

Galway Metals Inc.

**Consolidated Financial Statements
For the Years Ended December 31, 2019 and 2018
(Expressed in Canadian Dollars)**

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements of Galway Metals Inc. (the "Company") were prepared by management in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the balance sheet date.

Management has established processes which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

(signed)
Robert Hinchcliffe
President and Chief Executive Officer

(signed)
Robert D.B. Suttie
Chief Financial Officer

April 29, 2020
Toronto, Canada



INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Galway Metals Inc.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of International Galway Metals Inc. (the Company), which comprise the consolidated statements of financial position as at December 31, 2019, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2019 and its financial performance and its cash flows for the year then ended, in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit 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 Consolidated 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 consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

The consolidated financial statements of the Company for the year ended December 31, 2018, were audited by another auditor, who expressed an unmodified opinion on those statements on April 30, 2019.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

Management is responsible for the other information. The other information comprises the annual management's discussion and analysis, but does not include the consolidated financial statements and our auditor's report thereon.

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

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 Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters relating 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 Pat Kenney.

Clearhouse LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
April 29, 2020

Galway Metals Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

| As at December 31, | 2019 | 2018 |
|--|----------------------|---------------|
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$ 6,127,939 | \$ 7,058,093 |
| Prepays and deposits | 74,803 | 49,174 |
| HST receivable | 684,354 | 392,131 |
| | 6,887,096 | 7,499,398 |
| Non-current asset | | |
| Restricted cash (Note 2) | 54,538 | 57,284 |
| Resource property costs (Note 5) | 5,751,595 | 4,837,963 |
| | \$ 12,693,229 | \$ 12,394,645 |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities (Note 13) | \$ 656,767 | \$ 267,664 |
| Flow-through premium liability (Note 11) | 595,725 | 346,491 |
| | 1,252,492 | 614,155 |
| Shareholders' Equity | | |
| Common shares (Note 6) | 29,387,007 | 23,925,370 |
| Contributed surplus | 3,420,899 | 3,166,362 |
| Accumulated other comprehensive loss | 181,823 | 198,170 |
| Deficit | (21,548,992) | (15,509,412) |
| | 11,440,737 | 11,780,490 |
| | \$ 12,693,229 | \$ 12,394,645 |

Nature of Operations (Note 1)

Contingency (Note 12)

Subsequent Event (Note 15)

Approved by the Board "Robert Hinchcliffe" Director

 "Larry Strauss" Director

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

Galway Metals Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

| | 2019 | 2018 |
|---|-----------------------|-----------------------|
| Expenses | | |
| Administrative expenses (Note 9) | \$ 1,619,431 | \$ 1,379,641 |
| Stock-based compensation (Note 7) | 254,537 | 361,950 |
| Loss on foreign exchange | 31,181 | 77,250 |
| Exploration expenses (Note 10) | 4,504,947 | 4,139,176 |
| | 6,410,096 | 5,958,017 |
| Other Income | | |
| Interest income | (24,025) | (22,020) |
| Premium on flow-through shares (Note 11) | (346,491) | (559,131) |
| Net Loss | \$ (6,039,580) | \$ (5,376,866) |
| Other Comprehensive Loss | | |
| Items that will be reclassified subsequently into income: | | |
| Cumulative translation adjustment | \$ (16,347) | \$ 171,559 |
| Net Comprehensive loss | \$ (6,055,927) | \$ (5,205,307) |
| Loss per share - basic and diluted | \$ (0.05) | \$ (0.06) |
| Weighted average number of common shares outstanding | 114,532,090 | 83,262,366 |

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

Galway Metals Inc.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

| | Share Capital | Contributed Surplus | Accumulated Other Comprehensive Income (Loss) | Deficit | Total |
|-------------------------------------|----------------------|------------------------|--|------------------------|----------------------|
| Balance, December 31, 2017 | \$ 18,436,596 | \$ 2,278,353 | \$ 26,611 | \$ (10,132,546) | \$ 10,609,014 |
| Cumulative translation adjustment | - | - | 171,559 | - | 171,559 |
| Shares issued on private placement | 6,692,782 | - | - | - | 6,692,782 |
| Costs of issue | (259,617) | - | - | - | (259,617) |
| Issuance of warrants | (517,576) | 517,576 | - | - | - |
| Flow-through share premium | (468,815) | - | - | - | (468,815) |
| Shares issued for property | 42,000 | - | - | - | 42,000 |
| Issuance of warrants for property | - | 8,483 | - | - | 8,483 |
| Stock-based compensation | - | 361,950 | - | - | 361,950 |
| Net income for the year | - | - | - | (5,376,866) | (5,376,866) |
| Balance, December 31, 2018 | \$ 23,925,370 | \$ 3,166,362 | \$ 198,170 | \$ (15,509,412) | \$ 11,780,490 |
| Cumulative translation adjustment | - | - | (16,347) | - | (16,347) |
| Shares issued on private placements | 6,357,583 | - | - | - | 6,357,583 |
| Costs of issue | (300,221) | - | - | - | (300,221) |
| Flow-through share premium | (595,725) | - | - | - | (595,725) |
| Stock-based compensation | - | 254,537 | - | - | 254,537 |
| Net loss for the year | - | - | - | (6,039,580) | (6,039,580) |
| Balance, December 31, 2019 | \$ 29,387,007 | \$ 3,420,899 | \$ 181,823 | \$ (21,548,992) | \$ 11,440,737 |

