(A Development Stage Enterprise)

Condensed Interim Financial Statements
For the six months ended June 30, 2019

(Stated in Canadian Dollars)

Responsibility for Financial Statements

The accompanying financial statements for Metals Creek Resources Corp. have been prepared by management in accordance with International Financial Reporting Standards ("IFRS") consistently applied. Only changes in accounting policies have been disclosed in these unaudited condensed interim financial statements. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed interim financial statements for the period ended June 30, 2019.

METALS CREEK RESOURCES CORP.
(A Development Stage Enterprise)

June 30, 2019 and 2018

METALS CREEK RESOURCES CORP.
(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Prepared by Management)

As at	**June 30, 2019 $ (Unaudited)**	December 31, 2018 $ (Audited)
ASSETS		
Current		
Cash	**39,024**	545,298
Short term investments (notes 4 and 6)	**648,822**	606,454
Short term investments - restricted (note 6)	**135,020**	194,370
H.S.T. and other receivables	**6,629**	27,830
Staking security deposits (note 11)	**12,150**	15,750
Prepaid expenses	**12,938**	9,572
	854,583	1,399,274
Property and equipment (note 5)	**30,554**	23,699
Long term investments (note 7)	**461,388**	595,625
Exploration and evaluation assets (note 8)	**6,078,986**	5,953,593
	7,425,511	7,972,191
LIABILITIES AND EQUITY		
Current		
Accounts payable and accrued liabilities (note 11)	**53,598**	185,895
Current portion of lease liability (note 9)	**9,286**	-
Deferred premium on flow-through shares (note 9(vi))	**12,274**	17,670
	75,158	203,565
Equity		
Share Capital (note 9)	**13,734,507**	13,714,507
Reserves (note 9)	**7,549,659**	7,481,992
Deficit	**(13,933,813)**	(13,427,873)
	7,350,353	7,768,626
	7,425,511	7,972,191

Nature and Continuance of Operations – Note 1

These condensed interim financial statements are authorized for issue by the Board of Directors on August 13, 2019. They are signed on the Corporation's behalf by:

"Alexander Stares" Director
"Nick Tsimidis" Director

METALS CREEK RESOURCES CORP.
(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Prepared by Management – Unaudited)

	Three Months Ended June 30, 2019 $	Three Months Ended June 30, 2018 $	Six Months Ended June 30, 2019 $	Six Months Ended June 30, 2018 $
EXPENSES				
Business development	12,791	16,215	34,385	45,521
Depreciation	5,212	2,336	10,425	4,672
Office and general	18,588	29,307	49,923	53,376
Professional fees (note 10)	13,415	15,136	23,192	30,636
Salaries and benefits	109,042	74,908	202,854	151,733
Share-based payments (note 9(iii))	20,406	21,209	67,667	69,023
Write-down of exploration and evaluation assets	1,172	-	3,891	5,958
Pre-acquisition exploration and evaluation expenses	9,751	38,714	30,031	58,008
Adjustment to fair value for fair value through profit and loss investments	167,228	126,614	124,238	366,267
	(357,605)	(324,439)	(546,606)	(785,194)
Income (loss) before the following:	(357,605)	(324,439)	(546,606)	(785,194)
Gain on sale of investments	-	-	17,595	-
Gain on sale or option of exploration and evaluation assets, net	-	-	-	22,500
Interest and investment income	2,931	3,399	6,992	7,608
Grant and other revenue (note 8(f))	-	-	10,683	-
Loss before deferred tax recovery	(354,674)	(321,040)	(511,336)	(755,086)
Deferred tax recovery – flow-through (notes 9(vi))	2,308	-	5,396	21,074
Loss and comprehensive loss for the period	(352,366)	(321,040)	(505,940)	(734,012)
Loss per share – basic and diluted (note 13)	(0.01)	-	(0.01)	(0.01)
Weighted Average Shares Outstanding – basic and diluted	69,536,752	56,262,935	69,528,555	56,262,935

The accompanying notes form an integral part of these condensed interim financial statements

METALS CREEK RESOURCES CORP.
(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Prepared by Management – Unaudited)
For the six months ended June 30, 2019 and 2018

	Share Capital		Reserves			
	Number of Shares #	Share Capital $	Warrants $	Equity Settled Benefits $	Deficit $	Total
Balance at December 31, 2017	**56,262,935**	**13,310,006**	**1,563,812**	**5,629,628**	**(12,679,676)**	**7,823,770**
Share-based payments	-	-	-	69,023	-	69,023
Loss and comprehensive loss for the period	-	-	-	-	(734,012)	(734,012)
Balance at June 30, 2018	**56,262,935**	**13,310,006**	**1,563,812**	**5,698,651**	**(13,413,688)**	**7,158,781**
Balance at December 31, 2018	**69,520,268**	**13,714,507**	**1,238,757**	**6,243,235**	**(13,427,873)**	**7,768,626**
Share-based payments	-	-	-	67,667		67,667
Issued in connection with property option agreements	500,000	20,000	-	-	-	20,000
Loss and comprehensive loss for the year	-	-	-	-	(505,940)	(505,940)
Balance, June 30, 2019	**70,020,268**	**13,734,507**	**1,238,757**	**6,310,902**	**(13,933,813)**	**7,350,353**

The accompanying notes form an integral part of these condensed interim financial statements

METALS CREEK RESOURCES CORP.
(A Development Stage Enterprise)

CONDENSED INTERIM STATEMENTS CASH FLOWS
(Prepared by Management – Unaudited)

