



ANNUAL REPORT

December 31, 2019

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December 31, 2019
(Canadian Funds)

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Fjordland Exploration Inc.

Opinion

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

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that the Company has a deficit of \$17,084,317 and has incurred a loss of \$216,132 for the year ended December 31, 2019. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Guy Thomas.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

April 29, 2020

FJORDLAND EXPLORATION INC.
Statements of Financial Position
December 31
(Expressed in Canadian Dollars)

	Note	2019	2018
Assets			
Current			
Cash		\$ 685,964	\$ 800,082
Receivables	5	38,232	32,265
Prepays		155	151
		724,351	832,498
Deposits	6	15,191	99,774
Mineral Properties	7	1,634,590	1,639,006
Right of Use Asset	8	14,122	-
		\$ 2,388,254	\$ 2,571,278
Liabilities			
Current			
Accounts payable and accrued liabilities	9	\$ 27,066	\$ 34,093
Lease liability		15,069	-
Advances – HPX BC Holdings Ltd.		-	6,229
		42,135	40,322
Shareholders' Equity			
Share Capital	11	18,673,208	18,622,865
Share-based Payments Reserve		757,228	888,670
Deficit		(17,084,317)	(16,980,579)
		2,346,119	2,530,956
		\$ 2,388,254	\$ 2,571,278

Nature and continuance of operations (*Note 1*)
Commitment (*Note 13*)
Subsequent events (*Note 15*)

Approved and authorized by the Board on April 29, 2020

On behalf of the Board:

Richard C. Atkinson

Victor A. Tanaka

See accompanying notes to the financial statements

FJORDLAND EXPLORATION INC.
Statements of Loss and Comprehensive Loss
For the Years Ended December 31
(Expressed in Canadian Dollars)

	Note	2019	2018
General and administrative expenses			
Accounting and audit	10	\$ 58,000	\$ 69,250
Administration fees	10	36,000	36,000
Depreciation	8	21,756	1,074
Filing fees		6,459	10,506
Financing costs		2,651	-
Legal fees		502	4,187
Marketing		20,067	42,742
Office and printing		9,243	6,980
Rent		3,631	22,019
Share-based compensation	10,11(c)	10,295	440,156
Transfer agent fees		2,967	5,167
Wages and benefits		792	1,020
		(172,363)	(639,101)
Operator fees		260	3,705
Mineral properties written-down	7	(44,029)	(226,486)
Loss and comprehensive loss for the year		\$ (216,132)	\$ (861,882)
Basic and diluted loss per share		\$ (0.00)	\$ (0.02)
Weighted average shares outstanding		47,595,668	47,337,312

See accompanying notes to the financial statements

FJORDLAND EXPLORATION INC.
Statements of Cash Flows
For the Years Ended December 31
(Expressed in Canadian Dollars)

	2019	2018
Cash provided by (used in):		
Operating activities		
Loss for the year	\$ (216,132)	\$ (861,882)
Items not affecting cash:		
Depreciation	21,756	1,074
Finance costs	2,651	-
Share-based compensation	10,295	440,156
Mineral properties written-down	44,029	226,486
Net change in non-cash working capital:		
Receivables	30,169	110,012
Prepaid expenses	(4)	20,327
Accounts payable	(4,277)	4,829
	(111,513)	(58,998)
Investing activities		
Advance – HPX BC Holdings	-	6,229
Recoveries mineral properties	112,875	1,245,348
Acquisition and exploration costs related to mineral properties	(176,603)	(1,406,010)
Deposits	84,583	(15,584)
Lease payments	(23,460)	-
	2,605	(170,017)
Change in cash	(114,118)	(229,015)
Cash position - beginning of year	800,082	1,029,097
Cash position - end of year	\$ 685,964	\$ 800,082
Income taxes paid	\$ -	\$ -
Interest paid	\$ -	\$ -

Supplemental Disclosure with Respect to Cash Flows *(Note 14)*

FJORDLAND EXPLORATION INC.
Statements of Shareholders' Equity
For the Years Ended December 31

(Expressed in Canadian Dollars)

