

**NEWRANGE GOLD CORP.**

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**(Expressed in Canadian Dollars)**

**(Unaudited – Prepared by Management)**

**January 31, 2021**

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

**NEWRANGE GOLD CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	January 31, 2021	April 30, 2020
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 1,002,026	\$ 519,268
Other receivables	6,433	6,874
Marketable securities (Note 8)	1,297,037	641,577
Assets held for sale (Note 15)	-	596,888
Prepaid expenses (Note 11)	94,405	69,742
	<u>2,399,901</u>	<u>1,834,349</u>
Right-of-use asset (Note 3)	8,542	19,789
Land and equipment (Note 4)	57,768	88,340
Mineral properties (Note 5)	1,890,509	1,376,069
	<u>2,399,901</u>	<u>1,834,349</u>
<b>TOTAL ASSETS</b>	<b>\$ 4,356,720</b>	<b>\$ 3,318,547</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 121,952	\$ 86,105
Related party payables (Note 11)	198,189	247,378
Income tax payable	37,834	37,834
Liabilities held for sale (Note 15)	-	34,311
Lease liability (Note 3)	9,681	13,226
	<u>376,656</u>	<u>418,854</u>
Loan payable (Note 7)	40,000	-
Lease liability (Note 3)	-	8,006
	<u>40,000</u>	<u>8,006</u>
<b>TOTAL LIABILITIES</b>	<b>407,656</b>	<b>426,860</b>
<b>EQUITY</b>		
Share capital (Note 9)	29,063,249	27,528,270
Reserves (Note 9)	9,562,602	9,622,563
Deficit	(34,676,787)	(34,259,146)
	<u>3,949,064</u>	<u>2,891,687</u>
<b>TOTAL EQUITY</b>	<b>3,949,064</b>	<b>2,891,687</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ 4,356,720</b>	<b>\$ 3,318,547</b>

Nature and continuance of operations (Note 1)

Subsequent event (Note 16)

Approved on behalf of the Board of Directors on March 29, 2021:

Signed: "Robert G. Carrington"

Director

Signed: "Ron Schmitz"

Director

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

**NEWRANGE GOLD CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)**

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Three months ended January 31,		Nine months ended January 31,	
	2021	2020	2021	2020
<b>EXPENSES</b>				
Administration and office costs (Notes 11 and 14)	\$ 123,428	\$ 140,628	\$ 330,051	\$ 373,624
Amortization of right-of-use asset (Note 3)	3,227	3,301	9,973	9,952
Exploration expenditures, net (Note 6)	785,800	248,432	1,746,558	744,356
Foreign exchange loss (gain)	(1,655)	(18,115)	1,248	(13,549)
Gain on El Dovia option payment received	-	-	-	(334,771)
Loss on sale of Yarumalito	-	34,881	-	34,881
Loss on debt settlement	-	6,853	-	6,853
Marketing services and shareholder information	86,509	142,265	276,144	326,594
Professional fees	7,121	21,907	41,755	88,830
Property investigation	-	-	-	10,701
Realized gain on marketable securities (Note 8)	-	-	(276,616)	-
Share-based compensation	11,200	207,100	11,200	207,100
Transfer agent and filing fees	23,798	31,878	34,738	38,474
Unrealized loss (gain) on marketable securities (Note 8)	78,535	(612,076)	277,704	(598,159)
<b>Loss from continuing operation</b>	<b>(1,117,963)</b>	<b>(207,054)</b>	<b>(2,452,755)</b>	<b>(894,886)</b>
<b>Discontinued operations</b>				
Income from discontinued operation (Note 15)	1,850,879	-	2,035,114	-
<b>Net income (loss) and comprehensive income (loss) for the period</b>	<b>\$ 732,916</b>	<b>\$ (207,054)</b>	<b>\$ (417,641)</b>	<b>\$ (894,886)</b>
<b>Income (loss) per common share</b>				
<b>Basic</b>	<b>\$ 0.01</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>
<b>Diluted</b>	<b>\$ 0.01</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>
<b>Weighted average number of common shares outstanding</b>				
<b>Basic</b>	<b>126,656,230</b>	<b>103,153,103</b>	<b>121,525,735</b>	<b>97,577,015</b>
<b>Diluted</b>	<b>126,656,230</b>	<b>103,153,103</b>	<b>121,525,735</b>	<b>97,577,015</b>

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

**NEWRANGE GOLD CORP.****CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NINE MONTHS ENDED JANUARY 31,

	2021	2020
<b>CASH FLOWS FROM (TO)</b>		
<b>OPERATIONS</b>		
Net income (loss) for the period from continuing operations	\$ (2,452,755)	\$ (894,886)
Adjustments for:		
Depreciation included in exploration expenditures	30,572	30,703
Depreciation of right-of-use asset	9,973	9,952
Foreign exchange	(113)	-
Loss on sale of Yarumalito	-	34,881
Realized gain on marketable securities	(276,616)	-
Share-based compensation	11,200	207,100
Unrealized loss (gain) on marketable securities	277,704	(598,159)
Changes in non-cash working capital items:		
Other receivables	441	(114,955)
Prepaid expenses	(24,663)	31,241
Accounts payable, accrued liabilities and related party	(13,343)	85,965
	<b>(2,437,600)</b>	<b>(1,208,158)</b>
<b>INVESTING</b>		
Acquisition of mineral properties	(439,190)	(376,845)
Mineral property option payment received	-	200,000
Sale of marketable securities	713,441	-
Lease obligation expense	-	(8,744)
	<b>274,251</b>	<b>(185,589)</b>
<b>FINANCING</b>		
Shares issued for cash	-	1,993,020
Share issue costs	-	(80,376)
Lease obligation expense	(10,164)	-
Loans received	40,000	-
Shares issued for stock options exercised	116,968	200,872
Shares issued for warrants exercised	1,271,600	131,732
	<b>1,418,404</b>	<b>2,245,248</b>
<b>Change in cash – continuing operations</b>	<b>744,945</b>	<b>851,501</b>
<b>Change in cash – discontinuing operations (Note 15)</b>	<b>1,227,703</b>	<b>-</b>
<b>Cash at beginning of period</b>	<b>519,268</b>	<b>184,246</b>
<b>Cash at end of period *</b>	<b>\$ 1,002,026</b>	<b>\$ 1,035,747</b>
<i>*Includes cash of discontinued operations</i>		
<b>Non-cash financing and investing activities:</b>		
Fair value of stock options exercised	\$ 71,161	\$ 440,339
Fair value of finder's warrants	\$ -	\$ 100,226
Shares issued related to property acquisition	\$ 75,250	\$ 40,500
Shares for debt settlement	\$ -	\$ 75,388

