



**Interim Consolidated Financial Statements**  
**Three and Six Months Ended September 30, 2018 and 2017**

**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 condensed interim consolidated 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 CPA Canada for a review of interim financial statements by an entity's auditor.

November 6, 2018

"James Brady"  
Chief Executive Officer

"Arvin Ramos"  
Chief Financial Officer

# HORNBY BAY MINERAL EXPLORATION LTD.

Interim Consolidated Statements of Financial Position  
(Expressed In Canadian Dollars)

As at	September 30, 2018 \$	March 31, 2018 \$
<b>Assets</b>	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>Current</b>		
Cash	11,532	2,410
Amounts receivable (Note 4)	4,111	12,300
<b>Total current assets</b>	<b>15,643</b>	<b>14,710</b>
<b>Prepaid expenses (Note 5)</b>	<b>131,111</b>	<b>181,111</b>
<b>Total Assets</b>	<b>146,754</b>	<b>195,821</b>
<b>Liabilities and Shareholders' Deficiency</b>		
<b>Current Liabilities</b>		
Accounts payable and accruals (Notes 13, 14 and 15)	410,179	382,502
Shareholders' loan (Note 14)	99,477	110,516
Loans payable (Note 9)	200,000	200,000
Provision for environmental remediation (Note 7)	50,000	50,000
<b>Total Current Liabilities</b>	<b>759,656</b>	<b>743,018</b>
<b>Debenture (Note 14)</b>	<b>958,439</b>	<b>877,444</b>
<b>Total Liabilities</b>	<b>1,718,095</b>	<b>1,620,462</b>
<b>Shareholders' Deficiency</b>		
Capital stock (Note 10)	39,975,535	39,975,535
Share-based payments reserve (Note 11)	55,968	55,968
Other reserves	128,435	128,435
Deficit	(41,731,279)	(41,584,579)
<b>Total Shareholders' Deficiency</b>	<b>(1,571,341)</b>	<b>(1,424,641)</b>
<b>Total Liabilities and Shareholders' Deficiency</b>	<b>146,754</b>	<b>195,821</b>

GOING CONCERN (Note 1)

COMMITMENTS AND CONTINGENCIES (Notes 6, 14 and 15)

APPROVED ON BEHALF OF THE BOARD:

Signed "*Chris Irwin*", Director

Signed "*James Brady*", Director

# HORNBY BAY MINERAL EXPLORATION LTD.

## Interim Consolidated Statements of Operations and Comprehensive Loss

(Expressed In Canadian Dollars)

(Unaudited)

	Three months ended		Six months ended	
	September 30,		September 30,	
	2018	2017	2018	2017
	\$	\$	\$	\$
<b>Revenues</b>				
Sale of property interest (Note 6)	30,000	-	30,000	-
	<u>30,000</u>	<u>-</u>	<u>30,000</u>	<u>-</u>
<b>Expenditures</b>				
<b>Exploration and evaluation expenses</b>				
Lease rental payments	15,504	15,599	17,772	17,712
Technical consulting	3,412	22,775	10,200	55,096
Program planning and reports	-	298	-	463
<b>Total exploration and evaluation expenses</b>	<u>18,916</u>	<u>38,672</u>	<u>27,922</u>	<u>73,271</u>
<b>General and administrative expenses</b>				
Professional fees	17,435	17,117	29,412	33,492
Shareholders' information	3,893	5,196	7,453	6,495
Office and general	738	918	1,195	1,325
Interest and accretion on debenture	40,498	33,748	80,995	67,496
Interest and bank charges	10,573	13,748	29,723	26,331
<b>Total general and administration expenses</b>	<u>73,137</u>	<u>70,079</u>	<u>148,778</u>	<u>135,139</u>
<b>Total expenditures</b>	<u>(92,053)</u>	<u>(108,751)</u>	<u>(176,700)</u>	<u>(208,410)</u>
<b>Net loss and comprehensive loss for the period</b>	<u>(62,053)</u>	<u>(108,751)</u>	<u>(146,700)</u>	<u>(208,140)</u>
<b>Loss per share – basic and diluted</b>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>	<u>(0.00)</u>
<b>Weighted average number of common shares outstanding – basic and diluted</b>	<u>80,870,925</u>	<u>58,159,989</u>	<u>80,870,925</u>	<u>58,159,989</u>

See accompanying notes to the unaudited consolidated financial statements.