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

Galway Metals Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

| For the years ended December 31, | 2019 | 2018 |
|---|---------------------|---------------------|
| Cash provided by (used in): | | |
| Operating activities | | |
| Net loss for the year | \$ (6,039,580) | \$ (5,376,866) |
| Items not affecting cash: | | |
| Share-based compensation (Note 7) | 254,537 | 361,950 |
| Premium on flow-through shares | (346,491) | (559,131) |
| Changes in current assets and liabilities: | | |
| Prepays and deposits | (25,629) | (17,119) |
| HST receivable | (292,223) | (36,189) |
| Accounts payable and accrued liabilities | 389,103 | (246,662) |
| | (6,060,283) | (5,874,017) |
| Investing activities | | |
| Resource property acquisition costs | (913,632) | (1,139,390) |
| Restricted cash | 2,746 | (4,606) |
| | (910,886) | (1,143,996) |
| Financing activities | | |
| Net proceeds from issuance of shares | 6,057,362 | 6,433,165 |
| Unrealized foreign exchange (gain) loss | (16,347) | 171,559 |
| Net change in cash | (930,154) | (413,289) |
| Cash and cash equivalents, beginning of year | 7,058,093 | 7,471,382 |
| Cash and cash equivalents, end of year | \$ 6,127,939 | \$ 7,058,093 |
| Supplementary Cash Flow Information | | |
| Shares issued for property | \$ - | \$ 42,000 |
| Warrants issued for property | \$ - | \$ 8,483 |

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

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

1. Nature of Operations

Galway Metals Inc. ("the Company") was incorporated pursuant to the Business Corporations Act (New Brunswick) on May 9, 2012, and continued to the Province of Ontario on July 21, 2015. The Company's head office is located at 82 Richmond Street East, Toronto, Ontario, M5C 1P1.

The Company is in the process of exploring the Clarence Stream and Estrades gold and polymetallic projects, located in New Brunswick and Quebec, respectively, and has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable. The continuing operations of the Company and the underlying value and recoverability of the amounts shown for mineral properties are entirely dependent upon the existence of economically recoverable mineral reserves, the ability to obtain the necessary financing to complete the exploration and development of the mineral property interests and on future profitable production or proceeds from the disposition of the mineral property interests.

The Company's common shares trade on the TSX Venture Exchange under the symbol "GWM".

2. Significant Accounting Policies

Basis of Preparation

These consolidated financial statements of the Company have been prepared in accordance with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook - Accounting., as issued and effective for the year ended December 31, 2019.

These consolidated financial statements were approved by the Board of Directors on April 29, 2020.

Basis of Measurement

In the preparation of these consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the period. Actual results could differ from these estimates.

The consolidated financial statements have been prepared on the historical cost basis.

Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries, Galway Resources US Inc, and Nyak Resources Inc. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing the performance of the operating segments, has been identified as the chief executive officer of the Company. The Company has determined that it has one operating segment, the acquisition, exploration and development of mineral resource properties in Canada.

2. Significant Accounting Policies (Continued)

Financial Instruments

Financial Assets

Recognition and Initial Measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and Subsequent Measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of investment and accounts receivable.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. Financial assets mandatorily measured at fair value through profit or loss are comprised of cash.

2. Significant Accounting Policies (Continued)

Financial Instruments (Continued)

Financial Assets (Continued)

Classification and Subsequent Measurement (Continued)

- Designated at fair value through profit or loss – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business Model Assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Contractual Cash Flow Assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

2. Significant Accounting Policies (Continued)

Financial Instruments (Continued)

Derecognition of Financial Assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial Liabilities

Recognition and Initial Measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and Subsequent Measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in profit or loss.

Derecognition of Financial Liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Cash and restricted Cash

Cash in the consolidated statements of financial position comprise cash at banks and on hand. The Company's cash is invested with major financial institutions in business accounts and higher yield investment and savings accounts that are available on demand by the Company for its programs. Restricted cash related to a property reclamation bonds as at December 31, 2019 of \$54,538 (2018 - \$57,284).

Resource Property Costs

The Company is in the exploration stage with respect to its investment in resource property costs and accordingly follows the practice of capitalizing significant acquisition costs on active exploration properties and expensing exploration and evaluation expenditures. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of an impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farmout of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes, in income, costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount of the mineral properties.

All capitalized acquisition expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the results of operations.

2. Significant Accounting Policies (Continued)

Impairment of Non-Financial Assets

When circumstances or events indicate that impairment may exist, resource property costs are tested for impairment and the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less costs of disposal or its value in use. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). The Company has identified the following cash-generating units: the Clarence Stream Project, and the Estrades Project..

Management reviews the following industry-specific indicators for an impairment review when evaluating resource property costs:

- Exploration activities have ceased;
- Exploration results are not promising such that exploration will not be planned for the foreseeable future;
- Lease ownership rights expire;
- Sufficient funding is not expected to be available to complete the mineral exploration program; or
- An exploration property has no material economic value to the Company's business plan.

Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future mineral prices, and reports and opinions of outside geologists, mine engineers and consultants.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

The Company had no material rehabilitation, environmental, or other provisions at December 31, 2019, or 2018.

Income Taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, 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 provided using the asset and 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 and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. 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 financial position reporting date.

2. Significant Accounting Policies (Continued)

Income Taxes (Continued)

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

Loss Per Share

The Company presents basic and diluted loss per share data for its common shares outstanding, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding to include potential common shares for the assumed conversion of all dilutive securities under the treasury stock method.

