange, equals or exceeds $0.24 for 20 consecutive trading days, the Company has the right to accelerate the expiry date of the warrants to a date which is 10 days following the date of the Company provides notice of the accelerated expiry. The value of the warrants was estimated at $927,539 using the relative fair value method. As consideration for the services of the broker, the Company issued: 1,584,295 compensation units on the same terms as the private placement units; and, 1,584,295 broker warrants having an exercise price of $0.06 with a 24 month term. The value of the compensation unit warrants was estimated at $42,473 and the using the relative fair value method and the value of the broker warrants was estimated at $102,590 using the Black-Scholes option pricing model. The units issued as broker compensation were estimated to have a fair value of $95,058.

On August 20, 2018, pursuant to the private placement completed on July 26, 2018, the Company completed a non-brokered second tranche by issuing an additional 2,036,700 units at $0.06 per unit for gross proceeds of $122,202. Each unit was comprised of one common share and common share purchase warrant. Each warrant

SHARE CAPITAL (continued)

entitles the holder to acquire an additional common share at a price of $0.12 for a period of approximately 23 months, expiring on July 26, 2020. If at any time, after December 20, 2018, the daily volume weighted average trading price of the common shares of the Company, as traded on the TSX Venture Exchange, equals or exceeds $0.24 for 20 consecutive trading days, the Company has the right to accelerate the expiry date of the warrants to a date which is 10 days following the date of the Company provides notice of the accelerated expiry. The value of the warrants was estimated at $52,034 using the relative fair value method.

Cash share issuance costs relating to these private placements was $175,434.

Stock options

Under the terms of the Company's stock option plan ("Plan"), the Company is authorized to issue up to a maximum of 10% of the issued common shares with an exercise period that is not to exceed ten years. The term, exercise price and vesting conditions of the options are fixed by the Board of Directors at the time of grant. All issued stock options were granted in accordance with the terms of the Plan.

Stock option transactions and the number of stock options outstanding are as follows:

	Number	Weighted average exercise price
Balance, October 31, 2017	1,850,000	$0.05
Granted (i)	3,300,000	0.10
Exercised	(100,000)	0.05
Expired	(250,000)	0.05
Balance, October 31, 2018 and January 31, 2019	**4,800,000**	**$0.09**

(i) On August 1, 2018, the Company granted 3,300,000 stock options to directors, officers and consultants. These options had a fair value of $239,810, vested immediately and were issued with an exercise price of $0.10 and a three year term.

Fair value of the options issued were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2018
Dividend yield	Nil
Expected volatility (based on historical prices)	199%
Risk-free rate of return	2.12%
Expected life	3 Years
Share price	$0.080

SHARE CAPITAL (continued)

The following summarizes information on the outstanding stock options:

Expiry Date	Number	Weighted average exercise price	Exercisable	Weighted average remaining life (years)
September 18, 2019	1,200,000	$0.05	1,200,000	0.63
August 1, 2021	3,300,000	0.10	3,300,000	3.12
March 15, 2022	300,000	0.06	300,000	2.50
	4,800,000	$0.09	4,800,000	2.07

8. WARRANTS

	Number	Weighted average exercise price
Balance, October 31, 2017	8,740,000	$0.08
Issued	39,804,089	0.12
Exercised	(400,000)	0.08
Expired	(8,340,000)	0.08
Balance, October 31, 2018 and January 31, 2019	**39,804,089**	**$0.12**

Relative fair value of the warrants were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2018
Dividend yield	Nil
Expected volatility (based on historical prices)	199%
Risk-free rate of return	2.05%
Expected life	2 Years
Share price	$0.075

The following summarizes information on the outstanding warrants:

Expiry Date	Number	Exercise price	Weighted average remaining life (years)	Relative fair value
July 26, 2020	38,219,794	$0.12	1.48	$ 1,022,046
July 26, 2020	1,584,295	0.06	1.48	102,590
	39,804,089	$0.12	1.48	$ 1,124,636

9. CORPORATE AND ADMINISTRATIVE

	Three months ended January 31 2019	2018
Consulting	**$ 9,000**	$ -
Listing and share transfer	**6,311**	1,076
Management fees (note 11)	**55,500**	55,500
Office and general	**7,590**	831
Premises (note 11)	**5,550**	1,050
Professional fees (note 11)	**11,195**	6,438
Shareholder relations and promotions	**25,608**	21,532
Travel	**7,602**	-
	$ 128,356	$ 86,427

10. EXPLORATION AND EVALUATION

	Three months ended January 31 2019	2018
Acquisition costs	**$ 30,000**	$ 25,000
Property costs	**-**	1,000
Assaying	**104,115**	-
Consulting/Contracting	**33,216**	7,300
Drilling	**195,164**	-
Field expenses and equipment	**146,087**	-
Field office	**123,258**	-
General and administrative	**4,431**	971
Professional fees	**16,139**	-
Travel/Transportation	**6,816**	1,502
	$ 659,226	$ 35,773

Kandiole Project – Mali

The Company entered into five option agreements to acquire a 100% interest in six contiguous gold prospective permits, encompassing 271 sq. kilometres, in Mali, West Africa. In order to earn a 100% interest in each of the permits, the Company shall:

A) Kandiole North Option Agreement* (40 sq. kms.) effective November 3, 2017, permit expiring February 28, 2021

(a) Pay Touba Mining SARL ("Touba") an aggregate of $80,000 over a three (3) year option period as follows:

- May 3, 2018 $20,000 (paid)
- November 3, 2018 $20,000 (paid)
- May 3, 2019 $10,000
- November 3, 2019 $10,000
- May 3, 2020 $10,000
- November 3, 2020 $10,000

EXPLORATION AND EVALUATION (continued)

(b) Pay permitting fees of 10,000,000 CFA francs (paid) to the Malian government's Direction Nationale de la Geologie et des Mines ("DNGM").

