
CR CAPITAL CORP.
FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 2019 AND 2018
(EXPRESSED IN CANADIAN DOLLARS)

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of CR Capital Corp.

Opinion

We have audited the financial statements of CR Capital Corp. (the "Company"), which comprise the statements of financial position as at December 31, 2019 and 2018, and the statements of loss and comprehensive loss, statements of cash flows and statements of changes in equity for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of \$109,102 during the year ended December 31, 2019 and, as of that date, the Company had limited working capital. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with

the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we

are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner of the audit resulting in this independent auditor's report is Chris Milios.

McGovern Hurley LLP



**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
April 3, 2020

CR Capital Corp.
Statements of Financial Position
(Expressed in Canadian dollars)

As at December 31,	2019	2018
ASSETS		
Current assets		
Cash	\$ 31,389	\$ 7,523
Amounts receivable and other assets (note 6)	10,226	9,605
Marketable securities (note 7)	25,000	100,000
Total assets	\$ 66,615	\$ 117,128
LIABILITIES AND EQUITY		
Current liabilities		
Amounts payable and other liabilities (notes 8 and 16)	\$ 61,387	\$ 59,293
Flow-through share liability (note 9)	2,828	-
Total liabilities	64,215	59,293
Equity		
Share capital (note 10)	24,576,144	24,570,737
Reserves (notes 11 and 12)	90,748	105,559
Accumulated deficit	(24,664,492)	(24,618,461)
Total equity	2,400	57,835
Total liabilities and equity	\$ 66,615	\$ 117,128

The accompanying notes to the financial statements are an integral part of these statements.

Nature of operations and going concern (note 1)
Commitments and contingencies (notes 14 and 19)
Subsequent event (note 20)

Approved on behalf of the Board:

"Brian Howlett", Director _____

"Eric Szustak", Director _____

CR Capital Corp.**Statements of Loss and Comprehensive Loss**
(Expressed in Canadian dollars)

Year Ended
December 31,
2019 2018

Operating expenses

Exploration and evaluation expenditures (note 14)	\$ 25,165	\$ 66,248
General and administrative (note 15)	122,234	239,977
Operating loss before the following items	(147,399)	(306,225)
Unrealized gain (loss) on marketable securities (note 7)	165,000	(255,925)
Realized loss on marketable securities (note 7)	(128,625)	(17,900)
Premium recovery on flow-through shares (note 9)	1,922	-
Loss before income taxes	(109,102)	(580,050)
Income tax recovery resulting from income tax credits from Quebec (note 17)	-	12,011
Net loss and comprehensive loss for the year	\$ (109,102)	\$ (568,039)
Basic and diluted net loss per share (note 13)	\$ (0.01)	\$ (0.06)
Weighted average number of common shares outstanding (note 13)	10,543,362	9,976,650

The accompanying notes to the financial statements are an integral part of these statements.

CR Capital Corp.
Statements of Cash Flows
(Expressed in Canadian dollars)

Year Ended
December 31,
2019 2018

Operating activities

Net loss for the year	\$ (109,102)	\$ (568,039)
Adjustments for:		
Share-based compensation (note 12(i)(ii))	19,760	55,234
Unrealized (gain) loss on marketable securities (note 7)	(165,000)	255,925
Realized loss on marketable securities (note 7)	128,625	17,900
Premium on flow-through share (note 9)	(1,922)	-
Changes in non-cash working capital items:		
Amounts receivable and other assets	(621)	875
Amounts payable and other liabilities	2,094	21,351
Net cash (used in) operating activities	(126,166)	(216,754)

Investing activities

Proceeds from sale of marketable securities (note 7)	111,375	17,650
Net cash provided by investing activities	111,375	17,650

Financing activities

Proceeds from issuance of flow-through common shares (note 10(b)(i))	47,500	-
Shares issue costs	(8,843)	-
Net cash provided by financing activities	38,657	-

Net change in cash	23,866	(199,104)
Cash, beginning of year	7,523	206,627
Cash, end of year	\$ 31,389	\$ 7,523

The accompanying notes to the financial statements are an integral part of these statements.

