

**EAGLE PLAINS RESOURCES LTD.**  
**(An Exploration Stage Corporation)**  
**CONDENSED CONSOLIDATED**  
**INTERIM FINANCIAL STATEMENTS**  
For the period ended  
June 30, 2020

(Expressed in Canadian dollars)

(Unaudited – prepared by management)

**EAGLE PLAINS RESOURCES LTD.  
(An Exploration Stage Corporation)  
CONDENSED CONSOLIDATED  
INTERIM FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the condensed consolidated interim financial statements for the period ended June 30, 2020.

**NOTICE TO READER OF THE  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

The Management of Eagle Plains Resources Ltd. is responsible for the preparation of the accompanying condensed consolidated interim financial statements as at June 30, 2020.

These condensed consolidated interim financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, Crowe MacKay LLP.

The condensed consolidated interim financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards.

*"Timothy J Termuende"*

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Timothy J. Termuende, P. Geo  
President and Chief Executive Officer

*"Glen J Diduck"*

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Glen J. Diduck  
Chief Financial Officer

**EAGLE PLAINS RESOURCES LTD.**  
**(An Exploration Stage Corporation)**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Unaudited – prepared by management)  
(Expressed in Canadian dollars)

	<b>Jun 30</b>	Dec 31
	<b>2020</b>	2019
	(unaudited)	(audited)
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents	<b>\$3,903,670</b>	\$3,450,950
Accounts receivable (Notes 4 and 10)	<b>144,789</b>	267,589
Prepaid expenses	<b>35,937</b>	38,395
Investments (Note 5)	<b>3,580,722</b>	1,926,570
Mineral exploration tax credits recoverable	<b>75,599</b>	15,050
	<b>7,740,717</b>	5,698,554
<b>Reclamation bonds</b> (Note 11)	<b>98,532</b>	98,532
<b>Property and equipment</b> (Note 6)	<b>1,247,522</b>	1,294,433
<b>Exploration and evaluation assets</b> (Note 7)	<b>657,576</b>	510,806
	<b>\$9,744,347</b>	\$7,602,325
<b>Liabilities and Shareholders' Equity</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Note 10)	<b>\$ 369,338</b>	\$150,112
Prepaid deposits	<b>252,723</b>	278,388
	<b>622,061</b>	428,500
<b>Shareholders' equity</b>		
Share capital (Note 8)	<b>23,589,390</b>	23,390,390
Contributed surplus (Note 8)	<b>4,773,986</b>	4,555,333
Deficit	<b>(19,241,090)</b>	(20,771,898)
	<b>9,122,286</b>	7,173,825
	<b>\$9,744,347</b>	\$7,602,325

**Nature and continuance of operations** (Note 1)  
**Commitments and contingencies** (Note 11)  
**Subsequent events** (Note 16)

**On behalf of the Board:**

"Timothy J Termuende" Director  
Mr. Timothy J. Termuende (Signed)

"Glen J Diduck" Director  
Mr. Glen J. Diduck (Signed)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**EAGLE PLAINS RESOURCES LTD.**  
**(An Exploration Stage Corporation)**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(Unaudited – prepared by management)  
Expressed in Canadian dollars

	Three Months Ended Jun 30		Six Months Ended Jun 30	
	2020	2019	2020	2019
<b>Revenue</b>				
Geological services	\$ 259,803	\$1,521,793	\$1,411,760	\$2,578,418
<b>Cost and Expenses of Operations</b>				
<b>Geological expenses</b>				
Services	117,719	1,150,753	981,761	1,952,014
Depreciation	20,218	27,206	41,140	53,941
Salaries and subcontractors	77,534	202,175	223,920	333,429
	<b>215,471</b>	<b>1,380,134</b>	<b>1,246,821</b>	<b>2,339,384</b>
<b>Gross profit</b>	<b>44,332</b>	<b>141,659</b>	<b>164,939</b>	<b>239,034</b>
<b>Operating expenses</b>				
Administration costs (Note 10)	191,143	212,190	424,231	415,844
Professional fees (Note 10)	8,708	24,155	30,952	36,611
Public company costs	1,298	3,439	9,897	10,629
Trade shows, travel and promotion	15,975	9,468	46,001	31,432
	<b>(217,124)</b>	<b>(249,252)</b>	<b>(511,081)</b>	<b>(494,516)</b>
<b>Operating loss before other items</b>	<b>(172,792)</b>	<b>(107,593)</b>	<b>(346,142)</b>	<b>(255,482)</b>
<b>Other items</b>				
Bad debts	-	(300)	(200)	(600)
Depreciation	(4,687)	(4,713)	(9,374)	(9,256)
Share-based payments (Note 8)	(218,653)	-	(218,653)	(3,095)
Other income	125,738	9,080	140,301	18,130
Recovery of expenses (Note 10)	282,749	-	282,749	-
Investment income	9,566	11,068	22,427	18,575
Premium on flow-through shares	-	1,692	-	12,882
Unrealized gain (loss) on investments	1,637,032	26,327	1,352,852	(142,540)
Option proceeds in excess of carrying value	-	-	285,169	408,259
Gain on disposal of equipment	18,579	1,748	18,579	15,013
Gain on sale of investments	590	-	3,100	-
	<b>1,850,914</b>	<b>44,902</b>	<b>1,876,950</b>	<b>317,368</b>
<b>Net income (loss) for the period</b>	<b>\$1,678,122</b>	<b>\$ (62,691)</b>	<b>\$1,530,808</b>	<b>\$ 61,886</b>
<b>Net income (loss) per share – basic (Note 9)</b>	<b>\$0.02</b>	<b>\$(0.00)</b>	<b>\$0.02</b>	<b>\$0.00</b>
– diluted (Note 9)	<b>\$0.02</b>	<b>\$(0.00)</b>	<b>\$0.02</b>	<b>\$0.00</b>
<b>Weighted average number of shares – basic and diluted (Note 9)</b>	<b>94,513,878</b>	<b>90,347,669</b>	<b>94,145,703</b>	<b>90,347,669</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**EAGLE PLAINS RESOURCES LTD.**  
**(An Exploration Stage Corporation)**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**  
(Unaudited – prepared by management)  
(Expressed in Canadian dollars)