(c) Touba shall retain a 5% net profit interest ("NPI") and a 2% net smelter return royalty ("NSR") on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for $1,000,000.

* Touba has assigned its option rights under its agreement with Oauni-Or SARL to the Company.

B) Kandiole West Option Agreement* (25 sq. kms.) effective November 3, 2017, permit expiring June 12, 2021

(a) Pay Touba an aggregate of $80,000 as follows:
(i) $5,000 on signing (paid); and,
(ii) $75,000 over a three (3) year option period as follows:

- May 3, 2018 $5,000 (paid)
- November 3, 2018 $10,000 (paid)
- May 3, 2019 $10,000
- November 3, 2019 $10,000
- May 3, 2020 $20,000
- November 3, 2020 $20,000

(b) Pay permitting fees of 10,000,000 CFA francs (paid) to the DNGM.

(c) Touba shall retain a 5% net profit interest ("NPI") and a 2% NSR on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for $1,000,000.

* Touba has assigned its option rights under its agreement with Kara Mining SARL to the Company.

C) Segando South and Moussala North Option Agreement (97 sq. kms.) effective March 31, 2018, permit renewal pending

(a) Pay K.L. Mining SARL and K.A. Gold Mining SARL (collectively, the "Optionor") an aggregate of US$400,000 as follows:
(i) US$40,000 on signing (paid); and,
(ii) US$360,000 over a three (3) year option period as follows:

- March 31, 2019 US$60,000
- March 31, 2020 US$120,000
- March 31, 2021 US$180,000

(b) Incur an aggregate of US$165,000 in exploration expenditures over the option period, as follows:

- First year US$40,000
- Second year US$60,000
- Third year US$65,000

(c) Pay permitting fees (paid) to the DNGM. The DNGM is in the process of formalizing the grant of these leases.

(d) The Optionor shall retain a 2% NSR on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for US$1,200,000.

EXPLORATION AND EVALUATION (continued)

D) Niala Option Agreement (93 sq. kms.) effective April 27, 2018, permit expiring May 22, 2021

(a) Pay SOLF SARL ("SOLF") an aggregate of $117,500 as follows:
   (i) $12,500 on signing (paid); and,
   (ii) $105,000 over a three (3) year option period as follows:
   - April 27, 2019 $30,000
   - April 27, 2020 $35,000
   - April 27, 2021 $40,000

(b) Incur an aggregate of $205,000 in exploration expenditures over the option period, as follows:
   - First year $50,000
   - Second year $75,000
   - Third year $80,000

(c) Pay permitting fees of $5,000,000 CFA francs (paid) to the DNGM.

(d) SOLF shall retain a 2% NSR on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for $500,000.

E) Mankouke Option Agreement (16 sq. kms.) effective June 22, 2018, permit expiring April 2, 2020

(a) Pay Minex SARL ("Minex") an aggregate of $250,000 as follows:
   (i) $40,000 on signing (paid); and,
   (ii) $210,000 over a three (3) year option period as follows:
   - June 22, 2019 $60,000
   - June 22, 2020 $70,000
   - June 22, 2021 $80,000

(b) Issue 1,000,000 common shares of the Company to Minex in four instalments as follows:
   - On signing 250,000 (issued)
   - June 22, 2019 250,000
   - June 22, 2020 250,000
   - June 22, 2021 250,000

(c) Incur an aggregate of $205,000 in exploration expenditures over the option period, as follows:
   - First year $50,000
   - Second year $75,000
   - Third year $80,000

(d) Minex shall retain a 3% NSR on all ore mined from the property. The Company has the right to purchase two-thirds of the NSR (equivalent to a 2% NSR) for US$1,000,000.

During the option periods for all of the permits, the Company shall be responsible for keeping each permit in good standing and performing all obligations required by law.

11. RELATED PARTY TRANSACTIONS AND BALANCES

	Three months ended January 31 2019	2018
Management fees (i)	**$ 55,500**	$ 55,500
Premises (ii)	**4,500**	-
Professional fees (iii)	**10,995**	4,738
	$ 70,995	$ 60,238

(i) Management fees were paid or became payable to a company controlled by a Company director/officer and to a company controlled by an associate of a Company director/officer.

(ii) Rent was paid or became payable to a company controlled by a Company director/officer.

(iii) Legal fees were paid or became payable to a law firm in which a Company director is a partner.