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

**NEWRANGE GOLD CORP.**

## CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

	Number of Shares	Share Capital	Reserves	Deficit	Total
<b>Balance at April 30, 2019</b>	91,024,487	\$ 24,599,842	\$ 9,863,555	\$ (31,898,970)	\$ 2,564,427
Shares issued for cash	18,593,000	2,003,020	-	-	2,003,020
Share issue costs	-	(80,376)	-	-	(80,376)
Share issue costs - shares	190,750	-	-	-	-
Share-based compensation	-	-	207,100	-	207,100
Shares issued for mineral properties	300,000	40,500	-	-	40,500
Shares issued for debt settlement	685,346	75,388	-	-	75,388
Shares issued – options exercised	2,510,903	641,211	(440,339)	-	200,872
Shares issued – warrants exercised	1,197,560	231,958	(100,226)	-	131,732
Loss for the period	-	-	-	(894,886)	(894,886)
<b>Balance at January 31, 2020</b>	114,502,046	27,511,543	9,530,090	(32,793,856)	4,247,777
Share-based compensation	-	-	98,800	-	98,800
Shares issued – options exercised	130,000	16,727	(6,327)	-	10,400
Loss for the period	-	-	-	(1,465,290)	(1,465,290)
<b>Balance at April 30, 2020</b>	114,632,046	27,528,270	9,622,563	(34,259,146)	2,891,687
Shares issued – options exercised	1,462,097	116,968	-	-	116,968
Fair value – options exercised	-	71,161	(71,161)	-	-
Shares issued – warrants exercised	10,361,000	1,271,600	-	-	1,271,600
Shares issued for mineral properties	600,000	75,250	-	-	75,250
Share-based compensation	-	-	11,200	-	11,200
Loss for the period	-	-	-	(417,641)	(417,641)
<b>Balance at January 31, 2021</b>	127,055,143	\$ 29,063,249	\$ 9,562,602	\$ (34,676,787)	\$ 3,949,064

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

**NEWRANGE GOLD CORP.**

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

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**1. NATURE AND CONTINUANCE OF OPERATIONS**

Newrange Gold Corp (“the Company or Newrange”) was incorporated under the *Business Corporations Act (B.C.)* on May 16, 2006. The Company acquired all of the outstanding shares of Corporacion Minera de Colombia S.A. (“Minera Colombia”) on September 16, 2006 by way of a share exchange agreement. The condensed consolidated interim financial statements of Newrange as at and for the nine months period ended January 31, 2021 comprise the Company and its subsidiaries. Newrange is the ultimate parent of the consolidated group. The Company’s corporate and head office address is #510 – 580 Hornby Street, Vancouver, British Columbia, Canada, V6C 3B6.

On February 7, 2018, the Company began trading on the OTCQB Venture Market in the United States under the symbol NRGOF.

The Company is an exploration stage company focused on acquiring and exploring mineral properties in the United States and Canada.

These condensed interim consolidated financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”), with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation for the foreseeable future. The operations of the Company were primarily funded by the issue of share capital and loans. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties and lenders, complete sufficient public equity financing, or generate profitable operations in the future. These condensed interim consolidated financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue in business.

The Company is in the business of exploring for minerals that by its nature involves a high degree of risk. There can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of the mineral properties and the Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to obtain financing or, alternatively, upon the Company’s ability to dispose of its interest on an advantageous basis. Additionally, the Company estimates that it will need additional capital to operate for the upcoming year. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern.

During the period ended January 31, 2021, the Company incurred a net loss of \$417,641 (2020 – \$894,886), and as at January 31, 2021, has a working capital of \$2,023,245 (April 30, 2020 - \$1,415,495).

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

**NEWRANGE GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

**2. SIGNIFICANT ACCOUNTING POLICIES****Basis of Presentation**

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

In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The policies applied in the condensed consolidated interim financial statements are presented below and are based on IFRS issued and effective as of March 29, 2021, the date the Board of Directors approved the condensed interim consolidated financial statements. Any subsequent changes to IFRS that are given effect in the Company's audited annual consolidated financial statements for the year ending April 30, 2021, could result in restatements of these condensed consolidated interim financial statements. These condensed consolidated interim financial statements should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended April 30, 2020.

Certain of the prior fiscal year's comparative figures have been reclassified to conform with the current fiscal period's presentation.