	Six Months Ended June 30, 2019 $	Six Months Ended June 30, 2018 $
CASH FLOWS FROM (USED IN):		
OPERATING ACTIVITIES		
Loss and comprehensive loss for the period	(505,940)	(734,012)
Items not requiring an outlay of cash:		
Deferred tax recovery – flow-through	(5,396)	(21,074)
Depreciation	10,425	4,672
Share-based payments	67,667	69,023
Adjustment to fair value for fair value through profit and loss investments	124,238	366,267
Write-down of exploration and evaluation assets	3,891	5,958
Gain on sale of long term investments	(17,595)	-
Change in non-cash working capital items:		
Decrease (increase) in H.S.T. and other receivables	21,201	21,280
Decrease (increase) in prepaid expenses	(4,586)	(3,925)
Increase (decrease) in accounts payable and accrued liabilities	(132,297)	(6,318)
Cash flows used in operating activities	(438,392)	(298,129)
FINANCING ACTIVITIES		
Payments on principal portion of lease liability	(6,775)	-
Redemption (purchase) of short term investments	16,982	644,007
Cash flows from (used in) financing activities	10,207	644,007
INVESTING ACTIVITIES		
Decrease in staking security deposits	3,600	(1,500)
Expenditures on exploration and evaluation assets	(109,284)	(338,653)
Net proceeds on sale of long term investments	27,595	-
Gain on sale of exploration and evaluation assets	-	(22,500)
Cash flows used in investing activities	(78,089)	(362,653)
Increase (decrease) in cash	(506,274)	(16,775)
Cash – beginning of period	545,298	85,546
Cash – end of period	39,024	68,771

Supplemental cash flow information (note 12)

1. NATURE OF OPERATIONS AND CONTINUANCE OF OPERATIONS

Metals Creek Resources Corp. (the "Company") was incorporated on June 21, 2004 under the Business Corporations Act (Ontario). The Company's head office is located at 945 Cobalt Crescent, Thunder Bay, Ontario, Canada, P7B 5Z4.

The Company is an exploration stage company, and is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable.

The accompanying financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, and the ability of the Company to raise additional capital. Specifically, the recovery of the Company's investment in exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to develop its properties and establish future profitable production from the properties, or from the proceeds of their disposition. The Company has working capital in the amount of $791,699 (December 31, 2018- $1,195,709) and has a deficit in the amount of $13,933,813 (December 31, 2018 - $13,427,873). The Company has not earned any significant revenues to date and is considered to be in the exploration stage.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

2. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB ("International Accounting Standards Board") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 - Interim Financial Reporting. The accounting policies followed in these condensed interim financial statements are the same as those applied in the Company's audited annual financial statements for the year ended December 31, 2018.

The policies applied in these financial statements are based on IFRS issued and outstanding as of August 13, 2019, the date the Board of Directors approved the statements. Any subsequent changes to IFRS after this date could result in changes to the financial statements for the year ended December 31, 2019.

The condensed interim financial statements do not contain all disclosures required under IFRS and should be read in conjunction with Company's audited annual financial statements and the notes thereto for the year ended December 31, 2018.

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of policies and reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results could differ from those estimates. Significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, share-based payments, allocation of financing proceeds, and income taxes. Differences may be material.

3. ADOPTION OF NEW ACCOUNTING STANDARDS:

IFRS – 16 - Leases

The Company applied IFRS 16 with a date of initial application of January 1, 2019 using the modified retrospective approach under which the cumulative effect of initial application is recognized in the opening balance sheet on January 1, 2019. Comparatives for the 2018 reporting period have not been restated and are accounted for under IAS 17, Leases, and IFRIC 4, *Determining Whether an Arrangement Contains a Lease*, as permitted under the specific transitional provisions in the standard.

Definition of a lease

Previously, the Company determined at contract inception whether an arrangement is or contains a lease under IFRIC 4. Under IFRS 16, the Company assesses whether a contract is or contains a lease based on the definition of a lease as explained below.

On transition to IFRS 16, the Company elected not to apply the practical expedient to grandfather the assessment of which transactions are leases. It applied IFRS 16 lease definition assessment to all contracts including those that were previously not identified as leases.

Classification of a lease

As a lessee, the Company previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Company. Under IFRS 16, the Company recognizes right-of-use assets and lease liabilities for most leases on the balance sheet.

For leases of other assets, which were classified as operating leases under IAS 17, the Company recognized right-of-use assets and lease liabilities.

At transition, lease liabilities that were classified as operating leases under IAS 17 were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at January 1, 2019. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

Impact on financial statements

On transition to IFRS 16, the Company recognized an additional $17,130 of right-of-use assets and $17,130 of lease liabilities, recognizing no difference in retained earnings as the Company opted for measuring the right-of-use at an amount equal to the lease liability adjusted by any prepaid or accrued lease payments relating to that lease, recognized in the statement of financial position immediately before the date of initial application, in accordance with IFRS 16.C8(b).

When measuring lease liabilities, the Company discounted lease payments using its estimated incremental borrowing rate at January 1, 2019 of 12%.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset will be periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability when applicable.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

The Company presents right-of-use assets that do not meet the definition of investment property in “Property and equipment” and lease liabilities in “Lease liabilities”.

4. SHORT TERM INVESTMENTS:

	June 30, 2019 $	December 31, 2018 $
Money Market Mutual Funds	783,842	800,824
Less: Portion restricted for flow-through purposes (note 6)	(135,020)	(194,370)
Short term investments, net	648,822	606,454

These funds are available for exploration and evaluation expenditures and operations upon the request of the Company.

The money market mutual funds consist of fully liquid, managed money market fund units that yield regular monthly dividends at market rates.