Share-Based Payments

The Company grants share options to acquire common shares of the Company to directors, officers, consultants and employees.

The fair value of the instruments granted is measured using a Black-Scholes model, taking into account the terms and conditions upon which the instruments are granted. The fair value of the awards is adjusted by the estimate of the number of awards that are expected to vest as a result of non-market conditions and is expensed over the vesting period using the graded vesting method of amortization. At each balance sheet date, the Company reviews its estimates of the number of options that are expected to vest based on the non-market vesting conditions including the impact of the revision to original estimates, if any, with corresponding adjustments to equity.

Flow-through Shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. The sale of tax deductions is measured using the residual method. At the time the flow-through shares are issued, the sale of tax deductions is deferred and presented as other liabilities in the statement of financial position. Pursuant to the terms of the flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the subscribers at an agreed upon date. The renouncement may occur prospectively or retrospectively based on the flow-through share agreement.

The excess of cash consideration received over the market price of the Company's shares at the date of the announcement of the flow-through share financing is recorded as a liability which is extinguished as eligible expenditures are made when the tax effect of the temporary differences, resulting from the renunciation, is recorded. The difference between the liability and the value of the tax assets renounced is recorded as a deferred tax expense.

A deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures that are capitalized to exploration and evaluation assets and their tax basis. If the Company has sufficient tax assets to offset the deferred tax liability, the liability will be offset by the recognition of a corresponding deferred tax asset.

2. Significant Accounting Policies (Continued)

Foreign Currencies

The functional currency of the parent company is the Canadian dollar and the US Dollar for its subsidiaries, as determined by management. The Canadian dollar is the currency in which it presents these consolidated financial statements. The Company recognizes transactions in currencies other than the Canadian dollar (foreign currencies) at the rates of exchange prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the end of reporting period exchange rates are recognized in the consolidated statements of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The results and financial position of all of the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- a) assets and liabilities for each statement of financial position date presented are translated at the closing rate at the date of that statement of financial position;
- b) income and expenses for each income statement are translated at average exchange rates; and
- c) all resulting exchange differences are recognised in other comprehensive income (loss).

Significant Accounting Judgments and Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

2. Significant Accounting Policies (Continued)

Impairment of Resource Property Costs

Management reviews the carrying values of exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable. The recoverable amount of cash-generating units for an exploration stage company requires various subjective assumptions. These assumptions may change significantly over time when new information becomes available and may cause original estimates to change. During the years ended December 31, 2019 and 2018, there were no impairment costs recognized in the Company's statement of loss and comprehensive loss.

Stock-Based Compensation

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of income (loss) and comprehensive loss based on estimates of forfeiture, risk free interest rates, volatility of the Company's stock, and expected lives of the underlying stock options.

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. Judgment exists in relation to the eligibility of qualifying exploration and evaluation expenditures on properties in relation to flow-through share financing. Deferred tax assets require management to assess the likelihood that the Company will generate taxable income in future periods in order to utilize recognized deferred tax assets. As at December 31, 2019 and 2018, no deferred tax assets were recognized, as the Company is still in the exploration stage, and management is uncertain when sufficient taxable income will be available to realize the deferred tax assets.

Accounting Pronouncements Adopted During the Year

In January 2016, the IASB issued IFRS 16, Leases (IFRS 16). IFRS 16 is effective for periods beginning on or after January 1, 2019, with early adoption permitted. IFRS 16 eliminates the current dual model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. The Company adopted this standard on January 1, 2019, with no impact on its consolidated financial statements.

There are no other relevant IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

3. Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, contributed surplus, accumulated other comprehensive loss, and deficit, which at December 31, 2019 totaled \$11,440,737 (2018 - \$11,780,490). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties, exploration and administration expenditures. Information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2019.

4. Property and Financial Risk Factors

(a) Property Risk

The Company's significant mineral properties are the Clarence Stream Project and the Estrades Project. Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon these Projects. If no additional mineral properties are acquired by the Company, any adverse development affecting these projects would have a material adverse effect on the Company's financial condition and results of operations.

(b) Financial Risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate, foreign exchange rate, and commodity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

4. Property and Financial Risk Factors (Continued)

(b) Financial Risk (Continued)

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2019, the Company had a cash balance of \$6,127,939 (2018 - \$7,058,093) to settle current liabilities of \$1,252,492 (2018 - \$614,155). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing, controlling expenses, and preserving cash.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risks

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(i) Interest Rate Risk

The Company has cash balances and regularly monitors its cash management policy. As a result, the Company is not subject to significant interest rate risk.

(ii) Foreign Exchange Risk

The Company's functional currency is the Canadian dollar and it transacts major purchases primarily in Canadian dollars. To fund exploration expenses, it maintains United States dollar and Canadian dollar denominated bank accounts containing sufficient funds to support monthly forecasted cash outflows. Management believes the foreign exchange risk derived from currency conversions is minimal, and therefore does not hedge its foreign exchange risk.

(iii) Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

4. Property and Financial Risk Factors (Continued)

(b) Financial Risk (Continued)

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over the next twelve months:

- (i) Cash is subject to floating interest rates. Sensitivity to a plus or minus 10 percentage point change in interest rates would impact on the reported net loss for the year ended December 31, 2019 by approximately \$61,000.
- (ii) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, prepaids and deposits and accounts payable denominated in United States dollars. Sensitivity to a plus or minus one percentage point change in exchange rates would be insignificant for the years ended December 31, 2019 and 2018.
- (iii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious and base metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of these metals may be produced in the future, a profitable market will exist for them.

