

**HIGHWAY 50 GOLD CORP.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED**

**September 30, 2019 AND 2018**

**(Unaudited – Prepared by Management)**

**(Expressed in Canadian Dollars)**

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

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

**HIGHWAY 50 GOLD CORP.**

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(UNAUDITED – PREPARED BY MANAGEMENT)

EXPRESSED IN CANADIAN DOLLARS

AS AT

	September 30, 2019	December 31, 2018
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 467,931	\$ 326,400
Receivables	11,307	31,399
Prepaid expenses	6,179	1,526
	<u>485,417</u>	<u>359,325</u>
<b>Equipment</b>	13,504	16,428
<b>Reclamation bonds</b>	92,779	120,301
<b>Exploration and evaluation assets (Note 4)</b>	<u>3,344,105</u>	<u>3,147,399</u>
	<u>\$ 3,935,805</u>	<u>\$ 3,643,453</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 170,505	\$ 34,797
Flow-through share premium liability	-	352
Due to related parties (Note 6)	673,150	448,000
	<u>843,655</u>	<u>483,149</u>
<b>Shareholders' equity</b>		
Capital stock (Note 5)	8,375,872	8,093,677
Share compensation reserve	1,459,516	1,459,516
Deficit	<u>(6,743,238)</u>	<u>(6,392,889)</u>
	<u>3,092,150</u>	<u>3,160,304</u>
	<u>\$ 3,935,805</u>	<u>\$ 3,643,453</u>

Nature and continuance of operations (Note 1)

Basis of preparation (Note 2)

**On behalf of the Board:**

"Gordon P. Leask"

Director

"Megan Cameron-Jones"

Director

**HIGHWAY 50 GOLD CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

(UNAUDITED – PREPARED BY MANAGEMENT)

EXPRESSED IN CANADIAN DOLLARS

	Three months ended September 30, 2019	Three months ended September 30, 2018	Nine months ended September 30, 2019	Nine months ended September 30, 2018
<b>EXPENSES</b>				
Accounting and audit (Note 6)	\$ 10,200	\$ 9,000	\$ 48,800	\$ 47,250
Amortization	975	920	2,924	2,760
Bank charges and interest	511	311	1,132	989
Consulting fees (Note 6)	75,000	60,000	225,000	180,000
Stock-based compensation (Note 6)	-	-	-	241,557
Investor relations and shareholder information	230	205	2,485	615
Legal	140	-	7,558	541
Office and administration	(2,486)	6,111	18,560	26,260
Rent	8,796	14,536	26,216	42,726
Transfer agent and listing fees	2,457	2,523	14,254	14,663
	(95,823)	(93,606)	(346,929)	(557,361)
Finance income	-	-	-	307
Settlement of flow-through premium liability	-	12,869	352	68,496
Gain (loss) on foreign exchange	1,187	(3,622)	(3,772)	1,535
<b>Loss and comprehensive loss for the period</b>	<b>\$ (94,636)</b>	<b>\$ (84,359)</b>	<b>\$ (350,349)</b>	<b>\$ (487,023)</b>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>
<b>Weighted average number of common shares outstanding, basic and diluted</b>	<b>35,429,731</b>	<b>33,445,735</b>	<b>35,132,100</b>	<b>31,960,614</b>

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

**HIGHWAY 50 GOLD CORP.**  
**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED – PREPARED BY MANAGEMENT)**  
**EXPRESSED IN CANADIAN DOLLARS**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30**

	2019	2018
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (350,349)	\$ (487,023)
Items not affecting cash:		
Amortization	2,924	2,760
Stock-based compensation	-	241,557
Settlement of flow-through premium liability	(352)	(68,496)
Foreign exchange	2,733	(2,678)
Change in non-cash working capital items:		
Receivables	20,092	44,219
Prepaid expenses	(4,653)	(4,296)
Accounts payable and accrued liabilities	(1,212)	323
Due to related parties	225,150	175,000
Net cash used in operating activities	(105,667)	(98,634)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Reclamation bond	24,789	-
Acquisition of equipment	-	(3,558)
Exploration and evaluation assets	(70,366)	(407,720)
Net cash used in investing activities	(45,577)	(411,278)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from loans payable	-	60,000
Repayment of loans payable	-	(60,000)
Issuance of common shares for cash	295,000	1,302,000
Share issue costs	(2,225)	(18,860)
Net cash provided by financing activities	292,775	1,283,140
Change in cash for the period	141,531	773,228
Cash, beginning of period	326,400	68,481
Cash, end of period	\$ 467,931	\$ 841,709