**Basis of Consolidation**

These condensed interim consolidated financial statements include the accounts of the Company and the following subsidiaries:

<b>Name</b>	<b>Place of Incorporation</b>	<b>Principal Activity</b>	<b>Ownership January 31, 2021</b>	<b>Ownership April 30, 2020</b>
Newrange Gold Corp	British Columbia, Canada	Exploration company	100%	100%
0766888 BC Ltd.	British Columbia, Canada	Holding company	100%	100%
Colombian Investments (BVI) Corp.	British Virgin Islands	Holding company	100%	100%
Colombia Holdings (BVI) Ltd.	British Virgin Islands	Holding company	100%	100%
Corporacion Minera de Colombia S.A.	Colombia	Exploration company	NIL	100%
NR Gold LLC	United States	Exploration company	100%	100%
Pamlico Mines Ltd.	United States	Exploration company	100%	100%

Inter-company balances and transactions, including any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

Certain of the prior year's comparative figures have been reclassified to conform with the current year's presentation.

**NEWRANGE GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)****Foreign Currencies**

The Company's functional and presentation currency is the Canadian dollar. The individual financial statements of each group entity are measured in the currency of the primary economic environment in which the entity operates (its functional currency).

In preparing the condensed interim financial statements of the individual entities, transactions in currencies other than an entity's functional currency (foreign currencies) are recorded at the exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the exchange rates prevailing at the statement of financial position date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Exchange differences are recognized in profit or loss, unless the difference relates to an item that is recognized in other comprehensive income or loss, whereby the exchange difference would be recognized in other comprehensive income or loss and reclassified from equity to the statements of loss and comprehensive loss on disposal or partial disposal of the net investment. For the purpose of presenting consolidated financial statements, the Company has determined that the functional currency of its subsidiaries is the Canadian dollar.

**Financial Instruments**

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

**Financial assets**

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

*Financial assets at FVTPL*

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the statement of loss and comprehensive loss in the period in which they arise. Cash and marketable securities are classified as FVTPL.

*Financial assets at FVTOCI*

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

**NEWRANGE GOLD CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)***Financial assets*** (continued)*Financial assets at amortized cost*

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in the statement of loss and comprehensive loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income. Other receivables are classified as amortized cost.

***Impairment of financial assets***

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve months of expected credit losses. For trade receivables, the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized. Given the nature and balances of the Company's receivables, the Company has no material loss allowance at adoption or as at January 31, 2021.

***Financial liabilities***

The Company classifies its financial liabilities into one of two categories as follows:

*Fair value through profit or loss*

This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

*Financial liabilities at amortized cost*

This category consists of liabilities carried at amortized cost using the effective interest method. These financial liabilities are initially recognized at fair value less directly attributable transaction costs.

The following table summarizes the clarification for each class of the Company's financial assets and financial liabilities:

	IFRS 9 Classification
Cash	FVTPL
Other receivables	Amortized cost
Marketable securities	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Related party payables	Amortized cost
Lease obligation	Amortized cost

**NEWRANGE GOLD CORP.**

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian dollars)

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FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

*Financial liabilities (continued)*

The following new accounting standards and interpretations have been published, but have not been applied in the preparation of these financial statements:

**Cash**

Cash in the statement of financial position consists of cash at banks and on hand.

**Land and Equipment**

Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. Depreciation is provided at rates calculated to write off the cost of equipment, less their estimated residual value, using the straight-line method over three to five years. Land is carried at cost less accumulated impairment losses.

An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss in the consolidated statement of loss and comprehensive loss.

**Mineral Properties and Exploration and Evaluation Expenditures**

Acquisition costs for mineral properties, net of recoveries, are capitalized on a property-by-property basis. Acquisition costs include cash consideration and the value of common shares, based on recent issue prices, issued for mineral properties pursuant to the terms of the agreement. Exploration and evaluation expenditures, net of recoveries, are charged to operations as incurred. After a property is determined by management to be commercially viable, exploration and evaluation expenditures on the property are capitalized.

A mineral property acquired under an option agreement, where payments are made at the sole discretion of the Company, is capitalized at the time of payment. Option payments received are treated as a reduction of the carrying value of the related acquisition cost for the mineral property until the payments are in excess of acquisition costs, at which time they are then credited to operations. Option payments are at the discretion of the optionee and, accordingly, are accounted for when receipt is reasonably assured. Capitalized acquisition costs are assessed for impairment if facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned, or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount.

**NEWRANGE GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)****Impairment of Non-Financial Assets**

At each statement of financial position reporting date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of loss and comprehensive loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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

**Restoration, Rehabilitation and Environmental Obligations**

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses. The Company has no material restoration, rehabilitation and environmental costs as the disturbance to date is minimal.

**Provisions**

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

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

**NEWRANGE GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

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**2. SIGNIFICANT ACCOUNTING POLICIES (continued)****Share Capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded to reserves.

**Share-based Payment Transactions**

The stock option plan allows Company employees and consultants to acquire shares of the Company. Under IFRS, the definition of employees has been broadened to include consultants who do work that would normally be done by employees. Under this definition, all of the Company's consultants are considered to be employees for the purposes of determining the value of share-based payments.

Share-based payments to employees are measured at the fair value of the instruments issued and are amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to reserves. When options are exercised the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded in reserves are transferred to share capital. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value is measured at grant date and each tranche is recognized over the period the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

**Income Taxes**

Income tax on the profit or loss for the periods 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; the initial recognition of assets or liabilities that affect neither accounting or taxable profit; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

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**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. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to the offset of current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**Earnings (Loss) per Share**

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. The dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the year. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

**Segment Reporting**

The Company's head office is in Canada and it has operations in Colombia. The Company operates in a single reportable operating segment – the acquisition, exploration and development of mineral properties.

**Judgments and Estimates**

The preparation of these consolidated financial statements requires management to make judgments and estimates 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.