As of December 31, 2019, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

5. Resource Property Costs

| | 2019 | 2018 |
|---|---------------------|---------------------|
| <u>Clarence Stream Project, New Brunswick, Canada</u> | | |
| Balance, beginning of year | \$ 3,108,683 | \$ 2,035,856 |
| Acquisition costs | 825,530 | 1,072,827 |
| Balance, end of year | \$ 3,934,213 | \$ 3,108,683 |
| <u>Estrades Project, Quebec, Canada</u> | | |
| Balance, beginning of year | \$ 1,729,280 | \$ 1,612,234 |
| Acquisition costs | 88,102 | 117,046 |
| Balance, end of year | \$ 1,817,382 | \$ 1,729,280 |
| Total Resource Property Costs, End of Year | \$ 5,751,595 | \$ 4,837,963 |

i) Clarence Stream Project, New Brunswick, Canada

On August 3, 2016 Galway entered into an Option Agreement to acquire a 100% undivided interest in Wolfden Resources Corporation's Clarence Stream property in south-western New Brunswick, Canada. In conjunction with this acquisition, Galway acquired Jubilee Gold Exploration Ltd.'s Birneys Lake property, which is adjacent on the south side of Wolfden's Clarence Stream property, and the Company staked a significant number of additional claims both to the east and west of Clarence Stream.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

5. Resource Property Costs (Continued)

i) Clarence Stream Project, New Brunswick, Canada (Continued)

Cash payments for the initial Clarence Stream acquisitions will be \$3.5 million over three years plus 1% Net Smelter Return (NSR) royalties on portions of the project, with Galway retaining rights to acquire most of the NSR's. Galway has completed cash payments of \$2.75 million of the \$3.5 million total.

Jubilee: Galway acquired the Birneys Lake project at Clarence Stream for \$200,000 (paid) plus a 1% NSR royalty with a buyback option for half (0.5%) at any time for \$500,000.

Globex: Subsequent to the original acquisition on August 3, 2016, Galway Acquired 100% of the Lower Tower Hill Property from Globex Mining Enterprises for 260,000 shares plus a 2.5% Gross Metal Royalty on those claims.

Wolfden: Galway has the option to acquire 100% of Wolfden's interest in the Clarence Stream property by making the following payments:

- \$750,000 upon closing (2016 - paid)
- \$750,000 upon the first anniversary of closing (2017 - paid)
- \$1.0 million upon the second anniversary of closing (paid July 10, 2018)
- \$750,000 upon the third anniversary of closing (paid July 2019)
- 1% NSR royalty with a full buyback option at any time for \$2.0 million.

ii) Estrades Project, Quebec, Canada

On , August 18, 2016, Galway acquired an undivided 100% ownership interest in the former producing, Estrades mine, related Newiska concessions, and adjacent Casa Berardi claims in western Quebec, Canada.

In order to consolidate the Estrades, Newiska and Casa Berardi claim blocks, Galway completed deals with Mistango River Resources Inc., CR Capital Corporation, First Quantum Minerals Ltd., Globex Mining Enterprises Inc. and a private company, plus the Company staked additional claims. Galway Staked additional claims along the Estrades and Newiska felsic rhyolite horizons. Subsequent to the original acquisition on August 18, 2016, Galway acquired 34 claims adjacent to its Estrades, Newiska and Casa Berardi concessions from GREG Exploration, Inc. for \$34,000.

Cash payment for all the properties Galway acquired, including the Estrades, Newiska and Casa Berardi claims, was \$1.35 million. In addition, Galway issued 800,000 units, valued at \$0.25, with each unit comprised of a share and a three-year warrant exercisable at \$0.52. The 800,000 common share component was valued at \$122,297 and the warrant component was valued at \$77,703 using the Black-Scholes pricing model and applying the relative fair value allocation to the share and warrant components. The following assumptions were used in the Black-Scholes model for initial warrant valuation: a risk-free rate of 0.57%, an expected life of 3 years, an expected volatility of 102.46% and an expected dividend yield of 0%. The Company has also agreed to issue three royalties on portions of the properties.

Mistango River Resources: Cash payment of \$700,000 (2016 - paid), plus a 1% NSR royalty on portions of three claims. This royalty has a buyout option at any time for \$1 million. On May 8, 2019, Galway purchased the 1% NSR royalty for \$75,000.

CR Capital: Cash payment of \$150,000 (2016 - paid) on CR Capital's property in which it held an approximate 64.6% interest.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

5. Resource Property Costs (Continued)

ii) Estrades Project (Continued)

First Quantum Minerals: No cash or share payment. First Quantum exchanged its approximate 35.4% minority interest in CR Capital's property for a 2% NSR royalty. There is no buyout option on this royalty. First Quantum's share of the CR Capital property hosts a portion of the East Zone and the Newiska Block.

Private Company: \$300,000 (2016 - paid) cash and 800,000 units as described above, subject to regulatory approval. The private company held rights to all historic data on the Estrades property.

Globex Mining Enterprises: \$200,000 (2016 - paid) cash and a 1% Gross Metal Royalty (similar to an NSR royalty). There is no buyout option on this royalty.

Greg Exploration: Subsequent to the original acquisition on August 18, 2016, Galway acquired 34 claims adjacent to its Estrades, Newiska and Casa Berardi concessions from GREG Exploration, Inc. for \$34,000.