CR Capital Corp.
Statements of Changes in Equity
(Expressed in Canadian dollars)

	Share capital	Shares to be issued	Reserves	Accumulated deficit	Total
Balance, December 31, 2018	\$ 24,570,737	\$ -	\$ 105,559	\$(24,618,461)	\$ 57,835
Shares issued through flow-through private placement (note 10(b)(i))	47,500	-	-	-	47,500
Warrants (note 10(b)(i))	(28,500)	-	28,500	-	-
Flow-through share premium (note 9(i))	(4,750)	-	-	-	(4,750)
Share issue costs	(8,843)	-	-	-	(8,843)
Stock options expired	-	-	(63,071)	63,071	-
Share-based compensation (note 12(ii))	-	-	19,760	-	19,760
Net loss for the year	-	-	-	(109,102)	(109,102)
Balance, December 31, 2019	\$ 24,576,144	\$ -	\$ 90,748	\$(24,664,492)	\$ 2,400
Balance, December 31, 2017	\$ 24,390,737	\$ 180,000	\$ 56,925	\$(24,057,022)	\$ 570,640
Shares to be issued (note 14(a))	180,000	(180,000)	-	-	-
Stock options expired	-	-	(6,600)	6,600	-
Share-based payments (note 12(i))	-	-	55,234	-	55,234
Net loss for the year	-	-	-	(568,039)	(568,039)
Balance, December 31, 2018	\$ 24,570,737	\$ -	\$ 105,559	\$(24,618,461)	\$ 57,835

The accompanying notes to the financial statements are an integral part of these statements.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

1. Nature of operations and going concern

CR Capital Corp. (the "Company") was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Ontario Business Corporations Act on December 13, 2002. The Company is engaged in the acquisition, exploration and evaluation of properties for the mining of precious and base metals. The primary office of the Company is located at 1 Adelaide Street East, Suite 2000, Toronto, Ontario, M5C 2V9.

The financial statements were approved by the Board of Directors on April 3, 2020.

The Company has limited working capital, has incurred a loss of \$109,102 for the year ended December 31, 2019 (year ended December 31, 2018 - loss of \$568,039) and as at December 31, 2019, had limited working capital and an accumulated deficit of \$24,664,492 (December 31, 2018 - \$24,618,461). These conditions indicate the existence of a material uncertainty that casts significant doubt as to whether the Company can continue as a going concern.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period.

The Company's ability to continue to meet its obligations and carry out its activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing. The Company is investigating other sources of financing. Regardless, based on current projections and operating plans, the Company will likely be required to raise additional funds through equity financing or other means in order to carry out its activities. There is, however, no assurance that any such initiatives will be sufficient. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and classification of assets and liabilities that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

The business of acquisition, exploration and evaluation for minerals involves a high degree of risk and there can be no assurance that the current exploration programs will result in profitable operations.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain mineral reserves that are economically recoverable. The Company's continued existence is dependent upon the establishment of a sufficient quantity of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition of these assets.

Although the Company has taken steps to verify title to the properties on which it is conducting its exploration activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

2. Significant accounting policies

(a) *Statement of compliance*

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), effective for the Company's reporting for the year ended December 31, 2019.

(b) *Basis of presentation*

These financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit and loss ("FVTPL") that are carried at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates. Of particular significance are the estimates and assumptions used in the recognition and measurement of items included in note 2(n).

(c) *Functional and reporting currency*

The functional and reporting currency, as determined by management, of the Company is the Canadian dollar as this is the principal currency of the economic environment in which the Company operates.

(d) *Cash*

Cash in the statements of financial position is comprised of cash held on deposit with a Canadian financial institution or in trust by external legal counsel of the Company.

(e) *Financial instruments*

Under IFRS 9 - Financial Instruments ("IFRS 9"), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVTOCI") and FVTPL.

Below is a summary showing the classification and measurement bases of our financial instruments.

Financial instruments	Classification
Cash	Amortized cost
Marketable securities	FVTPL
Amounts payable and other liabilities	Amortized cost

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

2. Significant accounting policies (continued)

(e) *Financial instruments (continued)*

Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

i. Financial assets recorded at FVTPL

Gains or losses on these items are recognized in profit or loss.

The Company's marketable securities are classified as financial assets measured at FVTPL.

ii. Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

The Company's cash is classified as financial assets measured at amortized cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

i. Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company's amounts payable and other liabilities do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

ii. Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

2. Significant accounting policies (continued)

(e) *Financial instruments (continued)*

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Expected credit loss impairment model

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

(f) *Exploration and evaluation expenditures*

The Company expenses exploration and evaluation expenditures as incurred on mineral properties not commercially viable and financially feasible. Exploration and evaluation expenditures include acquisition costs of mineral properties, property option payments and evaluation activities.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

Option payments received are recorded as property option revenue in profit or loss when received.

