NORTHERN LIGHTS RESOURCES CORP.

FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

APRIL 30, 2020

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Vancouver, BC
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Canada

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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Northern Lights Resources Corp.

Opinion

We have audited the accompanying financial statements of Northern Lights Resources Corp. (the "Company"), which comprise the statements of financial position as at April 30, 2020 and 2019, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows 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 April 30, 2020 and 2019, 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 incurred losses since inception and has a working capital deficiency of $345,968. 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 David Harris.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada

Chartered Professional Accountants

August 28, 2020

NORTHERN LIGHTS RESOURCES CORP.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT APRIL 30,

	2020	2019
ASSETS		
Current		
Cash	$ 6,236	$ 10,282
Receivables	4,812	10,209
Prepaid expenses	10,000	13,840
	21,048	34,331
Equipment (Note 3)	-	1,210
Exploration and evaluation assets (Note 4)	950,446	284,353
	$ 971,494	$ 319,894
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Note 5 and 8)	$ 337,016	$ 145,705
Loans payable (Note 6 and 8)	30,000	-
	367,016	145,705
Shareholders' equity		
Share capital (Note 7)	5,841,457	4,994,203
Share-based payment reserve	539,200	470,800
Subscriptions received in advance	5,000	60,000
Deficit	(5,781,179)	(5,350,814)
	604,478	174,189
	$ 971,494	$ 319,894

Nature and continuance of operations (Note 1)
Subsequent events (Note 14)

On behalf of the Board:

"Albert (Rick) Timcke" Director   "Jason Bahnsen" Director

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

NORTHERN LIGHTS RESOURCES CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED APRIL 30,

	2020	2019
EXPENSES		
Amortization (Note 3)	$ 1,210	$ 302
Consulting fees	34,208	32,578
Filing and regulatory fees	20,618	25,441
Foreign exchange	16,399	-
Interest expense	-	211
Management fees (Note 8)	180,000	185,000
Office and miscellaneous	14,278	18,653
Professional fees (Note 8)	48,708	39,067
Promotion and advertisement	96,594	280,100
Share based compensation (Note 7)	-	332,300
Travel and accommodation	22,679	33,101
Write-off of accounts payable	(4,329)	(11,200)
Write-off of exploration and evaluation assets (Note 4)	-	74,617
Write-off of prepaid expenses (Note 9)	-	232,500
Loss and comprehensive loss for the year	$ (430,365)	$ (1,242,670)
Basic and diluted loss per common share	$ (0.01)	$ (0.03)
Weighted average number of common shares outstanding	52,488,180	40,233,911

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

NORTHERN LIGHTS RESOURCES CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of shares	Share Capital	Share-based payment reserve	Subscriptions received in advance	Deficit	Total Shareholders' Equity
April 30, 2018	33,556,832	$ 3,952,943	$ 138,500	$ 12,000	$ (4,108,144)	$ (4,701)
Private placements	11,005,000	1,100,500	-	(12,000)	-	1,088,500
Finder's fees - shares	600,400	60,040	-	-	-	60,040
Share issue costs	-	(119,280)	-	-	-	(119,280)
Share-based compensation	-	-	332,300	-	-	332,300
Subscription received in advance	-	-	-	60,000	-	60,000
Loss for the year	-	-	-	-	(1,242,670)	(1,242,670)
April 30, 2019	45,162,232	4,994,203	470,800	60,000	(5,350,814)	174,189
Private placements	16,047,772	733,988	68,400	(60,000)	-	742,388
Shares issued for exploration and evaluation assets	3,330,650	113,266	-	-	-	113,266
Subscription received in advance	-	-	-	5,000	-	5,000
Loss for the year	-	-	-	-	(430,365)	(430,365)
April 30, 2020	64,540,654	$ 5,841,457	$ 539,200	$ 5,000	$ (5,781,179)	$ 604,478

