



# **Midland Exploration Inc.**

Condensed Interim Financial Statements

Three and nine months ended June 30, 2019

*The attached financial statements have been prepared by Management of Midland Exploration Inc. and have not been reviewed by the auditors*

# Midland Exploration Inc.

## Statements of Financial Position

(Unaudited)

	As at June 30, 2019	As at September 30, 2018
	\$	\$
<b>Assets</b>		
<b>Current assets</b>		
Cash and cash equivalents	2,518,092	2,752,286
Investments (note 4)	12,491,000	6,550,000
Accounts receivable	173,655	123,188
Sales tax receivable	362,965	295,262
Tax credits and mining rights receivable	407,112	830,776
Prepaid expenses	73,849	88,254
<b>Total current assets</b>	<b>16,026,673</b>	<b>10,639,766</b>
<b>Non-current assets</b>		
Investments - non-current portion (note 4)	1,200,000	1,200,000
Tax credits and mining rights receivable - non-current portion	40,089	90,274
Advance paid for exploration work	28,000	-
Listed shares	40,000	40,000
Exploration and evaluation assets (note 5)		
Exploration properties	2,809,153	2,537,747
Exploration and evaluation expenses	19,524,816	15,228,482
	<b>22,333,969</b>	<b>17,766,229</b>
<b>Total non-current assets</b>	<b>23,642,058</b>	<b>19,096,503</b>
<b>Total assets</b>	<b>39,668,731</b>	<b>29,736,269</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	1,288,328	625,727
Advance received for exploration work	22,670	-
Liability related to the premium on flow-through share	111,922	-
<b>Total liabilities</b>	<b>1,422,920</b>	<b>625,727</b>
<b>Equity</b>		
Capital stock	48,230,237	39,352,127
Warrants (note 6)	749,556	-
Contributed surplus	4,971,195	4,756,224
Deficit	(15,705,177)	(14,997,809)
<b>Total equity</b>	<b>38,245,811</b>	<b>29,110,542</b>
<b>Total liabilities and equity</b>	<b>39,668,731</b>	<b>29,736,269</b>

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

**Midland Exploration Inc.**  
**Statements of Comprehensive Loss**  
(Unaudited)

	Three months ended June 30		Nine months ended June 30	
	2019	2018	2019	2018
	\$	\$	\$	\$
<b>Revenues</b>				
Project management fees	1,084	29,361	32,821	82,463
<b>Operating Expenses</b>				
Salaries	114,025	54,433	509,728	429,557
Stock-based compensation	68,115	61,677	139,747	157,301
Travel	12,019	20,575	43,364	47,650
Rent and insurance	15,044	15,153	44,679	45,732
Office expenses	56,764	45,124	135,580	127,027
Regulatory fees	9,095	2,339	48,623	43,215
Conferences and mining industry involvement	55,228	24,558	236,397	137,077
Press releases and investors relations	11,401	18,847	82,217	67,182
Professional fees	28,645	41,558	153,763	147,544
General exploration	302	-	803	2,983
Impairment of exploration and evaluation assets (note 5)	236,914	1,253	599,117	21,725
Operating expenses	607,552	285,517	1,994,018	1,226,993
<b>Other gains (losses)</b>				
Interest income	100,674	51,528	238,083	146,354
Change in fair value – listed shares	(4,000)	(17,000)	-	10,000
	96,674	34,528	238,083	156,354
<b>Loss before income taxes</b>	(509,794)	(221,628)	(1,723,114)	(988,176)
Recovery of deferred income taxes	993,400	360,900	1,442,630	631,620
<b>Income (loss) and comprehensive income (loss)</b>	<b>483,606</b>	<b>139,272</b>	<b>(280,484)</b>	<b>(356,556)</b>
Basic and diluted income (loss) per share	0.01	-	-	(0.01)
Weighted average number of basic and diluted outstanding shares	68,234,837	59,824,477	65,057,274	58,886,323

The loss and comprehensive loss are solely attributable to Midland Exploration Inc. shareholders.