(g) *Provisions*

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows to present value.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

2. Significant accounting policies (continued)

(h) *Flow-through shares*

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditures being incurred, the Company derecognizes the liability and recognizes a premium on flow-through shares to the statement of loss and comprehensive loss.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resources property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

(i) *Share based payment transactions*

The fair value of share options granted to employees is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company.

The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes valuation model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Stock option expense incorporates an expected forfeiture rate. Amounts recorded for expired stock options and warrants are transferred to accumulated deficit.

(j) *Restoration, rehabilitation and environmental obligations*

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs are discounted to their net present value and are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pretax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

2. Significant accounting policies (continued)

(k) *Income taxes*

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the financial position reporting date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized.

(l) *Loss per share*

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. The treasury stock method is used to arrive at the diluted loss per share, which is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all options and warrants outstanding that are dilutive. The Company's diluted loss per share does not include the effect of stock options and warrants as they are anti-dilutive.

(m) *Operating segments*

The Company has one operating segment which is the acquisition and exploration of mineral properties in Canada. In making this determination, the chief operating decision maker reviews various factors including geographical location of the properties and that activity on all properties is managed centrally.

(n) *Significant accounting judgments and estimates*

The preparation of these financial statements in accordance with IFRS requires the Company to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the reported amounts of assets, liabilities and expenses, and the related disclosure of assets and liabilities included in the Company's financial statements. The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The following discusses the most significant accounting judgments, estimates and assumptions that the Company has made in the preparation of its financial statements.

- The measurement of income taxes requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

2. Significant accounting policies (continued)

(n) Significant accounting judgments and estimates (continued)

- The Company has investments in marketable securities and is required to make judgments to determine their fair value subsequent to initial recognition. Management is also required to determine on whether those marketable securities have sufficient trading volume and reasonable bid-ask spread to determine if they are active enough to be measured at Level 1 of the fair value hierarchy or if other levels are more appropriate.
- Valuation of share based payments - when options and warrants are issued, the Company calculates their estimated fair value using a Black-Scholes valuation model, which may not reflect the actual value on exercise. The Company uses publicly available rates, where available, as inputs into the model including volatility assumptions. The Company recognizes the fair value of stock options on the statements of loss and comprehensive loss when vesting occurs.

(o) New accounting standards adopted during the year

On June 7, 2017, the IASB issued IFRIC Interpretation 23 - Uncertainty over Income Tax Treatments. The Interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. The Interpretation is applicable for annual periods beginning on or after January 1, 2019. At January 1, 2019, the Company adopted this standard and there was no material impact on the Company's financial statements.

3. Capital risk management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis. The Company's ability to continue to carry out its operating activities is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing.

The Company considers its capital to be equity, comprising share capital, shares to be issued, reserves and accumulated deficit, which at December 31, 2019, totaled \$2,400 (December 31, 2018 - \$57,835) which is a decrease of \$55,435.

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities.

The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body other than the flow-through contractual obligations (refer to note 9).

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

4. Financial risk management

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and price risk).

(i) Credit risk

Credit risk is the risk of loss associated with a counterpart's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Cash is held with a major Canadian chartered bank, from which management believes the risk of loss to be minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities or sale of assets. As at December 31, 2019, the Company had cash of \$31,389 (December 31, 2018 - \$7,523) to settle current liabilities of \$64,215 (December 31, 2018 - \$59,293). The Company notes that the flow-through share liability which represents \$2,828 of current liabilities balance is not settled through cash payment. Instead, this balance is amortized against qualifying flow-through expenditures which are required to be incurred before December 31, 2020. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The Company's ability to continually meet its obligations is uncertain and dependent upon the continued financial support of its shareholders and securing additional financing.

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity price.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt at December 31, 2019. The Company's current policy is to invest surplus cash in high yield savings accounts and guaranteed investment certificates issued by a Canadian chartered bank with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank.

(b) Foreign currency risk

The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is \$nil.

(c) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market.

The Company has \$25,000 invested in marketable securities as at December 31, 2019. These investments are classified as FVTPL and are subject to equity price risk. The fluctuation in the price of these marketable securities could have a significant impact on the Company's profit or loss for the year ended December 31, 2019. The Company's year end equity would also increase or decrease by the additional profit or loss amount.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

4. Financial risk management (continued)

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve month period:

(i) Cash is subject to floating interest rates. The Company receives low interest rates on its cash balances. As such, the Company does not have significant interest rate risk.