	<b>Six Months Ended June 30 2020</b>	Six Months Ended June 30 2019
<b>Cash flows from operating activities</b>		
Income for the period	\$1,530,808	\$ 61,886
Adjustment for:		
Depreciation	50,514	63,197
Bad debts	200	600
Share-based payments	218,653	3,095
Gain on sale of investments	(3,100)	-
Fair value adjustment for investments	(1,352,852)	142,540
Investment income	-	(45)
Option proceeds in excess of carrying value	(285,169)	(408,259)
Premium on flow-through shares	-	(12,882)
Gain on disposal of equipment	(18,579)	(15,013)
	<u>140,475</u>	<u>(164,881)</u>
Changes in non-cash working capital items		
Decrease in accounts receivable	122,600	188,095
Increase (decrease) in prepaid expenses	2,458	(11,707)
Increase in accounts payable and accrued liabilities	119,726	414,532
Increase (decrease) in prepaid deposits	(25,665)	64,110
	<u>359,594</u>	<u>490,149</u>
<b>Cash flows from investing activities</b>		
Proceeds from sale of investments	8,300	-
Proceeds from exercise of options	298,500	-
Purchase of reclamation bond	-	(12,500)
Cash received for option payments	79,000	179,982
Exploration of mineral exploration properties	(307,650)	(89,055)
Proceeds from sale of equipment	20,075	18,590
Purchase of property and equipment	(5,099)	(20,690)
	<u>93,126</u>	<u>76,327</u>
<b>Increase in cash and cash equivalents</b>	<b>452,720</b>	<b>566,476</b>
Cash and cash equivalents, beginning of period	<u>3,450,950</u>	<u>2,931,285</u>
<b>Cash and cash equivalents, end of period</b>	<b>\$3,903,670</b>	<b>\$3,497,761</b>
<b>Cash and cash equivalents comprise:</b>		
Bank deposits	\$529,314	\$841,979
Term deposits	3,374,356	2,655,782
	<u>\$3,903,670</u>	<u>\$3,497,761</u>

The Company made no cash payments for interest or income taxes.  
The Company received cash payments of \$22,427 (2019 - \$18,575) for interest.  
Supplemental Cash Flow Information (Note 13)

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**EAGLE PLAINS RESOURCES LTD.**  
**(An Exploration Stage Corporation)**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY**  
(Unaudited – prepared by management)  
(Expressed in Canadian dollars)

	Share Capital		Contributed	Deficit	Total
	Shares	Amount	Surplus		
Balance, December 31, 2018	90,347,669	\$23,075,407	\$4,478,073	\$(20,290,046)	\$7,263,434
Premium on flow-through shares	-	(11,750)	-	-	(11,750)
Share-based payments	-	-	3,095	-	3,095
Income for the period	-	-	-	61,886	61,886
<b>Balance, June 30, 2019</b>	<b>90,347,669</b>	<b>\$23,063,657</b>	<b>\$4,481,168</b>	<b>\$(20,228,160)</b>	<b>\$7,316,665</b>
Balance, December 31, 2019	93,347,669	\$23,075,407	\$4,478,073	\$(20,290,046)	\$7,263,434
Shares issued on exercise of options	1,950,000	199,000	-	-	199,000
Share-based payments	-	-	218,653	-	218,653
Income for the period	-	-	-	1,530,808	1,530,808
<b>Balance, June 30, 2020</b>	<b>95,297,669</b>	<b>\$23,589,390</b>	<b>\$4,773,986</b>	<b>\$(19,241,090)</b>	<b>\$9,122,286</b>

The accompanying notes are an integral part of these condensed consolidated interim financial statements.

**June 30, 2020 and 2019**

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## **1. Nature and continuance of operations**

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Eagle Plains Resources Ltd. (the “Company” or “Eagle Plains” or “EPL”) was incorporated on March 30, 1994, pursuant to the Alberta Business Corporation Act (Alberta), and is extra provincially registered in the Yukon, British Columbia, the Northwest Territories and Saskatchewan. The Company is a junior resource company holding properties located in British Columbia, Yukon, the Northwest Territories and Saskatchewan for the purpose of exploring for, and the development of mineral resources and it is considered to be in the exploration stage.