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

**Midland Exploration Inc.**  
**Statements of Changes in Equity**  
(Unaudited)

	<b>Number of shares outstanding</b>	<b>Capital stock</b>	<b>Warrants</b>	<b>Contributed surplus</b>	<b>Deficit</b>	<b>Total equity</b>
		\$	\$	\$	\$	\$
<b>Balance at October 1, 2018</b>	61,036,284	39,352,127	-	4,756,224	(14,997,809)	29,110,542
Loss and comprehensive loss	-	-	-	-	(280,484)	(280,484)
Private placement	4,777,333	6,305,244	749,556	-	-	7,054,800
Flow-through private placement	3,044,605	4,110,218	-	-	-	4,110,218
Less: premium	-	(1,554,552)	-	-	-	(1,554,552)
	3,044,605	2,555,666	-	-	-	2,555,666
Options exercised	20,000	17,200	-	(5,200)	-	12,000
Stock-based compensation	-	-	-	220,171	-	220,171
Share issue expenses	-	-	-	-	(426,884)	(426,884)
<b>Balance at June 30, 2019</b>	<b>68,878,222</b>	<b>48,230,237</b>	<b>749,556</b>	<b>4,971,195</b>	<b>(15,705,177)</b>	<b>38,245,811</b>

	<b>Number of shares outstanding</b>	<b>Capital stock</b>	<b>Warrants</b>	<b>Contributed surplus</b>	<b>Deficit</b>	<b>Total equity</b>
		\$	\$	\$	\$	\$
<b>Balance at October 1, 2017</b>	57,161,557	35,142,832	1,922,031	2,679,002	(14,085,360)	25,658,505
Loss and comprehensive loss	-	-	-	-	(356,556)	(356,556)
Flow-through private placement	1,692,854	2,285,354	-	-	-	2,285,354
Less: premium	-	(694,070)	-	-	-	(694,070)
	1,692,854	1,591,284	-	-	-	1,591,284
Warrants exercised	1,522,000	1,892,150	(141,850)	-	-	1,750,300
Warrants expired	-	-	(1,780,181)	1,780,181	-	-
Stock-based compensation	-	-	-	241,878	-	241,878
Share issue expenses	-	-	-	-	(104,919)	(104,919)
<b>Balance at June 30, 2018</b>	<b>60,376,411</b>	<b>38,626,266</b>	<b>-</b>	<b>4,701,061</b>	<b>(14,546,835)</b>	<b>28,780,492</b>

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

# Midland Exploration Inc.

## Statements of Cash Flows

(Unaudited)

	Nine months ended June 30	
	2019	2018
	\$	\$
<b>Operating activities</b>		
Loss	(280,484)	(356,556)
Adjustment for:		
Stock-based compensation	139,747	157,301
Impairment of exploration and evaluation assets	599,117	20,472
Variation – fair value of listed shares	-	(10,000)
Recovery of deferred income taxes	(1,442,630)	(631,620)
	(984,250)	(820,403)
Changes in non-cash working capital items		
Accounts receivable	(50,467)	(104,899)
Sales tax receivable	(67,703)	59,773
Tax credits and mining rights receivable	-	-
Prepaid expenses	14,405	(47,523)
Accounts payable and accrued liabilities	1,135,998	761,465
Advance received for exploration work	22,670	(334,851)
	1,054,903	333,965
	<b>70,653</b>	<b>(486,438)</b>
<b>Financing activities</b>		
Private placement	7,054,800	-
Flow-through private placement	4,110,218	2,285,354
Exercise of warrants	-	1,750,300
Options exercised	12,000	-
Share issue expenses	(426,884)	(104,919)
	<b>10,750,134</b>	<b>3,930,735</b>
<b>Investing activities</b>		
Additions to investments	(11,291,000)	(5,350,000)
Disposals of investments	5,350,000	1,850,000
Additions to exploration properties	(730,280)	(231,239)
Advances paid for exploration expenses	(28,000)	-
Additions to exploration and evaluation expenses	(5,186,477)	(2,774,174)
Tax credits and mining rights received	830,776	922,454
	<b>(11,054,981)</b>	<b>(5,582,959)</b>
<b>Net change in cash and cash equivalents</b>	(234,194)	(2,138,662)
Cash and cash equivalents – beginning	2,752,286	4,628,896
<b>Cash and cash equivalents – ending</b>	<b>2,518,092</b>	<b>2,490,234</b>
<b>Additional information</b>		
Stock-based compensation included in exploration and evaluation expenses	80,424	84,577
Additions of exploration properties and exploration and evaluation expenses included in accounts payable and accrued liabilities	911,186	602,609
Tax credits receivable applied against exploration and evaluation expenses	356,927	135,063
Interest received	139,771	72,315