(ii) The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

(iii) The Company's marketable securities are denominated in Canadian dollars and are subject to fair value fluctuations. As at December 31, 2019, if the fair value of the Company's marketable securities had increased/decreased by 20% with all other variables held constant, income for the year ended December 31, 2019, would have been approximately \$5,000 higher/lower. Similarly, as at December 31, 2018, the Company's reported shareholders' equity would have been approximately \$5,000 higher/lower as a result of a 20% increase/decrease in marketable securities.

5. Fair value measurements of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means. Level 3 inputs are unobservable (supported by little or no market activity). The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

(a) Assets and liabilities measured at fair value on a recurring basis:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Aggregate fair value
As at December 31, 2019				
Marketable securities	\$ 25,000	\$ -	\$ -	\$ 25,000
As at December 31, 2018				
Marketable securities	\$ 100,000	\$ -	\$ -	\$ 100,000

Valuation technique

Common shares of Yorbeau Resources Inc. ("Yorbeau") are listed on the Toronto Stock Exchange and are measured using the bid price at year end.

CR Capital Corp.**Notes to Financial Statements****Years Ended December 31, 2019 and 2018****(Expressed in Canadian dollars)**

5. Fair value measurements of financial instruments (continued)

(b) Categories of financial instruments

As at December 31,	2019	2018
Financial assets:		
FVTPL		
Marketable securities	\$ 25,000	\$ 100,000
Amortized cost		
Cash	31,389	7,523
Financial liabilities:		
Amortized cost		
Amounts payable and other liabilities - all due within the year	\$ 61,387	\$ 59,293

The Company has not offset financial assets with financial liabilities.

The carrying value of the Company's cash and amounts payable and other liabilities is close to fair value due to their short-term maturity.

6. Amounts receivable and other assets

As at December 31,	2019	2018
Sales tax receivable - Canada	\$ 6,158	\$ 6,084
Prepaid expenses	4,068	3,521
	\$ 10,226	\$ 9,605

7. Marketable securities

December 31, 2019	Number of shares	Cost	Unrealized loss	Fair value
Yorbeau	1,000,000	\$ 60,000	\$ (35,000)	\$ 25,000
December 31, 2018	Number of shares	Cost	Unrealized loss	Fair value
Yorbeau	5,000,000	\$ 300,000	\$ (200,000)	\$ 100,000

During the year ended December 31, 2019, the Company sold 4,000,000 shares of Yorbeau (year ended December 31, 2018 - 592,500 shares) for gross proceeds of \$111,375 (year ended December 31, 2018 - \$17,650) and recorded a realized loss on marketable securities of \$128,625 (year ended December 31, 2018 - realized loss of \$17,900) in profit or loss.

During the year ended December 31, 2019, the Company recorded an unrealized gain on marketable securities of \$165,000 (year ended December 31, 2018 - unrealized loss of \$255,925) in profit or loss.

CR Capital Corp.**Notes to Financial Statements****Years Ended December 31, 2019 and 2018****(Expressed in Canadian dollars)**

8. Amounts payable and other liabilities

Amounts payable and other liabilities of the Company are principally comprised of amounts outstanding for purchases relating to general operating activities.

As at December 31,	2019	2018
Trade payables	\$ 55,605	\$ 48,983
Accrued liabilities	5,782	10,310
	\$ 61,387	\$ 59,293

The following is an aged analysis of the amounts payable and other liabilities:

As at December 31,	2019	2018
Less than 1 month	\$ 23,952	\$ 39,274
1 to 3 months	19,826	16,629
Greater than 3 months	17,609	3,390
	\$ 61,387	\$ 59,293

9. Flow-through share liability

The following is a continuity schedule of the liability of the flow-through shares issuance:

Balance, December 31, 2017 and December 31, 2018	\$ -
Liability incurred on flow-through shares issued (i)	4,750
Settlement of flow-through share liability by incurring expenditures (i)	(1,922)
Balance, December 31, 2019	\$ 2,828

(i) The FT Unit (defined below) issued in the private placement completed on October 9, 2019 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$4,750.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the year ended December 31, 2019, the Company satisfied \$1,922 of the commitment by incurring eligible expenditures of approximately \$19,215 and as a result the flow-through premium has been reduced to \$2,828.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