# HORNBY BAY MINERAL EXPLORATION LTD.

## Interim Consolidated Statements of Cash Flows

(Expressed In Canadian Dollars)

For the periods ended September 30,	2018 \$	2017 \$
<b>Cash flows from:</b>		
<b>Operating activities</b>		
Net loss for the year	(146,700)	(208,410)
Adjust for: operating items not involving cash		
Accrued interest and accretion on debenture	80,995	67,496
Change in non-cash working capital:		
Amounts receivable	8,189	(810)
Prepaid expenses	50,000	30,000
Accounts payable and accruals	27,678	49,207
	<b>20,162</b>	<b>(62,517)</b>
<b>Financing activities</b>		
Shareholder's loan (repayment)	(11,040)	80,333
	<b>(11,040)</b>	<b>80,333</b>
<b>Increase in cash</b>	<b>9,122</b>	<b>17,816</b>
<b>Cash at beginning of period</b>	<b>2,410</b>	<b>7,450</b>
<b>Cash at end of period</b>	<b>11,532</b>	<b>25,266</b>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>		
Interest paid	-	-
Taxes paid	-	-
Issuance of shares for advisory services	-	-

See accompanying notes to the unaudited consolidated financial statements.

**HORNBY BAY MINERAL EXPLORATION LTD.**  
**Interim Consolidated Statements of Changes in Shareholders' Deficiency**  
**(Expressed In Canadian Dollars)**

	Number of Shares	Capital Stock \$	Share- based Payments Reserve \$	Other reserves \$	Deficit \$	Total Shareholder's Deficiency \$
<b>Balance April 1, 2017</b>	58,159,989	38,968,423	67,962	27,986	(41,522,901)	(2,458,530)
Net loss for the period	-	-	-	-	(208,410)	(208,410)
<b>Balance September 30, 2017</b>	58,159,989	38,968,423	67,962	27,986	(41,731,311)	(2,666,940)
Net income for the period	-	-	-	-	146,732	146,732
Shares issued for debt settlement	23,000,000	1,150,000	-	(27,986)	-	1,122,014
Fractional shares cancelled	(289,064)	(142,888)	-	128,435	-	(14,453)
Options forfeited	-	-	(11,994)	-	-	(11,994)
<b>Balance March 31, 2018</b>	80,870,925	39,975,535	55,968	128,435	(41,584,579)	(1,424,641)
Net loss for the period	-	-	-	-	(146,700)	(84,647)
<b>Balance September 30, 2018</b>	80,870,925	39,975,535	55,968	128,435	(41,731,279)	(1,571,341)

See accompanying notes to the unaudited consolidated financial statements.

# **HORNBY BAY MINERAL EXPLORATION LTD.**

## **Notes to the Interim Consolidated Financial Statements**

### **For the period ended September 30, 2018 and 2017**

#### **(Expressed in Canadian dollars)**

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#### **1. NATURE OF OPERATIONS AND GOING CONCERN**

Hornby Bay Mineral Exploration Ltd. (the "Company") currently has interests in exploration and evaluation properties in Canada. Substantially all of the Company's efforts are devoted to financing and developing these properties. There has been no determination on whether the Company's interests in exploration and evaluation properties contain mineral reserves which are economically recoverable. The Company is incorporated and domiciled in Ontario, Canada. The registered address of the Company and its principal place of business is 400-365 Bay Street, Toronto, ON M5H 2V1. The Company's shares are listed on the TSX Venture Exchange and trade under the symbol, "HBE".

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements.

These unaudited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, under which material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern must be disclosed. As at September 30, 2018, the Company had not yet achieved profitable operations and continues to be dependent upon its ability to obtain sufficient working capital from external financing to meet the Company's liabilities as they become payable and ultimately to generate profitable future operations. As at September 30, 2018, the Company had a working capital deficiency of \$744,013 (March 31, 2018 - \$728,308). These unaudited condensed interim consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of operations, and at amounts different from those in the accompanying interim consolidated financial statements. Such adjustments could be material.