Radisson Mining: Subsequent to the original acquisition on August 18, 2016, Galway acquired 14 additional claims adjacent to its Estrades and Newiska concessions from Radisson Mining Resources Inc. for 150,000 shares (ascribed a fair value of \$42,000) plus 75,000 share purchase warrants exercisable during a two-year period from February 5, 2018 at \$0.50 per warrant.

There are pre-existing NSR royalties of 2.0% on portions of Mistango's and Globex's Casa Berardi claims. On Globex's claims, 1.5% of the 2.0% royalty can be purchased at any time for \$1.5 mm.

On February 5, 2018, the Company acquired 14 additional claims adjacent to its Estrades polymetallic VMS property located in the northern Abitibi of western Quebec. The claims were purchased from Radisson Mining Resources Inc. for 150,000 (ascribed a fair value of \$42,000) shares plus 75,000 share purchase warrants exercisable during a two-year period from the day of closing at \$0.50 per warrant.

The fair value of the 75,000 warrants issued was \$8,483 as calculated using the Black-Scholes option pricing model with the following assumptions: a 24 months expected average life; share price of \$0.28; 102.67% expected volatility; risk free interest rate of 1.82%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the warrants.

On May 8, 2019, Galway purchased the 1% NSR royalty from Mistango River Resources for \$75,000. Original terms included a cash payment of \$700,000, plus a 1% NSR royalty on portions of three claims with a buyout option at any time for \$1.0 mm.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

6. Share Capital

Authorized: Unlimited number of common shares
Unlimited number of preferred shares issuable in series, the terms of which may be fixed by the Board of Directors before the issuance thereof

Common shares issued:

| | Number of Shares | Amount |
|--|---------------------|----------------------|
| Balance, December 31, 2017 | 74,765,908 | \$ 18,436,596 |
| Shares issued on private placement (i)(ii) | 20,658,527 | 4,187,783 |
| Flow-through shares issued on private placement (i) | 11,051,084 | 2,504,999 |
| Issuance of warrants | - | (517,576) |
| Costs of issue | - | (259,617) |
| Flow-through share premium | - | (468,815) |
| Shares issued for property | 150,000 | 42,000 |
| Balance, December 31, 2018 | 106,625,519 | \$ 23,925,370 |
| Shares issued on private placements (iii) | 4,333,334 | 1,300,000 |
| Flow-through shares issued on private placement (iii)(iv)(v) | 14,143,398 | 5,057,583 |
| Costs of issue | - | (300,221) |
| Flow-through share premium | - | (595,725) |
| Balance, December 31, 2019 | 125,102,251 | \$ 29,387,007 |

i) On June 8, 2018, the Company completed a non-brokered private placement financing (the "Offering") consisting of the sale of 11,263,891 Hard Dollar Units ("HD Units") at a price of \$0.23 per HD Unit and 2,624,998 Flow Through Shares ("FT Shares") at a price of \$0.28 per FT Unit for total gross proceeds of \$3,325,694. Cash costs of issue were \$142,224.

Each HD Unit consists of one (1) common share in the capital stock of Galway Metals (each a "Share") and one-half (1/2) of one Share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase one Share for a period of 24 months after closing at a price of \$0.35. Each FT Unit consists of one Share issued on a flow-through basis within the meaning of the Income Tax Act (Canada) ("Tax Act").

The fair value of the 5,631,946 warrants issued in conjunction with the hard dollar private placement is \$517,576, as calculated using the Black-Scholes option pricing model with the following assumptions: a 24 months expected life; share price of \$0.215; 102.84% expected volatility; risk free interest rate of 1.92%; and an expected dividend yield of 0%. Volatility is calculated based on the changes in historical stock prices over the expected life of the warrants.

ii) On December 21, 2018, the Company completed a non-brokered private placement, raising an aggregate of \$3,367,090, consisting of: (i) 2,826,086 Québec flow-through shares ("QC FT Shares") at a price of \$0.23 per QC FT Share; (ii) 5,600,000 federal flow-through shares ("FT Shares") at a price of \$0.20 per FT Share; and (iii) 9,394,636 hard-dollar common shares ("HD Shares") at a price of \$0.17 per HD Share. Cash costs of issue were \$117,393.

iii) On May 9, 2019, the Company completed the first tranche of a non-brokered private placement financing consisting of the sale of 4,333,334 Hard Dollar common shares ("HD Shares") at a price of \$0.30 per HD Share and 4,594,593 Flow Through Shares ("FT Shares") at a price of \$0.37 per FT share for total gross proceeds of \$3,000,000. On June 21, 2019, the Company completed the second tranche of this private placement, issuing a further 270,270 FT Shares for gross proceeds of \$100,000. Cash costs of issue amounted to \$144,057.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

6. Share Capital (Continued)

- iv) On July 22, 2019, the Company completed a non-brokered private placement financing consisting of the sale of 4,060,000 FT Shares at a price of \$0.37 per FT share for total gross proceeds of \$1,502,200. Cash costs of issue amounted to \$103,619.
- v) On December 20, 2019, the Company completed a non-brokered private placement financing consisting of the sale of 5,218,535 FT Shares at a price of \$0.34 per FT share for total gross proceeds of \$1,774,302. Cash costs of issue amounted to \$52,545.