	Share Capital		Share-based Compensation	Deficit	Total Shareholder's Equity
	No. of Shares	Amount	Reserve		
Balance, December 31, 2017	47,213,339	\$18,575,365	\$614,915	\$(16,285,098)	\$2,905,182
Issued for other consideration					
Mineral properties	250,000	47,500	-	-	47,500
Transfer to deficit on expiry of options	-	-	(166,401)	166,401	-
Share-based compensation	-	-	440,156	-	440,156
Loss for the year	-	-	-	(861,882)	(861,882)
Balance, December 31, 2018	47,463,339	18,622,865	888,670	(16,980,579)	2,530,956
Issued for other consideration					
Mineral properties	300,000	21,000	-	-	21,000
Transfer to share capital on expiry of warrants	-	29,343	(29,343)	-	-
Transfer to deficit on expiry of options	-	-	(112,394)	112,394	-
Share-based compensation	-	-	10,295	-	10,295
Loss for the year				(216,132)	(216,132)
Balance, December 31, 2019	47,763,339	\$18,673,208	\$757,228	\$(17,084,317)	\$2,346,119

See accompanying notes to the financial statements

FJORDLAND EXPLORATION INC.
Notes to Financial Statements
Years Ended December 31, 2019 and 2018
(expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Fjordland Exploration Inc. (the “Company” or “Fjordland”) was incorporated on September 19, 1996 pursuant to the *Company Act* (British Columbia) and the common shares were listed for trading on the TSX Venture Exchange (“Exchange”). The Company is in the process of actively exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The Company is considered to be in the exploration stage and does not have operating cash flow.

The Company’s head office, principal address and registered and records office is 1100, 1111 Melville Street, Vancouver, British Columbia, Canada, V6E 3V6.

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) on a going concern basis, which contemplates that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, these financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate the acquisition of, participation in or interest in new properties, assets or business opportunities, and raise additional funds by way of equity financings. Any acquisition may be subject to shareholder and regulatory approval and obtaining the necessary financing. Should the Company be unable to complete such a transaction, its ability to raise sufficient financing to maintain operations may be impaired. The Company has a deficit of \$17,084,317 and has incurred a loss of \$216,132 for the year ended December 31, 2019. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing in the future. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

2. STATEMENT OF COMPLIANCE

These financial statements, including comparatives, have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). The financial statements have been prepared on a historical basis, using the accrual basis of accounting except for cash flow information. The accounting policies set out in Note 3 have been applied consistently to all years presented in these financial statements unless otherwise indicated.

These financial statements were authorized for issue by the Board of Directors on April 29, 2020.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The financial statements have been prepared on a historical cost basis except for certain financial assets measured at fair value. All dollar amounts presented are in Canadian dollars unless otherwise specified.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Use of Estimates and Judgment

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the year.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of mineral properties and valuation of share-based payments.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

i) Economic recoverability and probability of future benefits of exploration and evaluation costs

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

ii) Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operation and cash flows.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Going concern

The Company has exercised judgement in determining that its available funds are insufficient to continue operations for the ensuing year.

(c) Cash

Cash consists of cash on hand and demand deposits that are subject to an insignificant risk of change in value.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Mineral Properties

Once the legal right to explore a property has been obtained, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs, net of recoveries, on a property-by-property basis. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

From time to time the Company may acquire or dispose of a mineral property pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments and government assistance are recorded as property costs or recoveries when the payments are made or received.

If economically recoverable ore reserves are developed, capitalized costs of the related property will be tested for impairment, then reclassified as mining assets and will be amortized using the unit-of-production method. When a property is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of the project are deemed to be impaired. As a result those exploration and evaluation costs, in excess of estimated recoveries, are written off to profit or loss.

The Company assesses exploration and evaluation assets for impairment at each statement of financial position date or whenever facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Although the Company has taken steps to verify title to the properties in which it has an interest in accordance with industry standards for properties in the exploration stage, these procedures do not guarantee that title to the properties will not be challenged or impugned. Property title may be affected by undetected defects, may be subject to unregistered prior agreements, transfers or land claims, or may be non-compliant with regulatory requirements.

(e) Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest.

The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Environmental (continued)

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the resource properties, the potential for production on the properties may be diminished or negated.