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

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

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### 1. STATUTE OF INCORPORATION AND NATURE OF ACTIVITIES

Midland Exploration Inc. (“the Corporation”), incorporated in Canada on October 2, 1995 and operating under the Business Corporations Act (Québec), is a company in the mining exploration business. The Corporation’s operations include the acquisition and exploration of mining properties. Its head office is located at 1, Place Ville Marie, suite 4000, Montreal, Quebec, H3B 4M4. The Corporation’s shares are listed on the TSX Venture Exchange (the “Exchange”) under the MD ticker.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration properties. The recoverability of exploration and evaluation assets is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain the necessary financing to complete exploration and the profitable sale of the assets. The Corporation will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Although the Corporation has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Corporation’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

### 2. BASIS OF PRESENTATION

These condensed interim financial statements (the “Financial Statements”) have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. The Financial Statements should be read in conjunction with the annual financial statements for the year ended September 30, 2018, which have been prepared in accordance with IFRS. The accounting policies, methods of computation and presentation applied in these Financial Statements are consistent with those of the previous financial year. The Board of Directors has approved the Financial Statements on August 8, 2019.

### 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of Financial Statements in conformity with IFRS requires the Corporation to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period. The Corporation also makes estimates and assumptions concerning the future. The determination of estimates requires the exercise of judgement based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

In preparing the Financial Statements, the significant judgements made by management in applying the Corporation’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual Financial Statements for the year ended September 30, 2018.

Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 4. INVESTMENTS

	As at June 30, 2019	As at September 30, 2018
	\$	\$
<i>Current</i>		
Guaranteed investment certificates, not cashable before the expiry date, between 2.37% and 3.02% interest payable annually, maturing between July 16, 2019 and April 23, 2020, with a maturity value of \$12,822,334	12,491,000	-
Guaranteed investment certificates, not cashable before the expiry date, between 1.71% and 2.65% interest payable annually, maturing between December 6, 2018 and July 16, 2019, with a maturity value of \$6,694,220	-	6,550,000
<i>Non-current</i>		
Guaranteed investment certificate, not cashable before the expiry date, 2.84% interest payable annually, maturing July 16, 2020, with a maturity value of \$1,234,080	1,200,000	1,200,000
	<b>13 691 000</b>	<b>7,750,000</b>

The balance of exploration work to be spent pursuant to the December 2018 financing represents \$289,026 as at June 30, 2019 and this balance is included in investments. The Corporation has to dedicate these funds to Canadian mining properties exploration.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 5. EXPLORATION AND EVALUATION ASSETS

The following tables disclose the acquisition costs of exploration properties:

Acquisition costs	Undivided interest	As at Sept. 30, 2018	Additions	Option payments	Impairment	As at June 30, 2019
	%	\$	\$	\$	\$	\$
<b>Abitibi</b>						
Maritime-Cadillac	49	290,923	50	-	-	290,973
Laflamme	76.1	130,098	26,573	-	(2,250) <sup>1)</sup>	154,421
Patris	100	104,054	6,476	-	-	110,530
Casault	50	29,984	6,085	-	-	36,069
Jouvex	50	47,694	2,484	-	(2,292) <sup>1)</sup>	47,886
Heva	100	57,989	2,298	-	-	60,287
Valmond	100	15,717	1,626	-	-	17,343
La Peltrie	100	97,023	12,057	-	-	109,080
Wawagosic	100	6,535	578	-	-	7,113
Adam	100	26,893	2,565	-	-	29,458
Samson	100	36,427	1,036	-	-	37,463
Mistaouac	100	24,987	3,019	-	-	28,006
Turgeon	100	29,386	4,388	-	-	33,774
Manthet	100	7,776	-	-	-	7,776
Abitibi Gold	100	5,840	(1,209)	-	-	4,631
<b>Grenville-Appalaches</b>						
Weedon	100	39,412	8,734	-	-	48,146
Gatineau	100	34,585	1,655	-	(31,496) <sup>1)</sup>	4,744
<b>James Bay</b>						
James Bay Au	100	203,496	28,551	-	(2,536) <sup>1)</sup>	229,511
Eleonore	100	162,956	30,976	-	-	193,932
JV Eleonore	50	142,142	3,143	-	-	145,285
Isengard	100	26,920	630	-	(27,550) <sup>2)</sup>	-
Minas Tirith	100	58,536	1,096	-	(15,789) <sup>1)</sup>	43,843
Shire	100	262,619	16,214	-	(204,017) <sup>1)</sup>	74,816
Elrond	100	70,347	18,460	-	-	88,807
Gondor	100	15,500	98	-	(15,598) <sup>2)</sup>	-
Moria	100	109,248	19,023	-	-	128,271
Helms	100	33,625	10,905	-	-	44,530
Mythril	100	9,057	291,398	-	-	300,455
Fangorn	100	1,188	77	-	-	1,265
<b>Northern Quebec</b>						
Pallas PGE	100	126,551	33,263	-	(35,153) <sup>1)</sup>	124,661
Willbob	100	288,969	127,851	-	(114,391) <sup>1)</sup>	302,429
Soissons	100	23,706	838	-	-	24,544
Soissons NMEF	50	4,100	149	-	-	4,249
<b>Project Generation</b>						
	100	13,464	69,352	-	(7,961) <sup>2)</sup>	74,855
		<b>2,537,747</b>	<b>730,439</b>	<b>-</b>	<b>(459,033)</b>	<b>2,809,153</b>

1) Some claims were dropped and the Corporation impaired partially the property.

2) The Company wrote off some projects included in this property since no exploration program is planned for the near future and/or dropped all the claims.



# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 5. EXPLORATION AND EVALUATION ASSETS (CONT'D)

Acquisition costs	Undivided interest	As at Sept. 30, 2017	Net Additions	Share issuance	Impairment	As at Sept. 30, 2018
	%	\$	\$	\$	\$	\$
<b>Abitibi</b>						
Maritime-Cadillac	49	290,838	85	-	-	290,923
Laflamme	74.3	122,347	13,625	-	(5,874) <sup>1)</sup>	130,098
Patris	100	87,072	16,982	-	-	104,054
Casault	50	26,995	2,989	-	-	29,984
Jouvex	50	45,432	5,565	-	(3,303) <sup>1)</sup>	47,694
Heva	100	57,906	83	-	-	57,989
Valmond	100	10,756	4,961	-	-	15,717
La Peltrie	100	101,601	(4,578)	-	-	97,023
Wawagogic	100	-	8,678	-	(2 143) <sup>1)</sup>	6 535
Adam	100	16,830	12,695	-	(2,632) <sup>1)</sup>	26,893
Samson	100	20,166	17,593	-	(1,332) <sup>1)</sup>	36,427
Mistaouac	100	-	26,240	-	(1,253) <sup>1)</sup>	24,987
Turgeon	100	-	29,386	-	-	29,386
Manthet	100	-	7,776	-	-	7,776
Abitibi Gold	100	138,669	(2,433)	-	(130,396) <sup>2)</sup>	5,840
<b>Grenville-Appalaches</b>						
Weedon	100	36,703	2,709	-	-	39,412
Gatineau	100	32,102	2,483	-	-	34,585
<b>James Bay</b>						
James Bay Au	100	198,893	6,260	-	(1,657) <sup>1)</sup>	203,496
Eleonore	100	141,681	21,275	-	-	162,956
JV Eleonore	50	96,972	45,170	-	-	142,142
Isengard	100	9 943	733	16,244	-	26,920
Minas Tirith	100	1 491	3,743	53,302	-	58,536
Shire	100	20 511	8,088	234,020	-	262,619
Elrond	100	8 144	271	61,932	-	70,347
Gondor	100	3 088	229	12,183	-	15,500
Moria	100	7 721	-	101,527	-	109,248
Helms	100	5 197	-	28,428	-	33,625
Mythril	100	-	9,057	-	-	9,057
Fangorn	100	-	1,188	-	-	1,188
<b>Northern Quebec</b>						
Pallas PGE	100	105,028	21,523	-	-	126,551
Willbob	100	257,030	31,939	-	-	288,969
Soissons	100	-	23,706	-	-	23,706
Soissons NMEF	50	-	4,100	-	-	4,100
<b>Project Generation</b>						
	100	53,235	(19,493)	-	(20,278) <sup>1)</sup>	13,464
		<b>1,896,351</b>	<b>302,628</b>	<b>507,636</b>	<b>(168,868)</b>	<b>2,537,747</b>