The Company has to make judgments which include but are not limited to the following:

- a) Whether facts or circumstances suggest that the carrying value of assets such as its receivables, investments in securities or mineral properties exceed the recoverable amount and, if so, the asset is tested for impairment.
- b) The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Determination of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency when changes in circumstances may affect the primary economic environment.
- c) Judgment is required in determining whether an asset meets the criteria for classification as "assets held for sale" in the consolidated statement of financial position. Criteria considered by management include the existence of and commitment to a plan to dispose of the assets, the expected selling price of the assets, the expected timeframe of the completion of the anticipated sale and the period of time any amounts have been classified within assets held for sale. The Company reviews the criteria for assets held for sale each period and reclassifies such assets to or from this financial position category as appropriate. In addition, there is a requirement to periodically evaluate and record assets held for sale at the lower of their carrying value and fair value less costs to sell.

**NEWRANGE GOLD CORP.**

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**2. SIGNIFICANT ACCOUNTING POLICIES** (continued)**Judgments and Estimates** (continued)

These consolidated financial statements include estimates which, 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 the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, 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:

- a) the carrying value of the investment in mineral properties and the recoverability of the carrying value;
- b) the estimated useful lives of equipment and the related depreciation;
- c) the inputs used in accounting for share-based payments expense; and
- d) the provision for deferred income tax expense and deferred income tax assets and liabilities.

**3. RIGHT OF USE ASSET**

The following accounting standards and interpretations were adopted during the year ended April 30, 2020:

*IFRS 16, Leases*

In January 2016, the IASB issued IFRS 16 Leases which replaced the previous leases standard, IAS 17 Leases. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. Lessors continue to classify leases as operating leases or finance leases, and account for those two types of leases differently. IFRS 16 is effective for periods beginning on or after January 1, 2019.

On adoption of IFRS 16, the Company recognized lease liabilities in relation to leases which had previously been classified as operating leases under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments excluding renewal options as they are not expected to be exercised, discounted using the Company's incremental borrowing rate as of May 1, 2019. The weighted average incremental borrowing rate applied to the lease liabilities on May 1, 2019 was 10%.

The following is a reconciliation of total off-balance operating lease commitments at April 30, 2019 to the lease liabilities recognized at May 1, 2019:

Total operating lease commitments disclosed at April 30, 2019	\$	39,026
Less: short-term leases		-
Total operating lease liabilities before discounting		39,026
Discounted using incremental borrowing rate		(6,406)
Total lease liabilities recognized under IFRS 16 at May 1, 2019	\$	32,620

The associated right-of-use asset for the property lease was measured on a retrospective basis as if the new rules had always been applied adjusted by the amount of any prepaid or accrued lease payments and deferred lease inducement relating to that lease recognized in the statement of financial position as at April 30, 2019. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets to the date of initial application.

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**3. RIGHT OF USE ASSET** (continued)

The recognized right-of-use asset relates to the lease on the Canadian facilities. The change in accounting policy affected the following items in the statement of financial position on May 1, 2019:

- Right-of-use assets – increased by \$32,620
- Lease liabilities – increased by \$32,620

In applying IFRS 16 for the first time, the Company used the following practical expedients permitted by the standard:

- reliance on previous assessments on whether leases are onerous.
- elected to account for the payments for short-term leases and leases of low-value assets as an expense in the statement of loss and comprehensive loss on a straight-line basis over the lease term.
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

For the period ending January 31, 2021, depreciation of the right of use asset was \$9,973. The right of use asset is depreciated on a straight-line basis over the term of the lease.

Right of use asset, May 1, 2019	\$	32,620
Depreciation of right of use asset		(13,401)
Foreign exchange		570
Right of use asset, April 30, 2020		19,789
Depreciation of right of use asset		(9,973)
Foreign exchange		(1,274)
Right of use asset, January 31, 2021	\$	8,542

For the period ending January 31, 2021, finance charges on the lease liability were \$1,767 (included in interest and bank charges in the consolidated statement of loss and comprehensive loss). The lease term matures on October 31, 2021.

Lease liabilities, May 1, 2019	\$	32,620
Payments		(16,033)
Finance costs		4,075
Foreign exchange		570
Lease liabilities, April 30, 2020		21,232
Payments		(11,932)
Finance costs		1,767
Foreign exchange		(1,386)
Lease liabilities, January 31, 2021	\$	9,681
		January 31, 2021
Less than one year	\$	9,681
Greater than one year		-
Total lease liabilities, January 31, 2021	\$	9,681

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**4. LAND AND EQUIPMENT**

	<b>Field Equipment</b>	<b>Land</b>	<b>Vehicle</b>	<b>Total</b>
<b>Cost</b>				
As at April 30, 2019	\$ 392,987	\$ 55,854	\$ 22,210	\$ 471,051
Additions	-	-	38,430	38,430
Held for sale assets (Note 15)	(205,457)	(55,854)	-	(261,311)
As at April 30, 2020	187,530	-	60,640	248,170
Additions	-	-	-	-
As at January 31, 2021	\$ 187,530	\$ -	\$ 60,640	\$ 248,170
<b>Accumulated depreciation</b>				
As at April 30, 2019	\$ 314,888	\$ -	\$ 2,866	\$ 317,754
Held for sale assets (Note 15)	(205,457)	-	-	(205,457)
Additions	36,188	-	11,345	47,533
As at April 30, 2020	145,619	-	14,211	159,830
Additions	18,391	-	12,181	30,572
As at January 31, 2021	\$ 164,010	\$ -	\$ 26,392	\$ 190,402
<b>Net book value</b>				
As at April 30, 2020	\$ 41,911	\$ -	\$ 46,429	\$ 88,340
As at January 31, 2021	\$ 23,520	\$ -	\$ 34,248	\$ 57,768