Supplemental disclosure with respect to cash flows (Note 7)

**HIGHWAY 50 GOLD CORP.**

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(UNAUDITED – PREPARED BY MANAGEMENT)

EXPRESSED IN CANADIAN DOLLARS

FOR THE NINE MONTHS ENDED SEPTEMBER 30

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	Number of Shares	Capital Stock	Share Compensation Reserve	Deficit	Total
Balance, December 31, 2017	30,282,570	\$ 6,908,159	\$ 1,217,959	\$ (4,274,688)	\$ 3,851,430
Private placement	4,698,249	1,302,000	-	-	1,302,000
Share issue costs	-	(18,860)	-	-	(18,860)
Stock-based compensation	-	-	241,557	-	241,557
Flow-through share premium liability	-	(82,632)	-	-	(82,632)
Loss for the period	-	-	-	(487,023)	(487,023)
Balance, September 30, 2018	34,980,819	\$ 8,108,667	\$ 1,459,516	\$ (4,761,711)	\$ 4,806,472
Balance, December 31, 2018	34,980,819	\$ 8,093,677	\$ 1,459,516	\$ (6,392,889)	\$ 3,160,304
Private placement	1,966,664	295,000	-	-	295,000
Share issue costs	-	(12,805)	-	-	(12,805)
Loss for the period	-	-	-	(350,349)	(350,349)
Balance, September 30, 2019	36,947,483	\$ 8,375,872	\$ 1,459,516	\$ (6,743,238)	\$ 3,092,150

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

**HIGHWAY 50 GOLD CORP.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED – PREPARED BY MANAGEMENT)

EXPRESSED IN CANADIAN DOLLARS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

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**1. NATURE AND CONTINUANCE OF OPERATIONS**

Highway 50 Gold Corp. (the “Company”) is a Canadian company incorporated in British Columbia. The Company’s activities have focused on exploration and evaluation assets located in British Columbia and Nevada, USA. The Company’s registered and records office is at Suite 910, 800 West Pender Street, Vancouver, BC, V6C 2V6. The Company’s head office is at Suite 2300, 1177 West Hastings Street, Vancouver, BC, V6E 2K3. The common shares of the Company are listed on the TSX Venture Exchange (the “Exchange”) and trade under the symbol “HWY”.

At the date of these condensed interim consolidated financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its exploration and evaluation assets. The ability of the Company to realize the costs it has incurred to date on these exploration and evaluation assets is dependent upon the Company being able to identify a commercial ore body, to finance its exploration costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the exploration and evaluation assets. To date, the Company has not earned revenues and is considered to be in the exploration stage.

These condensed interim consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. As at September 30, 2019, the Company had working capital deficiency of \$358,238 and an accumulated deficit of \$6,743,238. These items may cast a significant doubt on the Company’s ability to continue as a going concern. The condensed interim consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

These condensed interim consolidated financial statements were authorized by the board of directors of the Company on November 29, 2019.

**2. BASIS OF PREPARATION**

These condensed interim consolidated financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting. The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information. The significant accounting policies applied in these condensed interim consolidated financial statements are based on the IFRS issued and outstanding as of September 30, 2019.

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

*Carrying value and recoverability of exploration and evaluation assets*

The carrying amount of Company’s exploration and evaluation assets does not necessarily represent present or future values, and the Company’s exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management’s assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company’s exploration and evaluation assets properties.

To the extent that any of management’s assumptions change, there could be a significant impact on the Company’s future financial position, operating results and cash flows.

## **HIGHWAY 50 GOLD CORP.**

### **NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(UNAUDITED – PREPARED BY MANAGEMENT)

EXPRESSED IN CANADIAN DOLLARS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

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## **2. BASIS OF PREPARATION (cont'd...)**

### *Fair value of stock options and warrants*

Determining the fair value of warrants and stock options requires judgments related to the choice of a pricing model, the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments. Any changes in the estimates or inputs utilized to determine fair value could result in a significant impact on the Company's future operating results or on other components of shareholders' equity.

### *Income taxes*

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

### **Basis of consolidation**

These condensed interim consolidated financial statements include the financial statements of the Company and the entities controlled by the Company (Note 6). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

### **Foreign exchange**

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for the entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the entities' functional currency are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the entity that are denominated in foreign currencies are translated at the rate of exchange at the consolidated statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the consolidated statements of loss and comprehensive loss.

## **3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those applied by the Company as at and for the year ended December 31, 2018.