The Company also provides geological services on its properties optioned to others and properties owned by others through its subsidiary, TerraLogic Exploration Inc. (incorporated pursuant to the British Columbia Corporation Act). The gross margin reported on the condensed consolidated interim statements of comprehensive income (loss) relates solely to geological services provided to third parties.

The Company’s corporate office and principal place of business is Suite 200, 44-12<sup>th</sup> Avenue South, Cranbrook, British Columbia, Canada.

These condensed consolidated interim financial statements have been prepared on the basis that the Company is a going concern which envisions the Company will be able to realize assets and discharge liabilities in the normal course of operations. Recoverability of the amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and attain profitable production or proceeds from the disposition of the exploration and evaluation assets in excess of the carrying amount.

In 2020 there has been a global pandemic outbreak of COVID-19. The actual and threatened spread of the virus globally has had a material adverse effect on the global economy and, specifically, the regional economies in which the Company operates. The pandemic could continue to have a negative impact on the stock market, including trading prices of the Company’s shares and its ability to raise new capital. These factors, amongst others, could have a significant impact on the Company’s operations. These condensed consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

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## **2. Basis of Preparation**

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### **(a) Statement of Compliance**

The condensed consolidated interim financial statements for the Company for the periods ending June 30, 2020 and 2019 are prepared in accordance with International Financial Reporting Standard 34 (“IAS 34”), Interim Financial Reporting, using accounting policies which are consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on August 20, 2020.

### **(b) Basis of Measurement**

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss (“FVTPL”) which are stated at their fair value. These condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These condensed consolidated interim financial statements are presented in Canadian dollars, which is also the Company’s functional currency.

### **(c) Use of Estimates and Judgments**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial

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**Eagle Plains Resources Ltd.**  
**(An Exploration Stage Corporation)**  
**Notes to Condensed Consolidated Interim Financial Statements**  
**(Expressed in Canadian dollars)**

**June 30, 2020 and 2019**

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**2. Basis of Preparation - continued**

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(c) Use of Estimates and Judgments - continued

statements and the reported amounts of revenues and expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Financial results as determined by actual events could differ from these estimates.

The estimates and underlying assumptions are continuously evaluated and reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

Significant areas requiring the use of management estimates include impairment of exploration and evaluation assets; provision of reclamation and environmental obligations, if any; impairment of property and equipment; useful lives for depreciation of property and equipment; and inputs used in accounting for share-based payments in profit or loss.

Areas of significant judgment include the recognition of deferred income taxes and contingencies reported in the notes to the condensed consolidated interim financial statements; and the classification of exploration and evaluation expenditures, which requires judgment in determining whether it is likely that future economic benefits will flow to the Company as this would result in the properties being shown as mines under construction instead of exploration and evaluation assets.

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**3. Significant Accounting Policies**

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The condensed consolidated interim financial statements have been prepared, for all periods presented, following the same accounting policies and methods of computation as described in Note 3 to the audited consolidated financial statements for the year ended December 31, 2019.

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**4. Accounts Receivable**

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Accounts receivable are comprised of:

	<b>June 30</b>	December 31
	<b>2020</b>	2019
Trade receivables before allowance	<b>\$ 355,349</b>	\$ 540,235
Less: allowance for doubtful accounts	<b>(284,459)</b>	(284,249)
Trade receivables, net	<b>70,890</b>	255,986
GST	<b>8,374</b>	2,041
Other	<b>65,525</b>	9,562
	<b>\$ 144,789</b>	\$ 267,589

The Company has provided an allowance for lifetime expected credit losses based on the non-ability of certain customers to meet their obligations. The Company does not hold any collateral as security.



**Eagle Plains Resources Ltd.**  
**(An Exploration Stage Corporation)**  
**Notes to Condensed Consolidated Interim Financial Statements**  
**(Expressed in Canadian dollars)**

**June 30, 2020 and 2019**

**5. Investments**

The Company holds investments that have been designated as FVTPL as follows:

	<u>June 30, 2020</u>		<u>December 31, 2019</u>	
	<u>Market Value</u>	<u>Cost</u>	<u>Market Value</u>	<u>Cost</u>
Current:				
Common shares in public companies	<b>\$ 3,580,722</b>	<b>\$ 2,673,740</b>	\$ 1,926,570	\$ 2,372,444

For securities traded in an active market, market value is based on the quoted closing bid prices of the securities at June 30, 2020. Cost is calculated using the quoted closing bid price on the date of receipt of the securities.

During the period, the Company received 1,750,000 (2019 – 2,000,000) shares for the various option and property purchase agreements in effect with an attributed value of \$306,500 (2019 - \$460,000).

During the period, the Company sold investments and received proceeds of \$8,300 (2019 - \$nil), resulting in a gain on sale of \$3,100 (2019 - \$nil).

The Company recorded unrealized gains (losses) on investments of \$1,352,853 (2019 – \$(142,540)) in the period which is included in the condensed consolidated interim statements of comprehensive income (loss).