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

NORTHERN LIGHTS RESOURCES CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
FOR THE YEARS ENDED APRIL 30,

	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	$ (430,365)	$ (1,242,670)
Non-cash items:		
Amortization	1,210	302
Share based compensation	-	332,300
Write-off of accounts payable	(4,329)	(11,200)
Write-off of exploration and evaluation assets	-	74,617
Write-off of prepaid expenses	-	232,500
Changes in non-cash working capital items:		
Receivables	5,397	(6,126)
Prepaid expenses	3,840	(236,024)
Accounts payable and accrued liabilities	195,640	(2,598)
Net cash used in operating activities	(228,607)	(858,899)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(552,827)	(243,901)
Net cash used in investing activities	(552,827)	(243,901)
CASH FLOWS FROM FINANCING ACTIVITIES		
Loans proceeds	107,308	-
Loans repayments	(32,808)	(6,386)
Proceeds from private placements	697,888	1,088,500
Subscription received in advance	5,000	60,000
Share issuance costs	-	(59,240)
Net cash provided by financing activities	777,388	1,082,874
Change in cash for the year	(4,046)	(19,926)
Cash, beginning of year	10,282	30,208
Cash, end of year	$ 6,236	$ 10,282
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
Supplemental disclosure with respect to cash flows **(non-cash transactions)**		
Shares issued for exploration and evaluation assets	$ 113,266	$ -
Fair value of warrant component of the unit offering in private placement	$ 68,400	$ -
Shares for share issue cost	$ -	$ 60,040
Shares issued to settle loans payable	$ 44,500	$ -
Termination of exploration and evaluation assets option agreement	$ -	$ 50,000
Transfer of subscriptions to share capital	$ 60,000	$ 12,000

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Northern Lights Uranium Corp. (the "Company") was incorporated under the laws of British Columbia on March 28, 2007. On April 22, 2008, the Company changed its name to Northern Lights Resources Corp. The Company's principal business activities include the acquisition and exploration of resource properties. On June 28, 2012, the Company completed its initial public offering ("IPO") by way of prospectus, and a listing on the Canadian Securities Exchange ("CSE"). On October 31, 2013, the CSE halted the shares of the Company due to the Company being in default of CSE requirements. On January 22, 2014, the CSE delisted the common shares. On November 9, 2017, a revocation orders were received from the British Columbia Securities Commission and the Ontario Securities Commission lifting the cease trade orders previously issued on September 10, 2013 and September 24, 2013, respectively. On November 10, 2017 a revocation order was received from the Alberta Securities Commission lifting the final cease trade order previously issued on December 10, 2014. On October 31, 2018, the Company resumed trading on the CSE with the acceptance of the relisting application and received trading approval from the exchange.

The Company has incurred losses since inception, has a working capital deficiency of $345,968 and expects its current capital resources will not be sufficient to complete its exploration plans and operations through its current operating year and will be required to raise additional funds through future equity issuances. The Company's ability to continue as a going concern is therefore dependent on its ability to raise additional funds through equity issuances. These material uncertainties may cast significant doubt on the entity's ability to continue as a going concern.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The financial statements have been prepared on a historical cost basis, except for certain financial instruments that have been recorded at fair value. The financial statements are presented in Canadian dollars which is the functional currency of the Company.

These financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") , and interpretations of the IFRS Interpretations Committee ("IFRIC").

The policies applied in these financial statements are presented below and are based on IFRS issued and outstanding as of April 30, 2020.

The Board of Directors approved these financial statements on August 28, 2020.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Comprehensive income

Comprehensive income (loss) reflects the net gain (loss) and other comprehensive income (loss) for the period. Other comprehensive income (loss) includes changes in unrealized foreign currency translation amounts arising from self-sustaining foreign operations, unrealized gains and losses on available-for-sale assets and changes in the fair value of derivatives designated as cash flow hedges to the extent they are effective.

Equipment

Equipment is recorded at cost less accumulated amortization. Amortization is provided on a declining balance basis at 20% per annum for furniture and equipment.

Estimates and judgments

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually 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 could differ from these estimates.

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

<u>Significant Judgments</u>

a. 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 assessment 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.

b. Deferred taxes

   The Company recognizes the deferred tax benefit related to deferred income and resource tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred income and resource tax assets.