**NEWRANGE GOLD CORP.**

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**5. MINERAL PROPERTIES**

	April 30, 2020	Additions	January 31, 2021
Pamlico, USA	\$ 1,285,569	\$ 339,190	\$ 1,624,759
Western Fold, Canada	51,750	119,000	170,750
H Lake, Canada	38,750	56,250	95,000
	\$ 1,376,069	\$ 514,440	\$ 1,890,509

	April 30, 2019	Additions	Recovery	Asset held for sale (Note 15)	Impairment	April 30, 2020
Pamlico, USA	\$ 958,724	\$ 326,845	\$ -	\$ -	\$ -	\$ 1,285,569
Rocky Mountain, USA	284,400	-	-	-	(284,400)	-
Yarumalito, Colombia	1,321,740	-	(837,465)	(484,275)	-	-
Western Fold, Canada	-	51,750	-	-	-	51,750
H Lake, Canada	-	38,750	-	-	-	38,750
	\$ 2,564,864	\$ 417,345	\$ (837,465)	\$ (484,275)	\$ (284,400)	\$ 1,376,069

**Pamlico, Nevada, USA**

On July 15, 2016, the Company entered into an option agreement, subsequently amended, to purchase a 100% undivided interest in the Pamlico gold project in Nevada. To earn the interest, the Company must make payments totaling US\$7,500,000.

- i) US\$50,000 (paid \$65,003);
- ii) US\$9,000 (paid \$12,049);
- iii) US\$16,000 (paid \$21,311);
- iv) US\$125,000 (paid \$163,077);
- v) US\$250,000 (paid \$324,667);
- vi) US\$100,000 (paid \$131,512);
- vii) US\$150,000 on or before August 31, 2018 (paid \$197,709);
- viii) US\$250,000 on or before July 15, 2019 (paid \$326,845);
- ix) US\$250,000 on or before July 15, 2020 (paid \$339,190);
- x) US\$250,000 on or before July 15th of each year from 2021 to 2044; and
- xi) US\$300,000 on or before July 15, 2044.

Upon production, the Company must pay an annual payment of US\$250,000, or a 4% Net Smelter Return (“NSR”) royalty, whichever is greater. The Company may reduce the NSR royalty to 1% by paying the optionor US\$1,000,000 per percentage point. The Company will maintain the claims in good standing and pay any associated maintenance fees.

**NEWRANGE GOLD CORP.**

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**5. MINERAL PROPERTIES** (continued)

**Rocky Mountain, Colorado, USA**

During the year ended April 30, 2017, the Company acquired a 100% interest in the Rocky Mountain project in Colorado by issuing 200,000 shares valued at \$44,000. The Company also issued 1,700,000 share purchase warrants exercisable at \$0.17 per share valued at \$240,400. During the year ended April 30, 2020, the Company wrote-off \$284,400 of the carrying value of the Rocky Mountain project to \$Nil.

**Yarumalito, Colombia**

During the year ended April 30, 2020, the Company sold 100% of its interest in Yarumalito to GoldMining Inc. (“GOLD”) for \$200,000 (received) and 1,118,359 GOLD shares (received with a value of \$2,007,454) resulting in a loss on sale of \$34,881. The Company was also granted a 1% NSR royalty which can be purchased by GOLD for total consideration of \$1,000,000.

**El Dovio, Colombia**

During the year ended April 30, 2014, the Company acquired land known as the El Dovio property in Colombia.

During the period ended January 31, 2021, the Company completed the sale of its Colombian subsidiary (Note 15), which included its El Dovio property.

**Western Fold, Canada**

On December 23, 2019, the Company entered into an option agreement to purchase a 100% interest in the Western Fold Property in the Red Lake Mining Division of Northwestern Ontario. To earn the interest, the Company must make payments totaling \$200,000 and issue 1,000,000 common shares over a two year period, as follow:

- i) \$30,000 (paid);
- ii) \$70,000 on or before December 23, 2020 (paid);
- iii) \$100,000 on or before December 23, 2021;
- iv) 150,000 shares (issued at a value of \$21,750);
- v) 350,000 shares on or before December 23, 2020 (issued at a value of \$49,000); and
- vi) 500,000 shares on or before December 23, 2021.

The option agreement is subject to a 2% NSR royalty. The Company may reduce the NSR royalty to 1% by paying the optionor \$1,000,000 at any time.

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**5. MINERAL PROPERTIES (continued)****H Lake, Canada**

On January 13, 2020, the Company entered into an option agreement to purchase a 100% interest in the H Lake Property in the Red Lake Mining Division, Ontario. To earn the interest, the Company must make payments totaling \$50,000 and issue 400,000 common shares. During the period ended January 31, 2021, the Company exercised the option and now owns a 100% interest in the H Lake property subject to the NSR royalty below.

- i) \$20,000 (paid);
- ii) \$30,000 on or before January 13, 2021 (paid);
- iii) 150,000 shares (issued at a value of \$18,750); and
- iv) 250,000 shares on or before January 13, 2021 (issued at a value of \$26,250).

The option agreement is subject to a 2% NSR royalty. The Company may reduce the NSR royalty to 1% by paying the optionor \$1,000,000 at any time.

**6. EXPLORATION EXPENSES**

Exploration expenditures incurred during the period ended January 31, 2021 were as follows:

<b>2021</b>	Pamlico	Western Fold	H Lake	Total
Administration, consultants and salaries	\$ 279,985	\$ 10,916	\$ 2,729	\$ 293,630
Assaying	30,051	-	-	30,051
Drilling	778,235	-	-	778,235
Field costs and travel	620,872	19,016	4,754	644,642
	\$ 1,709,143	\$ 29,932	\$ 7,483	\$ 1,746,558

Exploration expenditures incurred during the year ended April 30, 2020 were as follows:

<b>2020</b>	Pamlico	Western Fold	H Lake	Total
Administration, consultants and salaries	\$ 444,346	\$ 21,240	\$ 5,310	\$ 470,896
Assaying	257,511	-	-	257,511
Field costs and travel	257,946	68	18	258,032
	\$ 959,803	\$ 21,308	\$ 5,328	\$ 986,439

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**7. LOAN PAYABLE**

During the period ended January 31, 2021, the Company received a loan of \$40,000 for the Canada Emergency Business Account to provide emergency support to business due to the impact of COVID-19. The loan is non-interest bearing until December 31, 2022, after which it will incur interest at 5% per annum. If principal of \$30,000 is fully repaid on or before December 31, 2022, the remaining \$10,000 will be forgiven.