June 30, 2020 and 2019

6. Property and Equipment

<b>Cost</b>	<b>Land</b>	<b>Automotive</b>	<b>Building</b>	<b>Computer Equipment &amp; Software</b>	<b>Furniture &amp; Equipment</b>	<b>Fence</b>	<b>Total</b>
Balance at December 31, 2018	\$298,856	\$409,052	\$1,023,188	\$338,488	\$456,323	\$13,360	\$2,539,267
Additions	-	4,933	39,246	10,032	8,983	-	63,194
Disposals	-	(56,069)	-	(219,392)	(87,688)	-	(363,149)
Balance at December 31, 2019	298,856	357,916	1,062,434	129,128	377,618	13,360	2,239,312
Additions	-	-	-	5,099	-	-	5,099
Disposals	-	(49,378)	-	-	-	-	(49,378)
<b>Balance at June 30, 2020</b>	<b>\$298,856</b>	<b>\$308,538</b>	<b>\$1,062,434</b>	<b>\$134,227</b>	<b>\$377,618</b>	<b>\$13,360</b>	<b>\$2,195,033</b>

<b>Accumulated Depreciation</b>	<b>Automotive</b>	<b>Building</b>	<b>Computer Equipment &amp; Software</b>	<b>Furniture &amp; Equipment</b>	<b>Fence</b>	<b>Total</b>
Balance at December 31, 2018	\$206,981	\$288,030	\$318,838	\$350,421	\$7,289	\$1,171,559
Depreciation	60,736	31,628	14,410	20,210	608	127,592
Disposals	(53,296)	-	(218,932)	(82,044)	-	(354,272)
Balance at December 31, 2019	214,421	319,658	114,316	288,587	7,897	944,879
Depreciation	20,466	15,502	5,369	8,903	274	50,514
Disposals	(47,882)	-	-	-	-	(47,882)
<b>Balance at June 30, 2020</b>	<b>\$187,005</b>	<b>\$335,160</b>	<b>\$119,685</b>	<b>\$297,490</b>	<b>\$8,171</b>	<b>\$ 947,511</b>

<b>Carrying Value</b>	<b>Land</b>	<b>Automotive</b>	<b>Building</b>	<b>Computer Equipment &amp; Software</b>	<b>Furniture &amp; Equipment</b>	<b>Fence</b>	<b>Total</b>
At December 31, 2019	\$298,856	\$143,495	\$742,776	\$14,812	\$89,031	\$5,463	\$1,294,433
<b>At June 30, 2020</b>	<b>\$298,856</b>	<b>\$121,533</b>	<b>\$727,274</b>	<b>\$14,542</b>	<b>\$80,128</b>	<b>\$5,189</b>	<b>\$1,247,522</b>

**June 30, 2020 and 2019**

**7. Exploration and Evaluation Assets**

During the period ended June 30, 2020, the Company made acquisition and exploration expenditures of \$307,650 (2019 - \$89,055) and received option payments of \$385,500 (2019 - \$639,983). As a result of option payments received, the Company recorded in income, option proceeds in excess of carrying value of \$285,169 (2019 - \$408,259). The Company recorded a BCMETC adjustment for the 2019 year of \$6,756 and is making a BCMETC claim for 2020 of \$53,793 (2019 - \$2,215). As a result of the foregoing, exploration and evaluation assets totaled \$657,576 at June 30, 2020, up from \$510,806 at December 31, 2019. See Schedule 1 – Exploration and evaluation and Schedule 2 – Acquisition and exploration additions.

The Company has interests in a number of optioned exploration projects. As at June 30, 2020, the Company has executed option agreements with third parties on the following projects:

**Option Agreements - Third party earn in British Columbia**

- (a) **Acacia Project:** On September 30, 2019, the Company executed an option agreement with 37 Capital Corp. ("37") whereby 37 may earn up to a 60% interest in the Acacia property located in central British Columbia. Under terms of the agreement (subject to regulatory approval), 37 may earn a 60% interest by completing \$2,500,000 in exploration expenditures and issuing 300,000 voting-class common shares to Eagle Plains over 5 years. The payments are due as follows:

Share Payments	Exploration Expenditures	Due Date
100,000	\$ -	On signing of agreement (received)
50,000	100,000	October 30 and September 30, 2020
50,000	100,000	October 30 and September 30, 2021
50,000	300,000	October 30 and September 30, 2022
50,000	750,000	October 30 and September 30, 2023
-	1,250,000	September 30, 2024
<u>300,000</u>	<u>\$ 2,500,000</u>	

On April 20, 2020, the option agreement was placed in force majeure due to the Covid-19 pandemic and the declaration of a State of Emergency by the provincial government. Currently the State of Emergency has been extended to August 18, 2020.

- (b) **Donna Project:** On January 17, 2019, the Company executed an option agreement with 1149781 BC Ltd. (a private B.C. company), who subsequently assigned to Cure Capital Corp. (a private B.C. company who was later renamed Pinnacle North Gold Corp. and listed on the CSE) (subsequently renamed Summa Silver Corp.) ("Summa") whereby Summa may earn up to a 60% interest in the Donna property located in south central British Columbia. Under the terms of the agreement, Summa may earn a 60% interest by completing \$3,000,000 in exploration expenditures, make cash payments totalling \$250,000 and issue 1,000,000 voting-class common shares to Eagle Plains over 5 years. Eagle Plains received 100,000 additional shares of Cure as consideration for the assignment to Cure. Payments are due as follows:

Cash Payments	Share Payments	Exploration Expenditures	Due Date
\$ 15,000	-	\$ -	On signing of agreement (received)
-	100,000	-	September 25, 2019 (received)
-	-	100,000	December 31, 2019 (complete)
-	100,000	-	Within 5 days of Exchange approval – February 12, 2020 - received
25,000	150,000	-	February 28, 2020 (received)
35,000	150,000	300,000	February 28, 2021
-	-	600,000	December 31, 2021
50,000	200,000	-	February 28, 2022
-	-	750,000	December 31, 2022

June 30, 2020 and 2019

**7. Exploration and Evaluation Assets - continued**

**Option Agreements - Third party earn in - continued**  
**British Columbia- continued**

(b) Donna Project – continued

Cash Payments	Share Payments	Exploration Expenditures	Due Date
60,000	200,000	-	February 28, 2023
-	-	1,250,000	December 31, 2023
65,000	200,000	-	February 28, 2024
<u>\$ 250,000</u>	<u>1,100,000</u>	<u>\$ 3,000,000</u>	

On June 29, 2020, EPL executed an agreement with Summa whereby Summa relinquished its option on the property and the claims are now held 100% by EPL.

(c) **Iron Range Project:** On May 5, 2020, the Company executed an option agreement with Soar Metals Canada Ltd. (a private Alberta company) (“Soar”), whereby Soar may earn up to an 80% interest in the Iron Range property located in south central British Columbia. Under the terms of the agreement, Soar may earn a 60% interest (Phase I) by completing \$3,500,000 in exploration expenditures and making cash payments totalling \$250,000 to Eagle Plains over 5 years. Soar retains the right to increase its interest to 80% by making a one-time cash payment of \$1,000,000 to Eagle Plains within 90 days of completion of Phase I. Payments are due as follows:

Cash Payments	Exploration Expenditures	Due Date
\$ 5,000	\$ -	On signing of agreement May 4, 2020 (received)
15,000	150,000	May 4, 2021
35,000	325,000	May 4, 2022
50,000	650,000	May 4, 2023
65,000	1,000,000	May 4, 2024
80,000	1,375,000	May 4, 2025
<u>\$250,000</u>	<u>\$ 3,500,000</u>	

**Saskatchewan**

(d) **Cathro Project:** On February 12, 2020, the Company executed an agreement with SKRR Exploration Inc. (“SKRR”) whereby SKRR has the exclusive right to acquire from Eagle Plains a 100% interest in the Cathro gold exploration project (the “Project”), located approximately 50km northeast of La Ronge, Saskatchewan. Under terms of the option agreement, SKRR may acquire a 100% interest in the Project by making a cash payment of \$4,000 and transferring to EPL an initial 250,000 shares in the capital of SKRR to Eagle Plains on receipt of regulatory approval (received). SKRR has agreed to make additional share payments to EPL of 650,000 shares over a 5 year period. Eagle Plains will retain a 2.0% NSR Royalty with SKRR having the option to repurchase 1.0% of the NSR Royalty for \$1.0 million.

Cash Payments	Share Payments	Due Date
\$ 4,000	250,000	On Exchange acceptance (received)
-	250,000	February 13, 2021
-	100,000	February 13, 2022
-	100,000	February 13, 2023
-	100,000	February 13, 2024
-	100,000	February 13, 2025
<u>\$ 4,000</u>	<u>900,000</u>	

**June 30, 2020 and 2019**

**7. Exploration and Evaluation Assets - continued**

**Option Agreements - Third party earn in - continued**  
**Saskatchewan - continued**

- (e) **Knife Lake Project:** On October 31, 2018, Eagle Plains and Rockridge Resources Ltd. ("Rockridge") entered into an option agreement whereby Rockridge may earn a 100% interest in Eagle Plains' 100%-owned Knife Lake Project, located northwest of the community of Sandy Bay, Saskatchewan. To earn a 100% interest, Rockridge has agreed to make a cash payment to Eagle Plains of \$150,000, issue 5,250,000 common shares of Rockridge and complete \$3,250,000 in exploration expenditures over four years. Eagle Plains will retain a 2.5% net smelter royalty ("NSR") on certain claims which comprise the project (a third party holds a 1% NSR on certain claims on the project). Rockridge may purchase 1.5% of the NSR for \$2,000,000. Payments are as follows:

Cash Payments	Share Payments	Expenditures	Due Date
\$ 150,000	2,000,000	\$ -	On Exchange acceptance (received)
-	750,000	750,000	January 2, 2020 (received /expended)
-	750,000	750,000	January 2, 2021
-	750,000	750,000	January 2, 2022
-	1,000,000	1,000,000	January 2, 2023
<u>\$ 150,000</u>	<u>5,250,000</u>	<u>\$ 3,250,000</u>	

- (f) **Olson Project:** On October 24, 2019, the Company executed an option agreement with Canex Energy Corp. (subsequently renamed SKRR Exploration Inc.) ("SKRR") whereby SKRR may earn up to a 75% interest in the Olson property located east of La Ronge, northern Saskatchewan. Under terms of the agreement, SKRR may earn 51% interest in the property by completing exploration expenditures of \$1,500,000, making cash payments of \$250,000 and issuing 800,000 voting class common shares to EPL over a 3 year period. SKRR may earn up to an additional 24% interest (75% total) in the property by making additional exploration expenditures of \$1,500,000 and issuing 200,000 common shares of SKRR to Eagle Plains on or before December 31, 2023. Payments for the initial 51% interest are due as follows:

Cash Payments	Share Payments	Expenditures	Due Date
\$ 10,000	-	\$ -	On signing of LOI (received)
20,000	200,000	-	Upon TSXV approval – January 21, 2020 (received)
40,000	200,000	200,000	December 31, 2020
80,000	200,000	500,000	December 31, 2021
100,000	200,000	800,000	December 31, 2022
<u>\$ 250,000</u>	<u>800,000</u>	<u>\$ 1,500,000</u>	

**8. Equity Instruments**

(a) Authorized

Unlimited number of common shares without nominal or par value.

