

# **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

Unaudited - prepared by management

March 31, 2020

### NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of Independence Gold Corp. (the "Company") have been prepared by and are the responsibility of the Company's management.

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

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited) (Expressed in Canadian Dollars)

		March 31 2020		December 31 2019
ASSETS			_	
Current				
Cash and cash equivalents	\$	563,261	\$	721,664
Receivables (Note 7)		56,488		53,914
Investments (Note 3)		95,739	_	124,445
		715,488		900,023
Long term deposit		39,279		55,182
Land use deposits (Note 4)		72,000		72,000
Property and equipment (Note 2 & 5)		890,956		911,345
Mineral properties (Note 6)		10,479,094		10,479,094
	\$	12,196,817	\$_	12,417,644
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (Note 7)	\$	142,599	\$	145,451
Current portion of lease liabilities (Note 2)	•	128,222	•	124,286
		270,821		269,737
Lease liabilities (Note 2)		769,378		781,012
, ,	_	1,040,199		1,050,749
Shareholders' equity				
Share capital (Note 8)		35,510,295		35,510,295
Reserves		445,860		454,813
Deficit		(24,799,537)		(24,598,213)
	_	11,156,618	_	11,366,895
	\$	12,196,817	\$ _	12,417,644
Nature and continuance of operations (Note 1) Subsequent events (Note 9)				
Approved and authorized by the Board on May 27 <sup>th</sup> , 2020.				
"Randy C Turner"		"John Mcl	Donald	u,
Randy C. Turner, Director		John McDona	ld, Dire	ector

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited) (Expressed in Canadian Dollars)

Expenses		Three Month Period Ended March 31 2020		Three Month Period Ended March 31 2019
•	÷	40 102	۲	02.404
Exploration expenditures (recoveries) (Note 6)	\$	48,103	\$	92,404
Property Investigation  Depreciation		43,706		1,284 42,773
Insurance		45,700		•
		16,968		14,185
Interest		135		17,432 235
Legal, audit and accounting  Management fees and corporate services (Note 7)		53,063		67,800
Office and miscellaneous		3,817		16,104
Regulatory and transfer agent fees		5,974		7,699
Share-based compensation (Note 8)		5,574		130,968
Shareholder communications		2,913		3,433
Travel		2,313		3,388
Wages and benefits		23,257		20,948
wages and benefits		(197,936)		(418,653)
		(137,330)		(+10,033)
Interest income		2,639		9,578
Rent Recovery		13,725		13,725
Unrealized loss on investments		(28,705)		(7,358)
Realized loss on investments		-		(36,200)
		(12,341)		(20,255)
Loss and comprehensive loss for the period	\$	(210,277)	\$_	(438,908)
Basic and diluted loss per common share	\$	(0.00)	\$	(0.01)
Weighted average number				
of common shares outstanding - basic and diluted		56,290,392		56,090,392

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited) (Expressed in Canadian Dollars)

	_	Three Month Period Ended March 31 2020	_	Three Month Period Ended March 31 2019
Cash flows used in operating activities				
Loss for the period	\$	(210,277)	\$	(438,908)
Items not affecting cash:				
Depreciation		43,706		42,773
Share-based compensation		-		130,968
Unrealized loss on investments		28,705		7,358
Realized loss on investments		-		36,200
Interest expense		15,789		17,432
Changes in non-cash working capital items:				
Increase in receivables		(2,574)		(17,869)
Decrease in accounts payable and accrued liabilities		(2,852)		(2,155)
Net cash used in operating activities	_	(127,503)	<del>-</del>	(224,201)
Cash flows from investing activities				
Acquisition of mineral properties		-		(20,000)
Proceeds on sale of marketable securities		-		171,400
Decrease in long-term deposits		15,903		15,501
Net cash from investing activities	_	15,903	<del>-</del>	166,901
Cash flows used in financing activities				
Lease liability payment		(46,803)		(45,656)
	_	(46,803)	-	(45,656)
	_	(12/222/	-	(10,000)
Change in cash and cash equivalents during the period		(158,403)		(102,956)
Cash and cash equivalents, beginning of the period		721,664		1,913,861
Cash and cash equivalents, end of the period	\$ _	563,261	\$	1,810,905

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited) (Expressed in Canadian Dollars)