**8. MARKETABLE SECURITIES**

During the year ended April 30, 2019, the Company acquired 100,000 shares (valued at \$47,500) of MAX Resources Corp. ("MAX") in exchange for services provided and recorded an unrealized loss of \$32,000 from changes in the fair value.

During the period ended January 31, 2021, the Company valued the MAX shares at \$5,333 (year ended April 30, 2020 - \$1,667) and recorded an unrealized gain of \$3,667 (year ended April 30, 2020 – loss of \$13,833) from changes in the fair value.

During the year ended April 30, 2020, the Company received 559,180 shares (valued at \$637,465) of GOLD in connection with the pending sale of the Yarumalito property (Note 5). The Company sold 176,000 shares for \$284,409 resulting in a realized gain on marketable securities of \$83,769. At April 30, 2020, the Company valued the remaining shares at \$639,912 and recorded an unrealized gain of \$203,085 from changes in the fair value. During the period ended January 31, 2021, the Company sold 383,180 shares for \$639,911 resulting in a realized gain on marketable securities of \$276,616. As a result of the sale, the Company also reversed the previous years unrealized gain resulting in an unrealized loss of \$203,085.

During the period ended January 31, 2021, the Company received 559,179 shares (valued at \$1,369,989) of GOLD and concluded the sale of the Yarumalito property (Note 5). At January 31, 2021, the Company fair valued the GOLD shares at \$1,291,704 and recorded an unrealized loss of \$78,285.

**9. EQUITY****(a) Share capital**

Authorized share capital consists of an unlimited number of common shares without par value.

**(b) Share Issuances**

During the period ended January 31, 2021, the Company:

- i) issued 1,462,097 common shares upon exercise of options for gross proceeds of \$116,968, resulting in a reallocation of share-based reserves of \$71,161 from reserves to share capital.
- ii) issued 10,361,000 common shares upon exercise of warrants for gross proceeds of \$1,271,600.
- iii) issued 350,000 common shares at a value of \$49,000 pursuant to the acquisition of the Western Fold Property (Note 5).
- iv) issued 250,000 common shares at a value of \$26,250 pursuant to the acquisition of the H Lake Property (Note 5).

**NEWRANGE GOLD CORP.**

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**9. EQUITY** (continued)

## (b) Share Issuances (continued)

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

- i) closed a non-brokered private placement of 3,593,000 units at \$0.14 per unit for gross proceeds of \$503,020. Each unit consists of one common share and one-half share purchase warrant entitling the holder to purchase one additional common share for a period of two years at a price of \$0.20 per share. The Company paid \$14,226 in finders' fees.
- ii) issued 2,640,903 common shares upon exercise of options for gross proceeds of \$211,272 resulting in a reallocation of share-based reserves of \$446,666 from reserves to share capital.
- iii) issued 1,197,560 common shares upon exercise of warrants for gross proceeds of \$131,732 resulting in a reallocation of share-based reserves of \$100,226 from reserves to share capital.
- iv) closed the first tranche of a non-brokered private placement of 10,050,000 common shares for gross proceeds of \$1,005,000. The Company paid \$38,500 and issued 105,000 shares (valued at \$10,500) in finders' fees.
- v) issued 150,000 shares at a value of \$21,750 pursuant to the acquisition of the Western Fold Property (Note 5).
- vi) closed the second and final tranches of the non-brokered private placement of 4,950,000 common shares for gross proceeds of \$495,000. The Company paid \$27,650 and issued 85,750 shares (valued at \$8,575) in finders' fees.
- vii) issued 150,000 shares at a value of \$18,750 pursuant to the acquisition of the H Lake Property (Note 5).
- viii) issued 685,346 common shares at \$0.11 per share at a value of \$75,388 to settle accounts payable of \$68,535 resulting in a loss of \$6,853 on the settlement of debt.

## (c) Stock options

The Company adopted a stock option plan (the "Plan") pursuant to the policies of the TSX Venture Exchange. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the issued common shares of the Company at any time. The vesting terms are determined at the time of grant. The continuity of stock options for the period ended January 31, 2021 and year ended April 30, 2020 is as follows:

	January 31, 2021		April 30, 2020	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Outstanding, beginning of period	6,024,000	\$ 0.13	5,995,000	\$ 0.14
Granted	150,000	0.14	3,499,903	0.14
Exercised	(1,462,097)	0.08	(2,640,903)	0.08
Expired/cancelled	(682,000)	0.19	(830,000)	0.46
Outstanding, end of period	4,029,903	\$ 0.14	6,024,000	\$ 0.13

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**9. EQUITY** (continued)

## (c) Stock options (continued)

The following table summarizes information about stock options outstanding and exercisable at January 31, 2021:

<b>Exercise prices</b>	<b>Number outstanding</b>	<b>Expiry date</b>	<b>Number exercisable</b>
\$0.080	200,000	29-March-22	200,000
\$0.014	150,000	16-December-22	150,000
\$0.140	2,346,403	23-December-22	2,346,403
\$0.140	1,133,500	24-February-23	1,133,500
\$0.170	200,000	8-April-24	200,000
	4,029,903		4,029,903

## (d) Share-Based Compensation

- i) During the period ended January 31, 2021, the Company granted 150,000 stock options to a consultant of the Company. The options are exercisable at \$0.14 per option for 24 months. The options were valued using the Black-Scholes option pricing model resulting in share-based compensation of \$11,200. The options were fully vested on the grant date.