#### **2. BASIS OF PRESENTATION**

##### **(i) Statement of compliance**

These unaudited condensed interim consolidated financial statements ("interim consolidated financial statements") of Hornby Bay Mineral Exploration Ltd. and its subsidiary, as at and for the periods ended September 30, 2018 and 2017, have been prepared in accordance with IAS 34, Interim Financial Reporting, and do not include all of the information required for full annual consolidated financial statements. Accordingly, certain information and disclosures normally included in annual financial statements prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed.

These interim consolidated financial statements of the Company for the periods ended September 30, 2018 and 2017 were approved and authorized for issue by the Board of Directors on November 6, 2018.

##### **(ii) Significant accounting judgements, estimates and assumptions**

The preparation of interim consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets,

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liabilities and contingent liabilities at the date of the interim consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and these differences could be material.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

- Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

- Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

- Contingencies

Refer to Note 15.

**(iii) Basis of consolidation**

The interim consolidated financial statements of the Company include the accounts of its 100% owned subsidiary, Copper Royalty Mineral Corp. (a company incorporated in British Columbia), and the proportionate accounts of all of its joint ventures (see Note 16). Unrealized gains and losses on transactions between the Company and its subsidiary and joint ventures are eliminated to the extent of the Company's interest in those entities. Amounts reported in the financial statements of jointly controlled entities have been adjusted where necessary to ensure consistency with the accounting policies of the Company.

These interim consolidated financial statements were prepared under the historical cost basis, except for certain assets which are measured at fair value as explained in the accounting policies set out in Note 3 to the Audited Annual Financial Statements for the years ended March 31, 2018 and 2017. In addition, these interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.



**HORNBY BAY MINERAL EXPLORATION LTD.**  
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**3. ACCOUNTING PRONOUNCEMENTS**

**(i) Future Accounting Pronouncements**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for the Company's accounting periods beginning on April 1, 2018 or later periods. Many of these updates are not applicable or are not consequential to the Company and have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The amendments to IFRS 9 are effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted.

**4. AMOUNTS RECEIVABLE**

	September 30, 2018	March 31, 2018
HST/GST receivable	\$ 4,111	\$ 12,300
	\$ 4,111	\$ 12,300

**5. PREPAID EXPENSES**

	September 30, 2018	March 31, 2018
Advances – non-current	\$ 131,111	\$ 181,111
Total prepaid expenses	\$ 131,111	\$ 181,111

During the year ended March 31, 2011, the Company entered into an agreement with a supplier whereby the Company advanced \$600,000 to be applied against future invoices for demobilization of drilling equipment at the Company's Nunavut property site. During the year ended March 31, 2018, the supplier partially removed some of the equipment from Hornby's property. As at September 30, 2018, there was a remaining prepaid balance of \$131,111 (March 31, 2018 - \$181,111).

**6. EXPLORATION AND EVALUATION PROPERTIES**

**(a) COPPERMINE RIVER, NUNAVUT**

The Company holds a 100% interest in certain mineral leases and mineral claims in the Coppermine River area of Nunavut. The leases are subject to a 1% net smelter royalty and/or a 1% gross diamond royalty to a maximum of \$10,000,000. In November 2016, Hornby's Management decided to drop 10 leases that formed part of its Nunavut property. This was done to save the Company money as the leases are considered to be outside of the Company's strategic holdings within the total land package.

**(b) ONTARIO GOLD PROPERTIES**

The company owns a 100% interest in Patented Lands within or on the Destor Porcupine /Pipestone Fault within the Porcupine Ontario Mining District near Timmins, Ontario, running NE towards Quebec and SW towards Chapleau.

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(c) **B.C. PROPERTIES**

The Company holds a 100% interest in four Crown grants in the area of the Independence Cu-Mo deposit in British Columbia, and a 5% NSR royalty interest on certain parts of the Copper Mountain Mining Corporation operating mine. During the period ended September 30, 2018, the interest has been sold for \$30,000.