### *New Accounting Standards Adopted during the period*

#### IFRS 16 – Leases

IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The IASB issued IFRS 16, Leases, in January 2016, which replaces the current guidance in IAS 17. Under IAS 17, lessees were required to make a distinction between a finance lease and an operating lease. IFRS 16 eliminates this distinction and treats all leases with on-balance sheet accounting model that is similar to finance lease. In addition, the IASB has included an optional exemption for certain short-term leases and leases of low-value assets. On January 1, 2019, the Company assessed whether its current office space rental agreement conveys the right to control the underlying asset for a period of time, in exchange for consideration. The Company does not recognize any lease asset or liability under IFRS 16 due to the short-term nature of the agreement (monthly basis). The Company makes this determination under IFRS 16 B5(a) exemption. As a practical expedient, the Company also elected the exemption available under IFRS 16 C3(b) to contracts that were not previously identified as containing a lease applying IAS 17 and IFRIC 4. As a result, the Company will continue to expense the payments under the office space rental agreement. Therefore, the adoption of IFRS 16 does not have an impact on the Company's condensed interim consolidated financial statements.



**HIGHWAY 50 GOLD CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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EXPRESSED IN CANADIAN DOLLARS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

**4. EXPLORATION AND EVALUATION ASSETS**

	Porter Canyon, Nevada, USA	Golden Brew, Nevada, USA	Monroe, BC, Canada	Other, Nevada, USA	Total
Balance, December 31, 2017	\$ 1,470,897	\$ 1,042,726	\$ 1,073,601	\$ 184,906	\$ 3,772,130
Additions:					
Assays	-	-	1,400	-	1,400
Drilling	-	-	764,210	-	764,210
Exploration Advances	-	-	5,000	-	5,000
Field operations	-	-	38,584	-	38,584
Geology	-	-	13,790	-	13,790
Property payments	21,391	-	-	19,492	40,883
Roads and site preparation	-	-	3,690	-	3,690
Total expenditures	21,391	-	826,674	19,492	867,557
Write-down of exploration and evaluation assets	(1,492,288)	-	-	-	(1,492,288)
Balance, December 31, 2018	\$ -	\$ 1,042,726	\$ 1,900,275	\$ 204,398	\$ 3,147,399
Additions:					
Assays	-	-	417	-	417
Drilling	-	-	148,912	-	148,912
Field operations	-	3,509	-	-	3,509
Property payments	16,741	-	-	27,127	43,868
Balance, September 30, 2019	\$ 16,741	\$ 1,046,235	\$ 2,049,604	\$ 231,525	\$ 3,344,105

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining properties. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its properties is in good standing. The exploration and evaluation assets in which the Company has committed to earn an interest are located in the United States and Canada.

**Golden Brew Property, Battle Mountain Mining District, Nevada**

During the year ended December 31, 2010, the Company executed a mining lease agreement with Genesis Gold Corporation (“Genesis”) on the Golden Brew claims (“Golden Brew Claims”) located in Nevada, USA (the “Genesis Agreement”). The terms of the Genesis Agreement include an initial payment to Genesis of US\$10,000 and subsequent escalating annual lease payments. The Company has an option to acquire a 100% interest in the Golden Brew Claims for the purchase price of US\$2,000,000, subject to a 2% net smelter returns royalty. All lease payments will be applied to the purchase price. The royalty will be reduced to 1% of net smelter returns at such time as the Company has paid US\$4,000,000 to Genesis in royalty payments. The Company negotiated an amendment to the Genesis Agreement whereby the lease payment of US\$10,000 due January 5, 2017 was reduced to US\$5,000 plus another US\$5,000 upon mobilization of a drilling rig to the property. During the year ended December 31, 2018, the Company amended the January 5, 2018 annual lease payment from US\$50,000 to US\$30,000.

**HIGHWAY 50 GOLD CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

**4. EXPLORATION AND EVALUATION ASSETS (cont'd...)**

To maintain the mining lease agreement, the Company must make the following lease payments:

	Annual Lease Payments
On January 5, 2010 (paid)	US\$10,000
On or before January 5, 2011 (paid)	15,000
On or before January 5, 2012 (paid)	25,000
On or before January 5, 2013 (paid)	35,000
On or before January 5, 2014 (paid by Regulus)	20,000
On or before January 5, 2015 (paid by Regulus)	20,000
On or before January 5, 2016 (paid by Regulus)	10,000
On or before January 5, 2017 (paid by Regulus)	5,000
Upon the mobilization of a drill rig to the property (paid by Regulus)	5,000
On or before January 5, 2018 (paid by Regulus)	30,000
On or before January 5, 2019 (paid by Regulus)	50,000
On or before January 5, 2020 to January 5, 2025	75,000