5. PROPERTY AND EQUIPMENT

	Cost	Acc. Depr.	June 30, 2019 Net
Computer equipment	$ 29,517	$ 27,886	$ 1,631
Furniture and fixtures	13,467	12,296	1,171
Computer software	63,020	63,020	-
General equipment	33,028	28,385	4,643
Automobile	66,047	53,306	12,741
Leasehold improvements	4,812	4,812	-
Right-of-use assets – office (i)	17,280	6,912	10,368
	$ 227,171	$ 196,617	$ 30,554

	Cost	Acc. Depr.	Dec. 31, 2018 Net
Computer equipment	$ 29,517	$ 27,267	$ 2,250
Furniture and fixtures	13,467	12,166	1,301
Computer software	63,020	63,020	-
General equipment	33,028	27,869	5,159
Automobile	66,047	51,058	14,989
Leasehold improvements	4,812	4,812	-
	$ 209,891	$ 186,192	$ 23,699

(i) The Company’s leased assets include its office premises. Amounts related to leased assets included in profit in loss include:

	June 30, 2019 $
Interest on lease liabilities	537
Depreciation charge – right-of-use assets	6,912

6. RESTRICTION ON THE USE OF CASH AND CASH EQUIVALENTS

During the period ended June 30, 2019 and the year ended December 31, 2018, the Company issued common shares that were designated as being flow-through shares. One of the conditions of issuing flow-through shares is that the Company is required to retain the gross proceeds for the exclusive purpose of paying for qualified Canadian exploration expenditures associated with its exploration and evaluation assets.

		June 30, 2019		December 31, 2018
Restricted short term investments, beginning of year	$	194,370	$	176,001
Gross proceeds received upon issuance of flow-through shares		-		379,370
Qualified exploration expenditures paid from these funds		(59,350)		(361,001)
Restricted short term investments, end of period	$	135,020	$	194,370

7. LONG TERM INVESTMENTS

	June 30, 2019		December 31, 2018	
	Market $	Cost $	Market $	Cost $
Canadian Equities				
Spruce Ridge Resources Ltd. (i)	-	-	10,000	56,250
Americas Silver Corporation (i)	2,888	21,249	2,125	21,249
Noble Mineral Exploration Inc. (ii)	11,250	58,125	13,500	58,125
Sokoman Minerals Corp. (iii)	213,750	510,341	326,250	510,341
Xmet Inc. (iv)	-	83,500	-	83,500
White Metal Resources Corp. (v)	22,500	19,750	20,000	19,750
Benton Resources Inc. (vi)	21,000	18,250	14,000	18,250
Anaconda Mining Inc. (vii)	45,000	45,500	33,750	45,500
Trifecta Gold Ltd. (viii)	40,000	260,000	50,000	260,000
Quadro Resources Ltd. (ix)	105,000	448,000	126,000	448,000
	461,388	1,464,715	595,625	1,520,965

(i) The Spruce Ridge shares (TSX-V: SHL) were disposed of during the period ended June 30, 2019 for gross proceeds of $27,595. A gain on disposition in the amount of $17,595 was recorded in the current period. The shares of Americas Silver Corporation (TSX:USA) were received from Spruce Ridge originally as shares of RX Gold & Silver (which later merged with U.S. Gold & Silver Inc.) as a dividend-in-kind based on the Company's pro-rata ownership of Spruce Ridge and are valued at the June 30, 2019 closing price of $3.03 per common share (December 31, 2018 - $2.23).

(ii) The shares of Noble trade on the TSX-V exchange under the symbol "NOB" and are valued at the June 30, 2019 closing price of $0.075 per common share (December 31, 2018 - $0.09).

(iii) The shares of Sokoman Minerals Corp. (formerly Sokoman Iron Corp.) (TSX-V: SIC) are valued at the June 30, 2019 closing price of $0.095 (December 31, 2018 - $0.145). During the year ended December 30, 2018, the Company disposed of 900,000 shares of Sokoman for gross proceeds of $188,500. In addition, during the year ended December 31, 2018 the Company received an additional 750,000 shares of Sokoman related to the Clarks Brook anniversary payment. The Company currently holds 2,250,000 shares of Sokoman.

(iv) The aggregate of 2.3 million shares held by the Company are valued at nil at June 30, 2019 (December 31, 2018 - nil) as the shares of Xmet were downgraded to the NEX Exchange. The common shares of Xmet formerly traded on the TSX Venture Exchange under the symbol "XME".

(v) During 2014, the Company sold two claim blocks totaling 210 claim units in southwest Labrador known as the Senecal Lake Property ("SL") to White Metal Resources Corp., ("WHM") (formerly Trillium North Minerals Ltd.) a company associated by common directorship. Pursuant to the sale, WHM issued 500,000 common shares for a 100% ownership interest. In addition, WHM has granted a 1% N.S.R. on the SL property as well as a 1% N.S.R. on adjacent claims already owned by WHM. WHM may buy-back up to 0.5% of each respective N.S.R. for $500,000 each (or $1 million for both claim groups). Pursuant to a share escrow agreement, the Company has received a total of 500,000 shares of WHM valued at the June 30, 2019 closing price of $0.045 per share (December 31, 2018- $0.04).

(vi) The 350,000 shares of Benton currently held by the Company are valued at the June 30, 2019 closing price of $0.06 per share (December 31, 2018 - $0.04). The shares of Benton trade on the TSX Venture Exchange under the symbol "BEX".