10. Share capital

a) Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

As at December 31, 2019, the issued share capital amounted to \$24,576,144. Changes in issued share capital for the periods presented are as follows:

	Number of common shares	Amount
Balance, December 31, 2017	8,327,335	\$ 24,390,737
Shares issued for mineral property (note 14(a))	2,000,000	180,000
Balance, December 31, 2018	10,327,335	\$ 24,570,737
Shares issued for flow-through private placement (i)	950,000	47,500
Warrants (i)	-	(28,500)
Flow-through share premium (note 9(i))	-	(4,750)
Share issue costs	-	(8,843)
Balance, December 31, 2019	11,277,335	\$ 24,576,144

(i) On October 9, 2019, the Company completed a flow-through private placement for aggregate gross proceeds of \$47,500 (the "Offering"). The Offering consisted of the sale of 950,000 flow-through units (the "FT Units") at a price of \$0.05 per FT Unit.

Each FT Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of \$0.075 which expire 2 years following the closing date of the Offering.

The fair value of the 950,000 warrants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$0.045; expected dividend yield of 0%; risk-free interest rate of 1.50%; volatility of 157% and an expected life of 2 years. The fair value assigned to these options was \$28,500.

The securities issued and issuable pursuant to the Offering are subject to a four month and one day statutory hold period.

In connection with the Offering, Brian Howlett, the Chief Executive Officer ("CEO") of the Company, acquired 200,000 FT Units and Eric Szustak, a director of the Company, acquired 150,000 FT Units.

CR Capital Corp.

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Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

11. Warrants

The following table reflects the continuity of warrants for the years ended December 31, 2019 and 2018:

	Number of warrants	Weighted average exercise price (\$)
Balance, December 31, 2017 and December 31, 2018	-	-
Issued (note 10(i))	950,000	0.075
Balance, December 31, 2019	950,000	0.075

The following table reflects the actual warrants issued and outstanding as of December 31, 2019:

Number of warrants outstanding	Grant date fair value(\$)	Exercise price (\$)	Expiry date
950,000	28,500	0.075	October 9, 2021

12. Stock options

The Company adopted an incentive stock option plan (the "Plan"), dated December 13, 2002, which provides that the directors of the Company may, from time to time, grant to directors, employees and consultants of the Company, or any subsidiary of the Company, the option to purchase common shares, provided that the number of common shares reserved for issuance under the Plan not exceed ten percent (10%) of the issued and outstanding common shares. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares in any twelve-month period. The Plan provides that the terms of the option and the option price shall be fixed by the directors of the Company. Stock options granted under the Plan may not be for a period longer than five years and the exercise price must be paid in full upon exercise of the option.

The following table reflects the continuity of stock options:

	Number of stock options	Weighted average exercise price (\$)
Balance, December 31, 2017	345,000	0.50
Granted (i)	487,500	0.15
Cancelled	(40,000)	0.50
Balance, December 31, 2018	792,500	0.28
Granted (ii)	400,000	0.05
Cancelled	(162,500)	0.26
Expired	(255,000)	0.50
Balance, December 31, 2019	775,000	0.10

(i) On April 9, 2018, the Company granted 487,500 stock options to certain directors, officers and consultants of the Company. All options are exercisable at a price of \$0.15 per common share. The options vest immediately and expire in five years. The grant date fair value of \$55,234 or \$0.1133 per option was valued using the Black-Scholes valuation model with the following assumptions: share price of \$0.115, expected dividend yield of 0%, expected volatility of 221% which is based on historical volatility of the Company's share price, risk-free rate of return of 2.00% and an expected maturity of 5 years. For the year ended December 31, 2019, \$nil (year ended December 31, 2018 - \$55,234) was expensed to share-based compensation.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

12. Stock options (continued)

(ii) On April 12, 2019, the Company granted 400,000 stock options to certain directors and officers of the Company. All options are exercisable at a price of \$0.05 per common share. The options vest immediately and expire in five years. The grant date fair value of \$19,760 or \$0.0494 per option was valued using the Black-Scholes valuation model with the following assumptions: share price of \$0.05, expected dividend yield of 0%, expected volatility of 223% which is based on historical volatility of the Company's share price, risk-free rate of return of 1.64% and an expected maturity of 5 years. For the year ended December 31, 2019, \$19,760 was expensed to share-based compensation.