Loans due to related parties balance of $435,870 (October 31, 2018 - $485,915) consisted of cash loans provided by a company controlled by a Company director/officer. These loans are non-interest bearing, unsecured and due on demand. The Company received cash loans of $nil (2018 - $26,000) and repaid $50,045 (2018 - $nil) of the cash loans during the three month period.

Included in accounts payable and accrued liabilities is $34,052 (October 31, 2018 - $20,500) payable to entities controlled by or associated with Company directors/officers.

12. KEY MANAGEMENT COMPENSATION

The Company considers its officers and directors to be key management. Key management are those persons having authority and responsibility for planning, directing and controlling activities, directly or indirectly, of the Company. Compensation of key management is summarized below.

	Three months ended January 31 2019	2018
Short-term compensation	**$ 66,495**	$ 60,238

13. LOSS PER SHARE

Loss per share is calculated using the weighted average number of shares outstanding for the period. For the purposes of calculating the basic and diluted loss per share the effect of the potentially dilutive options and warrants were not included in the calculation as the result would be anti-dilutive.

14. COMMITMENTS AND CONTINGENCIES

The Company currently has management services agreements with two Company officers that contain the provision of termination and change of control benefits. The agreements provide that in the event that their services are terminated by the Company other than for cause, then each officer shall be entitled to a lump sum payment amount equal to 2 years of base remuneration plus 1 month of current compensation for each year of service, beginning November 1, 2017. If a change of control were to occur, the officers would be entitled to $467,125. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

15. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The carrying value of cash, accounts payable and accrued liabilities and loans due to related parties approximates fair value due to the relative short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arms-length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

IFRS 7 establishes a fair value hierarchy that prioritizes the valuation techniques for each financial instrument measured at fair value. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement.

The methods and assumptions used to develop fair value measurements are: Level 1 - includes quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - includes inputs, other than quoted prices included in Level 1, that are observable for an asset or liability, either directly (i.e. as process) or indirectly (i.e. derived from process); and, Level 3 - includes inputs that are not based on observable data.

As at January 31, 2019 and October 31, 2018, cash was the only financial instrument classified within the fair value hierarchy and was classified as Level 1.

Classification of Financial Instruments

		January 31 2019	October 31 2018
Financial assets			
Cash	Fair value through profit and loss	**$ 502,731**	$ 1,050,780
Financial liabilities			
Accounts payable and accrued liabilities	Amortized cost	**$ 335,118**	$ 98,762
Loans due to related parties	Amortized cost	**$ 435,870**	$ 485,915

Risk Management

The primary objectives of the Company's financial risk management procedures are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's financial position, from events that have the potential to materially impair its financial strength. These activities include the preservation of its capital by minimizing risk related to its cash.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The Company does not trade financial instruments for speculative purposes and does not have a risk management committee or written risk management policies. The Company's financial instruments are exposed to the risks described below:

Credit Risk
Credit risk is the risk of financial loss to the Company, if one party to a financial instrument fails to discharge or meet their obligations. Financial instruments that potentially expose the Company to this risk relate to its cash, which is primarily held at Canadian banking institutions.

Liquidity Risk
Liquidity risk management requires maintaining sufficient cash, liquid investments or credit facilities to meet the Company's operating expenditures and commitments, as they come due. The Company manages liquidity risk through the management of its capital structure as described in Note 5. The Company does not have any income from operations or a regular source of income and is highly dependent on its working capital and equity funding to support its exploration and corporate activities. There can be no assurance that the Company will be successful in its fund raising activities.

As at January 31, 2019, the Company had cash of $502,731 to settle current liabilities of $770,988. Subsequent to January 31, 2019, the Company eliminated its working capital deficiency by completing a $3.8 million private placement (Note 16).

Currency Risk
The Company's operates in Canada and Mali and has potential future commitments in Mali that are denominated in the West African CFA franc (FCFA), Euros, and the United States dollar, giving rise to market risks from changes in foreign exchange rates. The Company monitors foreign exchange rates on an as needed basis. A 10% change in these currencies will impact profitability by approximately $30,000.

Interest Rate Risk
The Company is not exposed to any significant interest rate risk, as the Company has no interest bearing investments or debt.

16. SUBSEQUENT EVENTS

(a) On March 21, 2019, the Company completed a $3,271,999.92 brokered private placement and a $528,000.06 non-brokered private placement for aggregate gross proceeds of $3,799,999.98. The Company issued a total of 27,142,857 units at $0.14 per unit and each unit is comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of $0.22 for a period of 24 months. As consideration for the services of the broker, the Company issued: 1,402,286 compensation units on the same terms as the private placement units; and, 1,869,714 broker warrants having an exercise price of $0.14 and a 24 month term, expiring March 21, 2021. Each broker warrant entitles the holder to purchase a unit comprised of one common share and one common share purchase warrant and each warrant entitles the holder to acquire one additional common share at a price of $0.22 for a period of 24 months, expiring March 21, 2021. Cash commissions related to the non-brokered private placement were $19,078.

(b) Subsequent to January 31, 2019, the Company received proceeds of $283,444 from the exercise of 2,362,033 warrants.