(f) Restoration Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

(g) Financial Instruments

The Company classifies its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

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

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

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

On initial recognition, a financial asset is classified as and measured at: amortized cost, fair value through profit or loss ("FVTPL"), or fair value through other comprehensive income ("FVOCI"). Financial assets are classified according to their contractual cash flow characteristics and the business models under which they are held

On initial recognition of an equity investment that is not held for trading, an irrevocable election is available to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is available on an investment-by-investment basis.

Financial liabilities are designated as either fair value through profit or loss, or amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Financial Instruments (continued)

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured 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 loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

The effective interest method is a method of calculating the amortized cost of an instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all transaction costs and other premiums or discounts) through the expected life of the debt instrument to the net carrying amount on initial recognition.

The Company has classified and measured its financial instruments as follows:

- Cash is classified as FVTPL
- Receivables are classified as amortized cost
- Deposits are classified as amortized cost
- Accounts payable is classified as amortized cost
- Lease liability is classified as amortized cost

(h) Leases

At inception, the Company assesses whether a contract contains an embedded lease. A contract contains a lease when the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments.

The Company may elect to not apply IFRS 16 to leases with a term of less than 12 months or to low value assets, which is made on an asset to asset basis.

The Company recognizes a ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured based on the present value of lease payments, plus initial direct costs, less any incentives received. It is subsequently measured at cost less accumulated amortization, impairment losses and adjusted for certain remeasurements of the lease liability. The ROU asset is amortized from the commencement date over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Leases (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to ROU asset in a similar economic environment.

Lease payments included in the measurement of the lease liability are comprised of:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or rate, initially measured using the index or rate as of the commencement date;
- amounts expected to be payable under any residual value guarantee;
- exercise price under a purchase option that the Company is reasonably certain to exercise;
- lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option: and
- penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or a rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

Variable lease payments that do not depend on an index or rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in profit or loss in the period in which they are incurred.

The ROU assets are presented within "Right-of-use Assets" and the lease liabilities are presented in "Current Portion of Lease Liability" and "Non-Current Portion of Lease Liability" on the statement of financial position.

(i) Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Income Taxes (continued)

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

(j) Warrants Issued In Equity Financing Transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are assigned a value based on the residual value, if any, and included in reserves.

Warrants that are issued as payment for agency fees or other transaction costs (finder's warrants) are compensatory in nature and are assigned a value based on the Black-Scholes pricing model and included in reserves. Upon expiry, the recorded value is transferred to share capital.

When warrants are exercised, any reserves related to those warrants are reclassified from reserves to share capital.

(k) Share-based Payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. The Board of Directors grants such options with vesting periods determined at its discretion and at prices not less than the closing market price on the grant date.

The fair value of the options is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the options are earned. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. The fair value of the options is measured at the date of grant. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital. Upon expiry, the recorded value is transferred to deficit.

(l) Flow-Through Shares

Canadian Income Tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid for the flow-through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in profit or loss on a pro rata basis at the same time the qualifying expenditures are made.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued and recorded to profit or loss.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. All options and warrants outstanding have been excluded from the calculation as they are considered anti-dilutive.

(n) Segmented information

The Company has one operating segment, mineral acquisition and exploration, and operates in one geographical segment, being Canada.

(o) New accounting policies

The Company adopted IFRS 16 on January 1, 2019. A number of other new standards are also effective from January 1, 2019; however, they were not deemed to have a material impact on the Company's financial statements.

IFRS 16 – Leases (“IFRS 16”)

IFRS 16 specifies how to recognize, measure, present and disclose leases. The new standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Consistent with its predecessor, IAS 17 the new lease standard continues to require lessors to classify leases as operating or finance.

The most significant effect of the new standard will be the lessee's recognition of the initial present value of unavoidable future lease payments as right-of-use (“ROU”) assets and lease liabilities on the statement of financial position, including those for most leases that would currently be accounted for as operating leases.

The Company has a single office lease for its corporate head office in Vancouver, BC. In the adoption of IFRS 16, a ROU asset and a lease liability of \$35,878 (Note 8) was recognized as at January 1, 2019, in accordance with the modified retrospective approach. The lease liability was measured at the present value of the remaining lease payments, discounted using the Company's weighted average incremental borrowing rate of approximately 10% on January 1, 2019. The ROU asset (recognized within property and equipment) was measured at amounts equal to the corresponding initial lease liability.