The following table reflects the actual stock options issued and outstanding as of December 31, 2019:

Expiry date	Exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
April 9, 2023	0.15	3.27	375,000	375,000
April 12, 2024	0.05	4.28	400,000	400,000
		3.80	775,000	775,000

13. Net loss per common share

The calculation of basic and diluted loss per share for the year ended December 31, 2019 was based on the loss attributable to common shareholders of \$109,102 (year ended December 31, 2018 - loss of \$568,039) and the weighted average number of common shares outstanding of 10,543,362 (year ended December 31, 2018 - 9,976,650). Diluted loss per share did not include the effect of 775,000 stock options (December 31, 2018 - 792,500 stock options) and 950,000 warrants (December 31, 2018 - nil warrants) as they are anti-dilutive.

14. Exploration and evaluation expenditures

	Year Ended December 31,	
	2019	2018
Coppercorp Property (a)		
General and geology	\$ 21,935	\$ 61,236
Geochemistry	3,230	4,012
Professional fees	-	1,000
Total	\$ 25,165	\$ 66,248

(a) Coppercorp Property

On September 18, 2017, the Company entered into a definitive purchase agreement (the "Agreement") to acquire from Superior Copper Corporation (the "Vendor") a 100% interest in 132 unpatented mining claims (the "Claims") situated in Kinkaid, Ryan and Palmer townships in the Province of Ontario.

Pursuant to the terms of the Agreement, the Vendor has agreed to sell, transfer, convey, assign and deliver to the Company: (i) all right, title and interest to the Claims; and (ii) its rights and interest to all core, photocopies of all maps, reports, results of surveys and drilling and any other reports of information prepared or in possession or under the control of the Vendor relating to the Claims (items (i)-(ii) are collectively referred to herein as the "Mining Assets"), in consideration for the issuance of 2 million common shares in the capital stock of the Company and the grant of a 0.5% net smelter return royalty on the Claims in favour of the Vendor.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

14. Exploration and evaluation expenditures (continued)

During the year ended December 31, 2018, the Company issued 2 million common shares of the Company pursuant to the Agreement. The common shares were valued at \$180,000 (based on the share price of the Company as at September 18, 2017). As a result of the issuance of the 2 million common shares, the Company owned 100% of the claims. All of the claims carry a 0.5% royalty payable to Superior Copper Corp., with the exception of 4 claims which carry an additional 1.5% royalty.

15. General and administrative

	Year Ended December 31,	
	2019	2018
Professional fees	\$ 71,019	\$ 93,573
Share-based compensation (note 12(i)(ii))	19,760	55,234
Office and general	15,370	30,201
Reporting issuer costs	11,157	10,559
Shareholder and investors relations	4,821	13,252
Bank charges	107	158
Management compensation	-	37,000
	\$ 122,234	\$ 239,977

16. Related party disclosures

Related parties include the Board of Directors and officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Remuneration of directors and key management personnel (including CEO, Chief Financial Officer ("CFO") and directors), other than consulting fees, of the Company was as follows:

	Year Ended December 31,	
	2019	2018
Management compensation and salaries and benefits ⁽¹⁾⁽²⁾	\$ 18,540	\$ 55,540
Share-based compensation	\$ 19,760	\$ 50,986

(1) Salaries and benefits include director fees. The Board of Directors and select officers do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to fees and stock options for their services. During the year ended December 31, 2019, and the year ended December 31, 2018, the directors of the Company have waived their director fees to conserve cash. As at December 31, 2019, officers and directors (excluding the CFO) were owed \$2,260 (December 31, 2018 - \$11,491) and this amount was included in amounts payable and other liabilities.

(2) The amounts charged are recorded at their fair value.

CR Capital Corp.

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Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

16. Related party disclosures (continued)

The Company entered into the following transactions with related parties:

	Notes	Year Ended December 31,	
		2019	2018
Marrelli Support Services Inc. ("Marrelli Support")	(i)	\$ 26,292	\$ 27,128
DSA Corporate Services Inc. ("DSA")	(ii)	\$ 5,110	\$ 14,966
Marrelli Press Release Services Limited. ("Press Release")	(iii)	\$ 608	\$ -

(i) During the year ended December 31, 2019, the Company paid professional fees of \$26,292 (year ended December 31, 2018 - \$27,128) to Marrelli Support, an organization of which Carmelo Marrelli is president. Carmelo Marrelli is the CFO of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Marrelli Support also provides bookkeeping services to the Company. As at December 31, 2019, Marrelli Support was owed \$24,745 (December 31, 2018 - \$15,358) and this amount was included in amounts payable and other liabilities.