Unlimited number of first and second preference shares without nominal or par value, with the rights, privileges and conditions thereof determined by the directors of the Company at the time of issuance.

(b) Issued and outstanding

At July 28, 2020, there were 95,387,669 (2019 – 90,347,669) shares outstanding.

- During May and June 2020, the Company issued 2,040,000 shares for the exercise of options receiving proceeds of \$298,500, of which \$99,500 was paid to Taiga Gold Corp. per the 2018 Plan of Arrangement.

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**8. Equity Instruments - continued**

- On August 9, 2019, the Company issued 3,000,000 shares pursuant to a private placement receiving proceeds of \$315,000.

(c) Stock Option Plan

The Company has a stock option plan for employees, directors, officers and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price of options granted is not less than the market price of the common shares traded less the available discount under TSX Venture Exchange Inc. policies, and is determined by the Board of Directors. Options granted can have a term of up to 10 years.

The Company granted incentive stock options to directors, employees and key consultants of the Company for the purchase of a total of 2,600,000 shares at an exercise price of \$.20 per share, expiring May 29, 2025, pursuant to the Company's current option plan.

During the periods ended June 30, 2020 and 2019, the Company had the following stock option activities:

Total issued and outstanding	Number of Options	Option Price per Share Range	Weighted Average Exercise Price
Balance, December 31, 2019	8,235,000	\$0.10 - \$0.15	\$0.14
Granted	2,600,000	\$0.20	\$0.20
Exercised	(2,040,000)	\$(0.10 - 0.15)	\$(0.15)
Expired	(210,000)	\$(0.15)	\$(0.15)
Cancelled	(85,000)	\$(0.15)	\$(0.15)
<b>Balance, June 30, 2020</b>	<b>8,500,000</b>	<b>\$0.10 - \$0.20</b>	<b>\$0.15</b>
Balance, December 31, 2018	8,295,000	\$0.10 - \$0.30	\$0.19
Cancelled	(485,000)	\$(0.10 - 0.30)	(0.21)
Balance, June 30, 2019	7,810,000	\$0.10 - 0.30	\$0.19

At June 30, 2020, the following table summarizes information about stock options outstanding:

Options Outstanding June 30, 2020	Exercise Price	Expiry Date	Number of Options Exercisable	Weighted Average Remaining Life
1,845,000	\$ 0.10	December 29, 2020	1,845,000	0.50 years
1,450,000	\$ 0.15 <sup>(1)</sup>	March 13, 2022	1,450,000	1.70 years
500,000	\$ 0.15 <sup>(1)</sup>	June 15, 2022	500,000	1.96 years
1,380,000	\$ 0.15 <sup>(1)</sup>	February 19, 2023	1,380,000	2.64 years
725,000	\$ 0.15	July 4, 2024	725,000	4.01 years
2,600,000	\$ 0.20	May 25, 2025	2,450,000	4.90 years
<b>8,500,000</b>			<b>8,350,000</b>	<b>2.78 years</b>

<sup>(1)</sup>These options were repriced to \$0.15 on July 4, 2019 from \$0.20 - \$0.30. All other terms remain unchanged.

The weighted average remaining life of the outstanding stock options at June 30, 2020 is 2.78 years (2019 – 1.47 years)

(d) Share-based payments for share options

During the period ended June 30, 2020, \$218,653 (2019 – \$nil) was recorded as share-based payments related to options granted during the period. Compensation expense has been determined based on the estimated fair

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**8. Equity Instruments - continued**

value of the options at the grant dates and amortized over the vesting period. The Company valued the options using the Black Scholes model.

The Company valued the options granted in the period using the Black-Scholes model and the following weighted average assumptions:

	<u>2020</u>	<u>2019</u>
Expected annual volatility	<b>68.51%</b>	-
Expected risk free rate	<b>0.45%</b>	-
Expected term	<b>5 years</b>	-
Expected dividends	-	-
Share price at date of grant	<b>\$0.17</b>	-
Exercise price	<b>\$0.20</b>	-

(e) Warrants outstanding

At June 30, 2020 and 2019, the Company had outstanding, 4,434,000 (2019 – 4,434,000) share purchase warrants exercisable at \$0.40 (2019 – \$0.40) and expiring February 7, 2021 (2019 - February 7, 2020). On January 20, 2020 the Company extended the warrants expiry date for an additional 12 months, to a revised date of February 7, 2021.

