

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Financial Statements

For the Nine Month Periods Ended July 31, 2019 and 2018

(Unaudited - Prepared by Management)

SIXTY NORTH GOLD MINING LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE NINE MONTH PERIODS ENDED JULY 31, 2019 AND 2018

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NOTICE OF DISCLOSURE OF NON-AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, 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 accompanying unaudited interim condensed financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

| | July 31, 2019 | October 31, 2018 |
|--|---------------|------------------|
| Assets | | |
| Current Assets | | |
| Cash | \$ 99,300 | \$ 127,021 |
| GST receivable | 7,429 | 15,736 |
| Prepaid expenses (Note 5) | 32,300 | 84,953 |
| Total Current Assets | 139,029 | 227,710 |
| Exploration and evaluation assets (Note 6) | 2,318,884 | 2,045,127 |
| Reclamation deposit (Note 8) | 116,213 | 88,000 |
| Total Assets | \$ 2,574,126 | \$ 2,360,837 |
| Liabilities | | |
| Current liabilities | | |
| Accounts payable and accrued liabilities (Note 12) | \$ 99,505 | \$ 39,388 |
| Due to contractor (Note 7) | 24,997 | - |
| Flow-through share premium liability (Note 9(b)) | 18,875 | - |
| Total Current Liabilities | 143,377 | 39,388 |
| Equity | | |
| Share capital (Note 9) | 3,593,064 | 3,188,765 |
| Equity reserves | 910,875 | 815,395 |
| Deficit | (2,073,190) | (1,682,711) |
| Total Equity | 2,430,749 | 2,321,449 |
| Total Liabilities and Equity | \$ 2,574,126 | \$ 2,360,837 |

Nature and Continuance of Operations (Note 1)
Commitments (Note 13)
Subsequent Events (Note 16)

On behalf of the Board:

s/ "John Campbell", CFO

Director

s/ "Grant Block"

Director

See the accompanying notes to the interim financial statements

SIXTY NORTH GOLD MINING LTD.

Condensed Interim Statements of Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

| | For the Three Months Ended | | For the Nine Months Ended | |
|---|----------------------------|-------------------|---------------------------|-------------------|
| | July 31, 2019 | July 31, 2018 | July 31, 2019 | July 31, 2018 |
| Expenses | | | | |
| Accounting and audit fees | \$ 3,075 | \$ 3,900 | \$ 21,575 | \$ 13,840 |
| Contract extension fee (Note 6) | - | - | - | 20,000 |
| Corporate development | - | - | 24,000 | - |
| Exploration expenditures | - | 2,727 | - | 2,727 |
| Foreign exchange loss | - | 2,248 | - | 2,662 |
| General and administration | 3,205 | 2,000 | 6,436 | 3,469 |
| Insurance | 4,286 | 3,730 | 11,058 | 9,039 |
| Investor relations | 3,743 | 135,932 | 102,797 | 166,025 |
| Management fees (Note 12) | 37,500 | 45,000 | 128,000 | 79,000 |
| Meals and entertainment | 327 | 586 | 1,113 | 1,113 |
| Professional fees | 9,171 | (20,142) | 18,142 | 56,104 |
| Share-based payments (Note 9(d)) | 56,978 | 177,040 | 57,560 | 177,040 |
| Transfer agent and regulatory fees | 10,918 | 23,246 | 45,323 | 44,335 |
| Net loss before other revenue | 129,203 | 376,267 | 416,004 | 575,354 |
| Other Revenue (Note 9(b)) | (4,299) | - | (25,525) | - |
| Net loss and comprehensive loss for the Period | \$ 124,904 | \$ 376,267 | \$ 390,479 | \$ 575,354 |
| Loss per share, basic and diluted | (0.00) | (0.01) | (0.01) | (0.01) |
| Weighted average common shares outstanding, basic and diluted | 52,998,333 | 45,203,333 | 51,108,644 | 39,941,428 |

See the accompanying notes to the interim financial statements

SIXTY NORTH GOLD MINING LTD.