<u>Significant Estimates</u>

a. Share-based payments

   Share-based payments are determined using the Black-Scholes option pricing model based on the estimated fair value of all share-based awards at the date of grant and is expensed to the statement of loss and comprehensive income (loss) over each award's vesting period. The Black-Scholes option pricing model utilizes subjective assumptions such as expected price volatility and expected life of the option. Changes in these input assumptions can significantly affect the fair value estimate.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Loss per share

The Company computes the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. Basic loss per common share is calculated using the weighted average number of common shares outstanding during the period.

Exploration and evaluation assets

Upon acquiring the legal right to explore an exploration and evaluation asset, costs related to acquisition, exploration and evaluation are capitalized by property. If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets are written down to their net realizable value.

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the exploration and evaluation assets. If payments received exceed the capitalized cost the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and evaluation, and future profitable production or proceeds from the disposition thereof.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the year.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the 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 using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss; nor 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.

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.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes (cont'd…)

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Financial Instruments

Financial assets and financial liabilities are recognized on the consolidated statements of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

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

Classification

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

Measurement

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

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

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial Instruments (cont'd…)

Measurement (cont'd…)

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets at amortized cost

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

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

The Company's financial assets and liabilities are recorded and measured as follows:

Asset or liability	**Category**	**Measurement**
Cash	FVTPL	Fair value
Receivables	Amortized cost	Amortized cost
Accounts payable	Amortized cost	Amortized cost
Loans payable	Amortized cost	Amortized cost

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Recent adopted accounting standards

On May 1, 2019, the Company adopted the following accounting standard.

IFRS 16 Leases

IFRS 16, published on January 13, 2016, supersedes IAS 17 – Leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless a lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17.

The Company adopted IFRS 16 effective May 1, 2019 using the modified retrospective method. Under this method, financial information will not be restated and will continue to be reported under the accounting standards in effect for those periods. The Company will recognize lease obligations related to its lease commitments for its office lease. It will be measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate as at May 1, 2019. The associated right of use asset will be measured at the lease obligation amount, less prepaid lease payments, resulting in no adjustment to the opening balance of retained earnings. The Company applied the following practical expedients permitted under the new standard:

- lease of low dollar value will continue to be expensed as incurred; and
- the Company will not apply any grandfathering practical expedients.

As at May 1, 2019 IFRS 16 did not have any impact on the amount recognized in the financial statements. The Company has elected not to recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less. There was no material impact on the Company's financial statements.

(Expressed in Canadian Dollars)

3. EQUIPMENT

		Furniture and equipment
Cost		
Balance at April 30, 2018	$	14,150
Addition		-
Balance at April 30, 2019		14,150
Addition		-
Balance at April 30, 2020	$	14,150
Accumulated amortization		
Balance at April 30, 2018	$	12,638
Amortization		302
Balance at April 30, 2019		12,940
Amortization		1,210
Balance at April 30, 2020	$	14,150
Carrying amounts		
At April 30, 2019	$	1,210
At April 30, 2020	$	-

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS

	Secret Pass	Medicine Springs	Del Undur Project	Total
Acquisition Costs:				
Balance at April 30, 2018	$ -	$ 31,843	$ 10,830	$ 42,673
Cash	-	33,179	-	33,179
Others	-	33,515	-	33,515
Write-off	-	-	(10,830)	(10,830)
Balance at April 30, 2019	-	98,537	-	98,537
Cash	493,949	-	-	493,949
Shares	80,000	33,266	-	113,266
Others	7,600	38,319	-	45,919
Balance at April 30, 2020	581,549	170,122	-	751,671
Deferred Exploration Costs:				
Balance at April 30, 2018	-	22,396	-	22,396
Assays	-	43,978	-	43,978
Consulting	-	86,714	13,787	100,501
Field work	-	32,728	-	32,728
Write-off	-	-	(13,787)	(13,787)
Balance at April 30, 2019	-	185,816	-	185,816
Assays	922	-	-	922
Consulting	5,433	6,604	-	12,037
Balance at April 30, 2020	6,355	192,420	-	198,775
Total	$ 587,904	$ 362,542	$ -	$ 950,446

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

Medicine Springs

The Company entered into a mineral property option agreement dated August 20, 2017 to acquire 100% of the property in southeastern Elko County, Nevada.