1) Some claims were dropped and the Corporation impaired partially the property.

2) The Company wrote off some projects included in this property since no exploration program is planned for the near future and/or dropped all the claims.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 5. EXPLORATION AND EVALUATION ASSETS (CONT'D)

The following two tables disclose details of exploration and evaluation expenses:

E&E expenses	Undivided interest	As at Sept. 30, 2018	Additions	Option payments	Tax credits	Impairment	As at June 30, 2019
	%	\$	\$	\$	\$	\$	\$
<b>Abitibi</b>							
Maritime-Cadillac	49	389,110	6,488	-	-	-	395,598
Laflamme	76.1	2,427,838	357,560	-	(3,316)	-	2,782,082
Patris	100	234,056	3,151	-	(213)	-	236,994
Casault	50	1,880,234	464,557	-	(164,982)	-	2,179,809
Jouvex	50	412,962	208,736	-	-	-	621,698
Heva	100	271,810	4,402	-	-	-	276,212
Valmond	100	124,314	1,257	-	-	-	125,571
Samson	100	168,110	2,518	-	(464)	-	170,164
La Peltrie	100	1,078,923	19,363	-	(820)	-	1,097,466
Wawagasic	100	32,949	-	-	-	-	32,949
Adam	100	266,663	6,378	-	(428)	-	272,613
Mistaouac	100	224,502	5,846	-	(642)	-	229,706
Turgeon	100	196,665	4,020	-	(1,426)	-	199,259
Manthet	100	8,409	-	-	-	-	8,409
Abitibi Gold	100	84,739	11,306	-	(142)	-	95,903
<b>Grenville-Appalaches</b>							
Weedon	100	647,297	44,684	-	-	-	691,981
Gatineau	100	71,515	100	-	(7)	(65,131) <sup>1)</sup>	6,477
<b>James Bay</b>							
James Bay Au	100	517,666	106,280	-	(927)	-	623,019
Eleonore	100	1,770,210	1,965	-	-	-	1,772,175
JV Eleonore	50	583,215	32,475	-	-	-	615,690
Isengard <sup>2)</sup>	100	36,918	-	-	-	(36,918) <sup>1)</sup>	-
Minas Tirith <sup>2)</sup>	100	33,711	3,920	-	-	-	37,631
Shire <sup>2)</sup>	100	226,595	9,508	-	(1,426)	-	234,677
Elrond <sup>2)</sup>	100	31,406	5,237	-	(464)	-	36,179
Gondor <sup>2)</sup>	100	31,424	-	-	-	(31,424) <sup>1)</sup>	-
Moria <sup>2)</sup>	100	123,544	7,554	-	(1,426)	-	129,672
Helms <sup>2)</sup>	100	18,919	6,002	-	-	-	24,921
Mythril	100	28,215	3,296,391	-	(161,454)	-	3,163,152
Fangorn	100	6,657	5,028	-	-	-	11,685
<b>Northern Quebec</b>							
Pallas PGE	100	540,024	2,100	-	-	-	542,124
Willbob	100	2,624,225	130,626	-	(13,050)	-	2,741,801
Soissons	100	47,282	11,264	-	(4,421)	-	54,125
Soissons NMEF	50	4,259	21,484	-	-	-	25,43
<b>Project Generation</b>							
	100	84,116	13,145	-	(1,319)	(6,611) <sup>2)</sup>	89,331
		<b>15,228,482</b>	<b>4,793,345</b>	<b>-</b>	<b>(356,927)</b>	<b>(140,084)</b>	<b>19,524,816</b>