Condensed Statements of Changes in Equity
(Unaudited - Expressed in Canadian Dollars)

| | Number of Shares | Share Capital | Equity Reserves | Deficit | Total |
|--|---------------------|---------------------|--------------------|-----------------------|---------------------|
| Balance at October 31, 2017 | 36,703,333 | \$ 2,068,823 | \$ 535,493 | \$ (783,074) | \$ 1,821,242 |
| Shares Issued for cash (Note 9(b)) | 8,500,000 | 1,275,000 | - | - | 1,275,000 |
| Share issuance costs | - | (241,804) | - | - | (241,804) |
| Share-based payments | - | - | 243,254 | - | 243,254 |
| Net loss for the period | - | - | - | (575,354) | (575,354) |
| Balance at July 31, 2018 | 45,203,333 | \$ 3,102,019 | \$ 778,747 | \$ (1,358,428) | \$ 2,522,338 |
| Shares issued for warrant exercise (Note 9(b)) | 650,000 | \$ 128,807 | \$ (63,807) | \$ - | \$ 65,000 |
| Share issuance costs | - | (42,061) | - | - | (42,061) |
| Share-based payments | - | - | 100,455 | - | 100,455 |
| Net loss for the period | - | - | - | (324,283) | (324,283) |
| Balance at October 31, 2018 | 45,853,333 | \$ 3,188,765 | \$ 815,395 | \$ (1,682,711) | \$ 2,321,449 |
| Shares Issued for cash (Note 9(b)) | 6,320,000 | \$ 550,000 | \$ - | \$ - | \$ 550,000 |
| Shares issued for debt settlement (Note 12) | 1,100,000 | 55,000 | - | - | 55,000 |
| Flow-through premium liability (Note 9(b)) | - | (44,400) | - | - | (44,400) |
| Share issuance costs | - | (156,301) | 37,920 | - | (118,381) |
| Share-based payments | - | - | 57,560 | - | 57,560 |
| Net loss for the period | - | - | - | (390,479) | (390,479) |
| Balance at July 31, 2019 | 53,273,333 | \$ 3,593,064 | \$ 910,875 | \$ (2,073,190) | \$ 2,430,749 |

See the accompanying notes to the interim financial statements

SIXTY NORTH GOLD MINING LTD.Condensed Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

| | For the Nine Months Ended | |
|---|---------------------------|-------------------|
| | July 31, 2019 | July 31, 2018 |
| Cash Flows from (Used in) Operating Activities | | |
| Net loss for the Period | \$ (390,479) | \$ (575,354) |
| Non-Cash Items: | | |
| Share-based payments | 57,560 | 177,040 |
| Other income | (25,525) | - |
| | (358,444) | (398,314) |
| Changes in Non-Cash Working Capital Items: | | |
| GST receivable | 8,307 | 7,167 |
| Prepaid expenses | 52,653 | (41,411) |
| Accounts payable and accrued liabilities | 140,114 | (135,018) |
| Net Cash Flows (Used in) Provided by Operating Activities | (157,370) | (567,576) |
| Cash Flows from (Used in) Investing Activities | | |
| Exploration and evaluation expenditures, net | (273,757) | (447,641) |
| Exploration advance | - | 55,863 |
| Reclamation deposit | (28,213) | - |
| Net Cash Flows Used in Investing Activities | (301,970) | (391,778) |
| Cash Flows from Financing Activities | | |
| Issuance of common shares | 550,000 | 1,275,000 |
| Share issuance costs | (118,381) | (175,590) |
| Net Cash Flows Provided by Financing Activities | 431,619 | 1,099,410 |
| Change in Cash During the Period | (27,721) | 140,056 |
| Cash, Beginning of Period | 127,021 | 539,550 |
| Cash, End of Period | \$ 99,300 | \$ 679,606 |
| Supplemental Cash Disclosure: | | |
| Income taxes paid | \$ - | \$ - |
| Interest paid | \$ - | \$ - |
| Non-cash transactions in investing and financing activities: | | |
| Flow-through premium on shares | \$ 44,400 | \$ - |
| Agent warrants for share issuance costs | \$ 37,920 | \$ 66,214 |
| Shares issued for debt settlement | \$ 55,000 | \$ - |

