

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS AND NOTES

FOR THE SIX MONTHS ENDED JUNE 30, 2018

(UNAUDITED - EXPRESSED IN CANADIAN DOLLARS)

# MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

# CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORTING

The accompanying condensed consolidated interim financial statements of SilverCrest Metals Inc. ("the Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed consolidated interim financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

# NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The Company's independent auditor has not performed a review of these condensed consolidated interim 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.

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		June 30, 2018	Dec	ember 31, 2017
ASSETS				
Current assets				
Cash and cash equivalents	\$	17,593,774	\$	10,116,324
Amounts receivable (note 6)	Ş	17,393,774	Ş	68,636
Taxes receivable		22,159		19,500
Prepaids		160,600		108,195
Total current assets		17,897,808		108,193
Total Current assets		17,837,808		10,312,033
Non-current assets				
Taxes receivable		2,855,700		1,526,702
Deposits		69,576		58,076
Property and equipment (note 5)		1,303,707		1,001,038
Exploration and evaluation assets (note 4)		22,664,919		13,994,090
Total non-current assets		26,893,902		16,579,906
TOTAL ASSETS	\$	44,791,710	\$	26,892,561
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current liabilities				
Accounts payable and accrued liabilities (note 6)	\$	1,124,175	\$	906,291
Shareholders' equity				
Capital stock (note 7)		48,207,759		29,899,525
Share-based payment reserve (note 7)		5,154,755		3,278,378
Deficit		(9,694,979)		(7,191,633
Total shareholders' equity		43,667,535		25,986,270
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$	44,791,710	\$	26,892,561
Nature of operations and going concern (note 1)				
Approved by the Board and authorized for issue on August 1, 2018:				

"Graham C. Thody"

Director

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

Director

"N. Eric Fier"

	Three months ended		Six mont	ths ended	
	2018	2017	2018	2017	
Depreciation (note 5)	\$ 816	\$ 10,032	\$ 1,681	\$ 17,030	
Exploration expenditures (recovery)	6,070	3,347	(17,866)	11,128	
Foreign exchange (gain) loss	4,861	62,007	(387,076)	70,335	
Insurance	12,928	15,085	27,325	27,599	
Interestincome	(51,861)	(25,034)	(76,655)	(52,694)	
Management and director fees (note 6)	77,943	78,045	152,239	156,591	
Office and miscellaneous	25,316	15,294	47,035	40,803	
Professional fees (note 6)	68,678	48,100	131,320	101,620	
Regulatory and transfer agent fees	35,835	33,595	61,896	57,137	
Rent and communications	42,296	38,447	88,692	79,250	
Remuneration (note 6)	247,967	93,106	487,035	189,042	
Share-based compensation (notes 6 and 7)	594,887	521,613	1,613,991	1,541,056	
Shareholder and investor relations	48,615	63,255	117,999	116,306	
Technical consultants	6,000	18,520	12,000	49,437	
Tradeshow and travel	124,389	66,708	243,730	153,656	
Net and comprehensive loss for the period	\$ (1,244,740)	\$ (1,042,120)	\$ (2,503,346)	\$ (2,558,296)	
Basic and diluted comprehensive loss per common share	\$ (0.02)	\$ (0.02)	\$ (0.04)	\$ (0.05)	
Weighted average number of common shares outstanding	68,748,804	48,153,767	66,374,414	48,092,994	

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

		2018		2017
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	\$	(2,503,346)	\$	(2,558,296)
Items not affecting cash:	*	(=)555)5.57	Ψ	(2,000,200)
Depreciation		1,681		17,030
Interest income		(76,655)		(52,694)
Share-based compensation		1,613,991		1,541,056
Changes in non-cash working capital items:		, ,		, ,
Amounts receivable		(46,432)		46,538
Taxes receivable		(1,331,657)		(548,872)
Prepaids and deposits		(63,905)		(59,810)
Accounts payable and accrued liabilities		(23,092)		(112,340)
Net cash used in operating activities		(2,429,415)		(1,727,388)
		, , , ,		• • • • • •
CASH FLOWS FROM FINANCING ACTIVITIES				
Capital stock issued		19,271,783		76,250
Capital stock issuance costs		(1,357,600)		-
Net cash provided by financing activities		17,914,183		76,250
CASH FLOWS FROM INVESTING ACTIVITIES				
Interest received		70,448		18,402
Exploration and evaluation assets		(7,873,991)		(3,715,309)
Option payment received		126,007		(3,713,303)
Purchase of property and equipment		(329,782)		(929,733)
Net cash used in investing activities		(8,007,318)		(4,626,640)
Change in cash and cash equivalents, during the period		7,477,450		(6,277,778)
Cash and cash equivalents, beginning of the period		10,116,324		8,928,717
Cash and cash equivalents, end of the period	\$	17,593,774	\$	2,650,939
Cook and sook assistatorie resuscented by				
Cash and cash equivalents is represented by:	<u>,</u>	12 502 774	¢	FFC 2FF
Cash	\$	12,593,774	\$	556,255
Cash equivalents	\$	5,000,000	\$	2,094,684
Total cash and cash equivalents	\$	17,593,774	<u> </u>	2,650,939
Non-cash financing activities				
Capitalized to capital stock issuance costs				
Accounts payable and accrued liabilities	\$	77,051	\$	-
Non-cash investing activities				
Capitalized to exploration and evaluation assets				
Accounts payable and accrued liabilities	\$	906,021	\$	290,453
Fair value of shares issued for mineral property	\$	367,526	\$	-
Depreciation	\$	25,432	\$	-
Share-based compensation	\$	265,686	\$	145,242