1) The Company wrote off some projects included in this property since no exploration program is planned for the near future and/or dropped all the claims.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 5. EXPLORATION AND EVALUATION ASSETS (CONT'D)

E&E expenses	Undivided	As at	Net	Option	Tax credits	Impairment	As at
	interest	Sept. 30,	Additions	payments			Sept. 30,
	%	2017	\$	\$	\$	\$	2018
		\$	\$	\$	\$	\$	\$
<b>Abitibi</b>							
Maritime-Cadillac	49	292,271	96,839	-	-	-	389,110
Laflamme	74.3	2,202,064	256,188	-	(30,414)	-	2,427,838
Patris	100	221,844	12,212	-	-	-	234,056
Casault	50	963,965	1,137,572	-	(221,303)	-	1,880,234
Jouvex	50	412,833	129	-	-	-	412,962
Heva	100	261,985	9,825	-	-	-	271,810
Valmond	100	124,314	-	-	-	-	124,314
Samson	100	83,411	85,865	-	(1,166)	-	168,110
La Peltrie	100	1,067,584	11,430	-	(91)	-	1,078,923
Wawagosic	100	-	54,396	-	(21,447)	-	32,949
Adam	100	131,155	155,887	-	(20,379)	-	266,663
Mistaouac	100	-	229,972	-	(5,470)	-	224,502
Turgeon	100	-	197,672	-	(1,007)	-	196,665
Manthet	100	-	8,409	-	-	-	8,409
Abitibi Gold	100	203,470	17,164	-	(1,347)	(134,548) <sup>1)</sup>	84,739
<b>Grenville-</b>							
<b>Appalaches</b>							
Weedon	100	626,897	20,400	-	-	-	647,297
Gatineau	100	44,005	27,597	-	(87)	-	71,515
<b>James Bay</b>							
James Bay Au	100	362,595	190,656	-	(35,585)	-	517,666
Eleonore	100	1,723,519	50,292	-	(3,601)	-	1,770,210
JV Eleonore	50	291,282	315,038	-	(23,105)	-	583,215
Isengard <sup>2)</sup>	100	2,072	37,109	-	(2,263)	-	36,918
Minas Tirith <sup>2)</sup>	100	27,966	8,856	-	(3,111)	-	33,711
Shire <sup>2)</sup>	100	75,404	239,923	-	(88,732)	-	226,595
Elrond <sup>2)</sup>	100	30,943	490	-	(27)	-	31,406
Gondor <sup>2)</sup>	100	5,049	29,023	-	(2,648)	-	31,424
Moria <sup>2)</sup>	100	21,223	169,731	-	(67,410)	-	123,544
Helms <sup>2)</sup>	100	124	32,229	-	(13,434)	-	18,919
Mythril	100	-	46,581	-	(18,366)	-	28,215
Fangorn	100	-	10,989	-	(4,332)	-	6,657
<b>Northern Quebec</b>							
Pallas PGE	100	538,746	1,278	-	-	-	540,024
Willbob	100	2,126,873	704,161	-	(206,809)	-	2,624,225
Soissons	100	-	73,023	-	(25,741)	-	47,282
Soissons NMEF	50	-	7,031	-	(2,772)	-	4,259
<b>Project Generation</b>							
	100	91,166	(4,076)	-	(2,780)	(194) <sup>1)</sup>	84,116
		<b>11,932,760</b>	<b>4,233,891</b>	<b>-</b>	<b>(803,427)</b>	<b>(134,742)</b>	<b>15,228,482</b>

1) The Company wrote off some projects included in this property since no exploration program is planned for the near future and/or dropped all the claims.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

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### 5. EXPLORATION AND EVALUATION ASSETS (CONT'D)

#### a) La Peltrie

On August 29, 2017, the Corporation had signed an option agreement with Niobay Metals Inc. ("Niobay") whereby Niobay could have earned, in two options, a maximum interest of 65% in the La Peltrie property. On January 15, 2019, the Corporation received from Niobay a termination notice for the option agreement.