(vii) During the 2016 year, the Company optioned both the Jackson's Arm and Tilt Cove properties to Anaconda Mining Inc. ("Anaconda") in separate agreements. Both option agreements provide Anaconda the right to earn an undivided 100% interest in the properties located in Newfoundland (See Notes 8(d)). Pursuant to these agreements, the Company received 150,000 shares (post 1 for 4 share consolidation that occurred in the 2018 year) of Anaconda thus far and the shares are valued at the June 30, 2019 closing price of $0.30 per share (December 31, 2018 - $0.225). The shares of Anaconda trade on the TSX Exchange under the symbol "ANX".

(viii) During the 2016 fiscal year, the Company optioned its Squid East and West properties located in the Yukon to Trifecta Gold Ltd. ('Trifecta"). During the 2017 year, Trifecta terminated the option agreement and returned the property to the Company. The 1 million shares received during the 2017 fiscal year are valued at the June 30, 2019 closing price of $0.04 per share (December 31, 2018 - $0.05). Trifecta shares trade on the TSX Venture Exchange under the symbol "TG". See Note 8(d) for additional details.

(ix) The 4.2 million shares of Quadro Resources Ltd. ("Quadro") are listed on the TSX Venture Exchange under the symbol "QRO" and are valued at the June 30, 2019 closing price of $0.025 per share (December 31, 2018 - $0.03). The shares were received pursuant to the Company's disposition of its 50% interest in the Staghorn gold project in Newfoundland and a 33.3% interest in claims on the Great Northern Peninsula in Newfoundland.

8. EXPLORATION AND EVALUATION ASSETS

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold, impaired or abandoned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production, or written-down if the properties are allowed to lapse, are impaired, or are abandoned. The deferred costs associated with each property for the period ended June 30, 2019 and year ended December 30, 2018 is summarized in the tables below:

For the period ended June 30, 2019

		Flint Lake (a)	Ogden (b)	Dona Lake (c)	Other (d)	Total
Dec. 31, 2018 - Acquisition Costs	$	2,231	499,164	-	36,165	537,560
						-
Additions		2,952		21,523	42,405	66,880
Writedowns/Recoveries		-		-	(837)	(837)
Subtotal	$	2,952	-	21,523	41,568	66,043
June 30, 2019 - Acquisition Costs	$	**5,183**	**499,164**	**21,523**	**77,733**	**603,603**
Dec. 31, 2018 - Exploration and Evaluation Expenditures	$	120,570	5,039,764	-	255,699	5,416,033
Assaying		3,638				3,638
Prospecting		5,730		1,568	712	8,010
Geological		6,851	13,075	1,059	3,504	24,489
Geophysical			800	300	6,793	7,893
Line Cutting						-
Trenching						-
Diamond Drilling			2,503		4,415	6,918
Miscellaneous				9,307	2,150	11,457
Aboriginal Consultation						-
Writedowns/Recoveries					(3,055)	(3,055)
Subtotal	$	16,219	16,378	12,234	14,519	59,350
June 30, 2019 - Exploration and Evaluation Expenditures	$	**136,789**	**5,056,142**	**12,234**	**270,218**	**5,475,383**
June 30, 2019 - Total	$	**141,972**	**5,555,306**	**33,757**	**347,951**	**6,078,986**

For the year ended December 31, 2018

		Flint Lake (a)	Ogden (b)	Other (d)	Total
Dec. 31, 2017 - Acquisition Costs	$	1,076	481,265	8,495	490,836
					-
Additions		1,155	17,899	39,640	58,694
Writedowns/Recoveries		-	-	(11,970)	(11,970)
Subtotal	$	1,155	17,899	27,670	46,724
Dec. 31, 2018 - Acquisition Costs	$	**2,231**	**499,164**	**36,165**	**537,560**
Dec. 31, 2017 - Exploration and Evaluation Expenditures	$	62,198	4,853,176	28,007	4,943,381
Assaying		3,133	18,868	2,692	24,693
Prospecting		11,052	-	36,914	47,966
Geological		28,714	6,234	19,196	54,144
Geophysical		-	3,476	89,111	92,587
Line Cutting		-	-	19,158	19,158
Trenching		10,585	-	-	10,585
Diamond Drilling		-	255,858	145,887	401,745
Miscellaneous		2,309	2,152	1,206	5,667
Aboriginal Consultation		2,579	-	-	2,579
Writedowns/Recoveries		-	(100,000)	(86,472)	(186,472)
Subtotal	$	58,372	186,588	227,692	472,652
Dec. 31, 2018 - Exploration and Evaluation Expenditures	$	**120,570**	**5,039,764**	**255,699**	**5,416,033**
Dec. 31, 2018 - Total	$	**122,801**	**5,538,928**	**291,864**	**5,953,593**

a. Flint Lake Gold Property

In 2007, the Company acquired an option on the Flint Lake Gold project which is located approximately 40 km east of Kenora, Ontario and consists of 14 claims totaling 160 units. The Company entered into an option agreement with Endurance Gold Corp. whereby under the initial option the Company could earn a 70% interest in the property by making share payments totaling 400,000 shares (completed in 2008) and completing work commitments of $200,000 on the property (completed). The Company exercised a second option to earn a further 5% in the property by issuing a further 50,000 common shares (completed in 2008) and spent an additional $250,000 on the property (completed). The Company has now earned a 79.7% interest and a joint venture has been formed on a 79.7% (the Company) and 20.3% (Endurance Gold Corp.) basis.