In 2014, the Company entered into a definitive Option Agreement with Regulus Resources Inc. (“Regulus”), whereby Regulus may acquire a 50% option in the Golden Brew Property (the “Option”). In order to exercise the Option, Regulus must, among other things, spend US\$5,000,000 on exploration expenditures on the project by May 2022, and assume the underlying third party lease payments to Genesis and claim holding costs. Exploration expenditures of US\$500,000 in the first year is a firm commitment subject to a Force Majeure situation. Upon earn-in the parties will form a joint venture on a 50/50 basis. Regulus and the Company are related parties with common directors.

During the year ended December 31, 2016, Regulus invoked the Force Majeure clause with respect to Regulus’ obligation to complete exploration expenditures totalling US\$500,000 in Year 1 (the “Firm Commitment”) as a result of unavoidable drilling permitting delays on the property. The drilling permit process was completed in August 2017 and the Firm Commitment was fulfilled.

During the period ended September 30, 2019, Regulus has fulfilled the exploration expenditures totaling US\$1,250,000. The Company must spend additional exploration expenditures of US\$1,000,000 (total of US\$2,250,000) by May 28, 2020 or the Company will forfeit its right to earn any interest in the Golden Brew project.

Subsequent to September 30, 2019, Regulus terminated its option agreement on the Golden Brew property and returned the project to the Company.

**Porter Canyon Property, Lander County, Nevada**

During the year ended December 31, 2011, the Company acquired the Porter Canyon claims by staking. During the year ended December 31, 2018, there has been sufficient evidence of impairment of the Porter Canyon Property, and the value has been written down to \$Nil as at December 31, 2018.

**Other, Nevada**

The property consists of claims acquired by staking in Nevada. The Company has no material commitments on this property group aside from annual claim payments.

**Monroe Property, Fort Steele Mining Division, British Columbia**

During the year ended December 31, 2016, the Company executed an option agreement to earn an undivided 50% interest in the Monroe property (the “Property”) located in the Fort Steele Mining Division, southeast British Columbia. In order to exercise the option (the “Option”), the Company has made a firm commitment to spend an initial \$100,000 in exploration expenditures on the Property in the first year (commitment met as at December 31, 2016), followed by additional annual optional exploration expenditures totalling \$2.9 million over the next four years. The Company will be the operator on the Property during the course of the Option. The owners of the Monroe property are an officer and directors of the Company.

**HIGHWAY 50 GOLD CORP.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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EXPRESSED IN CANADIAN DOLLARS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

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**5. CAPITAL STOCK AND SHARE COMPENSATION RESERVE****Authorized**

Unlimited number of common shares without par value. All issued shares are fully paid.

During the period ended September 30, 2019, the Company:

- a) Closed a non-brokered private placement of 1,599,998 units at a price of \$0.15 per unit for gross proceeds of \$240,000. Each unit consists of one flow-through common share and one-half of one non-flow-through common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share at a purchase price of \$0.20 per share until September 9, 2021. There was \$Nil premium received on the flow-through shares issued.
- b) Closed a non-brokered private placement of 366,666 units at a price of \$0.15 per unit for gross proceeds of \$55,000. Each unit consists of one non-flow-through common share and one non-flow-through common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share at a purchase price of \$0.20 per share until September 9, 2021.
- c) Incurred share issuance costs of \$12,805 in relation to the private placements.

During the year ended December 31, 2018, the Company:

- a) Closed a non-brokered private placement of 1,200,000 units at a price of \$0.25 per unit for gross proceeds of \$300,000. Each unit consists of one flow-through common share and one-half of one non-flow-through common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share at a purchase price of \$0.30 per share until May 4, 2019 (subsequently extended to May 4, 2020). The premium received on the flow-through shares issued was determined to be \$60,000.
- b) Closed a non-brokered private placement of 1,750,000 units at a price of \$0.20 per unit for gross proceeds of \$350,000. Each unit consists of one non-flow-through common share and one non-flow-through common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share at a purchase price of \$0.25 per share until May 4, 2020. Share issuance costs of \$18,109 were paid in relation to the private placement.
- c) Closed a non-brokered private placement of 1,131,581 units at a price of \$0.38 per unit for gross proceeds of \$430,000. Each unit consists of one flow-through common share and one-half of one non-flow-through common share purchase warrant (each a "Warrant"). Each full Warrant entitles the holder to purchase one non-flow-through common share at a purchase price of \$0.40 per share until September 21, 2020. The premium received on the flow-through shares issued was determined to be \$22,632.
- d) Closed a non-brokered private placement of 616,668 units at a price of \$0.36 per unit for gross proceeds of \$222,000. Each unit consists of one non-flow-through common share and one non-flow-through common share purchase warrant (each a "Warrant"). Each Warrant entitles the holder to purchase one non-flow-through common share at a purchase price of \$0.40 per share until September 21, 2020. Share issuance costs of \$15,741 were paid in relation to the private placement.