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

	Capital stock		Share-based		
	Number	Amount	payment reserve	Deficit	Total
Balance at December 31, 2016	47,772,517	\$ 19,362,804	\$ 544,757	\$ (2,316,372)	\$ 17,591,189
Warrants exercised	381,250	76,250	-	-	76,250
Share-based compensation	-	-	1,686,298	-	1,686,298
Net and comprehensive loss for the period	-	-	-	(2,558,296)	(2,558,296)
Balance at June 30, 2017	48,153,767	19,439,054	2,231,055	(4,874,668)	16,795,441
Capital stock issued	9,572,810	10,051,451	-	-	10,051,451
Capital stock issuance costs	-	(773,565)	-	-	(773,565)
Recovery of capital stock issuance costs	-	7,698	-	-	7,698
Warrants exercised	5,851,321	1,170,264	-	-	1,170,264
Stock options exercised	25,005	4,623	(3,123)	-	1,500
Share-based compensation	-	-	1,050,446	-	1,050,446
Net and comprehensive loss for the period	-	-	-	(2,316,965)	(2,316,965)
Balance at December 31, 2017	63,602,903	29,899,525	3,278,378	(7,191,633)	25,986,270
Capital stock issued (note 7)	8,666,250	18,000,333	_	_	18,000,333
Shares issued for mineral property (notes 4 and 7)	140,277	367,526	_	_	367,526
Capital stock issuance costs (note 7)	-	(1,334,375)	_	_	(1,334,375)
Warrants exercised (note 7)	873,000	1,265,850	-	-	1,265,850
Stock options exercised (note 7)	35,000	8,900	(3,300)	-	5,600
Share-based compensation (note 7)	-	-	1,879,677	-	1,879,677
Net and comprehensive loss for the period	-	-	-	(2,503,346)	(2,503,346)
Balance at June 30, 2018	73,317,430	\$ 48,207,759	\$ 5,154,755	\$ (9,694,979)	\$ 43,667,535

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

## 1. NATURE OF OPERATIONS AND GOING CONCERN

SilverCrest Metals Inc. (the "Company" or "SilverCrest") is a Canadian precious metals exploration company headquartered in Vancouver, BC. The Company was incorporated under the Business Corporations Act (British Columbia). The common shares of the Company trade on the TSX Venture Exchange under the symbol "SIL" and on the OTCQX under the symbol "SVCMF". The head office and principal address of the Company is 501-570 Granville Street, Vancouver, BC, Canada, V6C 3P1. The address of the Company's registered and records office is 19th Floor, 885 West Georgia Street, Vancouver, BC, Canada, V6C 3H4.

While the Company currently has no source of revenue, its cash and cash equivalents of \$17.6 million contribute to working capital of \$16.8 million which management believes this will be sufficient to fund exploration activities and general working capital for the next 12 months. The Company's financial success is dependent on its ability to discover economically viable mineral deposits. In order to complete its phase III exploration program, the Company may require substantial additional financing, which is subject to a number of factors many of which are beyond the Company's control. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. These condensed consolidated interim financial statements have been prepared by management on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

## 2. SIGNIFICANT ACCOUNTING POLICIES

# **Statement of Compliance**

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 – *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2017, which include information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies, use of judgments and estimates were presented in notes 2 and 3, respectively, of these consolidated financial statements, and have been consistently applied, save for the adoption of IFRS 9 and 15, starting on January 1, 2018, in the preparation of these condensed consolidated interim financial statements.

## Basis of preparation and measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. Additionally, 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 were approved for issuance by the Board of Directors on August 1, 2018.