(ii) During the year ended December 31, 2019, the Company paid professional fees of \$5,110 (year ended December 31, 2018 - \$14,966) to DSA, an organization of which Carmelo Marrelli controls. Carmelo Marrelli is also the corporate secretary and sole director of DSA. These services were incurred in the normal course of operations for corporate secretarial matters. As at December 31, 2019, DSA was owed \$633 (December 31, 2018 - \$5,134) and this amount was included in amounts payable and other liabilities.

(iii) During the year ended December 31, 2019, the Company paid professional fees of \$608 (year ended December 31, 2018 - \$nil) to Press Release, an organization of which Carmelo Marrelli controls. Carmelo Marrelli is also the corporate secretary and sole director of Press Release. These services were incurred in the normal course of operations for press release matters. As at December 31, 2019, Press Release was owed \$470 (December 31, 2018 - \$5,134) and this amount was included in amounts payable and other liabilities.

(iv) Refer to note 10(b)(i).

All amounts due to related parties are unsecured, non-interest bearing and due on demand.

17. Income taxes

(a) Provision for income taxes

Major items causing the Company's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of approximately 26.5% (2018 - 26.5%) are as follows:

Year Ended December 31,	2019	2018
Loss before income taxes	\$ (109,102)	\$ (580,050)
Expected income tax recovery based on statutory rate:	29,000	154,000
Adjustments to expected income tax benefit:		
Share-based compensation	(5,000)	(15,000)
Flow-through renunciation	5,000	-
Quebec tax credits	-	12,011
Other	(29,000)	(36,000)
Change in benefit of tax assets not recognized	-	(103,000)
Income tax recovery	\$ -	\$ 12,011

CR Capital Corp.**Notes to Financial Statements****Years Ended December 31, 2019 and 2018****(Expressed in Canadian dollars)**

17. Income taxes (continued)

(b) Deferred income tax

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

Year Ended December 31,	2019	2018
Unrecognized deductible temporary differences		
Mineral property costs	\$ 5,376,000	\$ 5,361,000
Non-capital loss carry-forwards	4,915,000	5,018,000
	<u>\$ 10,291,000</u>	<u>\$ 10,379,000</u>

The tax losses expire from 2026 to 2039. The other temporary differences do not expire under current legislation.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

(c) Tax loss carry-forwards

At December 31, 2019, the Company has available non-capital losses carry-forwards for Canadian tax purposes that have not been recognized in the financial statements and that will expire as follows:

2026	\$ 374,000
2027	319,000
2028	813,000
2029	430,000
2030	787,000
2031	280,000
2032	562,000
2033	431,000
2034	198,000
2036	203,000
2037	181,000
2038	172,000
2039	167,000
	<u>\$ 4,917,000</u>

18. Segmented information

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent segment amounts. In order to determine reportable operating segments, the chief operating decision maker reviews various factors including geographical location, quantitative thresholds and managerial structure.

CR Capital Corp.

Notes to Financial Statements

Years Ended December 31, 2019 and 2018

(Expressed in Canadian dollars)

19. Commitments and contingencies

Environmental contingencies

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. The Company believes its operations are materially in compliance with all applicable laws and regulations.

The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. Management estimates that there is no material financial effect of environmental contingencies as at the dates presented in the statements of financial position.

Flow-through shares

Pursuant to the terms of a flow-through share agreement, the Company is in the process of complying with flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of December 31, 2019, the Company is committed to incurring approximately \$28,000 in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2020 arising from the flow-through offerings.

Tax matters

In the ordinary course of business, the Company is subject to ongoing audits by tax authorities. While the Company believes that its tax filing positions are appropriate and supportable, from time to time, certain matters are reviewed and challenged by the tax authorities.

The Company regularly reviews the potential for adverse outcomes in respect of tax matters. The Company believes that the ultimate disposition of any tax matters in dispute with tax authorities will not have a material adverse effect on its liquidity, financial position or results of operations because the Company believes that it has complied with the appropriate taxation rules. Should the ultimate tax liability materially differ from the Company's expectations, the Company's cash position could be affected positively or negatively in the period in which the matters are resolved.

20. Subsequent event

The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by Novel Coronavirus ("COVID-19"). The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.