#### b) BJ Altius

On July 13, 2018, Altius Minerals Corporation (« Altius ») and the Corporation have signed an amended and restated memorandum of understanding ("Alliance"). On February 12, 2019, the parties jointly decided to terminate the Alliance. The designated projects as per the Alliance (Elrond, Gondor, Helms Deep, Isengard, Minas Tirith, Moria, Shire, Mythrill and Fangorn) maintain their net smelter return royalty of 1% in favor of Altius, on the claims that were active at the time of their designation.

### 6. EQUITY

#### 6.1 Private placements

##### a) December 2018

On December 5 and 18, 2018, the Corporation completed private placement of 3,044,605 flow-through shares at \$1.35 per share for total gross proceeds of \$4,110,218. On those dates, the Corporation's share closed at \$0.85 and \$0.82 on the Exchange respectively, therefore the residual values attributed to the benefit related to flow-through shares renunciation are \$0.50 and \$0.53 for a total value of \$1,554,552, credited to the liability related to the premium on flow-through shares.

On December 21, 2018, the Corporation completed a private placement of 222,222 units at a price of \$0.90 per unit for total gross proceeds of \$200,000. Each unit consisted of one common share and one half warrant. Each warrant entitles the holder to purchase one common share at a price of \$1.25 until December 21, 2020.

From the total compensation received from the units, \$11,210 has been allocated to warrants and \$188,790 to common shares, according to a pro rata allocation of the estimated fair value of each of the two components. The estimated fair value of the warrants was determined using the Black-Scholes pricing model based on the following assumptions: no expected dividend yield, an expected volatility of 41.9%, a risk free interest rate of 1.94% and an expected life of the warrants of 2 years.

In connection with the private placements, the Corporation incurred \$254,100 share issue expenses of which \$180,271 was paid as finder's fees. Directors and officers of the Corporation participated in the flow-through private placement for a total consideration of \$141,750 under the same terms as other investors.

##### b) January 2019

On January 18, 2019, the Corporation completed a private placement of 1,111,111 units at a price of \$0.90 per unit for total gross proceeds of \$1,000,000. Each unit consisted of one common share and one half warrant. Each warrant entitles the holder to purchase one common share at a price of \$1.25 until January 18, 2021.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

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### 6. EQUITY (CONT'D)

From the total compensation received from the units, \$58,428 has been allocated to warrants and \$941,572 to common shares, according to a pro rata allocation of the estimated fair value of each of the two components. The estimated fair value of the warrants was determined using the Black-Scholes pricing model based on the following assumptions: no expected dividend yield, an expected volatility of 43.0%, a risk free interest rate of 1.91% and an expected life of the warrants of 2 years.

In connection with the private placements, the Corporation incurred \$67 846 share issue expenses.

#### c) April 2019

On April 17, 2019, the Corporation closed a private placement pursuant to an investment agreement (the "Investment Agreement") with BHP Billiton Canada Inc. ("BHP"). BHP subscribed for 3,444,000 units at an issue price of \$1.70 per unit for aggregate consideration of \$5,854,800. Each unit will consist of one common share and one warrant. Each warrant will entitle BHP to acquire one additional common share at an exercise price of \$2.05 per common share for a period of 18 months. Midland can accelerate the expiry of the warrants if the daily volume-weighted average trading price of the common shares on the Exchange exceeds \$2.25 for 20 consecutive trading days at any time following 120 days after closing of the private placement.

Pursuant to the terms of the Investment Agreement, BHP will be granted certain rights as long as BHP holds common shares equal to at least 5% of the issued and outstanding common shares (on a partially diluted basis), including:

- the right to participate in future equity financings by the Corporation to allow BHP to maintain its then current pro rata non-diluted ownership interest in the Corporation or to increase its ownership interest in the Corporation to a maximum of 19.99%, on a fully-diluted basis;
- certain top-up rights to subscribe for additional common shares following certain dilutive transactions to allow BHP to maintain its then current pro rata non-diluted ownership interest in the Corporation;
- the right of first offer for any non-equity financings, including any tolling arrangements, streaming arrangements, forward agreements, off-take agreements or royalty sales relating to any present or future copper exploration projects of the Corporation in Quebec; and
- the right of first offer on the Mythril project in the event the Corporation seeks to divest all or part of its interest.