Share Capital

				-				
	Number		Amount		Reserves	_	Deficit	 Total
Balance, December 31, 2018	56,090,392	\$	35,495,295	\$	323,845	\$	(23,046,252)	\$ 12,772,888
Share-based compensation (Note 8d)	-		-		130,968		-	130,968
Loss for the period		_	-		-	_	(438,908)	 (438,908)
Balance, March 31, 2019	56,090,392	\$	35,495,295	\$	454,813	\$	(23,485,160)	\$ 12,464,948
Shares issued for mineral properties	200,000		15,000		-		-	15,000
Loss for the period		_	-		-	_	(1,113,053)	 (1,113,053)
Balance, December 31, 2019	56,290,392	\$	35,510,295	\$	454,813	\$	(24,598,213)	\$ 11,366,895
Reserves transferred on cancelled options (Note 8c)	-		-		(8,953)		8,953	-
Loss for the period		_	-		-	_	(210,277)	 (210,277)
Balance, March 31, 2020	56,290,392	\$	35,510,295	\$	445,860	\$	(24,799,537)	\$ 11,156,618

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

#### 1. NATURE AND CONTINUANCE OF OPERATIONS

Independence Gold Corp. ("Independence" or the "Company") was incorporated under the Business Corporation Act (British Columbia) on November 1, 2011 and is considered to be in the exploration stage with respect to its mineral properties. Based on the information available to date, the Company has not yet determined whether its properties contain economically recoverable mineral reserves.

The Company's head office and principal address is 1020 - 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company's registered and records office is 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The recovery of the amounts comprised in mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These condensed consolidated interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred ongoing losses and has no source of recurring revenue. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. Although the Company has been successful in obtaining financing in the past, there can be no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effect on the Company's business or ability to raise funds.

These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

### 2. BASIS OF PREPARATION

# **Statement of Compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards ("IAS") 34, "Interim Financial Reporting" on a basis consistent with the accounting policies disclosed in the audited consolidated financial statements for the fiscal year ended December 31, 2019.

These condensed consolidated interim financial statements should be read in conjunction with the most recently issued audited consolidated financial statements, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies which were presented in Note 3 to the Consolidated Financial Statements for the fiscal year ended December 31, 2019 and have been consistently applied in the preparation of the Company's consolidated interim financial statements.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

# 2. BASIS OF PREPARATION (continued)

The Company's condensed consolidated interim financial statements are unaudited. Financial information in this report reflects any adjustments (consisting of normal recurring adjustments) that are, in the opinion of management necessary to a fair presentation of results for the interim periods in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

#### 3. INVESTMENTS

	March 31, 2020	Decen	nber 31, 2019
Rojo Resources Ltd.	\$ 1,250	\$	1,000
Metallic Minerals Corp.	30,000		47,000
ATAC Resources Ltd.	9,000		13,500
White Gold Corp.	20,800		45,600
Canterra Minerals Corporation	34,689		17,345
Total	\$ 95,739	\$	124,445

As at March 31, 2020, the Company holds 5,000 (December 31, 2019 – 5,000) common shares of Rojo Resources Ltd., a public company listed on the TSX Venture Exchange. These shares were received pursuant to mineral property option agreements.

As at March 31, 2020, the Company holds 200,000 common shares (December 31, 2019 – 200,000) of Metallic Minerals Corporation. The common shares were recorded at fair value using the Black-Scholes option pricing model. The Company revalues the common shares each reporting period. Any changes in the fair value of the common shares is recorded in profit or loss.

As at March 31, 2020, the Company holds 60,000 common shares (December 31, 2019 - 60,000) of ATAC Resources Ltd, pursuant to a property sale agreement for the Stinger property. The common shares received had a fair value of \$30,600.

As at March 31, 2020, the Company holds 40,000 common shares (December 31, 2019 – 40,000) of White Gold Corp., pursuant to property sale agreements for the Henderson, Flow and Birdman properties. For the three months ended March 31, 2019, the Company sold 120,000 shares of White Gold Corp. for total proceeds of \$171,400 and recognized a loss of \$36,200.

As at March 31, 2020, the Company holds 3,468,933 common shares (December 31, 2019 - 3,468,933) of Canterra Minerals Corporation, pursuant to a debt settlement agreement and had a fair value of \$86,723.