## **Basis of consolidation**

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries, NorCrest Metals Inc., a Canadian corporation, Minera La Llamarada, S.A. de C.V., a Mexico corporation, and Babicanora Agricola del Noroeste S.A. de C.V., a Mexico corporation. The Company consolidates subsidiaries where the Company has the ability to exercise control. Control is achieved when the Company is exposed to variable returns from involvement with an investee and has the ability to affect the returns through power over the investee. Control is normally achieved through ownership, directly or indirectly, of more than 50 percent of the voting power. Control can also be achieved through power over more than half of the voting rights by virtue of an agreement with other investors or through the exercise of de facto control. All intercompany balances, transactions, income and expenses, and profits or losses have been eliminated on consolidation.

## Change in accounting policy - financial instruments

The Company adopted all of the requirements of IFRS 9 – Financial Instruments ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 utilizes a revised model for recognition and measurement of financial instruments and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, so the Company's accounting policy with respect to financial liabilities is unchanged. As a result of the adoption of IFRS 9, management has changed its accounting policy for financial assets retrospectively, for assets that continued to be recognized at the date of initial application. The change did not impact the carrying value of any financial assets or financial liabilities on the transition date.

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

## Change in accounting policy - financial instruments (continued)

The following is the Company's new accounting policy for financial instruments under IFRS 9:

## Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The Company completed a detailed assessment of its financial assets and liabilities as at January 1, 2018. The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

Financial assets/liabilities	Original classification IAS 39	New classification IFRS 9
Cash and cash equivalents	FVTPL	FVTPL
Short term investment	FVTPL	FVTPL
Amounts receivable	Amortized cost	Amortized cost
Accounts payable	Amortized cost	Amortized cost

The Company did not restate prior periods and determined that the adoption of IFRS 9 resulted in no impact to the opening accumulated deficit on January 1, 2018.

#### Measurement

## Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

# Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of comprehensive loss in the period in which they arise.

# Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

#### Derecognition

## Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of comprehensive loss.

## 2. SIGNIFICANT ACCOUNTING POLICIES (continued)

# Change in accounting policy – revenue from contracts with customers

The Company adopted all of the requirements of IFRS 15 Revenue from Contracts with Customers ("IFRS 15") as of January 1, 2018. IFRS 15 utilizes a methodical framework for entities to follow in order to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. As the Company has no revenues, the change did not impact accumulated deficit or any assets and liabilities on the transition date.

# 3. NEW STANDARDS NOT YET ADOPTED

On January 13, 2016, the IASB issued IFRS 16 – *Leases*, the new leases standard. The standard is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. The Company has not yet completed the process of assessing the impact that IFRS 16 will have on its consolidated financial statements or whether to early adopt this new requirement.

# 4. EXPLORATION AND EVALUATION ASSETS

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, titles to all of its properties are in good standing except as otherwise disclosed. However, this should not be considered as a guarantee of title. The mineral properties may be subject to prior claims or agreements, or transfers, and rights of ownership may be affected by undetected defects.

The following table summarizes the Company's exploration and evaluation asset expenditures:

	Cru	z de Mayo		Guadalupe		Huasabas	Las Chispas		Other	Total
Balance at December 31, 2016	Ś	95,882		508,805	¢	353,022	\$ 3,129,247	¢	73,677	\$ 4,160,633
Acquisition costs:	Y	33,002	Y	300,003	Y	333,022	<b>Ϋ 3,123,2</b> 47	Y	73,077	7 4,100,033
Option, concession, and surface rights payments		9,204		26,740		1,114	623,452		61,109	721,619
Exploration and evaluation expenditures:		3,201		20,7 10		_,	023, 132		01,103	, 21,013
Assays		_		_		_	1,018,392		_	1,018,392
Depreciation		_		_		_	38,305		_	38,305
Drilling		_		_		_	5,825,873		_	5,825,873
Field and administrative costs		_		_		_	1,024,891		_	1,024,891
Salaries and remuneration		_		_		_	673,268		_	673,268
Share-based compensation		_		_		_	285,723		_	285,723
Technical consulting services		_		_		_	207,326		_	207,326
Travel and lodging		_		_		_	114,447		_	114,447
Subtotal, additions		9,204		26,740		1,114	9,811,677		61,109	9,909,844
Impairment		(76,387)		-			-		-	(76,387)
Balance at December 31, 2017		28,699		535,545		354,136	12,940,924		134,786	13,994,090
Acquisition costs:										
Option, concession, and surface rights payments		68,789		-		3,586	2,130,387		52,287	2,255,049
Exploration and evaluation expenditures:		,				-,	,,		, -	,,-
Assays		-		-		_	561,888		-	561,888
Depreciation (note 5)		-		-		_	25,432		_	25,432
							•			-
Drilling		-		-		-	4,651,471		-	4,651,4/1
		-		-		-	4,651,471 300,578		-	4,651,471 300,578
Drilling		- - -		- -					- - -	
Drilling Field and administrative costs		- - -		- - -		- - -	300,578		- - -	300,578
Drilling Field and administrative costs Salaries and remuneration (note 6)		- - - -		- - - -		- - - -	300,578 550,170		- - - -	300,578 550,170
Drilling Field and administrative costs Salaries and remuneration (note 6) Share-based compensation (notes 6 and 7)		- - - -		- - - -		- - - -	300,578 550,170 265,686		- - - - -	300,578 550,170 265,686
Drilling Field and administrative costs Salaries and remuneration (note 6) Share-based compensation (notes 6 and 7) Technical consulting services (note 6)		- - - - - - 68,789		- - - - -		- - - - - - 3,586	300,578 550,170 265,686 159,764		- - - - - 52,287	300,578 550,170 265,686 159,764
Drilling Field and administrative costs Salaries and remuneration (note 6) Share-based compensation (notes 6 and 7) Technical consulting services (note 6) Travel and lodging		- - - - - - 68,789		- - - - - - (126,007)		- - - - - - 3,586	300,578 550,170 265,686 159,764 26,798		- - - - - 52,287	300,578 550,170 265,686 159,764 26,798

## 4. EXPLORATION AND EVALUATION ASSETS (continued)

## Cruz de Mayo Project, Sonora, Mexico

The Company has a 100% interest in the Cruz de Mayo 2 mineral concession located in Sonora State, Mexico. SilverCrest also had an option to purchase a 100% interest in the El Gueriguito concession, located on the Cruz de Mayo Project, for total consideration of US\$1,000,000, until the Company terminated its option agreement in December 2017. As a result, during 2017, the Company recorded impairment expense of \$76,387 for previously capitalized costs relating to this concession. During the six months ended June 30, 2018, the Company reinstated its option agreement for the El Gueriguito concession and made a payment of \$64,555 (US\$50,000). At June 30, 2018, the remaining payments totalling US\$705,000 are scheduled as follows:

- US\$50,000 on each 19<sup>th</sup> day of November 2018 to 2031; and
- US\$5,000 on November 19, 2032.

# Las Chispas, Sonora, Mexico

The Las Chispas property is located in Sonora, Mexico, and consists of 28 concessions. The Company has 100% title to eight concessions, six of which were registered in 2017.

For the remaining two mining concessions, the Company received the right and option to purchase an undivided 100% title for total consideration of US\$150,000. During the six months ended June 30, 2018, the Company exercised its option by making the final option payment of \$126,510 (US\$100,000). During 2016 and 2017, the Company made option payments totalling \$65,192 (US\$50,000). A 2% net smelter return royalty is payable to the optionor for material from this mining concession that has processed grades greater than or equal to 40 ounces per tonne of silver and 0.5 ounces per tonne of gold, combined.

The Company also has the right and option to purchase up to 100% title to 20 concessions. The payment terms for the Las Chispas option agreements are detailed as follows:

For four of the mining concessions, the Company has the right and option to purchase an undivided 100% title for total consideration of US\$575,000. During the six months ended June 30, 2018, the Company made an option payment of \$77,466 (US\$60,000). During 2017, the Company made an option payment of \$45,451 (US\$35,000).

On June 27, 2018, the Company and an option holder representing a 20% title to the four mining concessions agreed to amend the schedule of remaining payments whereby the Company could exercise its option and earn a 20% interest in the concessions. The original payment schedule called for a payment of US\$20,000 (of a total US\$100,000) on May 20, 2019 and US\$70,000 (of a total US\$350,000) on May 20, 2020. The amended payment schedule called for an option payment of US\$86,400, representing a 4% discount to the original total remaining payments of US\$90,000, on June 27, 2018. As a result, the Company made a payment of \$111,551 (US\$86,400), as amended, and earned a 20% interest in the concessions.

At June 30, 2018, the remaining payments to concession holders, representing the remaining 80% title, totalling US\$360,000 are scheduled as follows:

- US\$80,000 on May 20, 2019; and
- US\$280,000 on May 20, 2020.