If BHP holds common shares equal to at least 15% of the issued and outstanding common shares (on a non-diluted basis), BHP will also have the right to designate one director for appointment to the Corporation board of directors.

From the total compensation received from the units, \$679,918 has been allocated to warrants and \$5,174,882 to common shares, according to a pro rata allocation of the estimated fair value of each of the two components. The estimated fair value of the warrants was determined using the Black-Scholes pricing model based on the following assumptions: no expected dividend yield, an expected volatility of 47.4%, a risk free interest rate of 1.71% and an expected life of the warrants of 18 months.

In connection with the private placements, the Corporation incurred \$104,938 share issue expenses.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 6. EQUITY (CONT'D)

#### 6.2 Warrants

Changes in the Corporation's number of outstanding warrants were as follow:

	Nine months ended June 30, 2019		Fiscal 2018	
	Number	Amount	Number	Amount
		\$		\$
<b>Balance – Beginning of period</b>	-	-	20,622,569	1,922,031
Issued following private placement	4,110,667	749,556	-	-
Exercised	-	-	(1,522,000)	(141,850)
Expired	-	-	(19,100,569)	(1,780,181)
<b>Balance – End of period</b>	<b>4,110,667</b>	<b>749,556</b>	-	-

Warrants outstanding as at June 30, 2019 are as follows:

Number of warrants	Exercise price	Expiry date
	\$	
111,112	1.25	December 21, 2020
555,555	1.25	January 18, 2021
3,444,000	2.05	October 17, 2020
<b>4,110,667</b>		

### 7. SHARE-BASED COMPENSATION

On February 18, 2019, the Corporation granted to its directors, officers, employees and consultants 580,000 options exercisable at \$1.03, valid for 10 years. Those options were granted at an exercise price equal to the closing market value of the shares the previous day of the grant. Total stock-based compensation costs amount to \$295,800 for an estimated fair value of \$0.51 per option. The fair value of the options granted was estimated using the Black-Scholes model with no expected dividend yield, 50.7% expected volatility, 1.82% risk-free interest rate and 6 years options expected life. This expected life was estimated by benchmarking comparable situations for companies that are similar to the Corporation. The expected volatility was determined by calculating the historical volatility of the Corporation's share price back from the date of grant and for a period corresponding to the expected life of the options.

# Midland Exploration Inc.

## Notes to Financial Statements

Three and nine months ended June 30, 2019

(Unaudited)

### 7. SHARE-BASED COMPENSATION (CONT'D)

A summary of changes in the Corporation's common share purchase options is presented below:

	Nine months ended June 30, 2019		Fiscal 2018	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		\$		\$
<b>Balance – Beginning of period</b>	3,760,000	1.07	3,190,000	1.10
Granted	580,000	1.03	570,000	0.89
Exercised	(20,000)	0.60	-	-
<b>Balance – End of period</b>	<b>4,320,000</b>	<b>1.07</b>	<b>3,760,000</b>	<b>1.07</b>
Balance – End of period exercisable	3,741,667	1.13	3,363,334	1.09

The following table summarizes information about common share purchase options outstanding and exercisable as at June 30, 2019:

Number of options outstanding	Number of options exercisable	Exercise price	Expiry date
		\$	
260,000	260,000	1.76	February 17, 2021
315,000	315,000	1.54	February 16, 2022
20,000	20,000	1.61	February 27, 2022
345,000	345,000	1.25	February 19, 2023
605,000	605,000	0.85	February 20, 2024
430,000	430,000	0.60	August 13, 2025
500,000	500,000	1.10	August 11, 2026
50,000	50,000	1.13	November 23, 2026
545,000	545,000	1.14	February 21, 2027
100,000	100,000	1.04	May 10, 2027
570,000	475,000	0.89	February 15, 2028
580,000	96,667	1.03	February 18, 2029
<b>4,320,000</b>	<b>3,741,667</b>		