See the accompanying notes to the interim financial statements

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

1. Nature and Continuance of Operations

Sixty North Gold Mining Ltd. (the "Company") was incorporated on July 7, 2016 in British Columbia under the laws of the Canada Business Corporations Act. On November 9, 2017, the Company became registered as an extra-territorial corporation under part XXI of the Business Corporations Act of the Northwest Territories. The Company's registered office is located at 3200-650 West Georgia Street, Vancouver, BC V6B 4P7. The Company's shares are listed on the Canadian Securities Exchange under the symbol "SXTY". The Company also trades on the Frankfurt Stock Exchange under the symbol "2F4" and on the OTCQB Venture Pink Sheet Market in the United States.

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company entered into an agreement with New Discovery Mines ("NDM") on July 8, 2016 and finalized the arrangement on September 2, 2016. On June 14, 2017, the Company and NDM entered into a restated mineral property earn-in agreement effective September 1, 2016. The Company has advanced funds towards the earn-in (see Note 6 - Exploration and Evaluation Properties).

Recovery of the carrying value of the Company's investment in the Mon Property is dependent upon the existence of economically recoverable reserves, obtaining the necessary funding to complete exploration and development, and the attainment of future profitable production. The outcome of these matters cannot be predicted at this time and the uncertainties cast significant doubt upon the Company's ability to continue as a going concern.

The financial statements of the Company have been prepared on a going-concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business. If the going-concern assumptions were not appropriate for these financial statements, then adjustments may be necessary to the carrying value of assets and liabilities, the reported expenses and the classifications used on the statement of financial position.

The Company will require further funding to continue as a going concern. There is no assurance that the Company will be able to obtain sufficient funding to continue exploration and development on the Mon Property.

As at July 31, 2019, the Company had a deficit of \$2,073,190 (October 31, 2018 - \$1,682,711) and has not generated revenue. The Company has cash in the amount of \$99,300 (October 31, 2018 - \$127,021). The Company has raised funds through private and public equity issuances to fund the project and expects to continue to raise additional funds through the issuance of shares, or other sources of financing (see Note 16(a) – Subsequent Events).

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

2. Statement of Compliance and Basis of Presentation

(a) Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"); specifically, International Accounting Standard 34, for Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). These financial statements do not include all the information and disclosure required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the year ended October 31, 2018.

These condensed interim financial statements were approved by the Board of Directors for issue on September 25, 2019.

(b) Basis of Presentation

The financial statements have been prepared on a historical cost basis and have been prepared using the accrual basis of accounting, except for cash flow information. The functional and presentation currency of the Company is the Canadian dollar.

Certain comparative figures have been reclassified to conform to the current period's presentation.

3. Significant Accounting Policies

Accounting Estimates and Assumptions

The preparation of the Company's condensed interim financial statements requires management to make judgements, assumptions 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. There have been no material revisions to the nature of judgements and estimates of amounts reported in the Company's October 31, 2018 annual financial statements.

4. New Accounting Standards

(a) New Standards and Amendments Effective for the First Time

The Company has adopted the new and revised standards and interpretations issued by the IASB effective November 1, 2018. The adoption of the standards and amendments did not have a material impact on the financial statements of the Company.

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

4. New Accounting Standards (continued)

(b) New Accounting Standards Issued but not yet Effective

Standards issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. This listing of standards and interpretations issued are those that the Company reasonably expects to have an impact on disclosures, financial position or performance when applied at a future date. The Company intends to adopt these standards when they become effective.