For 13 of the mining concessions, the Company received the right and option to purchase an undivided 100% title for total consideration of US\$2,950,000. During 2017, the Company and the concession holder agreed to amend the schedule of remaining payments. The original payment schedule called for a final payment of US\$2,725,000 on June 2, 2018. Of this payment, US\$500,000 was payable in common shares of SilverCrest and an additional US\$500,000, at the concession holder's option, could be paid in common shares of SilverCrest. The amended payment schedule is as follows:

- US\$200,000 on September 22, 2017 (paid);
- US\$1,262,500 on June 3, 2018 (of which US\$250,000 is payable in common shares of SilverCrest and, at the concession holder's option, an additional US\$250,000 can be paid in common shares of SilverCrest) (paid); and
- US\$1,262,500 on December 3, 2018 (of which US\$250,000 is payable in common shares of SilverCrest and, at the concession holder's option, an additional US\$250,000 can be paid in common shares of SilverCrest).

As a result, during the six months ended June 30, 2018, the Company paid \$1,307,239 (US\$1,012,500) in cash and \$322,775 (US\$250,000) in common shares for a total of \$1,630,014 (US\$1,262,500), as amended. The Company issued 140,277 common shares with a fair value of \$367,526 (note 7), which was recorded as an acquisition cost. The concession holder did not exercise their right to receive common shares. During 2017, the Company paid \$129,860 (US\$100,000), as scheduled, and \$259,720 (US\$200,000), as amended, for total options payments of \$389,580 (US\$300,000).

## 4. EXPLORATION AND EVALUATION ASSETS (continued)

## Las Chispas, Sonora, Mexico (continued)

For one mining concession, the Company received the right and option to purchase an undivided 100% title for total consideration of US\$150,000. During 2017, the Company made an option payment of \$25,972 (US\$20,000). As at June 30, 2018, the final payment of US\$100,000 is due on June 15, 2019.

For one mining concession, 66.7% of the concession is owned and optioned to SilverCrest by a local Mexican company and the remaining 33.3% is owned and not optioned to SilverCrest by a local Mexican family. During 2017, the Company paid \$6,493 (US\$5,000) towards this concession.

For one mining concession, the Company acquired an option to purchase the rights to a mining concession application from a local Mexican company for consideration of \$35,006 (MX\$500,000) (paid). The Company also agreed to pay US\$150,000 upon receiving 100% title to the mining concession, when issued.

## Other properties in Mexico

The Company's other Mexican exploration properties include Huasabas, Guadalupe, Angel de Plata, and Estacion Llano.

On February 28, 2018, the Company entered into an option agreement whereby the optionee can earn a 100% interest in the Guadalupe property by making staged payments of \$126,007 (US\$100,000) upon signing (received), US\$100,000 on February 28, 2019, and US\$300,000 on February 28, 2020. The Company recorded the option payment and the reimbursement of concession taxes as a recovery and credited it against the carrying value of the Guadalupe property.

#### 5. PROPERTY AND EQUIPMENT

	Co	mputer	Eq	uipment	Vehicle		Land <sup>(1)</sup>		Total
Cost									
Balance at December 31, 2016	\$	18,911	\$	47,047	\$ 64,061	\$	-	\$	130,019
Additions		13,521		31,399	43,365		854,974		943,259
As at December 31, 2017		32,432		78,446	107,426		854,974	1	,073,278
Additions		4,476		629	86,147		238,530		329,782
As at June 30, 2018	\$	36,908	\$	79,075	\$ 193,573	\$1,	,093,504	\$1	,403,060
Accumulated depreciation									
Balance at December 31, 2016	\$	9,192	\$	5,513	\$ 14,051	\$	-	\$	28,756
Depreciation for the year		8,670		11,630	23,184		-		43,484
As at December 31, 2017		17,862		17,143	37,235		-		72,240
Depreciation for the period (2)		3,790		4,063	19,260		-		27,113
As at June 30, 2018	\$	21,652	\$	21,206	\$ 56,495	\$	-	\$	99,353
Carrying amounts									
As at December 31, 2017	\$	14,570	\$	61,303	\$ 70,191	\$	854,974	\$1	,001,038
As at June 30, 2018	\$	15,256	\$	57,869	\$ 137,078	\$1,	,093,504	\$1	,303,707

<sup>(1)</sup> In March 2018 and May 2017, the Company purchased land located in Sonora, Mexico.

During the six months ended June 30, 2018, depreciation of \$25,432 (2017 – \$Nil) was included in exploration and evaluation assets (note 4).

## 6. RELATED PARTY TRANSACTIONS

#### **Professional fees**

During the six months ended June 30, 2018, the Company paid or accrued professional fees of \$41,065 (June 30, 2017 – \$23,487) and capital stock issuance costs of \$111,916 (June 30, 2017 – \$Nil), to Koffman Kalef LLP, a law firm of which the Company's Corporate Secretary is a partner. At June 30, 2018, \$89,933 (December 31, 2017 – \$103,195) was payable to Koffman Kalef LLP.