**9. Per Share Amounts**

The calculations of basic and diluted income per share are based on the following:

	Six months Ended Jun 30 <u>2020</u>	Six months Ended Jun 30 <u>2019</u>
Net income used in the calculation of diluted net income per share	1,530,808	61,886
Weighted average number of common shares issued	93,719,934	90,347,669
Adjustment for dilutive instruments		
Stock options	425,769	-
Diluted weighted average number of shares outstanding	<u>94,145,703</u>	<u>90,347,669</u>
Basic net income per share	\$0.02	\$0.00
Diluted net income per share	\$0.02	\$0.00

**10. Related Party Transactions**

The Company was involved in the following related party transactions during the period:

- (a) The Company is related to Taiga Gold Corp. ("Taiga") through common directors. During the period the Company had the following transactions with the related company:

	<u>2020</u>	<u>2019</u>
Administrative services provided by EPL	<b>\$ 28,836</b>	\$ 28,836
Costs reimbursed to EPL*	<b>314,795</b>	20,748
Exploration services provided by EPL	<b>18,560</b>	6,302

\*Includes \$282,749 for spin-out costs recovered from Taiga Gold per the Plan of Arrangement.

At June 30, 2020, \$11,339 (2019 - \$12,678) is included in accounts receivable.

At June 30, 2020, \$99,515 (2019 - \$nil) is included in accounts payable and accrued liabilities.

**June 30, 2020 and 2019**

**10. Related Party Transactions - continued**

(b) Included in professional fees is \$14,576 (2019 - \$5,154) paid or accrued for legal fees to a law firm of which one of the directors, Darren Fach, is a partner. At June 30, 2020, \$nil (2019 - \$5,295) is included in accounts payable and accrued liabilities.

(c) Compensation to key management

Compensation to key management personnel in the period:

	2020	2019
Administration costs		
Management fees	\$ 47,000	\$ 42,000
Wages and benefits	34,590	34,590
Professional fees	21,000	21,000
	\$ 102,590	\$ 97,590

(d) Included in administration costs is \$47,000 (2019 - \$42,000) paid or accrued for management services to a company owned by a director and officer of the Company.

(e) Included in administration costs is \$34,590 (2019 - \$34,590) paid or accrued for wages and benefits to a director and officer of the Company.

(f) Included in professional fees is \$21,000 (2019 - \$21,000) paid or accrued for accounting services to a director and officer of the Company.

All related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. Amounts due to/from the related parties are non-interest bearing, unsecured and have no fixed terms of repayment unless otherwise specified.

**11. Commitments and Contingencies**

The Company has \$98,532 (2019 - \$98,532) held as project reclamation deposits in favor of regulatory authorities. The amount of the deposit is determined at the time the exploration program is planned and a notice of work is submitted to the regulatory authority. If the work is more extensive than previously planned, the amount of the deposit will be increased. When reclamation work is completed on a project to the satisfaction of the regulatory authority, the deposit is released to the Company.

The Company has agreed to indemnify directors and officers under the bylaws of the Company to the extent permitted by law. The nature of the indemnifications prevent the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to beneficiary of such indemnification agreement. The Company has purchased various insurance policies to reduce the risks association with such indemnification. The Company has included in officers' management contracts a change of control clause that would entitle them to compensation of twelve (12) months' salary should such an event occur.

**12. Financial Instruments**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).



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**12. Financial Instruments - continued**

The following table sets forth the Company's financial assets measured at fair value by level within the fair value hierarchy.

June 30, 2020	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash and cash equivalents	\$ 3,903,670	\$ -	\$ -	\$ 3,903,670
Investments	\$ 3,580,722	\$ -	\$ -	\$ 3,580,722
<hr/>				
June 30, 2019	Level 1	Level 2	Level 3	Total
<b>Assets:</b>				
Cash and cash equivalents	\$ 3,497,761	\$ -	\$ -	\$ 3,497,761
Investments	\$ 1,824,408	\$ -	\$ -	\$ 1,824,408

As disclosed in Note 3(c), the Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk, credit risk, currency risk, price risk and commodity price risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

a) Concentration risk

At June 30, 2020 and 2019, substantially all of the Company's cash was held at two recognized Canadian National financial institutions. As a result, the Company was exposed to all of the risks associated with those institutions. Concentration risk also exists in marketable securities (investments) because the Company's investments are primarily in shares of junior resource companies involved in gold exploration.

b) Credit risk

The Company is exposed to credit risk, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The maximum credit exposure associated with accounts receivable is the carrying value on the consolidated statement of financial position.

Trade and other receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of the counterparty to engage in a repayment plan with the Company, and a failure to make contractual payments for a period of greater than 180 days past due.

c) Currency risk

Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. At June 30, 2020, the Company had cash of \$6,168 (2019 - \$6,106) in US\$. The Company is not exposed to significant currency risk.

d) Price risk

The Company's investments designated as available-for-sale are traded on the TSX Venture, TSE and CSE. A 1% change in the cumulative quoted share price would change the fair value of the investments by approximately \$36,000 (2019 - \$19,000). The change would be recorded in the statements of comprehensive income (loss).

e) Commodity price risk

The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

**June 30, 2020 and 2019**

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## **12. Financial Instruments - continued**

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f) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquid funds to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The contractual financial liabilities of the Company as of June 30, 2020 equal \$368,727. All of the liabilities presented as accounts payable and accrued liabilities are due within 30 days of June 30, 2020.