New Accounting Standards Effective for Annual Periods on or After January 1, 2019

IFRS 16 - Leases

In January 2016, the IASB issued this standard which establishes principles for recognition, measurement, presentation and disclosure of leases. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a services contract based on whether the customer controls the assets being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that have also adopted IFRS 15.

The extent of the impact of adoption of this standard and interpretation on the financial statements of the Company has not been determined.

5. Prepaid Expenses

Prepaid expenses included in the Statements of Financial Position are comprised of the following amounts:

| | July 31, 2019 | October 31, 2018 |
|-------------------------------|------------------|------------------|
| Prepaid Expenses | \$ 18,190 | \$ 50,953 |
| Deposits paid by NDM (Note 7) | 14,110 | 34,000 |
| | \$ 32,300 | \$ 84,953 |

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets

The Mon Property

On July 8, 2016, the Company signed a letter of intent with New Discovery Mines Ltd. ("NDM") and then entered into an option agreement ("Agreement") on September 2, 2016. The Property includes three NDM claims and eleven Mon Property leases, comprised of an aggregate of 1,536.92 acres, and is located in the mining district of the Northwest Territories. On June 14, 2017, the Company and NDM entered into a restated mineral property earn-in agreement ("restated agreement") effective as of September 2, 2016 with the following terms and conditions:

To earn the 80% interest in the Property, the Company is required to incur \$6,000,000 in expenditures on the Property as follows:

- (a) To incur \$2,000,000 expenditures (the "Initial Expenditures") on the Property on or before December 31, 2017 (extended to December 31, 2018); and
- (b) To incur cumulative expenditures of \$6,000,000 on the Property (inclusive of the Initial Expenditures) on or before December 31, 2020; and
- (c) To assume all of the obligations of the underlying agreements, relating to the royalty and any advance royalty payments (see Note 13(a) - Commitments).

On December 17, 2017, in accordance with the terms in the restated agreement, the Company elected to extend the deadline for completion of the initial expenditures from December 31, 2017 to December 31, 2018 by delivering notice in writing and payment of a \$20,000 extension fee to NDM.

The Company may elect to terminate the agreement at any time during the earn-in period, upon sixty days' notice to NDM.

At July 31, 2019, a total of \$2,318,884 has been spent on exploration and acquisition costs on the Mon Property, of which \$2,260,532 qualify as exploration expenditures incurred towards the earn-in.

Grant from the Government of the Northwest Territories

On September 10, 2018, the Company announced that it had been awarded a Mining Incentive Program grant in the amount of \$59,471 from the Government of the Northwest Territories for exploration activities at the Mon Gold Property. On October 3, 2018, the Company received \$50,551 of the \$59,471 total grant; the balance was received on May 9, 2019 upon receipt and acceptance of the final report. The purpose of the grant is to provide funding to stimulate and sustain mineral exploration activities throughout the Northwest Territories and reduce the risk associated with grass roots mineral exploration. The Company used the funds to support its prospecting, biogeochemistry and trenching activities. The grant has been applied as a credit towards the carrying value of the Mon Gold Property.

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

The Company has funded and incurred the following expenditures on the Property:

| The Mon Gold Property | October 31, 2018 | Additions/ Adjustments | July 31, 2019 |
|--|-------------------------|-----------------------------------|----------------------|
| Acquisition Costs: | | | |
| Legal costs relating to earn-in | \$ 16,614 | \$ - | \$ 16,614 |
| Advance royalty payment (Note 13(a)) | 51,884 | 26,598 | 78,482 |
| Acquisition of additional claims | 22,727 | - | 22,727 |
| | 91,225 | 26,598 | 117,823 |
| Exploration Costs: | | | |
| Assaying and shipping | 74,480 | 14,947 | 89,427 |
| Camp costs | 216,679 | 29,303 | 245,982 |
| Camp equipment | 174,710 | 4,357 | 179,067 |
| Drilling | 117,452 | - | 117,452 |
| Exploration advance (Note 7) | 34,573 | (34,573) | - |
| Flights | 138,864 | 5,162 | 144,026 |
| Fuel | 8,698 | - | 8,698 |
| Geology | 146,203 | 101,907 | 248,110 |
| Management and supervision | 172,596 | 39,052 | 211,648 |
| Mining equipment | 751,352 | 59,604 | 810,956 |
| Mobilization/Demobilization | 13,275 | 11,688 | 24,963 |
| Property holding costs | 2,875 | 555 | 3,430 |
| Reports | 42,245 | - | 42,245 |
| Safety/Medic | 13,377 | - | 13,377 |
| Storage and transport (equipment) | 40,051 | 21,300 | 61,351 |
| Supplies | 27,128 | - | 27,128 |
| Travel and accommodation | 29,895 | 2,777 | 32,672 |
| | 2,004,453 | 256,079 | 2,260,532 |
| Grant from the Government of the Northwest Territories | (50,551) | (8,920) | (59,471) |
| | 1,953,902 | 247,159 | 2,201,061 |
| Exploration and Evaluation Assets, net | \$ 2,045,127 | \$ 273,757 | \$ 2,318,884 |

7. Advances to Project

At July 31, 2019, the Company has an outstanding amount due to NDM for exploration expenditures incurred on the Mon Property in the amount of \$24,997. This amount is recorded as a current liability on the statement of financial position at July 31, 2019. At October 31, 2018, the Company had an advance of \$34,573 to NDM.

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

7. Advances to Project (continued)

The Company had advanced \$34,000 to NDM for payment to a contractor for the ice road construction of the winter road. This amount has been offset by equipment storage fees charged by the contractor, leaving a balance of \$14,110 at July 31, 2019 and is recorded in prepaid expenses.

8. Reclamation Deposit

As at July 31, 2019, a security deposit of \$116,213 (October 31, 2018 - \$88,000) was paid to the Department of Lands on behalf of the Government of the Northwest Territories, as required under the land use permit ("LUP") on the Mon Property. The additional \$28,213 was paid in the current year to extend and increase the scope of the permit.

9. Share Capital

(a) Authorized Shares

The Company is authorized to issue an unlimited number of common shares with no par value per share.

(b) Issued and outstanding

As of July 31, 2019, 53,273,333 (October 31, 2018 - 45,853,333) shares were issued and outstanding (see Note 16(a) – Subsequent Events).

During the nine months ended July 31, 2019, the Company had the following transactions:

On December 28, 2018, the Company completed a brokered private placement for aggregate gross proceeds of \$550,000, whereby it issued 2,220,000 flow-through units at \$0.10 and 4,100,000 units at \$0.08. The Company paid a cash commission of \$38,500, legal and other expenses totalling \$79,682 and issued compensation options to the agent to purchase 222,000 units at an exercise price of \$0.10 per unit and another 410,000 units at an exercise price of \$0.08 per unit until December 28, 2020. The Company also issued 3,160,000 non flow-through share purchase warrants, exercisable at \$0.15 per share until December 28, 2020, subject to acceleration provisions. The securities of the offering bear legends to restrict resale until April 29, 2019. The fair value of the agents' compensation units was estimated at \$37,920 and recorded as share issuance costs.

As at July 31, 2019, \$127,623 of the \$222,000 flow through funds have been spent on eligible exploration expenditures.

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

9. Share Capital (continued)

The Company used the residual method to calculate the fair value of the tax deduction attached with the flow through common shares and recorded a flow-through liability of \$18,875, net of a pro-rata reduction (\$25,525 recorded as other income) for eligible expenditures incurred at July 31, 2019.

On May 23, 2019, the Company issued a total of 1,100,000 shares at a deemed value of \$0.05 per share to settle \$55,000 in accrued management fees (see Note 12 – Related Party Transactions).