## Key management compensation

The Company's key management personnel have authority and responsibility for planning, directing, and controlling the activities of the Company and include the Company's Chief Executive Officer ("CEO"), President, and Chief Financial Officer ("CFO"). Key management personnel compensation is summarized as follows:

	Six months ended June 30, 2018	Six months ended June 30, 2017
Management fees (1)	\$ 115,000	\$ 122,500
Management remuneration (2)	187,570	44,404
Director fees	37,239	34,091
Share-based compensation <sup>(3)</sup>	1,515,945	1,458,060
	\$ 1,855,754	\$ 1,659,055

<sup>&</sup>lt;sup>(1)</sup> During the six months ended June 30, 2018 and 2017, management fees were paid to a company controlled by the CEO. During the six months ended June 30, 2017, management fees were paid to a company controlled by the Company's former Executive Vice President.

# Other transactions

During the six months ended June 30, 2018, the Company:

- paid remuneration of \$122,252 (June 30, 2017 \$66,235) to two employees (June 30, 2017 one employee) providing technical services who are immediate family members of the Chief Executive Officer of the Company, of which \$84,288 (June 30, 2017 \$61,771) was recorded as exploration and evaluation expenditures (note 4) and \$37,964 (June 30, 2017 \$4,464) was expensed. The Company also recorded share-based compensation of \$147,182 (June 30, 2017 \$82,996) for the vested portion of stock options granted to these employees which was recorded as exploration and evaluation expenditures (note 4); and
- paid consulting fees of \$Nil (June 30, 2017 \$16,250) and recorded share-based compensation expense of \$Nil (June 30, 2017 \$20,749), for the vested portion of stock options granted, to a consultant providing technical services who is an immediate family member of the Chief Executive Officer of the Company. Amounts recognized to this consultant were recorded as exploration and evaluation expenditures.

The Company has an allocation of costs agreement with Goldsource Mines Inc. ("Goldsource"), a company related by common directors and officers, whereby the Company shares salaries, administrative services, and other reimbursable expenses. During the six months ended June 30, 2018, the Company allocated to Goldsource \$80,659 (June 30, 2017 – \$95,187) for its share of these expenses, of which \$109,148 (December 31, 2017 – \$61,104) was receivable from Goldsource at June 30, 2018.

# 7. CAPITAL STOCK

#### **Authorized shares**

The Company's authorized capital stock consists of an unlimited number of common shares and an unlimited number of preferred shares without nominal or par value.

# Issued and outstanding

At June 30, 2018, the Company had 73,317,430 common shares and no preferred shares outstanding.

During the six months ended June 30, 2018, remuneration and short-term benefits were paid to the President and CFO. During the six months ended June 30, 2017, remuneration and short-term benefits were paid to the CFO.

<sup>(3)</sup> Share-based compensation is the fair value of the vested portion of stock options that have been granted to directors and officers of the Company.

# Issued and outstanding (continued)

Six months ended June 30, 2018

On January 17, 2018, the Company completed a private placement, with the new President of the Company, of 451,800 units at a price of \$1.66 per unit for gross proceeds of \$749,988. Each unit consisted of one common share and one half warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$2.29 per share until January 17, 2020. The Company did not pay a finder's fee in connection with the private placement and incurred \$15,817 of capital stock issuance costs.

On May 17, 2018, the Company completed a prospectus offering of 8,214,450 common shares at a price of \$2.10 per common share for gross proceeds of \$17,250,345. The Company incurred \$1,313,613 of capital stock issuance costs in connection with the prospectus offering.

On June 3, 2018, the Company issued 140,277 common shares to a mineral property concession holder pursuant to a mineral property option agreement (note 4). The fair value of the shares was \$367,526 and the Company incurred \$4,945 in related capital stock issuance costs.

During the six months ended June 30, 2018, the Company issued 873,000 common shares at \$1.45 per common share for gross proceeds of \$1,265,850 on the exercise of warrants and 35,000 common shares at \$0.16 per common share for gross proceeds of \$5,600 on the exercise of options.

#### Year ended December 31, 2017

During 2017, the Company issued 6,232,571 common shares at \$0.20 per share for gross proceeds of \$1,246,514 on the exercise of warrants and 25,005 common shares at \$0.06 per share for gross proceeds of \$1,500 on the exercise of stock options.