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

- i) granted 2,366,403 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at \$0.14 per option for 36 months. The options were valued using the Black-Scholes option pricing model resulting in share-based compensation of \$207,100. The options were fully vested on the grant date.
- ii) granted 1,133,500 stock options to directors, officers and consultants of the Company. The options are exercisable at \$0.14 per option for 36 months. The options were valued using the Black-Scholes option pricing model resulting in share-based compensation of \$98,800. The options were fully vested on the grant date.

The options granted during the period ended January 31, 2021 and year ended April 30, 2020 were valued using the Black-Scholes option pricing model with the following weighted average grant date assumptions:

	<b>Period ended January 31, 2021</b>	<b>Year ended April 30, 2020</b>
Weighted average grant date fair value	\$0.14	\$0.137
Weighted average risk-free interest rate	0.24%	1.59%
Expected dividend yield	0%	0%
Weighted average stock price volatility	102%	105%
Weighted average forfeiture rate	0%	0%
Weighted average expected life of options in years	2.00	3.00

**NEWRANGE GOLD CORP.**

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**9. EQUITY (continued)**

## (e) Warrants

The continuity of share purchase warrants for the period ended January 31, 2021 and the year ended April 30, 2020 are as follows:

Expiry Date	Exercise Price	Balance, April 30, 2020	Issued	Exercised	Expired/cancelled	Balance, January 31, 2021
October 26, 2020	\$ 0.12	11,157,500	-	(10,007,500)	(1,150,000)	-
June 21, 2021	\$ 0.20	1,796,500	-	(353,500)	-	1,443,000
November 15, 2021	\$ 0.17	1,700,000	-	-	-	1,700,000
		14,654,000	-	(10,361,000)	(1,150,000)	3,143,000
<i>Weighted average exercise price</i>		<i>\$ 0.14</i>	<i>\$ -</i>	<i>\$ 0.12</i>	<i>\$ 0.12</i>	<i>\$ 0.18</i>

  

Expiry Date	Exercise Price	Balance, April 30, 2019	Issued	Exercised	Expired/cancelled	Balance, April 30, 2020
May 4, 2019	\$ 0.45	2,990,366	-	-	(2,990,366)	-
May 12, 2019	\$ 0.45	2,160,000	-	-	(2,160,000)	-
October 11, 2019	\$ 0.11	1,497,164	-	(1,197,560)	(299,604)	-
March 22, 2020	\$ 0.45	1,060,014	-	-	(1,060,014)	-
March 22, 2020	\$ 0.45	71,750	-	-	(71,750)	-
April 3, 2020	\$ 0.45	259,000	-	-	(259,000)	-
October 26, 2020	\$ 0.12	11,157,500	-	-	-	11,157,500
June 21, 2021	\$ 0.20	-	1,796,500	-	-	1,796,500
November 15, 2021	\$ 0.17	1,700,000	-	-	-	1,700,000
		20,895,794	1,796,500	(1,197,560)	(6,840,734)	14,654,000
<i>Weighted average exercise price</i>		<i>\$ 0.23</i>	<i>\$ 0.20</i>	<i>\$ 0.11</i>	<i>\$ 0.44</i>	<i>\$ 0.14</i>

**10. SEGMENTED INFORMATION**

The Company operates in a single reportable operating segment, being the exploration and development of mineral properties. Summarized financial information for the geographic segments the Company operates in are as follows:

	Canada	USA	Total
January 31, 2021			
Capital assets	\$ 265,750	\$ 1,624,759	\$ 1,890,509
Right-of-use assets	\$ -	\$ 8,542	\$ 8,542
April 30, 2020			
Capital assets	\$ 90,500	\$ 1,285,569	\$ 1,376,069
Right-of-use assets	\$ -	\$ 19,789	\$ 19,789

**NEWRANGE GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

(Expressed in Canadian dollars)

(Unaudited – Prepared by Management)

FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

**11. RELATED PARTY TRANSACTIONS**

The aggregate value of transactions and outstanding balances relating to key management personnel, being officers and directors, were as follows:

For the period ended January 31, 2021	Salary or Fees	Share-Based Payment	Total
Management and Director Compensation***	\$ 328,492	\$ -	\$ 328,492
Cross Davis & Company LLP **	47,250	-	47,250
	\$ 375,742	\$ -	\$ 375,742

  

For the period ended January 31, 2020	Salary or Fees	Share-Based Payment	Total
Management Compensation***	\$ 336,247	\$ -	\$ 336,247
Cross Davis & Company LLP **	47,250	-	47,250
	\$ 383,497	\$ -	\$ 383,497

Related party liabilities	January 31, 2021	April 30, 2020
Due to Management*	\$ 198,189	\$ 247,378

\* Due to management consists of fees owing to three key management personnel for consulting fees.

\*\* Cross Davis & Company LLP provides management services including a chief financial officer, a corporate secretary, accounting staff, administration staff and office space to the Company. At January 31, 2021, the Company has prepaid \$10,500 (April 30, 2020 - \$10,500) to Cross Davis for future services.

\*\*\* Included in administration and office costs and exploration expenditures.

During the year ended April 30, 2020, the Company issued 685,346 common shares (valued at \$75,388) to an officer to settle accounts payable of \$68,535 resulting in a loss on debt settlement of \$6,853 on the settlement of debt.