FJORDLAND EXPLORATION INC.
Notes to Financial Statements
Years Ended December 31, 2019 and 2018
(expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) New accounting policies

The operating lease obligation as at December 31, 2018, are reconciled as follows to the recognized lease liability as at January 1, 2019:

Operating lease obligation as at December 31, 2018	\$	39,100
Effect of discounting at incremental rate as at January 1, 2019		(3,222)
Lease liability, January 1, 2019	\$	35,878

On adoption, the following practical expedients were permitted by IFRS 16, but were not applicable to the Company:

- Accounted for leases with a remaining term of less than twelve months as at January 1, 2019, as short-term leases; and
- Accounted for lease payments as an expense for leases of low-value assets.

The modified retrospective approach does not require restatement of prior period comparative financial information and is applied prospectively. The application of IFRS 16 requires the Company to make judgments that affect the valuation of the lease liabilities and the valuation of ROU assets. These include: determining contracts that are within the scope of IFRS 16; determining the contract term; and determining the interest rate used for the discounting of future cash flows.

New Interpretation IFRIC 23 - *Uncertainty over Income Tax Treatments*

On June 7, 2017, the IASB issued IFRIC Interpretation 23 – *Uncertainty over Income Tax Treatments* (“IFRIC 23”). IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments.

There was no impact to the Company’s financial statements as a result of adopting this new standard.

4. FINANCIAL AND CAPITAL RISK MANAGEMENT

The Company’s financial instruments consist of cash, receivables, deposits, accounts payable, accrued liabilities and advances. The fair value of these financial instruments, other than cash, approximates their carrying value, unless otherwise noted. Cash is measured at fair value using level 1 inputs.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

The Company’s cash is held in major Canadian financial institutions. The Company’s receivables consist of GST receivable and a tax credit receivable that are due from government agencies. Management believes that the credit risk concentration with respect to these financial instruments is minimal.

Interest Rate Risk

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

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4. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

Liquidity Risk

The Company ensures that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets. As the Company does not have operating cash flow, the Company has relied primarily on equity financings to meet its capital requirements. The Company is exposed to liquidity risk.

Foreign Exchange Risk

The Company is not exposed to significant foreign exchange risk as it operates in Canada and does not undertake any significant foreign currency transactions.

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 of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company defines its capital as shareholder's 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.

In order to facilitate the management of its capital requirements, the Company prepares periodic expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on demand deposit in an interest bearing Canadian chartered bank account. The Company is not subject to any externally imposed capital restrictions.

5. RECEIVABLES

The Company's receivables are as follows:

	December 31, 2019	December 31, 2018
GST receivable	\$ 2,096	\$ 32,265
Government exploration tax credit	36,136	-
	<u>\$ 38,232</u>	<u>\$ 32,265</u>

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6. DEPOSITS

	December 31, 2019	December 31, 2018
Office lease deposit	\$ 4,910	\$ 3,910
Exploration deposits	10,281	95,864
	\$ 15,191	\$ 99,774

7. MINERAL PROPERTIES

	Milligan West BC.	S Voisey Bay LB	Total
Cost			
Balance, December 31, 2017	\$192,912	\$1,559,752	\$1,752,664
Additions:			
Acquisition costs	-	96,500	96,500
Administration	-	8,526	8,526
Permitting	-	1,330	1,330
Drilling	-	976,535	976,535
Geology	-	170,310	170,310
Geophysics	-	102,649	102,649
Geochemical	-	1,701	1,701
First Nations	-	625	625
Government exploration tax credit	(41,578)	-	(41,578)
Cost recoveries	-	(1,203,770)	(1,203,770)
Mineral properties written down	(151,334)	(75,152)	(226,486)
Balance December 31, 2018	-	1,639,006	1,639,006
Additions:			
Acquisition costs	-	36,000	36,000
Administration	-	260	260
Drilling	-	3,495	3,495
Geology	-	148,375	148,375
Property	-	6,723	6,723
Government exploration tax credit	-	(134,011)	(134,011)
Cost recoveries	-	(21,229)	(21,229)
Mineral properties written down	-	(44,029)	(44,209)
Balance, December 31, 2019	\$ -	\$1,634,590	\$1,634,590

7. MINERAL PROPERTIES (continued)

(a) South Voisey's Bay, Labrador

Commander Agreement

The Company, in September 2014 as amended November 2014, entered into a Memorandum of Understanding ("MOU") with Commander Resources Ltd ("Commander") whereby the Company was granted an option to earn a 75% undivided interest in the South Voisey's Bay property.