b. Ogden

During 2008, the Company entered into an agreement with Goldcorp Canada Ltd. ("Goldcorp") to jointly explore Goldcorp's mining claims located in Ogden and Deloro Townships, located six kilometres south of Timmins, Ontario. The property consists of 84 patented and unpatented claims totaling approximately 1,184 hectares (the "Property"). The agreement allows for the Company to earn 50% of Goldcorp's interest in the Property by funding total expenditures on the Property of $3,100,000 over four years as follows: (i) $400,000 in year one, (ii) $700,000 in year two and (iii) $1,000,000 in each of years three and four. The Company was also required to make cash and share payments to Goldcorp as follows: (i) $40,000 cash and $25,000 worth of common shares on signing (completed in 2008), (ii) $35,000 cash and $25,000 worth of common shares on the first anniversary (completed in 2009), (iii) $35,000 cash and $50,000 worth of common shares on the second anniversary (completed in 2010), (iv) $100,000 worth of common shares on the third anniversary (completed in 2011), and (v) $150,000 worth of common shares on the fourth anniversary (completed). Within six months of the Company's vesting its 50% interest in the Property, Goldcorp had the option to buy back a 20% interest from the Company for a cash payment of up to $310,000, expending $4,100,000 on the Property within two years, and completing a feasibility study within three years.

The Company was the operator of the Property during the earn-in period and afterwards, provided it held a 50% or greater interest in the Property. During 2012, the Company received notice that Goldcorp did not intend to pursue its back-in right on the Ogden property and as a result, the Company and Goldcorp executed a 50/50 joint venture agreement. If either party becomes diluted to a 10% interest, that interest will be converted into a 2% Net Smelter Return Royalty.

During 2018 the Company applied for and received a grant through the Northern Ontario Heritage Fund's Junior Exploration Assistance Program administered through the Ontario Prospector's Association. The amount of this grant was for the maximum eligible amount for a single project of $100,000. The grant was reflected as a reduction of the deferred exploration and evaluation costs associated with the Ogden project.

c. Dona Lake

The Dona Lake property consists of 32 patented and leased mining claims totaling approximately 430.1 hectares and covers the past producing Dona Lake Mine.

During the period ended June 30, 2019, the Company entered into an option and joint venture agreement with Goldcorp Canada Ltd. ("Goldcorp"), a wholly owned subsidiary of Newmont Goldcorp Corporation ("Newmont Goldcorp"). The option agreement allows for the Company to earn 100% of Goldcorp's interest in the Dona Lake property by issuing to Goldcorp a total of 7,000,000 common shares of the Company and funding $4,000,000 in exploration expenditures over 36 months as per the following schedule:

- Issuing 500,000 shares (issued) within 5 days of definitive agreement and TSX approval (the "Start Date") (received) and spending a minimum $500,000 prior to 1st anniversary of the Start Date (committed)
- Issuing 1,500,000 shares on or before 1st anniversary (committed) of the Start Date and spending an additional $1,000,000, to include a minimum 2,500 m drilling, prior to 2nd anniversary of the Start Date (optional)

- Issuing 2,000,000 shares on or before 2nd anniversary of the Start Date and spending an additional $2,500,000, to include a minimum 10,000 m drilling, prior to 3rd anniversary of the Start Date (optional)
- Issuing 3,000,000 shares on or before 3rd anniversary of the Start Date (Year 3 – optional)

After vesting, Newmont Goldcorp will have a one-time option to elect to earn back 51% of the Dona Lake property by spending $4,000,000 on exploration over the following 24 months.

d. Other Properties

Included in exploration and evaluation costs in Other Properties (located in Ontario and Newfoundland) are the Yukon, Tilt Cove, Jackson’s Arm, Rogerson Lake, North Tip, Triangle Point, Change Island, Morrow and Garrison properties. During the period ended June 30, 2019 the Company incurred $30,031 (June 30, 2018: $58,008) in pre-acquisition exploration and evaluation costs which were included in expenses for the year. In addition, due to no current work plans, the Company wrote off exploration and evaluation expenditures totaling $3,891 (June 30, 2018 - $5,958) during the period related to other properties. During the period ended June 30, 2019, the Company accrued $10,683 related to an approved exploration grant from the Government of Newfoundland for work completed on the Great Brehat project. The Grant was recorded as revenue in the current period and was received in the subsequent period.

Iron Horse

The Company retains a 0.9% royalty from the Iron Horse Project located approximately 120 km Northeast of Labrador City, Labrador and held by Sokoman Iron Corp.

Yukon

The Yukon property consists of 148 staked claims in two separate claim blocks in the Dawson Range gold district. The claim blocks are located in the Matson Creek area (Squid East and West properties). The Company owns a 100% interest in all claim blocks.

During the 2016 year, the Company entered into an option and joint venture agreement with Trifecta Gold Ltd. (“Trifecta”) whereby Trifecta could earn up to a 75% interest in the Squid East and Squid West claim blocks. For the initial 60%, Trifecta had to make cash payments of $45,000 ($10,000 received) and issue 6,500,000 Trifecta shares both over a three-year period (1 million shares received) and incur $2,250,000 in work expenditures ($500,000 by first anniversary) over the three year period. Trifecta could then form a 60/40 joint venture with the Company, or elect to earn an additional 15% by paying the Company cash of $50,000 and issuing 3,500,000 Trifecta shares within 60 days of the third anniversary date as well as incur an additional $1 million in work expenditures by the fourth anniversary.

During the year ended December 31, 2017, Trifecta terminated the option and returned the property to the Company.

During the 2018 fiscal year, the Company optioned the property to Manning Ventures Inc. (“Manning”). Under the terms of the agreement, Manning has the option to acquire a 75% interest in the property by making cash payments to the Company of $65,000 over two years ($35,000 due upon Canadian Securities Exchange (“CSE”) listing), issue to the Company a total of 1,200,000 Manning common shares over two years (600,000 due upon CSE Listing) and incur work expenditures of $1,150,000 over four years ($50,000 by December 31, 2019). Manning will be the operator during the option period. The transaction is subject to approval of the proposed listing of Manning Ventures Inc. on the CSE. The transaction cannot close until the listing has been completed and there can be no assurance that the transaction will be completed as proposed or at all.