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## **13. Supplemental Cash Flow Information**

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Non-cash investing and financing activities:

- (a) Pursuant to certain mineral property option agreements, the Company received 1,750,000 (2019 – 2,000,000) shares with an attributed value of \$306,500 (2019 - \$460,000).
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## **14. Disaggregation of revenue**

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The Company earns revenue from the performance of one type of service, being geological and exploration services. Further, its customers are exploration companies based in Canada.

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## **15. Capital Management**

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The Company includes cash and cash equivalents and shareholders' equity, comprising of issued common shares, accumulated other comprehensive income (loss), contributed surplus and deficit, in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the periods ended June 30, 2020 and 2019. The Company is not subject to externally imposed capital requirements.

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## **16. Subsequent Events**

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On July 2, 2020, the Company executed an agreement with Summa Silver Corp. (formerly Pinnacle North Gold Corp.) whereby Summa relinquished its option on the Donna property east of Vernon, BC. The claims are now held 100% by Eagle Plains, subject to an underlying 2% NSR royalty.

On July 14, 2020, the Company purchased four Crown Grant mineral claims underlying Eagle Plains' 100%-owned Donna Gold Project located east of Vernon, B.C. The recently acquired tenures cover the historical gold and silver workings of the St. Paul and Morgan Mines and carry no underlying royalties or encumbrances. The claims were purchased from St. Paul Mines Limited, an arms-length company that has controlled the property since at least 1927.

**June 30, 2020 and 2019**

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**16. Subsequent Events - continued**

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In July, 700,000 options were exercised for proceeds of \$70,000, of which \$23,333 will be paid to Taiga Gold as per the Plan of Arrangement.

On August 12, 2020, the Company and Rockridge Resources Ltd. agreed to amend the Knife Lake option agreement to extend the due date of the second anniversary exploration expenditures an additional 6 months, to July 2, 2021. In consideration for the extension, Rockridge will issue 300,000 common shares in the capital of Rockridge upon TSX Venture Exchange approval.

On August 13, 2020, Eagle Plains and Rex Resources Corp. (a private B.C. company), ("Rex") announced that the companies have entered into a formal option agreement whereby Rex may earn an undivided 60% interest in Eagle Plains' 100% owned Kalum Property located northwest of Terrace, British Columbia in the Skeena Mining Division. Under terms of the agreement, Rex will complete exploration expenditures of \$3,000,000, make cash payments of \$500,000 and issue 1,000,000 common shares to EPL over a four year period.

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**Schedule 1 - Exploration and evaluation assets**

	December 31 2019	Acquisition and Exploration	Grants, Option Payments & Mineral Tax Credits	Option proceeds in excess of carrying value	<b>June 30 2020</b>
British Columbia	\$420,461	\$186,722	(112,549)	-	<b>\$494,634</b>
NW Territories	183	-	-	-	<b>183</b>
Saskatchewan	88,022	120,928	(333,500)	285,169	<b>160,619</b>
Yukon Territory	2,140	-	-	-	<b>2,140</b>
	<u>\$510,806</u>	<u>\$307,650</u>	<u>(\$446,049)</u>	<u>\$285,169</u>	<u><b>\$657,576</b></u>

	December 31 2018	Acquisition and Exploration	Grants, Option Payments & Mineral Tax Credits	Option proceeds in excess of carrying value	Write down of mineral properties	December 31 2019
British Columbia	\$ 882,926	\$ 93,515	\$ (23,512)	\$ -	\$(532,468)	\$ 420,461
NW Territories	183	-	-	-	-	183
Saskatchewan	280,637	56,897	(736,500)	487,382	(394)	88,022
Yukon Territory	-	46,401	-	-	(44,261)	2,140
	<u>\$1,163,746</u>	<u>\$196,813</u>	<u>\$(760,012)</u>	<u>\$487,382</u>	<u>\$(577,123)</u>	<u>\$ 510,806</u>

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**Schedule 2 – Acquisition and exploration additions**

January – June 2020	British		Total
	Columbia	Saskatchewan	
Analytical	\$ 956	\$ -	\$ 956
Consultations	-	63	63
Drilling	87,178	-	87,178
Equipment rental	3,496	1,610	5,106
Geological and Geochemical	2,915	-	2,915
Geophysical	14,735	-	14,735
Labour	48,057	44,211	92,268
Transportation	1,116	11,315	12,431
Travel and camp	4,330	1,248	5,578
Tenure and acquisitions	23,939	61,716	85,655
	<b>\$186,722</b>	<b>\$120,928</b>	<b>\$307,650</b>

January – December 2019	British		Yukon &	Total
	Columbia	Saskatchewan	NWT	
Analytical	\$ 11,296	\$ 1,747	\$ 1,605	\$ 14,648
Consultations	-	2,824	-	2,284
Equipment rental	314	(685)	3,024	2,653
Geophysical	34,000	5,400	-	39,400
Geological and Geochemical	408	-	-	408
Labour	23,265	13,465	-	36,730
Transportation	9,771	6,297	30,935	47,003
Travel and camp	1,060	7,661	7,335	16,056
Tenure and acquisitions	13,401	20,188	3,502	37,091
	<b>\$ 93,515</b>	<b>\$ 56,897</b>	<b>\$ 46,401</b>	<b>\$196,813</b>