#### 4. LAND USE DEPOSITS

The Company has provided deposits as security for land use and potential future reclamation work relating to its mineral properties. As at March 31, 2020 a total of \$72,000 (December 31, 2019 - \$72,000) had been lodged with the British Columbia Ministry of Energy, Mines & Petroleum Resources.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

# 5. PROPERTY AND EQUIPMENT

		Leasehold		Right of	
		Improvements		<b>Use Asset</b>	Total
COST					
Balance, December 31, 2018	\$	134,149	\$	-	134,149
Additions/(dispositions)		-		1,021,207	1,021,207
Balance, December 31, 2019	_	134,149	' <u>-</u>	1,021,207	
Additions/(dispositions)		-		23,316	23,316
Balance, March 31, 2020	\$	134,149	\$	1,044,523	1,178,672
ACCUMULATED DEPRECIATION					
Balance, December 31, 2018	\$	72,917	\$	-	72,917
Additions/(dispositions)		26,515	_	144,578	171,093
Balance, December 31, 2019		99,433		144,578	244,011
Additions/(dispositions)		6,629	_	37,077	43,706
Balance, March 31, 2020	\$	106,062	\$	181,655	287,717
CARRYING AMOUNTS					
Balance, December 31, 2018	\$	61,232	\$	-	61,232
Balance, December 31, 2019	\$	34,716	\$	876,629	911,345
Balance, March 31, 2020	\$	28,087	\$	862,868	890,956

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

# 6. MINERAL PROPERTIES

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and to the best of its knowledge, title to all of its properties, except as described below are properly registered and in good standing.

The Company holds interest in various mineral claims located in Canada, the capitalized acquisition costs of which are as follows:

		March 31	Decembe
		2020	2
BRITISH COLUMBIA			
3Ts PROJECT			
Taken Property	\$	345,693	\$ 345,
A 100% interest in certain claims. The property is subject to a sliding scale net sme 4.0%. The Company may reduce the NSR to 1.0% by paying \$2,000,000 per percent.	elter returns r	oyalty ("NSR")	ranging from 2.09
Tam Property		1,750,979	1,750
A 100% interest, subject to a 1.0% NSR, one-half of which may be purchased back for	\$250,000.		
Tsacha Property		2,121,788	2,121
A 100% interest in certain claims subject to a 2.0% NSR.			
Tommy Lake Property		17,518	17,
A 100% interest.			
OTHER BC PROPERTIES			
Merit Property		17,500	17,
The Company may earn up to 60% interest by making a \$10,000 cash payment (paid)	), issuing 650,	000 common s	hares
(100,000 common shares issued) and expending \$750,000 in work commitments.			
Nicoamen Property		17,500	17,
The Company may earn up to 60% interest by making a \$10,000 cash payment (paid), (100,000 common shares issued) and expending \$750,000 in work commitments.	, issuing 650,	000 common si	hares
YUKON			
BOULEVARD PROJECT			
Boulevard Property		4,683,537	4,683
A 100% interest, subject to a 2.0% NSR. Upon completion of a 43-101 report with obligated to issue a further 1,000,000 common shares.	specific reso	urce estimates	, the Company wil
YCS Property		425,237	425
A 100% interest, subject to a 2.0% NSR. The Company can buy-back one-half of the N.	ISR for \$1,000	•	0,
Solitude Property		865,566	865
A 100% interest.		303,300	505,
Tiger Property		233,776	233,
		433.//0	233,
A 100% interest, subject to a 2.0% NSR. The Company can buy-back one-half of the N.	ISR for \$2 000	•	

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

# 6. MINERAL PROPERTIES (continued)

During the three months ended March 31, 2020, the Company incurred exploration expenditures as follows:

	Geology & eophysics	Sar	Field mpling	Dri	lling		and Use Tenure	Eva	Data aluation	Safety & Reclamation	Recove	ries	Total for ne period
BRITISH COLUMBIA													
3Ts Project	\$ 8,442	\$	-	\$	-	Ş	230	\$	3,690	\$ 1,136	\$	-	\$ 13,498
Merit	964		-		-		7,066		-	1,677		-	9,707
Nicoamen	964		-		-		7,687		2,940	1,561		-	13,152
YUKON													
Boulevard Project	631		-		-		-		1,148	-		-	1,779
Flow	-		-		-		-		-	-		-	-
Other	9,967											-	9,967
	\$ 20,968	\$	-	\$	-	\$	14,983	\$	7,778	\$ 4,374	\$	-	\$ 48,103