**7. PROVISION FOR CAMP DECOMMISSIONING AND ENVIRONMENTAL REMEDIATION**

During the year ended March 31, 2015, the Company was made aware by Nunavut's Aboriginal Affairs and Northern Development Canada (AANDC) that some upgrades were needed to be made to the Company's permanent camp facilities in order to comply with current environmental regulations, such as storage of fuel tanks and salt containers, soil cleanup, and repairs to one of the berms. Certain other work needed to be done to comply with the land use permit. Hornby Bay's Management considered this work and the cost of completion and decided instead to dismantle its permanent Nunavut camp facilities. Given that the camp is used infrequently and is expensive to maintain, Hornby Bay has opted to dismantle the existing, permanent camp and will use temporary facilities in future if and when it may carry out field activities from time to time. The Company initially recognized a provision of \$50,000 for the cost of environmental remediation work, which was Management's best estimate of the cost to complete the work. The amount was later reallocated as a provision for camp decommissioning as at March 31, 2015. During the three months ended June 30, 2015, much of the work to dismantle the camp was completed and the provision was reversed. During the three month period ended June 30, 2017, further work to decommission the camp was done; however, the contractor did not nearly complete the work as agreed in the frame agreed although the Company had advanced 50% of the agreed price to complete the contract. To allow for any residual environmental obligations as a result of the camp decommissioning work, the Company has recognized a provision in the amount of \$50,000, which is included on the Statement of Financial Position as at September 30, 2018

**8. CONVERTIBLE DEBENTURES**

During fiscal 2015, the Company issued a \$55,000 principal amount of unsecured convertible promissory note (the "Note"). The Note will bear interest at a rate of 9% per annum, calculated annually and matures on June 4, 2016. Each \$0.10 of the principal amount of the Note is convertible into units, each unit consists of one common share ("Common Share") in the capital of the Company and one Common Share purchase warrant ("Warrant"). Each Warrant is exercisable to purchase one Common Share at a price of \$0.20 per Common Share for a period of two years following the issuance of the Note. The securities issued in connection with the loan are subject to a statutory four month hold period from the date of issuance. The proceeds of the Financing will be used for general working capital purposes.

The debenture is classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debenture being less than face value. The equity portion of this debt totals \$9,931. The discount is being accreted over the term of the debenture utilizing the effective interest rate method at a 20.0% (2017 – 20.0%) discount rate. The debenture is fully accreted as at fiscal 2016.

On January 17, 2015, Hornby entered into a secured, convertible promissory note (the "Note") with the same party (the "Lender") for an amount of \$100,000 (the "Principal Amount"). The funds were used to make lease rental payments on its land leases in Nunavut, and cover other working capital needs.

The Note will bear interest at a rate of 9% per annum, calculated annually and matures on January 12, 2017 (the "Maturity Date"). The Lender may at any time, at its sole option, convert, in whole or in part, the Principal Amount into units (the "Units") of the Company at a conversion price of \$0.10 per Unit. Each Unit consists of one common share ("Common Share") in the capital of the Company and one Common Share purchase warrant ("Warrant"). Each Warrant entitles the holder to purchase one Common Share of the Company at an exercise price of \$0.20 on or before the Maturity Date.

The indebtedness will be secured by a security interest on the Company's right, title, and interest in, and to, its East Clavos gold property consisting of mining lease 107313, comprising 20 claims on 322.837 hectares

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about 45 km east northeast of Timmins, and all proceeds thereof and therefrom. The debenture is classified as a liability, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the debenture being less than face value. The equity portion of this convertible debt totals \$18,055. The discount will be accreted over the term of the debenture utilizing the effective interest rate method at a 20.0% (2017 – 20.0%) discount rate. No accretion expense was recorded on the consolidated statements of loss and comprehensive loss for the year ended March 31, 2018 as it has been fully accreted during fiscal 2017 (March 31, 2017 - \$15,410).

During the year ended March 31, 2018, the loan was assigned to the Company's CEO who provided compensation to the lender. The Company settled these debts through the issuance of common shares (Note 10).

**9. LOANS PAYABLE**

On March 20, 2014, the Company completed a non-brokered private placement financing of \$100,000 principal amount of unsecured promissory notes ("Notes") from an unrelated party. The Notes were due September 20, 2015 and bear interest at a rate of 9% per annum, payable monthly. In addition, each lender has been issued 2,000 common shares of the Company for every \$1,000 principal amount of Notes subscribed for in the financing for an aggregate issuance of 200,000 shares. These shares were valued at \$17,000, which represents the closing market price of the shares on the day that the financing was completed. The Company has paid interest of \$Nil and accrued interest of \$8,864 on the interim consolidated statements of loss and comprehensive loss during the period ended September 30, 2018 (2017 - \$4,500).