The option agreement is for a 6-year term. Completion of the option agreement is subject to staged cash payments of $950,000, equity consideration of USD $250,000 and incurring exploration expenditures of USD $2,700,000. The agreement was amended in July 2020 to extend certain due dates.

Northern Lights Resources has the option to proceed with each subsequent Phase in the Option Agreement upon the completion of all cash and equity consideration payments to the vendors in addition to meeting the minimum exploration expenditure payments defined for each Phase of the Option Agreement.

i) Cash payments
   a) Phase 1B - USD $25,000 within 30 days of receipt of regulatory approval (paid).
   b) Phase 2 - USD $50,000 by December 31, 2020 ("Phase 2 Commencement Date").
   c) Phase 3 - USD $100,000 by December 31, 2021 ("Phase 3 Commencement Date").
   d) Phase 4 - USD $150,000 within 30 days of completion of all phase 3 requirements ("Phase 4 Commencement Date").
   e) Phase 5 - USD $200,000 within 30 days of completion of all phase 4 requirements ("Phase 5 Commencement Date").
   f) Phase 6 - USD $425,000 within 30 days of completion of all phase 5 requirements ("Phase 6 Commencement Date").

ii) Share issuance
   a) Phase 2 - issuance of common shares with a value of USD $50,000 by December 31, 2021 (issued 1,330,650 common shares fair valued at $33,266) (Note 7).
   b) Phase 3 - issuance of common shares with a value of USD $50,000 by December 31, 2021.
   c) Phase 4 - issuance of common shares with a value of USD $50,000 after the Phase 4 Commencement Date.
   d) Phase 5 - issuance of common shares with a value of USD $50,000 after the Phase 5 Commencement Date.
   e) Phase 6 - issuance of common shares with a value of USD $50,000 after the Phase 6 Commencement Date.

iii) Exploration expenditures
   a) incur USD $25,000 in exploration upon execution of the agreement (incurred).
   b) Phase 1B - incur USD $225,000 by December 31, 2020.
   c) Phase 2 - incur USD $300,000 by December 31, 2020.
   d) Phase 3 - incur USD $400,000 by December 31, 2021.
   e) Phase 4 - incur USD $500,000 within 1 year of the Phase 4 Commencement Date.
   f) Phase 5 - incur USD $500,000 within 1 year of the Phase 5 Commencement Date.
   g) Phase 6 - incur USD $750,000 within 1 year of the Phase 6 Commencement Date.

(Expressed in Canadian Dollars)

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

Medicine Springs (cont'd…)

In addition, the property owner will retain a 2.5% NSR. The Company has the option to purchase back 1.5% of the NSR for US$3,000,000 on a portion of the mineral claims (126/149) and US$1,000,000 on a portion of the mineral claims (23/149). The royalty to the project vendors is in addition to a further 0.5% royalty over a portion of the mineral claims (23/149).

Secret Pass Gold Project

During the year ended April 30, 2020, the Company entered into an option agreement, subsequently amended, to acquire 100% interest in the Secret Pass Gold Project located in northwestern Arizona. Under the term of the agreement, the Company holds an exclusive option to acquire the project until September 20, 2019. The Company was granted an additional extension on the option to November 8, 2019 for additional consolidation of US$25,000 (paid).

Pursuant to the option agreement, the Company agrees to make the following consideration payments:

a) within 5 working days following the exercise of the option, the Company will pay cash consideration of US$50,000 (paid);
b) within 30 days following the exercise of the option, the Company will issue 2,000,000 common shares (issued and valued at $80,000) (Note 7); and
c) under the terms of the agreement, the Company will make the following additional payments:
    i) US$175,000 on or before September 20, 2019 (paid); and
    ii) US$125,000 on or before November 8, 2019 (paid).

There are no third-party royalties payable on future production from the project.

Del Undur Project

The Company entered into an earn-in agreement dated June 17, 2017 whereby the Company can earn up to 100% interest in the property located in north-eastern Mongolia for aggregate consideration of (i) cash payments of $500,000, (ii) issuing 20,000,000 shares, and (iii) incurring exploration expenditures totaling $2,000,000, all over a four year term. In addition, the property owner will retain a 2.0% net smelter return royalty ("NSR") of which the Company has the option to buy back 1% for $1,000,000.