**Stock options**

Under the Company's rolling stock option plan dated June 2, 2005, the Company may grant options, with a maximum term of five years, for up to 10% of the Company's issued and outstanding common shares, to directors, employees and consultants at exercise prices to be determined by the market value on the date of grant. Vesting of options is made at the discretion of the Board of Directors at the time the options are granted with the exception of options granted in relation to investor relations. Options granted to consultants engaged in investor relations activities must vest no earlier than as to one-quarter upon the grant date and as to a further one-quarter after each of the following three four-month periods.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
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EXPRESSED IN CANADIAN DOLLARS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

**5. CAPITAL STOCK AND SHARE COMPENSATION RESERVE (cont'd...)**

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

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2017	2,100,000	\$ 0.38
Granted	<u>1,100,000</u>	0.25
Balance, December 31, 2018	3,200,000	0.34
Expired	<u>(75,000)</u>	0.53
Balance, September 30, 2019	3,125,000	\$ 0.33

At September 30, 2019, the following incentive stock options were outstanding to directors, officers and employees:

Number of Options Outstanding	Exercise Price	Expiry Date	Number of Options Exercisable
500,000	\$ 0.41	October 14, 2019	500,000
1,175,000	0.40	February 3, 2020	1,175,000
350,000	0.25	May 6, 2021	350,000
<u>1,100,000</u>	0.25	May 17, 2023	<u>1,100,000</u>
3,125,000			3,125,000

\*Subsequent to September 30, 2019, 500,000 options expired unexercised

The weighted average remaining life of the stock options is 1.59 years.

**Warrants**

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2017	8,027,025	\$ 0.60
Warrants issued	3,532,455	0.31
Warrants expired	<u>(7,027,025)</u>	0.60
Balance, December 31, 2018	4,532,455	0.37
Warrants granted	<u>1,166,663</u>	0.20
Balance, September 30, 2019	5,699,118	\$ 0.34

At September 30, 2019, the following share purchase warrants were issued and outstanding:

Number of Warrants Outstanding	Exercise Price	Expiry Date
600,000	\$ 0.30	May 4, 2020
1,750,000	0.25	May 4, 2020
1,000,000	0.60	May 10, 2020
1,182,455	0.40	September 21, 2020
<u>1,166,663</u>	0.20	September 9, 2021
5,699,118		

The weighted average remaining life of the warrants is 0.95 years.

**HIGHWAY 50 GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(UNAUDITED – PREPARED BY MANAGEMENT)

EXPRESSED IN CANADIAN DOLLARS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2019 AND 2018

**6. RELATED PARTY TRANSACTIONS**

The condensed interim consolidated financial statements include the financial statements of the Company and its subsidiary listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
Highway 50 Gold (US) Inc.	Nevada, USA	100%	Mineral exploration

All transactions with related parties are in the normal course of operations and are measured at their fair value as determined by management.

During the period ended September 30, 2019, the Company entered into the following transactions with related parties:

- Eagle Putt Ventures Inc. (“Eagle Putt”) is a private company controlled by Mr. Gordon P. Leask, a director and officer of the Company. For the period ended September 30, 2019, Eagle Putt charged \$90,000 (2018 - \$90,000) which are classified as consulting fees in the condensed interim consolidated statements of loss and comprehensive loss. At September 30, 2019, the Company owed \$282,500 (December 31, 2018 - \$192,500) to Eagle Putt.
- Rangefront Exploration Corp. (“Rangefront”) is a private company controlled by Mr. John M. Leask, a director to the Company. For the period ended September 30, 2019, Rangefront charged \$90,000 (2018 - \$90,000) which are classified as consulting fees in the condensed interim consolidated statements of loss and comprehensive loss. At September 30, 2019, the Company owed \$282,500 (December 31, 2018 - \$192,500) to Rangefront.
- Megan Cameron-Jones is a director and officer of the Company. For the period ended September 30, 2019, Megan Cameron-Jones charged \$45,000 (2018 – \$Nil) for management services and are classified as consulting fees in the condensed interim consolidated statements of loss and comprehensive loss. At September 30, 2019, the Company owed \$105,000 (December 31, 2018 - \$63,000) to Megan Cameron-Jones.
- Cross Davis & Co. LLP (“Cross Davis”) is an accounting firm of which Scott Davis, an officer of the Company, is a partner. For the period ended September 30, 2019, Cross Davis charged \$27,000 (2018 - \$27,000) which are classified as accounting fees in the condensed interim consolidated statements of loss and comprehensive loss. At September 30, 2019, the Company owed \$3,150 (December 31, 2018 - \$Nil) to Cross Davis.