During the year ended March 31, 2016, the Company re-negotiated the term of the Notes with the lenders, who agreed to a six-month extension of the expiry date of the Notes to March 20, 2016. In June 2016, the Company negotiated another extension in terms and was due on December 31, 2017. The Notes are now due and the lender has not yet demanded repayment but may do so at any time. In connection with the extensions, Hornby must pay an additional extension fee of 12%, or \$1,000 monthly.

On June 27, 2014, the Company completed a non-brokered private placement financing of \$100,000 principal amount of unsecured promissory notes (the "Notes"). The Notes are due December 27, 2015 and bear interest at a rate of 9% per annum, payable monthly. The Notes are senior in rank to all other indebtedness of the Company. In addition, each lender has been issued 2,000 common shares of the Company for every \$1,000 principal amount of Notes subscribed for in the financing for an aggregate issuance of 200,000 shares. These shares were valued at \$13,000, which represents the closing market price of the shares on the day that the financing was completed. The proceeds of the financing will be used for general working capital purposes. The Company has paid interest of \$Nil and accrued interest of \$8,764 on the interim consolidated statements of loss and comprehensive loss during the period ended September 30, 2018 (2017 - \$4,500).

During the year ended March 31, 2016, the Company re-negotiated the term of the Notes with the lenders, who agreed to a six-month extension of the expiry date of the Notes to June 27, 2016. In June 2016, the Company negotiated another extension in terms and was due on December 31, 2017. The Notes are now due and the lender has not yet demanded repayment but may do so at any time. In connection with the extensions, Hornby must pay an additional extension fee of 12%, or \$1,000 monthly.

The Company is party to a loan agreement entered into in the prior year for an aggregate of \$168,500 with an unrelated third party (the "Lender"). Proceeds of the loan were used to pay for lease rental payments of its Nunavut leases, and for legal counsel for professional services (Note 19). The loan is unsecured and bears interest at 9% per annum. The Company has accrued interest of \$15,086 on the consolidated statements of loss and comprehensive loss for the year ended March 31, 2018 (2018 - \$17,491). During the year ended March 31, 2018, the loan has been assigned to the Company's CEO who provided compensation to the lender and settled through the issuance of common shares (Note 10).

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**(Expressed in Canadian dollars)**

**10. CAPITAL STOCK**

(i) As at September 30, 2018 and 2017, the Company's authorized number of common shares was unlimited without par value.

(ii) **Common Shares**

<b>Issued</b>	<b>Number of Shares</b>	<b>Amount</b>
80,870,925 common shares		
Balance at April 1, 2017	<b>58,159,989</b>	<b>\$38,968,423</b>
Issuance on debt settlement	<b>23,000,000</b>	<b>1,150,000</b>
Fractional shares cancelled	<b>(289,064)</b>	<b>(142,888)</b>
Balance at September 30 and March 31, 2018	<b>80,870,925</b>	<b>\$39,975,535</b>

During the year ended March 31, 2018, the Company settled \$1,150,000 of related party debts through the issuance of 23,000,000 common shares. In addition, the Company repurchased 289,064 fractional shares for cancellation and paid \$14,453. The shares had a paid up capital value of \$142,888 and therefore \$128,435 was transferred to other reserves as a result of this transaction.

**11. SHARE-BASED PAYMENTS RESERVE**

	Number of Options	Weighted Average Exercise Price	Grant Date Value of Options	Number of Warrants	Weighted Average Exercise Price	Grant Date Value of Warrants	Total Value
Balance April 1, 2017	3,400,000	\$ 0.10	\$ 67,962	-	\$ -	\$ -	\$ 67,962
Forfeited	(600,000)	(0.10)	(11,994)	-	-	-	(11,994)
Balance September 30 and March 31, 2018	2,800,000	\$ 0.10	\$ 55,968	-	\$ -	\$ -	\$ 55,968

**Options**

The Company's stock option plan (the "Plan") provides for the granting of stock options to directors, officers, employees and consultants of the Company. Share options are granted for a term not to exceed five years at exercise prices not less than the closing sale price of the shares on the TSX Venture Exchange on the trading day immediately preceding the date the options are granted, and are not transferrable. The Plan is administered by the Board of Directors, which determines individual eligibility under the Plan, number of shares reserved for optioning to each individual (not to exceed 5% of issued and outstanding shares to any one individual) and the vesting period. The maximum number of shares of the Company that are issuable pursuant to the Plan is limited to 10% of the issued and outstanding common shares.