During the three months ended March 31, 2019, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Sar	Field npling	Dri	illing	and Use Tenure	D Evaluat	ata ion	Sa <sup>.</sup> Reclan	fety & nation	Re	coveries	Total for ne period
BRITISH COLUMBIA													
3Ts Project	\$ 48,382	\$	-	\$	-	\$ 1,276	\$	-	\$	-	\$	-	\$ 49,658
Merit	1,437		-		-	2,911		-		-		-	4,347
Nicoamen	13,383		-		-	27,113		-		-		-	40,496
YUKON													
Boulevard Project	657		-		-	-		-		-		-	657
Flow	663		-		-	1,344		-		-		-	2,007
Other	1,409											(6,171)	(4,762)
	\$ 65,931	\$	-	\$	-	\$ 32,644	\$	-	\$	-	\$	(6,171)	\$ 92,404

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

# 7. RELATED PARTY TRANSACTIONS

The Company had two wholly-owned subsidiaries: Golden Pavilion Resources Ltd. (incorporated in British Columbia) and Silver Quest Resources (US) Ltd. (incorporated in Nevada). There was no activity in either company during the twelve months ended December 31, 2019, and on December 19, 2019 both subsidiaries were dissolved.

#### Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

Compensation paid or payable to key management for services rendered are as follows:

	Three months per Marc	iod ended h 31, 2020	Three months M	period ended arch 31, 2019
Management fees	\$	53,063	\$	56,550
Directors fees		-		11,250
Geological consulting fees		6,188		5,616
Share-based compensation*		-		124,875
Property investigation		-		1,284
Total	\$	59,250	\$	199,575

<sup>\*</sup> Share-based compensation consists of options granted to key management. The value shown above is calculated using the Black-Scholes option pricing model and does not represent actual amounts received.

Included in receivables at March 31, 2020 is \$46,914 (December 31, 2019 - \$39,711) due from companies with directors and/or officers in common. Included in accounts payable and accrued liabilities at March 31, 2020 is \$Nil (December 31, 2019 - \$10,050) due to directors and companies with directors and/or officers in common.

The Company provides geological, office and administrative services to public companies with common directors. During the three months ended, March 31, 2020, the Company received or accrued \$4,500 (March 31, 2019 - \$4,500) for rent and \$3,366 (March 31, 2019 - \$3,567) for accounting, investor relations, geology and other.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

### 8. SHARE CAPITAL AND RESERVES

### a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares are fully paid.

### b) Issued share capital

As at March 31, 2020, the Company has 56,290,392 common shares issued and outstanding.

The Company did not issue any shares during the three months period ended March 31, 2020 (December 31, 2019 – 200,000).

### c) Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

On March 31, 2020, the Company cancelled 30,000 options granted to a former employee.

On February 4, 2019, the Company granted 2,150,000 stock options to directors and employees.

As at March 31, 2020, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Shares	Exercise Price	Expiry Date	
200,000	\$ 0.15	June 2, 2020	
375,000	\$ 0.20	May 18, 2021	
1,700,000	\$ 0.25	March 1, 2022	
200,000	\$ 0.20	November 2, 2022	
2,150,000	\$ 0.15	February 4, 2024	
4,625,000			

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2020 (Expressed in Canadian Dollars)

# 8. SHARE CAPITAL AND RESERVES (continued)

### c) Stock options (continued)

Stock option transactions are summarized as follows:

	Mar	ch 31, 2020	December 31, 201			
		Weighted		Weighted		
		Average		Average		
	Number	Exercise	Number	Exercise		
	of Options	Price	of Options	Price		
Balance, beginning of period	4,655,000	\$ 0.19	2,505,000	\$ 0.23		
Granted	-	_	2,150,000	\$ 0.15		
Cancelled	(30,000)	\$ 0.19	-	-		
Balance, end of period	4,625,000	\$ 0.19	4,655,000	\$ 0.19		
Options exercisable, end of period	4,625,000	\$ 0.19	4,655,000	\$ 0.19		

### d) Share-based compensation

The Company did not issue any stock options during the three months ended March 31, 2020.

The Company issued 2,150,000 stock options during the three months period ended March 31, 2019, with a fair market value of \$130,968, or \$0.06 per option. All options vest immediately upon grant.

The following weighted-average assumptions were used for the Black-Scholes valuation of stock options granted during the noted year:

	2019
Risk-free interest rate	1.24%
Expected life of options	5 years
Annualized volatility	100.49%
Weighted average FV	\$ 0.06
Expected dividend rate	0%

#### e) Warrants

As at March 31, 2020 and 2019 the Company had no outstanding share purchase warrants.

# 9. SUBSEQUENT EVENTS

On May 20, 2020, the Company issued 200,000 common shares pursuant to the Merit and Nicoamen property option agreements with a fair value of \$9,000.