**12. FINANCIAL AND CAPITAL RISK MANAGEMENT****Financial Risk Management**

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

**Foreign currency risk**

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and the United States. The Company funds cash calls to its subsidiary companies outside of Canada in US dollars ("USD"). The greatest risk is the exchange rate of the Canadian dollar relative to the US dollar, as a significant change in this rate could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

**NEWRANGE GOLD CORP.**

## NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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**12. FINANCIAL AND CAPITAL RISK MANAGEMENT** (continued)

	January 31, 2021		April 30, 2020	
	("USD")		("USD")	
Cash	\$	39,588	\$	82,327
Accounts payable and accrued liabilities		(16,799)		(30,661)
Net exposure		22,789		51,666
Canadian dollar equivalent	\$	29,111	\$	71,954

Based on the above net exposures as at January 31, 2021, and assuming that all other variables remain constant, a 10% change in the value of the Canadian dollar against the above foreign currencies would result in an increase / decrease of approximately \$2,911 (April 30, 2020 - \$7,195) to net loss for the period.

**Credit Risk**

The Company's cash is mainly held through large insured Canadian, the United States and Colombian financial institutions and, accordingly, credit risk is minimized.

**Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital resources.

**Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. There is currently minimal interest rate risk.

**Management of Capital**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and evaluation of its mineral properties. The Company relies mainly on equity issuances to raise new capital and on entering into joint venture agreements on certain properties which enables it to conserve capital and to reduce risk. In the management of capital, the Company includes the components of equity as well as cash. The Company prepares annual estimates of exploration and administrative expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to invest its cash in savings accounts or highly liquid short-term deposits with terms of one year or less and which can be liquidated after thirty days without interest or penalty. The Company will have to raise additional financing to cover its exploration and administrative costs for the next twelve months. The Company's approach to the management of capital did not change during the period ended January 31, 2021.

**13. FINANCIAL INSTRUMENTS**

The carrying value of its financial assets and liabilities approximates their fair value as at January 31, 2021 due to their short term maturity except for cash and investments in marketable securities which are carried at fair value and measured at Level 1 inputs of the fair value hierarchy. The Company classifies its financial liabilities, comprised of accounts payable and accrued liabilities, related party payables, and lease obligation as financial liabilities at amortized cost.

**NEWRANGE GOLD CORP.****NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

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FOR THE NINE MONTHS ENDED JANUARY 31, 2021 AND 2020

**14. ADMINISTRATION AND OFFICE COSTS**

	Period ended January 31, 2021	Period ended January 31, 2020
Consulting	\$ 207,340	\$ 218,024
Financial expense	8,657	7,756
Office	88,980	57,322
Rent	8,949	7,602
Travel	16,125	82,920
	<b>\$ 330,051</b>	<b>\$ 373,624</b>

**15. DISPOSAL GROUP HELD FOR SALE AND DISCONTINUED OPERATIONS**

During the year ended April 30, 2020, the Company negotiated an agreement with a private Australian company, Andean Mining Corporation Pty Ltd. (“Andean”), for the sale of the Company’s wholly owned subsidiary, Corporacion Minera de Colombia S.A. (“CMC”). During the period ended January 31, 2021, the Company and Andean signed the SPA and concluded the sale of CMC. The sale included the sale of El Dovio and Anori, both of which were 100% owned by the Colombian subsidiary, for US\$1,000,000. During the year ended April 30, 2020, the Company received US\$250,000 from Andean towards the El Dovio option agreement (Note 5) which was applied against the US\$1,000,000. During the period ended January 31, 2021, the Company received the remaining US\$750,000. As a result, the Company recorded income from discontinued operations of \$2,035,114 (Year ended April 30, 2020 - \$138,650).

As at April 30, 2020, CMC was classified as a separate disposal group held for sale. Accordingly, the assets and liabilities of CMC were reallocated to available for sale assets and available for sale liabilities. As at April 30, 2020, the available for sale assets consist of \$3,023 in cash, \$53,729 of other receivable and \$7 of prepaid expenses. The available for sale liabilities include accounts payable of \$34,311.

As at April 30, 2020, as a result of the pending sale of the Yarumalito property (Note 5), the Company reclassified the carrying values of the Yarumalito project totaling \$484,275 and land totaling \$55,854 as assets held for sale.

During the period ended January 31, 2021, both Yarumalito and CMC were sold. The discontinued results from the Company's operations in Colombia during the period ended January 31, 2021 and year ended April 30, 2020 are presented below:

	January 31, 2021	April 30, 2020
Exploration expenditures	\$ -	\$ (200,883)
Gain on option payments received	1,792,707	334,771
Sale of land	242,407	-
Foreign exchange	-	4,640
Interest income	-	122
<b>Income from discontinued operations</b>	<b>\$ 2,035,114</b>	<b>\$ 138,650</b>

**NEWRANGE GOLD CORP.**

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**15. DISPOSAL GROUP HELD FOR SALE AND DISCONTINUED OPERATIONS** (continued)

The total breakdown of cash flows from discontinued operations are as follows:

	January 31, 2021	April 30, 2020
Net cash provided by operating activities	\$ 1,227,703	\$ 122,279
Net cash provided by investing activities	-	220,028
<b>Change in cash during the period</b>	<b>\$ 1,227,703</b>	<b>\$ 342,307</b>
<b>Non-cash transactions during the period</b>		
Marketable securities received for the Yarumalito project	\$ 1,369,989	\$ 637,465

**16. SUBSEQUENT EVENT**

Subsequent to the period ended January 31, 2021, the Company granted 1,963,500 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at \$0.12 per option for 36 months. The options were valued using the Black-Scholes option pricing model resulting in share-based compensation of \$207,100. The options were fully vested on the grant date.