On December 19, 2017, the Company completed a private placement of 9,572,810 units at a price of \$1.05 per unit for gross proceeds of \$10,051,451. Each unit consisted of one common share and one half warrant. Each whole warrant entitles the holder to purchase one common share at a price of \$1.45 per share until December 19, 2019. During 2017, in connection with the private placement, the Company incurred \$773,565 in capital stock issuance costs.

## Warrants

Warrant transactions during the period (year) are as follows:

	Six months end	Six months ended June 30, 2018				Year ended December 31, 2017			
	Number of	We	eighted average	Number of	We	eighted average			
	warrants		exercise price	warrants		exercise price			
Outstanding, beginning of period (year)	7,402,655	\$	2.00	8,848,821	\$	1.03			
Issued	225,900		2.29	4,786,405		1.45			
Exercised	(873,000)		1.45	(6,232,571)		0.20			
Outstanding, end of period (year)	6,755,555	\$	2.08	7,402,655	\$	2.00			

The warrants outstanding at June 30, 2018 are as follows:

		Re	emaining life	Number
Expiry date	Exerc	cise price	(years)	of warrants
December 6, 2018	\$	3.00	0.44	2,616,250
December 19, 2019	\$	1.45	1.47	3,913,405
January 17, 2020	\$	2.29	1.55	225,900
				6.755.555

The weighted average remaining life of warrants outstanding is 1.07 years.

# **Stock options**

The Company has a "rolling 10%" Stock Option Plan which authorizes the grant of stock options to directors, officers, employees, and consultants, enabling them to acquire common shares of the Company to a maximum of 10% of the then issued and outstanding common shares. The exercise price of any option will be the market price of the Company's stock as at the date of the grant. The options can be granted for a maximum term of ten years with vesting determined by the Board of Directors.

A summary of the Company's stock option transactions during the period (year) are as follows:

	Six months end	30, 2018	Year ended December 31, 2017				
	Number of options			J		ghted average exercised price	
Outstanding, beginning of period (year)	4,825,000	\$	1.24	3,900,005	\$	1.06	
Issued	1,605,000		1.97	950,000		1.95	
Exercised	(35,000)		0.16	(25,005)		0.06	
Outstanding, end of period (year)	6,395,000	\$	1.43	4,825,000	\$	1.24	

During the six months ended June 30, 2018, the Company granted:

- 500,000 stock options, on January 2, 2018, to the new President of the Company that can be exercised at a price of \$1.84 per share until January 2, 2023;
- 955,000 stock options to directors, officers, employees, and consultants that can be exercised at a price of \$1.94 per share until January 4, 2023;
- 50,000 stock options to an employee that can be exercised at a price of \$2.37 per share until March 1, 2023; and
- 100,000 stock options to a new director that can be exercised at a price of \$2.69 per share until May 31, 2023.

Options granted during the six months ended June 30, 2018 vest over a one-year period, with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.

During the year ended December 31, 2017, the Company granted:

- 100,000 stock options, on January 3, 2017, to a newly appointed director that can be exercised at a price of \$2.55 per share until January 3, 2022; and
- 850,000 stock options, on August 4, 2017, to directors, officers, employees, and consultants that can be exercised at a price of \$1.88 per share until August 4, 2022.

Options granted during 2017 vest over a one year period, with 25% vesting after each of three months, six months, nine months, and twelve months after the grant date, respectively.

# Stock options (continued)

Stock options outstanding and exercisable at June 30, 2018 are as follows:

			Options outs	Options exerciseable		
			Number of shares	Remaining life	Number of shares	
Expiry date	Exerc	ise price	issuable on exercise	(years)	issuable on exercise	
December 9, 2020	\$	0.16	2,215,000	2.45	2,215,000	
October 17, 2021	\$	2.56	100,000	3.30	100,000	
December 9, 2021	\$	2.30	1,525,000	3.45	1,525,000	
January 3, 2022	\$	2.55	100,000	3.52	100,000	
August 4, 2022	\$	1.88	850,000	4.10	637,500	
January 2, 2023	\$	1.84	500,000	4.51	125,000	
January 4, 2023	\$	1.94	955,000	4.52	238,750	
March 1, 2023	\$	2.37	50,000	4.67	12,500	
May 31, 2023	\$	2.69	100,000	4.92	-	
			6,395,000		4,953,750	

The weighted average remaining life of options outstanding is 3.46 years.