7. Stock Options

The following table reflects the continuity of stock options for the year ended December 31, 2019 and 2018.

| | Number of Stock Options | Weighted Average Exercise Price |
|-----------------------------------|----------------------------|------------------------------------|
| Balance, December 31, 2017 | 6,725,000 | \$0.23 |
| Granted | 1,550,000 | \$0.19 |
| Expired | (100,000) | \$0.51 |
| Balance, December 31, 2018 | 8,175,000 | \$0.22 |
| Granted | 950,000 | \$0.33 |
| Balance, December 31, 2019 | 9,125,000 | \$0.23 |

On June 13, 2018, the Company granted 500,000 options to a director of the Company, exercisable for a period of 10 years at \$0.23. The options were assigned a fair value of \$104,550 using the Black-Scholes valuation model with the following assumptions: 10 year expected life, volatility of 103.34%, risk-free interest rate of 2.32%, and a dividend yield and forfeiture rate of 0%. The options vested immediately upon grant.

On October 10, 2018, the Company granted 250,000 options to a consultant of the Company, exercisable for a period of 10 years at \$0.16. The options were assigned a fair value of \$104,550 using the Black-Scholes valuation model with the following assumptions: 10 year expected life, volatility of 103.34%, risk-free interest rate of 2.32%, and a dividend yield and forfeiture rate of 0%. The options vest at a rate of 50% after six months, and 25% every six months thereafter.

On November 5, 2018, the Company granted 800,000 options to employees and consultants of the Company, exercisable for a period of 10 years at \$0.175. The options were assigned a fair value of \$126,880 using the Black-Scholes valuation model with the following assumptions: 10 year expected life, volatility of 102.00%, risk-free interest rate of 2.52%, and a dividend yield and forfeiture rate of 0%. Of the total grant, 650,000 options vest at a rate of 50% after six months, and 25% every six months thereafter, and the remaining 150,000 vested immediately upon grant.

On August 20, 2019, the Company granted 830,000 compensation options to employees and consultants, exercisable for a period of 10 years at \$0.33. The options were assigned a fairvalue of \$250,328 using the Black-Scholes valuation model with the following assumptions: 10 year expectedlife, volatility of 102%, risk-free interest rate of 1.21%, and a dividend yield and forfeiture rate of 0%. The options vest at a rate of 50% after six months, and 25% every six months thereafter.

On September 27, 2019, the Company granted 120,000 compensation options to a consultant, exercisable for a period of 10 years at \$0.33. The options were assigned a fairvalue of \$33,948 using the Black-Scholes valuation model with the following assumptions: 10 year expectedlife, volatility of 102%, risk-free interest rate of 1.36%, and a dividend yield and forfeiture rate of 0%. The options vest at a rate of 50% after six months, and 25% every six months thereafter.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

5. Stock Options (Continued)

The following table reflects the stock options outstanding as at December 31, 2019:

| Expiry Date | Exercise Price | Weighted Average Life Remaining | Options Outstanding | Black-Scholes Value |
|--------------------|-----------------------|--|----------------------------|----------------------------|
| December 4, 2023 | \$ 0.10 | 3.93 years | 4,025,000 | \$ 434,571 |
| September 21, 2026 | \$ 0.51 | 6.73 years | 1,285,000 | 634,268 |
| April 21, 2027 | \$ 0.28 | 7.31 years | 415,000 | 106,946 |
| November 17, 2022 | \$ 0.35 | 2.88 years | 900,000 | 238,410 |
| June 13, 2028 | \$ 0.23 | 8.46 years | 500,000 | 104,550 |
| October 10, 2028 | \$ 0.16 | 8.78 years | 250,000 | 36,275 |
| November 5, 2028 | \$ 0.175 | 8.85 years | 800,000 | 126,880 |
| August 20, 2029 | \$ 0.330 | 9.64 years | 830,000 | 250,328 |
| September 27, 2029 | \$ 0.330 | 9.75 years | 120,000 | 33,948 |
| | \$ 0.23 | 5.78 years | 9,125,000 | \$ 1,966,176 |

Of the 9,125,000 options outstanding as at December 31, 2019, 7,950,000 were exercisable.

8. Warrants

The following table reflects the continuity of warrants for the year ended December 31, 2019 and 2018:

| | Number of Warrants | Weighted Average Exercise Price |
|-----------------------------------|---------------------------|--|
| Balance, December 31, 2017 | 7,800,003 | \$ 0.50 |
| Issued | 5,706,946 | \$ 0.35 |
| Balance, December 31, 2018 | 13,506,949 | \$ 0.44 |
| Expired | (7,800,003) | \$ 0.50 |
| Balance, December 31, 2019 | 5,706,946 | \$ 0.35 |

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

8. Warrants (Continued)

The following table reflects the warrants outstanding as at December 31, 2019:

| Expiry Date | Exercise Price | Weighted Average Life Remaining | Warrants Outstanding | Black-Scholes Value |
|--------------------|-----------------------|--|-----------------------------|----------------------------|
| February 5, 2020 | \$ 0.50 | 0.10 years | 75,000 | \$ 8,483 |
| June 8, 2020 | \$ 0.35 | 0.44 years | 5,631,946 | \$ 517,576 |
| | \$ 0.35 | 0.43 years | 5,706,946 | \$ 526,059 |

9. Administrative Expenses

| | 2019 | 2018 |
|-----------------------|---------------------|---------------------|
| Salaries and benefits | \$ 286,392 | \$ 324,916 |
| Office and general | 409,124 | 256,344 |
| Public company costs | 313,156 | 300,290 |
| Insurance | 64,721 | 63,341 |
| Professional fees | 386,971 | 325,525 |
| Travel expense | 159,067 | 109,225 |
| Total | \$ 1,619,431 | \$ 1,379,641 |