Amounts payable to related parties have no specific terms of repayment, are unsecured, and have no interest rate.

The remuneration of directors and other members of key management personnel during the period ended September 30, 2019 and 2018 are as follows:

	Other Payments	Share-based Benefits	Total
<b>September 30, 2019</b>			
Chief Executive Officer	\$ 90,000	\$ -	\$ 90,000
Chief Financial Officer	27,000	-	27,000
Executive directors	135,000	-	135,000
	<u>\$ 252,000</u>	<u>\$ -</u>	<u>\$ 252,000</u>
<b>September 30, 2018</b>			
Chief Executive Officer	\$ 90,000	\$ 65,879	\$ 155,879
Chief Financial Officer	27,000	21,960	48,960
Executive directors	90,000	153,718	243,718
	<u>\$ 207,000</u>	<u>\$ 241,557</u>	<u>\$ 448,557</u>

**HIGHWAY 50 GOLD CORP.**

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**7. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS**

During the period ended September 30, 2019, there were \$147,569 included in exploration and evaluation assets and \$10,580 included in share issue costs which relate to accounts payable and accrued liabilities.

During the period ended September 30, 2018, there was \$4,151 included in exploration and evaluation assets which relates to accounts payable and accrued liabilities and \$82,632 was recorded as a flow-through share premium liability in relation to a private placement.

For the period ended September 30	2019	2018
Cash paid for income taxes	\$ -	\$ -
Cash paid for interest	\$ -	\$ -

**8. SEGMENT INFORMATION**

The Company operates in one reportable operating segment, being the acquisition, exploration, and development of exploration and evaluation assets in North America. Geographical information is as follows:

	Total Assets	Equipment	Exploration and Evaluation Assets	Reclamation Bonds	Other Assets
September 30, 2019					
Canada	\$ 2,539,778	\$ 4,757	\$ 2,049,604	\$ -	\$ 485,417
United States	1,396,027	8,747	1,294,501	92,779	-
	\$ 3,935,805	\$ 13,504	\$ 3,344,105	\$ 92,779	\$ 485,417
December 31, 2018					
Canada	\$ 2,269,891	\$ 10,291	\$ 1,900,275	\$ -	\$ 359,325
United States	1,373,562	6,137	1,247,124	120,301	-
	\$ 3,643,453	\$ 16,428	\$ 3,147,399	\$ 120,301	\$ 359,325

**9. FINANCIAL AND CAPITAL RISK MANAGEMENT**

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 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, and due to related parties approximate carrying value, which are the amounts on the consolidated statements of financial position. The Company's other financial instrument, cash, under the fair value hierarchy, is based on level one quoted prices in active markets for identical assets or liabilities.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

**HIGHWAY 50 GOLD CORP.**

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**9. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)***Credit risk*

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations.

The Company's cash is held at large Canadian financial institutions in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist mainly of tax credits due from the government of Canada and advances receivable from third parties. As such, the Company does not believe it is subject to significant credit risk.

*Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company is considered to be in the exploration and evaluation stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration and evaluation programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash is invested in business accounts with quality financial institutions, is available on demand for the Company's programs, and is not invested in any asset backed commercial paper. As at September 30, 2019, the Company had a cash balance of \$467,931 to settle current liabilities of \$843,655.

*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 commodity and equity prices.

## a) Interest rate risk

The Company has cash balances. The interest earned on the cash balances approximates fair value rates, and the Company is not at a significant risk to fluctuating interest rates. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

## b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, reclamation bond, and accounts payable that are denominated in United States dollars ("US\$"). A 10% fluctuation in the US\$ against the Canadian dollar would affect net comprehensive loss for the year by approximately \$9,000.

## c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

*Capital management*

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its exploration and evaluation assets, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.