On February 1, 2019, the Company terminated the earn in agreement for Del Undur. During the year ended April 30, 2019, the Company wrote-off the exploration and evaluation assets at $24,617.

The Company will pay cash consideration of $50,000 pursuant to the termination of the option agreement which has been accrued and included in the write-off of exploration and evaluation assets as of April 30, 2019.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	April 30, 2020	April 30, 2019
Trade payables	$ 271,066	$ 79,755
Accrued liabilities	65,950	65,950
	$ 337,016	$ 145,705

6. LOANS PAYABLE

During the year ended April 30, 2020, the Company:

i) received a non-bearing interest loan of $22,500 from a director of the Company. The loan was settled as a subscription for the January 2020 private placement (Note 7).

ii) received a non-bearing interest loan of $22,000 from a director of the Company. The loan was settled as a subscription for the January 2020 private placement (Note 7).

iii) received a non-bearing interest loan of $32,808 (USD25,000) from a director of the Company. The loan was repaid.

iv) received a non-bearing interest loan in September 2019 of $30,000 from a director of the Company. The loan matures in 120 days or payable upon closing of a private placement, whichever is sooner. The loan remains outstanding as of April 30, 2020.

7. SHARE CAPITAL

Authorized: Unlimited common shares, without par value

During the year ended April 30, 2020, the Company:

i) closed a non-brokered private placement of 3,420,000 units at a price of $0.05 per unit for gross proceeds of $171,000, of which $60,000 was received during year ended April 30, 2019. Each unit consists of one common share and one share purchase warrant, of which $68,400 was allocated to the warrant component of the unit offering completed. Each warrant is exercisable into one common share at a price of $0.075 until July 4, 2021.

ii) issued 2,000,000 common shares (valued at $80,000) pursuant to the option payment of the Secret Pass Gold Project (Note 4).

iii) closed a non-brokered private placement of 12,627,772 units at a price of $0.05 per unit for gross proceeds of $631,388. Each unit consists of one common share and one share purchase warrant, of which $nil was allocated to the warrant component of the unit offering completed. Each warrant is exercisable into one common share at a price of $0.075 until January 20, 2022.

iv) issued 1,330,650 common shares (valued at $33,266) pursuant to the option payment of the Medicine Spring Project (Note 4).

During the year ended April 30, 2019, the Company closed a non-brokered private placement financing of 11,005,000 units at a price of $0.10 per unit for gross proceeds of $1,100,500. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable into one common share at a price of $0.20 per share for 24 months following the closing date, subject to an accelerated expiry if the closing price of the Company's share is equal to or greater than $0.30 for twenty consecutive trading days at any time following four months after the date of closing. The Company paid $59,240 cash and issued 600,040 shares (valued at $60,040) as share issuance costs.

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (cont'd…)

Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option will not be less than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

A summary of changes in stock options is as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding as at April 30, 2018	-	$ -
Granted	3,400,000	0.10
Outstanding as at April 30, 2019	3,400,000	0.10
Cancelled	(850,000)	0.10
Outstanding as at April 30, 2020	2,550,000	$ 0.10

As at April 30, 2020, the following options were outstanding and exercisable:

Number of Options	Exercise Price	Expiry Date
2,550,000	$ 0.10	November 7, 2023
2,550,000		

During the year ended April 30, 2019, the Company granted 3,400,000 stock options to directors, officers and consultants of the Company, exercisable at a price of $0.10 per share, expiring on November 7, 2023. The estimated fair value of these options was $332,300.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the year ended April 30:

	2020	**2019**
Risk-free interest rate	-	2.43%
Expected life of options	-	5.00 years
Expected annualized volatility	-	201.67%
Expected dividend rate	-	0.00%

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (cont'd…)

Warrants

A summary of changes in warrants is as follows:

	Number of Warrants		Weighted Average Exercise Price
Outstanding as at April 30, 2018	-	$	-
Granted	11,005,000		0.20
Outstanding as at April 30, 2019	11,005,000		0.20
Granted	16,047,772		0.075
Outstanding as at April 30, 2020	27,052,772	$	0.13

As at April 30, 2020, the following warrants were outstanding and exercisable:

Number of Options	Exercise Price		Expiry Date
11,005,000	$	0.20	October 2, 2020
3,420,000	$	0.075	July 4, 2021
12,627,772	$	0.075	January 20, 2022
27,052,772			

8. TRANSACTIONS WITH RELATED PARTIES

The Company defines key management as officers and directors. During the year ended April 30, 2020, the Company:

i) paid or accrued management fees of $90,000 (2019 - $77,500) to a director of the Company.

ii) paid or accrued management fees of $90,000 (2019 - $107,500) to the Chief Executive Officer ("CEO") of the Company.

iii) paid or accrued professional fees of $12,000 (2019 - $12,000) to the Chief Financial Officer ("CFO") of the Company.

iv) recorded share-based compensation of $Nil (2019 - $180,810) related to options granted to officers and directors of the Company.

Included in prepaid expenses as at April 30, 2020 is $Nil (April 30, 2019 - $8,840) paid to a Company's director.

Included in accounts payable and accrued liabilities as at April 30, 2020 is $133,581 (April 30, 2019 - $4,393) owed to officers of the Company.

Included in loans payable as at April 30, 2020 is $30,000 (April 30, 2019 - $Nil) owed to a director of the Company (Note 6).

9. PREPAID EXPENSES

During the year ended April 30, 2019, the Company entered into agreements, for one year periods, with several parties for advertising, market advisory and other consulting services with contract values totaling $465,000. The fees under these agreements were paid in October and November 2018. These parties also subscribed to the private placement completed in October 2018. Due to uncertainty with the remaining economic benefits associated with these contracts at April 30, 2019, the remaining prepaid expenses associated with these contracts totaling $232,500 have been written-off to operations.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has applied a three-level hierarchy to reflect the significance of the inputs used in making fair value measurements. The three levels of fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and loans payables. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

The Company is exposed to nominal foreign currency risk.

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds non-interest bearing debt.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

e) Price risk

The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of commodities. The Company monitors these prices to determine the appropriate course of action to be taken.

11. CAPITAL MANAGEMENT

The Company defines capital that it manages as its shareholders' equity. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. 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 and exploration of exploration and evaluation assets. 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 has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company did not change its approach to capital management during the year ended April 30, 2020.

12. SEGMENTED INFORMATION

The Company's primary business activity is the acquisition and exploration of exploration and evaluation assets. Geographic information is as follows:

		April 30, 2020		April 30, 2019
Exploration and evaluation assets				
United States	$	950,466	$	284,353
Equipment				
Canada	$	-	$	1,210

(Expressed in Canadian Dollars)

13. INCOME TAXES

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

		2020		2019
Loss for the year before income tax	$	(430,365)	$	(1,242,670)
Income tax expense (recovery) at statutory income tax rate	$	(116,000)	$	(336,000)
Change in statutory, foreign tax foreign exchange rates and other		(5,000)		52,000
Permanent difference		1,000		65,000
Share issue cost		-		(16,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses		(54,000)		11,000
Change in unrecognized deductible temporary differences		174,000		224,000
	$	-	$	-

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

		2020	Expiry Date Range		2019	Expiry Date Range
Temporary Differences						
Exploration and evaluation assets	$	1,517,000	No expiry date	$	1,226,000	No expiry date
Investment tax credit		-	-		11,000	2039
Property and equipment		14,000	No expiry date		13,000	No expiry date
Share issue costs		36,000	2039		47,000	2039
Non-capital losses available for future years		3,151,000	2028 to onward		2,801,000	2028 to onward

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

14. SUBSEQUENT EVENTS

Subsequent to April 30, 2020, the Company

i) granted 3,904,065 stock options to directors, officers and consultants of the Company, exercisable at a price of $0.05 per share, expiring on July 23, 2025.

ii) announced a non-brokered private placement of 43,730,014 units at a price of $0.05 per unit for gross proceeds of $2,186,501. To date, 24,980,000 units have been issued. Each unit consists of one common share and one full share purchase warrant. Each warrant is exercisable into one common share at a price of $0.075 per share for 24 months following the date of issuance. The Company will pay cash finder's fees equal to 8% of gross proceeds and issue broker warrants equal to 8% of total shares issued..