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

10. Exploration Expenditures

Estrades Project

| | 2019 | 2018 |
|----------------|-------------------|---------------------|
| Drilling | \$ 992,622 | \$ 1,159,759 |
| Survey | 39,865 | 584,747 |
| Geological | 253,457 | 403,918 |
| Assays | 26,023 | 94,978 |
| Camp Support | 62,934 | 41,852 |
| Field supplies | 13,645 | 21,350 |
| Transportation | 8,605 | 6,437 |
| Engineering | - | 866 |
| Travel | - | 582 |
| Grants | (525,994) | - |
| | \$ 871,157 | \$ 2,314,489 |

Clarence Stream Project

| | 2019 | 2018 |
|-----------------------------------|---------------------|---------------------|
| Geological | \$ 791,515 | \$ 435,903 |
| Drilling | 1,997,316 | 514,907 |
| Assays | 328,759 | 282,241 |
| Geochemical soil analysis | 249,479 | 507,173 |
| Travel | 146,060 | 68,483 |
| Camp support | 74,630 | 57,846 |
| Transportation | 73,373 | 34,446 |
| Field supplies | 21,658 | 1,973 |
| Grants | (49,000) | (78,285) |
| | \$ 3,633,790 | \$ 1,824,687 |
| Total Exploration Expenses | \$ 4,504,947 | \$ 4,139,176 |

11. Flow-through Share Liability

- (i) The flow-through common shares issued in the non-brokered private placement completed on November 14, 2017 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$512,591.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the year ended December 31, 2018, the Company satisfied its \$2,755,178 flow-through expenditure commitment by incurring eligible expenditures and as a result the flow-through premium was reduced to \$nil.

- (ii) The Flow-Through Common Shares issued in the non-brokered private placement completed on November 27, 2017 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$20,560.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the year ended December 31, 2018, the Company satisfied its \$110,510 flow-through expenditure commitment by incurring eligible expenditures and as a result the flow-through premium was reduced to \$nil.

- (iii) The Flow-Through Common Shares issued in the non-brokered private placement completed on December 21, 2017 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$37,210.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the year ended December 31, 2018, the Company satisfied its \$200,000 flow-through expenditure commitment by incurring eligible expenditures and as a result the flow-through premium was reduced to \$nil.

- (iv) The Flow-Through Common Shares issued in the non-brokered private placement completed on June 8, 2018 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$131,250.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the year ended December 31, 2018, the Company satisfied its \$685,013 of its \$734,999 flow-through expenditure commitment by incurring eligible expenditures and as a result the flow-through premium was reduced to \$8,926. During the year ended December 31, 2019, the Company satisfied the remaining expenditure commitment and as a result the flow-through commitment was reduced to \$nil.

- (v) The Flow-Through Common Shares issued in the non-brokered private placement completed on December 20 2018 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$337,565.

During the year ended December 31, 2019, the Company satisfied the remaining expenditure commitment and as a result the flow-through commitment was reduced to \$nil.

- (vi) The Flow-Through Common Shares issued in the non-brokered private placement tranches completed on May 29 and June 21, 2019 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$340,540. As at December 31, 2019, the Company was committed to spend \$1,799,999 in eligible flow-through expenditures by December 31, 2020.

- (vii) The Flow-Through Common Shares issued in the non-brokered private placement completed on July 22, 2019 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$203,000. As at December 31, 2019, the Company was committed to spend \$1,502,200 in eligible flow-through expenditures by December 31, 2020.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

11. Flow-through Share Liability (Continued)

- (viii) The Flow-Through Common Shares issued in the non-brokered private placement completed on December 20, 2019 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$52,185. As at December 31, 2019, the Company was committed to spend \$1,774,302 in eligible flow-through expenditures by December 31, 2020.

12. Contingencies

- i) On July 27, 2015 the Company announced that it has been named as a defendant in a legal proceeding commenced by Vic Alboini in the Ontario Superior Court of Justice, Court File No.: CV-15-532630 (the "Alboini Claim"). The Alboini Claim seeks general damages for defamation in the amount of \$2,000,000, punitive, aggravated and exemplary damages in the amount of \$400,000, as well as certain other relief, regarding alleged libel in an amended management information circular dated May 12, 2015 and a press release issued on May 14, 2015. The statements in question were subsequently clarified in a press release issued on June 26, 2015 and a notice to shareholders mailed to shareholders on or about June 26, 2015, after receiving a libel notice from Mr. Alboini. Galway intends to vigorously defend this action. The Company believes the claim is without merit, and the claimant has not advanced the claim since 2015.

On June 19, 2017, the Company announced that it had received a Notice of Action issued in the Ontario Superior Court of Justice, Court File No.: CV-17-577025 (the "Action") pursuant to which Jaguar Financial Corporation and Mr. Vic Alboini (collectively, the "Plaintiffs") have sued Galway, its directors and another shareholder (collectively, the "Defendants"). Pursuant to the Action, the Plaintiffs alleged that they were oppressed by the Defendants regarding certain matters relating to shareholder meetings held in 2015 at which nominees of Jaguar Financial Corporation were proposed for but did not obtain seats on the board of Galway. Plaintiffs also alleged that they "missed the opportunity of making a gain" due to Jaguar Financial Corporation's sale of shares of Galway before increases in the trading price of shares of Galway. The Plaintiffs are seeking damages in the amount of \$2,700,000 and certain other relief. Galway believes that the Action has no merit and intends to defend the Action. Galway has notified its insurers on behalf of itself and its directors.