Tilt Cove

During the 2016 year, the Company entered into an option agreement, (the “Agreement”) with Anaconda Mining Inc. (“Anaconda”), whereas Anaconda has the right to acquire a 100% undivided interest in the Company’s property. To earn a 100% interest in the Tilt Cove property, Anaconda is required to make aggregate payments to Metals Creek of $200,000 in cash ($60,000 received), and issue 125,000 common shares (post 1 for 4 share consolidation that occurred during the current period) of Anaconda (37,500 shares received) over a three-year period. The Tilt Cove Agreement provides for a one percent (1%) NSR to the Company on the sale of gold-bearing mineral products from the Tilt Cove property. Anaconda is also assuming an existing two percent (2%) NSR (the "Existing NSR") on one of the two licenses that comprises the Tilt Cove property. One percent (1%) of the Existing NSR is purchasable for $1,250,000. Anaconda is required to spend a total of $750,000 in qualified exploration expenditures on the Tilt Cove property during the option period. During the year ended December 31, 2018, Anaconda paid $60,000 cash and issued 37,500 shares to the Company pursuant to the terms of the Agreement.

Jackson's Arm

The Jackson's Arm property consists of 53 staked claim units totaling 1,325 hectares and is located in north-central Newfoundland. The Company owns a 100% interest in the project.

During the 2016 year, the Company entered into an option agreement, (the "Jackson's Arm Agreement") with Anaconda Mining Inc. ("Anaconda"), whereas Anaconda has the right to acquire a 100% undivided interest in the Company's Jackson's Arm property. To earn a 100% interest in the Jackson's Arm property, Anaconda is required to make aggregate payments to the Company of $200,000 in cash ($60,000 received), and issue 125,000 common shares (post 1 for 4 share consolidation that occurred during the current period) of Anaconda (37,500 shares received) over a three-year period. The Jackson's Arm Agreement provides for a two percent (2%) net smelter returns royalty ("NSR") to the Company on the sale of gold bearing mineral products from the Jackson's Arm property. The NSR is capped at $1,500,000, after which, the NSR will be reduced to one percent (1%). Anaconda is required to spend a total of $750,000 in qualified exploration expenditures on the Jackson's Arm property during the option period. During the year ended December 31, 2018, Anaconda paid $60,000 cash and issued 37,500 shares to the Company pursuant to the terms of the Jackson's Arm Agreement.

Clarks Brook

During the year ended December 31, 2017, the Company executed a Letter of Intent ("LOI") with Sokoman Iron Corp. ("Sokoman") whereby Sokoman can earn up to a 100% interest in the Clarks Brook gold property located in central Newfoundland. To earn an initial 75% interest, Sokoman must make cash payments of $45,000 over a three year period and issue a total of 3 million Sokoman common shares over three years (500,000 received) and incur expenditures of $800,000 over three years ($100,000 by the first anniversary). Sokoman will be the operator during the earn-in period. Once a 75% interest is earned by Sokoman, either a 75%/25% joint venture will be formed, or Sokoman may elect to earn an additional 25% interest (to bring interest to 100%) by paying an additional $100,000 and issuing a further 2 million Sokoman common shares within 60 days of the third anniversary date. During the year ended December 31, 2018, Sokoman issued 750,000 shares and $10,000 cash to the Company pursuant to the terms of the Clarks Brook LOI. The payment was recorded as an offset to the remaining deferred exploration and evaluation costs related to the project with the remainder being recorded in the gain on sale or option of exploration and evaluation assets at December 31, 2018.

Garrison

During the year ended December 31, 2018, the Company executed a Letter of Intent ("LOI") to acquire 10 Patented Mining Claims (The Patents) in Garrison Township approximately 35 kms north- northeast of Kirkland Lake, Ontario. The patents are contiguous with Osisko Mining to the west, south and east and contiguous with Kirkland Lake Gold to the north.

Metals Creek can earn a 100% interest in the patents by making cash payments totaling $310,000 over a period of 4 years following the execution of the LOI ($30,000 paid). The vendors will retain a 2% NSR which the Company can purchase 1% for $1 million.

Great Northern Peninsula – Lead/Silver Project

During the year ended December 31, 2018, the Company entered into an option agreement with Quadro Resources Inc. ("Quadro"), whereby Quadro can earn the Company's 33.33 percent interest it the new claims that were jointly staked on Newfoundland's Great Northern Peninsula. To acquire the Company's one-third interest, Quadro will issue to the Company a total of 1,000,000 shares according to the following schedule:

- 200,000 Quadro common shares on signing;

- 300,000 Quadro common shares within six months of approval date; and
- 500,000 Quadro common shares within eighteen months of approval date

The Company will retain a 1.0% Net Smelter Return (NSR) royalty on any future mineral production from the claims. Quadro will have the right to purchase 50% of the NSR from the Company for $500,000. During the period ended June 30, 2019, the Company was informed by Quadro that they were terminating the option agreement and the project will revert to a 33.33% interest to each company (Benton, Metals Creek Resources and Quadro) and a joint venture is to be formed. As a result, the March 27, 2019 share payment from Quadro was not made to the Company.

9. CAPITAL AND RESERVES

i. Share Capital

At June 30, 2019, the authorized share capital comprised an unlimited number of common shares and an unlimited number of preferred shares.