During the year ended March 31, 2018, 600,000 options with a weighted average exercise price of \$0.10 and a fair value of \$11,994 expired unexercised.

Options outstanding to purchase common shares at September 30, 2018 have a weighted average exercise price of \$0.10. Individual options grants carry exercise prices and remaining terms to maturity as follows:

Number of Options #	Options Exercisable #	Exercise Price \$	Fair Value at Grant Date \$	Expiry Date	Remaining Contractual Life Outstanding (Years)
2,800,000	2,800,000	0.10	55,968	26-Nov-18	0.16

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**12. CAPITAL MANAGEMENT**

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 evaluation of its properties. The capital of the Company consists of shareholder's loan, debenture, capital stock and share-based payments reserve. 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 on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts 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.

The Company and its subsidiary are not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of September 30, 2018, the Company may not be compliant with the policies of the TSXV. The impact of this violation is not known and is ultimately dependent on the discretion of the TSXV.

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 period ended September 30, 2018 or 2017.

**13. FINANCIAL INSTRUMENTS**

Details of the significant accounting policies and methods adopted (including the criteria for recognition, the basis of measurement, and the bases for recognition of income and expenses) for each class of financial asset, and financial liability are disclosed in Note 3.

Financial assets and financial liabilities as at September 30, 2018 and 2017 were as follows:

September 30, 2018	Loans and receivables	Other liabilities	Total
Amounts receivable	\$ 4,111	\$ -	\$ 4,111
Accounts payable and accruals	-	(410,179)	(410,179)
Shareholders' loan	-	(99,477)	(99,477)
Loan payable	-	(200,000)	(200,000)
Debenture	-	(958,439)	(958,439)
	\$ 14,820	\$ (1,668,095)	\$ (1,663,984)
September 30, 2017	Loans and receivables	Other liabilities	Total
Amounts receivable	\$ 4,346	\$ -	\$ 4,346
Accounts payable and accruals	-	(928,448)	(928,448)
Shareholders' loan	-	(656,714)	(656,714)
Loan payable	-	(369,744)	(369,744)
Convertible debenture	-	(182,900)	(182,900)
Debenture	-	(798,699)	(798,699)
	\$ 4,346	\$ (2,936,505)	\$ (2,932,159)

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**Financial Instrument Risk Factors**

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies or procedures as at and during the periods ended September 30, 2018 and 2017.

**Credit risk**

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of bank deposits which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote.

**Liquidity risk**

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2018, the Company had cash and an amounts receivable balance of \$15,643 (March 31, 2018 - \$14,710) to settle current liabilities of \$759,656 (March 31, 2018 - \$743,018). As such, liquidity risk for the Company should be considered high. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms, except for the convertible debenture described in Note 8, the loans described in Note 9, the debenture and shareholder's loan described in Note 14, and the provision described in Note 15. Interest payable on the convertible debenture, debenture and loans payable will further impact the Company's liquidity risk and working capital.

**Market risk**

**(a) Interest rate risk**

The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management considers interest rate risk to be minimal given that, as at September 30, 2018 and, no amounts were held in short-term deposit certificates. Interest rates on the debentures and loans are fixed and therefore interest rate risk is considered by Management to be low.

**(b) Foreign currency risk**

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

**(c) Price risk**

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company's mineral exploration properties. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Price risk is remote since the Company is not currently a revenue producing entity.

**(d) Fair value**

Fair value estimates are made at the statement of financial position date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates. The carrying amounts for cash, amounts receivable, and accounts payable and accruals on the statement of financial position approximate fair value because of the limited term of the instruments. It is not possible to determine if the shareholder's loan or the debenture are at fair value as there is no comparable market value for such loans.

At September 30, 2018 and 2017, the Company had no financial instruments that are carried at fair value.