The Company has earned a 15% interest in the property by having expended \$350,000 in exploration costs prior to the option agreement expiration on August 15, 2015.

The Company, in June 2017, entered into a Letter of Intent ("LOI") with Commander Resources Ltd ("Commander") whereby the Company was granted a series of options to earn an additional 85% undivided interest in the South Voisey's Bay property by incurring the following cash, exploration expenditures and share issuance:

- i) 20% interest - 200,000 common shares (issued) and \$600,000 (incurred) in exploration expenditures on or before October 31, 2017
- ii) 40% interest - \$10,000 (paid) and 250,000 common shares (issued at a value of \$47,500) on or before July 26, 2018
\$15,000 (paid) and 300,000 common shares (issued at a value of \$21,000) on or before July 26, 2019
\$25,000 and 350,000 common shares on or before July 26, 2020
\$40,000, 400,000 common shares and \$2,400,000 in exploration expenditures on or before October 31, 2021
- iii) 25% interest - \$200,000, 3,000,000 common shares and \$5,000,000 in exploration expenditures on or before October 31, 2024.

A 2% net smelter returns royalty ("NSR") will be granted upon exercising the final payment. 1% of the NSR may be repurchased for consideration of \$5,000,000. Upon commencement of commercial production, an advanced royalty payment will be made in the amount of \$10,000,000.

HPX agreement

On September 5, 2017 the Company entered into an agreement with HPX BC Holdings Inc. ("HPX"), an affiliate of Ivanhoe Industries, LLC. Under the terms of the agreement, HPX has subscribed by means of a private placement and has been issued 14,000,000 units of the Company for proceeds of \$1,400,000. In addition, HPX has the option to incur, on behalf of the Company, \$7,400,000 (\$2,600,000 - paid) in exploration expenditures and to make \$290,000 (\$25,000 - paid) of property payments. If the funding is completed and the Company acquires a 100% interest in the South Voisey's Bay project, the Company has agreed to assign a 65% project interest to HPX.

As at December 31, 2017, the Company has earned an additional 20% interest in the property having issued 200,000 common shares and expended \$600,000 in exploration cost, and has a total interest earned of 35%.

7. MINERAL PROPERTIES (continued)

(a) South Voisey's Bay, Labrador (continued)

HPX agreement (continued)

HPX may also nominate two directors if they maintain equity ownership of between 10-50%, and three directors if greater than 50%.

HPX also maintains an anti-dilution right, such that they have the right to participate in future financings to maintain their ownership percentage.

Vulcan and Unity agreements

On March 26, 2018, the Company signed a letter of intent with Vulcan Minerals Inc. ("Vulcan") granting the Company the option to acquire a 65% interest in certain mining claims located in the South Voisey's area, Labrador. Under the terms of the agreement, the Company has the option to pay to Vulcan \$45,000 (\$10,000 - paid) and incur \$150,000 in exploration expenditures over a period of three years

On March 28, 2018 the Company signed a letter of intent with Unity Resources Inc. ("Unity") granting the Company the option to acquire a 65% interest in one mining claim located in the South Voisey's area, Labrador. Under the terms of the agreement, the Company has the option to pay to Unity \$36,000 (\$9,000 - paid) and incur \$75,000 in exploration expenditures over a period of three years.

During fiscal 2018, as a result of terminating the Vulcan and Unity agreements, the Company wrote off capitalized acquisition and exploration costs of \$75,152 related to specific claim blocks.

Consortium agreement

On July 24, 2018, the Company signed a letter of intent with a consortium of private claim holders. ("The Consortium") granting the Company the option to acquire a 100% interest in certain mining claims located in the South Voisey's area, Labrador. Under the terms of the agreement, the Company has the option to pay to The Consortium \$110,000 (\$20,000 - paid) and incur \$120,000 in exploration expenditures over a period of three years. The Consortium retains a 3% NSR that may be reduce to 1% by paying \$600,000 for the first 1% reduction and \$1,200,000 for the second 1% reduction.