To date, no preferred shares have been issued.

ii. Share Purchase Warrants

Details of share purchase warrant transactions for the period ended June 30, 2019 and year ended December 31, 2018 are as follows:

	# of Warrants	Amount $	Wtd. Avg. Ex. Price
Balance, December 31, 2017	29,720,648	1,563,812	$0.16
Issued pursuant to private placements (note 9(vi))	10,654,506	204,067	$0.10
Expired during the period	(4,383,866)	(529,122)	$0.18
Balance, December 31, 2018/June 30, 2019	35,991,288	1,238,757	$0.13

For purposes of the warrants granted, the fair value of each warrant was estimated on the date of grant using an option pricing model, using the assumptions noted in note 9(vi).

Pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

The following table summarizes information about the warrants outstanding at June 30, 2019 and December 31, 2018:

Expiry Dates	Exercise Price	June 30, 2019 # of Warrants	December 31, 2018 # of Warrants
August 19, 2019	$0.10	1,061,200	1,061,200
August 19, 2019	$0.16	13,700,000	13,700,000
July 25, 2020	$0.10	3,561,666	3,561,666
October 24, 2020	$0.12	8,692,250	8,692,250
November 23, 2020	$0.12	1,883,332	1,883,332
December 28, 2020	$0.10	7,092,840	7,092,840
		35,991,288	35,991,288

iii. Stock Options

Details of stock option transactions for the period ended June 30, 2019 and year ended December 31, 2018 are as follows:

	# of Options	Wtd. Avg. Ex. Price
Balance, December 31, 2017	3,836,431	$0.16
Granted during the year	1,000,000	$0.10
Expired during the year	(315,716)	$0.55
Balance, December 31, 2018	4,520,715	$0.12
Granted during the period	2,200,000	$0.07
Balance, June 30, 2019	6,720,715	$0.10

The following table summarizes information about the options outstanding at June 30, 2019 and December 31, 2018:

Expiry Dates	Exercise Price	June 30, 2019 # of Options	December 31, 2018 # of Options
October 2019	$0.49	160,715	160,715
March 2021	$0.11	1,260,000	1,260,000
July 2021	$0.12	850,000	850,000
September 2021	$0.10	1,150,000	1,150,000
March 2022	$0.10	100,000	100,000
January 2023	$0.10	1,000,000	1,000,000
January 2024	$0.07	2,200,000	-
		6,720,715	4,520,715

The Company applies the fair value method of accounting for share-based payments using an option pricing model.

Stock options granted to directors, officers, employees and consultants vested during the period ended June 30, 2019 are as follows:

Grant Date	# of Options	Exercise Price	Expiry Date
January 8, 2018	7,306	$0.10	January 8, 2023
January 3, 2019	1,812,137	$0.07	January 3, 2024
	1,819,443		

The Company has calculated $67,667 (June 30, 2018 - $69,023) as share-based payments expense and under capital stock as reserves for the 1,267,920 options vesting to directors, officers and employees and consultants during the period:

- For the 7,306 options vesting from the January 8, 2018 grant, the fair value of each vested option is $0.0846 and was estimated on the grant date with the following assumptions: dividend yield of 0%, expected volatility of 169%, a risk-free interest rate of 1.98% and an expected life of approximately 5 years.

- For the 1,812,137 options vesting from the January 3, 2019 grant, the fair value of each vested option is $0.037 and was estimated on the grant date with the following assumptions: dividend yield of 0%, expected volatility of 168%, a risk-free interest rate of 1.76% and an expected life of approximately 5 years.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

iv. Stock Option Plan

The Company has a Stock Option Plan (the "Plan") for directors, officers, employees and consultants. The Plan authorizes the granting of options to purchase up to a maximum of 6,952,026 common shares of which 6,720,715 are outstanding at June 30, 2019. The Plan provides that:

- any options granted pursuant to the Plan shall expire no later than five years after the date of grant;
- any options granted pursuant to the Plan shall be non-assignable and non-transferable;
- the number of common shares issuable pursuant to the Plan to any one person in any 12 month period shall not exceed 5% of the outstanding common shares;
- the number of common shares issuable pursuant to the Plan to any one consultant in any 12 month period may not exceed 2% of the outstanding common shares;
- the number of common shares issuable pursuant to the Plan to persons employed in technical consulting activities may not exceed 2% of the outstanding common shares in any 12 month period.
- the Plan provides that options shall expire and terminate 90 days following the date the optionee ceases to be an employee, director or officer of, or consultant to, the Company, provided that if such termination is as a result of death of the optionee, the optionee's personal representative shall have one year to exercise such options.
- the maximum number of common shares which may be reserved and set aside for issue under Plan is equal to up to 10% of the issued and outstanding common shares, provided that the Board may, subject to Shareholder and regulatory approvals, increase such number.
- the Plan provides that options granted under the plan shall vest in the optionee, and may be exercisable by the optionee as follows: (1) 1/3 on the date of granting; (2) 1/3 six months from the date of granting; and (3) 1/3 twelve months from the date of granting.

v. Shareholder Rights Plan

The Company has adopted a shareholder rights plan (the "Rights Plan") to ensure the fair treatment of all Company shareholders in connection with any take-over bid for the outstanding common shares of the Company. The Rights Plan will provide the Company's shareholders with adequate time to properly evaluate and assess a take-over bid without facing undue pressure or coercion. The Rights Plan also provides the board of directors of the Company with additional time to consider any take-over bid and, if applicable, to explore alternative transactions in order to maximize shareholder value.