Subsequent to December 31, 2019, the Company settled both claims for a nominal cash payment.

- ii) Due to the worldwide COVID-19 outbreak, material uncertainties may come into existence that could influence management's going concern assumption. Management cannot accurately predict the future impact COVID-19 may have on:
- Global gold prices;
 - The severity and the length of potential measures taken by governments to manage the spread of the virus and their effect on labour availability and supply lines;
 - Availability of essential supplies;
 - Purchasing power of the Canadian dollar; and
 - Ability to obtain funding

At the date of the approval of these consolidated financial statements, the Canadian government has not introduced measures which impede the activities of the Company. Management believes the business will continue and accordingly, the current situation bears no impact on management's going concern assumption. However, it is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company in future periods.

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

13. Related Party Transactions

Remuneration of directors and officers included in administrative expenses are as follows:

| | 2019 | 2018 |
|--|------------|------------|
| Remuneration paid for CEO and CFO services | \$ 283,840 | \$ 277,140 |
| Management fees paid to two directors | \$ 365,850 | \$ 326,393 |
| Stock-based compensation | \$ - | \$ 129,202 |

During the year ended December 31, 2019, the Company expensed \$81,033 (2018 - \$75,269) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. ("DSA"), together known as the "Marrelli Group" for:

- (i) Robert D.B. Suttie, President of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
- (ii) Bookkeeping and office support services;
- (iii) Regulatory filing services
- (iv) Corporate secretarial services

The Marrelli Group is also reimbursed for out of pocket expenses.

As of December 31, 2019, the Marrelli Group was owed \$14,111 (2018 - \$14,302). These amounts are included in accounts payable and accrued liabilities.

During the year ended December 31, 2019, the Company incurred \$365,850 (2018 - \$326,393) pertaining to consulting services provided by two directors. As at December 31, 2019, \$105,000 (2018 - \$47,420) was included in accounts payable and accrued liabilities pertaining to these fees and ancillary expense reimbursements.

14. Income Taxes

The statutory tax rate is 26.5% (2018 - 26.5%). The reconciliation of the combined Canadian federal and provincial statutory income tax rate on the net loss for the years ended December 31, 2019 and 2018 are as follows:

| | 2019 | 2018 |
|--|----------------|----------------|
| Income (loss) before recovery of income taxes | \$ (6,039,580) | \$ (5,376,866) |
| Expected income tax (recovery) expense | \$ (1,600,490) | \$ (1,576,530) |
| Difference in foreign tax rates | 12,460 | 25,830 |
| Change in tax rates | - | (144,440) |
| Other adjustments | (35,664) | (54,400) |
| Stock-based compensation | 67,450 | 93,290 |
| Change in tax benefits not recognized | 1,556,244 | 1,656,250 |
| Income tax expense reflected in the consolidated statements of loss and comprehensive loss | \$ - | \$ - |

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

14. Income Taxes (Continued)

Unrecognized Deferred Tax Assets

Deferred income taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred income tax assets have not been recognized with respect to the following deductible temporary differences:

| Deferred Income Tax Assets | 2019 | 2018 |
|---|---------------|--------------|
| Mineral interests | \$ 14,053,057 | \$ 9,548,110 |
| Non-capital losses carried forward - US | 27,703,159 | 26,974,540 |
| Non-capital losses carried forward - Canada | 3,568,420 | 2,925,320 |
| Other deductible temporary differences | 16,652 | 20,700 |
| Deferred tax assets | 45,341,288 | 39,468,670 |
| Less: deferred tax assets not recognized | (45,341,288) | (39,468,670) |
| Net deferred tax assets | - | - |

The U.S. non-capital loss carryforwards generated before 2018 expire between 2034 and 2037. US non-capital losses generated from 2018 onwards can be carried forward indefinitely. The Canadian non-capital loss carryforwards will expire in 2039. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

| | |
|------|----------------------|
| 2026 | \$ 382,659 |
| 2027 | 1,341,523 |
| 2028 | 2,317,685 |
| 2029 | 2,102,924 |
| 2030 | 963,388 |
| 2031 | 3,538,658 |
| 2032 | 2,542,875 |
| 2033 | 2,816,677 |
| 2034 | 2,770,483 |
| 2035 | 3,397,480 |
| 2036 | 3,217,836 |
| 2037 | 3,116,356 |
| 2038 | 1,894,300 |
| 2039 | 1,589,566 |
| | \$ 31,992,410 |

15. Subsequent Events

- i) Subsequent to December 31, 2020, the outbreak of the novel strain of corona virus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Corporation and its operating subsidiaries in future periods.
- ii) On January 21, 2020, the Company closed the second tranche of non-brokered private placement

Galway Metals Inc.
Notes to Consolidated Financial Statements
(Expressed in Canadian Dollars)
December 31, 2019 and 2018

consisted of the sale of 3,684,933 Hard Dollar Shares for gross proceeds of \$1,105,480.

- iii) On February 3, 2020, the Company announced that Robert Hinchcliffe, President, Chief Executive Officer and Director of the Company had acquired an additional 1,557,900 common shares of the Company increasing his ownership to 13,979,019 common shares, representing approximately 10.8% of the issued and outstanding shares of the Company.