During fiscal 2019, as a result of terminating the Consortium agreement, the Company wrote off capitalized acquisition and exploration costs of \$44,029 (2018 - \$nil) related to specific claim blocks.

(b) Milligan West, BC

In February 2013, the Company and Serengeti Resources Inc. consolidated certain claims located in north central British Columbia into the Milligan West project. Initially ownership was shared equally however, as a result of the Company electing not to participate in the 2019 exploration program it's interest has been diluted to 42.4% (2018 - 43.7%).

During fiscal 2018, the Company wrote off the property with a value of \$151,334.

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8. RIGHT-OF-USE ASSET AND LEASE LIABILITY

Under IFRS 16 – *Leases*, the Company assesses whether a contract is, or contains, a lease. For contracts that are, or contain, leases, the Company recognizes a right-of-use asset and lease liability at the commencement date.

The Company identified a single contract that is a lease as defined under IFRS 16. In analyzing the identified agreements in relation to its head office space in Vancouver, BC, the Company applied the lessee accounting model pursuant to IFRS 16 and considered all of the facts and circumstances surrounding the inception of the contract (but not future events that are not likely to occur). Lease liabilities were calculated with a discount rate of 10%.

A reconciliation of the carrying amount of the lease liability recognized on initial adoption of IFRS 16 on January 1, 2019, and for the year ended December 31, 2019 is as follows:

Lease liability		
January 1, 2019 (Note 3(o))	\$	35,878
Lease payments		(23,460)
Lease interest (finance costs)		2,651
December 31, 2019	\$	15,069
Current portion of lease liability		15,069
Non-current portion of lease liability		-
Maturity analysis – contractual undiscounted cash flows		
Less than one year	\$	15,640
One to five years		-
More than five years		-
Total undiscounted lease liability	\$	15,640
Right-of-use asset		
January 1, 2019	\$	35,878
Depreciation		(21,756)
December 31, 2019	\$	14,122

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities are as follows:

	December 31, 2019	December 31, 2018
Trades payables	\$ 1,328	\$ 6,427
Accruals	25,738	27,500
Related parties payables	-	166
	\$ 27,066	\$ 34,093

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10. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

Compensation of key management personnel

Key management personnel consist of the directors and executive officers of the Company. The remuneration, including share-based compensation, of key management personnel during the years ended December 31, 2019 and 2018 were as follows:

	2019	2018
Administration fees	\$ 36,000	\$ 36,000
Accounting fees	36,000	36,000
Share-based compensation	-	275,353
	\$ 72,000	\$ 347,353

Amounts due to related parties included in accounts payable (Note 9), are unsecured and non-interest bearing.

11. SHARE CAPITAL

(a) Authorized

As at December 31, 2019 the authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares, consisting only of common shares, are fully paid.

(b) Issued Share Capital

On July 23, 2019, the Company issued 300,000 common shares, with a fair value of \$21,000 or \$0.07 per share as consideration towards the acquisition of mineral property (Note 7(a))

On July 4, 2018, the Company issued 250,000 common shares, with a fair value of \$47,500 or \$0.19 per share as consideration towards the acquisition of mineral property (Note 7(a))

(c) Stock Options

Options to purchase common shares have been granted to directors, officers, employees and consultants at exercise prices determined by reference to the market value on the date of the grant.

In June 2008, the Company received shareholder approval for a 10% Rolling Stock Option Plan.

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11. SHARE CAPITAL (continued)

(c) Stock Options (continued)

Stock option transactions are summarized as follows:

	December 31, 2019		December 31, 2018	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at beginning of year	3,260,000	\$0.30	3,305,000	\$0.34
Granted	-	-	1,375,000	\$0.165
Expired/Forfeited	(919,000)	\$0.25	(1,420,000)	\$0.26
Outstanding at end of year	2,341,000	\$0.32	3,260,000	\$0.30

As at December 31, 2019, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Options	Exercisable	Expiry Date	Exercise Price
966,000	966,000	September 12, 2022	\$0.55
1,375,000	1,312,500	June 28, 2023	\$0.165
2,341,000	2,341,000		

The fair value of options on the grant date was \$Nil (2018 - \$266,480) or \$Nil (2018 - \$0.16) per option. Total share-based compensation expense recognized for the options that vested during the year was \$10,295 (2018 - \$440,156).