Pursuant to the Rights Plan, any bid that meets certain criteria intended to protect the interests of all shareholders are deemed to be "Permitted Bids". A Permitted Bid must be made by way of a take-over bid circular prepared in compliance with applicable securities laws and, in addition to certain other conditions, must remain open for 60 days. In the event a take-over bid does not meet the Permitted Bid requirements of the Rights Plan, the rights issued under the plan will entitle shareholders, other than any shareholder or shareholders involved in the take-over bid, to purchase additional common shares of the Company at a significant discount to the market price of the common shares at that time.

vi. Private Placements

There were no private placements completed during the period ended June 30, 2019. During the year ended December 31, 2018, the Company completed the following private placements:

- In December 2018 the Company completed a private placement for aggregate gross proceeds of $436,370 consisting of 4,840,000 non flow-through units at a price of $0.05 per unit, each unit consisting of one common share and one common share purchase warrant exercisable at $0.10 for 24 months following the issuance date and 3,534,000 flow-through units at a price of $0.055 per unit, each flow-through unit consists of one flow-through common share and one-half of one non flow-through common share purchase warrant. Each whole warrant entitles the holder to purchase one additional non flow-through common share of the Company at an exercise price of $0.10 per common share for a period of 24 months from the date of issuance.

In connection with the private placement, the company paid finders' fees equal to $27,404.30 in cash and 485,840 common share purchase warrants issued on the same terms as the non flow-through and flow-through warrants.

- In July 2018 the Company completed a private placement for aggregate gross proceeds of $275,000 consisting of 1,800,000 non-flow through units at a price of $0.05 per unit, each unit consisting of one common share and one common share purchase warrant exercisable at $0.10 for 24 months following the issuance date and 3,083,333 flow-through units at a price of $0.06 per unit, each unit consisting of one flow-through common share and one half of one common share purchase warrant, each whole warrant exercisable at $0.10 for 24 months following the issuance.

  Arm's length third parties assisting in the private placement were paid cash a 6% commission totalling $9,900 and broker warrants equal to 8% of placed securities, totaling 220,000 warrants, each broker warrant entitling the holder to acquire one common share of the Corporation for $0.10 for a period of 24 months following the issuance date of the units.

The deferred premium on flow-through shares in the amount of $12,274 (December 31, 2018 – $17,670) consists of the premium portion of 3,534,000 flow-through shares issued at $0.055 per unit during the current year. The difference between the closing price and the issued price is treated as a liability in accordance with IFRS. This liability is reversed into earnings as the Company incurs flow-through eligible exploration and evaluation expenditures. This reversal amounted to $5,396 for the period ended June 30, 2019 (June 30, 2018 – $21,074).

9. LEASE LIABILITY

The lease liability relates to a lease for the Company's office premises. The lease expires on March 31, 2020 at an estimated interest rate of 12% (the Company's estimated incremental borrowing rate). At June 30, 2019, the undiscounted lease obligation is as follows:

	June 30, 2019 $
Lease liability	9,286
Less: Current portion	(9,286)
Long-term portion	-

10. RELATED PARTY TRANSACTIONS

The Company paid or accrued the following amounts to related parties during the periods ended June 30, 2019 and June 30, 2018:

Payee	Description of Relationship	Nature of Transaction	June 30, 2019 Amount ($)	June 30, 2018 Amount ($)
Eastrock Exploration/ Wayne Reid	Company controlled by Wayne Reid, Director and Officer	Payments for geological consulting services and reimbursement of expenses	14,400	14,400
Nick Tsimidis	Director and Officer	Payments for consulting fees	7,000	8,000
Stares Prospecting Ltd.	Company controlled by Alexander Stares, Director and Officer	Payments for field services and equipment rentals capitalized in deferred development expenditures	-	225

The purchases from/fees charged by related parties are in the normal course of operation and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Included in accounts payable and accrued liabilities at June 30, 2019 is:

- $2,760 payable to Eastrock Exploration Inc., (June 30, 2018: $2,760) (inclusive of HST)
- $3,390 payable to Nick Tsimidis, (June 30, 2018 – nil) (inclusive of HST)

Key management personnel remuneration during the period ended June 30, 2019 included $163,387 (June 30, 2018 - $164,051) in salaries and benefits and $97,149 (June 30, 2018 - $27,408) in share-based payments. There were no post-retirement or other long-term benefits paid to key management personnel during the period.

11. STAKING SECURITY DEPOSITS

Staking security deposits of $12,150 (December 31, 2018 – $15,750) represents security amounts paid to the Government of Newfoundland and Labrador in connection with mineral property claims located in the Province of Newfoundland. These staking security deposits are refundable to the company upon submission by the company of a report covering the first year work undertaken which meets the requirements of the Government of Newfoundland and Labrador.

12. SUPPLEMENTAL CASH FLOW INFORMATION

The following transactions did not result in cash flows and have been excluded from operating, financing and investing activities:

	June 30, 2019 $	June 30, 2018 $
Non-cash operating activities		
Prepaid expenses allocated to reduce lease liability – IFRS 16	1,220	-
Non-cash investing activities		
Shares received for exploration and evaluation assets	-	22,500
Non-cash investing activities		
Common shares issued for mineral property option	20,000	-

13. LOSS PER SHARE

Basic loss per common share has been calculated using the weighted average number of common shares outstanding in each respective period. As the issue of shares upon the exercise of stock options and warrants would be anti-dilutive, diluted loss per common share is equivalent to basic loss per common share.

14. COMMITMENTS

The Company has an obligation to expend $135,020 on qualified Canadian exploration expenditures related to a private placement from which flow-through shares were issued during the 2018 fiscal year. These funds must be fully expended on qualified Canadian exploration expenditures by December 31, 2019. The Company is in compliance with all mineral property obligations to the best of the Company’s knowledge.