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**14. RELATED PARTY TRANSACTIONS**

The amounts due to related parties of the Company at the reporting date, as disclosed in the table below, arose as a result of transactions entered into with the related parties in the ordinary course of business.

Amounts owed to related parties for the years ended:

	<u>September 30, 2018</u>	<u>March 31, 2018</u>
Officers and directors	\$ 28,606	\$ 21,642
Shareholders' loan	\$ 99,477	\$ 110,516
Interest and accretion on debenture	\$ 80,995	\$ 146,241
Debenture	\$ 958,439	\$ 877,444

Included in the amount owing to officers and directors is \$25,781 (March 31, 2018 - \$18,817) for legal services provided by a director of the Company prior to and during the period ended September 30, 2018. During the period then ended, \$nil was paid to the officer and director for legal services (March 31, 2018 – \$127,159). The remaining balance owing to officers and directors of \$2,825 (March 31, 2018 - \$2,825) is owed to an officer of the Company for management services rendered during the same period; \$19,775 was paid to this officer during the period ended September 30, 2018 (March 31, 2018 - \$15,537).

On November 1, 2012, the shareholder's loan, which was previously due on demand and non-interest bearing, was cancelled and a secured debenture for principal of \$1,500,000 was issued in its place. The debenture bears interest at 3% per annum which is payable at maturity and matures on November 1, 2017. The Company may extend the maturity date to November 1, 2022 with 30 days' notice. Advances to the Company and payments made on its behalf by the shareholder in excess of the \$1,500,000 principal loan amount are included on the statement of financial position as shareholder's loan. The shareholder's loan continues to be unsecured, due on demand and non-interest bearing. As security for the debenture, the Company has granted a security interest to the holder over its 5% net smelter return royalty on certain parts of the Copper Mountain Mine located in British Columbia.

The fair value of the debenture was estimated at \$325,500 on the date of issuance using an interest rate of 20%. The debenture will be accreted to its maturity value using the effective interest rate method at an annual interest rate of 20%. Interest and accretion on the debenture of \$80,995 was recorded on the Statement of Loss and Comprehensive Loss during the period ended September 30, 2018 (2017 - \$67,496).

*Compensation of key management personnel of the Company*

The remuneration of directors and other members of key management personnel during the periods ended September 30, 2018 and 2017 was as follows:

For the periods ended September 30,	<u>2018</u>	<u>2017</u>
	\$	\$
Salaries including bonuses	<u>15,000</u>	22,500
Share-based payments <sup>1</sup>	-	-
	<u>15,000</u>	22,500

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. <sup>1</sup>No share-based payments were paid to key management personnel during the period ended September 30, 2018.

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**15. COMMITMENTS AND CONTINGENCIES**

- a) Pursuant to the issuance of 8,346,820 flow-through shares on September 9, 2010, the Company has renounced \$1,318,421 of qualified exploration expenditures with an effective date of December 31, 2010. The Company was required to spend these flow-through funds by December 31, 2011 but was unable to do so. As of December 31, 2011, the amount remaining to be spent was approximately \$882,000. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments. As a result of this indemnification, the Company recorded a provision of \$580,537 during the year ended March 31, 2012, which is included in Accounts payable and accruals on the consolidated statement of financial position.

As the Company has not paid any claims associated with the indemnification in over six years, the Company reversed the remaining provision of \$483,789 during the year ended March 31, 2018.

- b) Environmental Contingencies

The Company's exploration and evaluation activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. Hornby has made, and expects to make in the future, expenditures to comply with such laws and regulations. A provision for environmental remediation in the amount of \$50,000 is included on the Statement of Financial Position as at September 30, 2018. The nature of this provision is disclosed in Note 7.

**16. INTERESTS IN JOINT VENTURES**

The Company does not have any significant assets, liabilities, revenues, expenses or cash flows from its interests in joint ventures as at and for the periods ended September 30, 2018 and 2017.

**17. LEGAL PROCEEDINGS**

Hornby filed a claim in the Supreme Court of British Columbia against Copper Mountain related to Copper Mountain's failure to pay Hornby's five percent (5%) net smelter returns royalty (the "NSR") covering part of the Copper Mountain Mine. The claim requests special damages for non-payment of due royalties and general damages for breach of contract. Although royalty payments have been made, there are still unresolved issues.