The fair value of the options granted during the year were estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	June 28, 2018
Expected dividend yield	0.00%
Expected stock price volatility	278.70%
Risk-free interest rate	2.01%
Forfeiture rate	0.00%
Expected life of options	5 year

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11. SHARE CAPITAL (continued)

(d) Warrants

Fiscal 2019

Exercise Price	Expiry Date	Outstanding at December 31, 2018	Warrants Issued	Warrants Exercised	Warrants Expired	Outstanding at December 31, 2019
\$0.20	February 18, 2019	3,875,000	-	-	(3,875,000)	-
\$0.20	March 11, 2019	1,483,000	-	-	(1,483,000)	-
\$0.20	March 27, 2019	7,000,000	-	-	(7,000,000)	-
		12,358,000			(12,358,000)	-
	Weighted average	\$0.20	-	-	\$0.20	-

Fiscal 2018

Exercise Price	Expiry Date	Outstanding at December 31, 2017	Warrants Issued	Warrants Exercised	Warrants Expired	Outstanding at December 31, 2018
\$0.20	February 18, 2019	3,875,000	-	-	-	3,875,000
\$0.20	March 11, 2019	1,483,000	-	-	-	1,483,000
\$0.20	March 27, 2019	7,000,000	-	-	-	7,000,000
		12,358,000				12,358,000
	Weighted average	\$0.20	-	-	-	\$0.20

12. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	2019	2018
Loss for the year	\$(216,132)	\$(861,882)
Expected Income tax (recovery)	\$(58,000)	\$(233,000)
Change in statutory rates and other	2,000	9,000
Permanent difference	3,000	119,000
Change in unrecognized deductible temporary differences	53,000	105,000
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Company's deferred tax assets that have been included on the statements of financial positions are as follows:

	2019	2018
Deferred tax assets (liabilities)		
Exploration and evaluation assets	\$1,511,000	\$1,558,000
Property and equipment	41,000	41,000
Share issue costs	-	1,000
Allowable capital losses	-	-
Non-capital losses available for future period	1,482,000	1,381,000
	3,034,000	2,981,000
Unrecognized deferred tax assets	(3,304,000)	(2,981,000)
Net deferred tax assets	\$ -	\$ -

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12. **INCOME TAXES** (continued)

The significant components of the Company's temporary differences, and unused tax losses that have not been included on the statements of financial position are as follows:

	2019	Expiry Date Range	2018	Expiry Date Range
Temporary differences				
Exploration and evaluation assets	\$5,327,000	No expiry date	\$5,501,000	No expiry date
Investment tax credit	100,000	2027 to 2032	100,000	2027-2032
Property and equipment	151,000	No expiry date	151,000	No expiry date
Share issue costs	1,000	2040 to 2043	3,000	2039 to 2042
Allowable capital losses	1,000	No expiry date	1,000	No expiry date
Non-capital losses available for future period	5,493,000	2026 to 2039	5,119,000	2026 to 2038

Tax attributes are subject to review and potential adjustment by tax authorities.

13. **COMMITMENT**

The Company has remaining commitment of \$15,640 for its office lease expiring on August 31, 2020 (Note 8).

14. **SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

The Company had non-cash transactions as follows:

	2019	2018
Significant non-cash investing and financing activities:		
Investing activities		
Mineral properties expenditures included in accounts payable and accrued liabilities	\$ -	\$ 2,749
Mineral property recoveries included in account receivable	36,136	-
Right-of-use asset/lease liability recognized on transition to IFRS	35,878	-
Shares issued for mineral properties	21,000	47,500
Advance applied to mineral property	6,229	100,000
Financing activities		
Expiration of options and warrants	\$ 141,737	\$ 166,401

15. **SUBSEQUENT EVENTS**

Since December 31, 2019, the outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and physical distancing, have caused material disruption to business globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in the future.

The Company entered into a new office lease agreement commencing September 1, 2020 and terminating on August 31, 2025, with monthly payments approximating \$3,000 over the term.