# **Share-based compensation**

The fair value of options granted during the six months ended June 30, 2018 and 2017 was estimated using the Black-Scholes Option Pricing Model using the following assumptions:

	nths ended ne 30, 2018	Six	months ended June 30, 2017
Expected option life (years)	4.59		5.00
Expected volatility	99.20%		79.29%
Expected dividend yield	-		-
Risk-free interest rate	1.88%		1.05%
Expected forfeiture rate	1.00%		1.00%
Fair value per share	\$ 1.40	\$	1.60
Total fair value	\$ 2,250,404	\$	160,166

During the six months ended June 30, 2018, the Company recognized share-based compensation expense of \$1,620,484 for the vested portion of these stock options, of which \$1,398,254 was expensed and \$222,230 was capitalized as exploration expenditures (note 4). The Company also recognized share-based compensation of \$259,193 for the vested portion of stock options previously granted during 2017, of which \$215,737 was expensed and \$43,456 was capitalized as exploration expenditures (note 4).

During the six months ended June 30, 2017, the Company recognized share-based compensation expense of \$125,054 for the vested portion of these stock options. The Company also recognized share-based compensation of \$1,561,244 for the vested portion of stock options previously granted during 2016, of which \$1,416,002 was expensed and \$145,242 was capitalized as exploration expenditures.

#### Share-based payment reserve

The share-based payment reserve records items recognized as share-based compensation and the fair value of private placement warrants issued based on the residual method. At the time that stock options or warrants are exercised, the corresponding amount is reallocated to share capital or, if cancelled or expired, the corresponding amount is reallocated to deficit.

# Share-based payment reserve (continued)

A summary of share-based payment reserve transactions is as follows:

	S	ix months ended	Year ended		
		June 30, 2018	De	cember 31, 2017	
Balance, beginning of period (year)	\$	3,278,378	\$	544,757	
Share-based compensation		1,879,677		2,736,744	
Stock options exercised, reallocated to capital stock		(3,300)		(3,123)	
Balance, end of period (year)	\$	5,154,755	\$	3,278,378	

## 8. SEGMENTED INFORMATION

The Company operates in one reportable segment, being the acquisition and exploration of mineral property interests in Mexico. Geographical segmented information is presented as follows:

June 30, 2018	Canada	Mexico	Total
Net loss (income) for the period	\$ 2,613,163	\$ (109,817)	\$ 2,503,346
Asset Information			
Taxes receivable	\$ -	\$ 2,855,700	\$ 2,855,700
Deposits	\$ 69,576	\$ -	\$ 69,576
Property and equipment	\$ 7,154	\$ 1,296,553	\$ 1,303,707
Exploration and evaluation assets	\$ -	\$ 22,664,919	\$ 22,664,919
June 30, 2017			
Net loss for the period	\$ 2,475,808	\$ 82,488	\$ 2,558,296
Asset Information			
Asset Information	\$ -	\$ 975,377	\$ 975,377
Deposits	\$ 58,076	\$ -	\$ 58,076
Property and equipment	\$ 4,792	\$ 1,009,174	\$ 1,013,966
Exploration and evaluation assets	\$ -	\$ 8,231,725	\$ 8,231,725

# 9. <u>FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS</u>

# Financial instruments carrying value and fair value

The Company's financial instruments consist of cash and cash equivalents, short term investment, amounts receivable, and accounts payable. The carrying value of amounts receivable and accounts payable approximate their fair values due to the short-term nature of these instruments.

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 (for example, interest rate and yield curves observable at commonly quoted intervals, forward pricing curves used to value currency and commodity contracts and volatility measurements used to value option contracts), 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. The Company's cash and cash equivalents and short term investment are measured using level 1 inputs.

# 9. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (continued)

# Financial instruments carrying value and fair value (continued)

The following table summarizes the classification and carrying values of the Company's financial instruments at June 30, 2018 and 2017:

June 30, 2018		FVTPL		Amortized cost (financial assets)	Amortized cost (financial liabilities)		Total	
Financial assets				,	•	•		
Cash and cash equivalents	\$	17,593,774	\$	-	\$	-	\$	17,593,774
Amounts receivable		-		121,275		-		121,275
Total financial assets	\$	17,593,774	\$	121,275	\$	-	\$	17,715,049
Financial liabilities								
Accounts payable and accrued liabilities	\$	-	\$	-	\$	1,124,175	\$	1,124,175
June 30, 2017 Financial assets								
Cash and cash equivalents	\$	2,650,939	\$	-	\$	-	\$	2,650,939
Short term investment Amounts receivable		4,000,000		- 54,321		-		4,000,000 54,321
Total financial assets	\$	6,650,939	\$	54,321	\$	-	\$	6,705,260
Financial liabilities								
Accounts payable and accrued liabilities	\$	-	\$	-	\$	381,489	\$	381,489