During the year ended October 31, 2018, the Company had the following transactions:

On April 18, 2018, the Company completed an initial public offering of 8,500,000 units at \$0.15 for gross proceeds of \$1,275,000. Each unit is comprised of one common share and one half warrant. Each full warrant is exercisable for one common share at a price of \$0.25 until April 18, 2020 and is transferable. The Company paid a cash commission of \$102,000 legal and other expenses totalling \$115,651 and issued 680,000 brokers warrants. Each broker warrant is exercisable to purchase a common share of the Company for \$0.15 per share until April 18, 2020. The fair value of the broker warrants was estimated at \$66,214 using the Black-Scholes pricing model with the following assumptions:

| | |
|-------------------------|-----------|
| Share price | \$0.15 |
| Risk free interest rate | 1.91% |
| Expected life | 2.0 years |
| Expected volatility | 130% |
| Expected dividend | Nil |

On August 29, 2018, 650,000 brokers' warrants with a fair value of \$63,807 having an expiry date of September 30, 2019 were exercised at \$0.10 per warrant for gross proceeds of \$65,000.

(c) Warrants

During the nine months ended July 31, 2019, the Company had issued the following warrants:

| | Number of Warrants | Weighted Average Exercise Price | Weighted Average Remaining Life |
|-------------------------------|-----------------------|---------------------------------------|------------------------------------|
| Balance, October 31, 2018 | 16,010,166 | \$0.24 | 0.44 |
| Issued for private placements | 3,160,000 | \$0.15 | 1.41 |
| Issued for brokers' warrants* | 632,000 | \$0.09 | 1.41 |
| Balance, July 31, 2019 | 19,802,166 | \$0.22 | 0.77 |

*Upon exercise, a further 316,000 warrants will be issued at an exercise price of \$0.15 until December 28, 2020.

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

9. Share Capital (continued)

As of July 31, 2019, the outstanding warrants are as follows:

| Number of Warrants | Exercise Price | Expiry Date |
|--------------------|----------------|--------------------|
| 3,250,000 | \$0.25 | September 30, 2019 |
| 4,450,000 | \$0.25 | September 30, 2019 |
| 808,500 | \$0.10 | September 30, 2019 |
| 900,000 | \$0.25 | September 30, 2019 |
| 180,000 | \$0.10 | September 30, 2019 |
| 1,291,666 | \$0.25 | September 30, 2019 |
| 200,000 | \$0.25 | September 30, 2019 |
| 4,250,000 | \$0.25 | April 18, 2020 |
| 680,000 | \$0.15 | April 18, 2020 |
| 3,160,000 | \$0.15 | December 28, 2020 |
| *222,000 | \$0.10 | December 28, 2020 |
| *410,000 | \$0.08 | December 28, 2020 |
| 19,802,166 | | |

*Upon exercise, a further 316,000 warrants will be issued at an exercise price of \$0.15 until December 28, 2020.

At July 31, 2019, these warrants have a weighted average exercise price of \$0.22 and a weighted average remaining life of 0.77 years.

(d) Options

On June 20, 2018 (pursuant to a resolution of the Board of Directors dated May 28, 2018), the Company granted 1,035,000 stock options to certain directors, officers and consultants of the Company. Each option is exercisable at a price of \$0.20 per share and vested on the grant date. The options are exercisable until April 17, 2023 (five years from the date the Company's shares were listed on a recognized Canadian stock exchange ("Listing date")). The fair value of the 1,035,000 stock options was estimated at \$177,040 using the Black-Scholes pricing model with the following assumptions:

| | |
|----------------------------------|---------|
| Share price | \$0.20 |
| Weighted risk free interest rate | 2.03% |
| Weighted expected life | 5 years |
| Weighted expected volatility | 128% |
| Weighted expected dividend | Nil |
| Forfeiture rate | Nil |

On July 17, 2018, 100,000 options were granted to a consultant (see Note 10 - Investor Relations) at an exercise price of \$0.25 per share, which shall vest and be exercisable as to 25% on each of October 17, 2018, January 17 2019, April 17, 2019 and July 17, 2019. The options will expire on July 17, 2021. The fair value of the 100,000 stock options was estimated at \$3,391 using the Black-Scholes pricing model with the following assumptions:

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended July 31, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

9. Share Capital (continued)

| | |
|----------------------------------|---------|
| Share price | \$0.08 |
| Weighted risk free interest rate | 1.99% |
| Weighted expected life | 3 years |
| Weighted expected volatility | 130% |
| Weighted expected dividend | Nil |
| Forfeiture rate | Nil |

On August 28, 2018, a total of 600,000 options were granted to two consultants (see Note 11 – Business Development) at an exercise price of \$0.21 per share, expiring on August 28, 2020. The fair value of the 600,000 stock options was estimated at \$81,888 using the Black-Scholes pricing model with the following assumptions:

| | |
|----------------------------------|---------|
| Share price | \$0.21 |
| Weighted risk free interest rate | 2.13% |
| Weighted expected life | 2 years |
| Weighted expected volatility | 130% |
| Weighted expected dividend | Nil |
| Forfeiture rate | Nil |

On August 31, 2018, 125,000 options were granted to a director of the Company at an exercise price of \$0.20 per share, expiring on August 31, 2023. The fair value of the 125,000 stock options was estimated at \$15,758 using the Black-Scholes pricing model with the following assumptions:

| | |
|----------------------------------|---------|
| Share price | \$0.15 |
| Weighted risk free interest rate | 2.15% |
| Weighted expected life | 5 years |
| Weighted expected volatility | 130% |
| Weighted expected dividend | Nil |
| Forfeiture rate | Nil |

During the period ended July 31, 2019, the Company recorded a share-based payment of \$57,560 for options granted and vested (July 31, 2018 - \$177,040) on the statements of comprehensive loss.

On June 20, 2019, the Company granted 500,000 options to a director and officer of the Company and 500,000 options to an advisor. These options have an exercise price of \$0.05 per share and expire on June 20, 2024. The fair value of the 1,000,000 stock options was estimated at \$56,978, using the Black-Scholes pricing model with the following assumptions:

SIXTY NORTH GOLD MINING LTD.

Notes to the Condensed Interim Financial Statements
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9. Share Capital (continued)

| | |
|----------------------------------|---------|
| Share price | \$0.065 |
| Weighted risk free interest rate | 1.34% |
| Weighted expected life | 5 years |
| Weighted expected volatility | 130% |
| Weighted expected dividend | Nil |
| Forfeiture rate | Nil |

The Company has issued the following options:

| | Number of Options | Weighted Average Exercise Price | Weighted Average Remaining Life |
|-------------------------------|----------------------|---------------------------------------|------------------------------------|
| Balance, October 31, 2018 | 3,880,000 | \$ 0.18 | 3.21 |
| Options granted | 1,000,000 | 0.05 | 4.89 |
| Options expired | (700,000) | (0.22) | (1.21) |
| Balance, July 31, 2019 | 4,180,000 | \$ 0.14 | 3.99 |

As of July 31, 2019, the outstanding options are as follows:

| Number of Outstanding Options | Number of Exercisable Options | Exercise Price | Expiry Date |
|----------------------------------|----------------------------------|----------------|-------------------|
| 150,000 | 150,000 | \$0.15 | September 1, 2021 |
| 1,870,000 | 1,870,000 | \$0.15 | April 17, 2023 |
| 1,035,000 | 1,035,000 | \$0.20 | June 20, 2023 |
| 125,000 | 125,000 | \$0.20 | August 31, 2023 |
| 1,000,000 | 1,000,000 | \$0.05 | June 20, 2024 |
| 4,180,000 | 4,180,000 | | |

As at July 31, 2019, these options have a weighted average exercise price of \$0.14 and a weighted average remaining life of 3.99 years.

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10. Investor Relations

| | July 31, 2019 | July 31, 2018 |
|--|-------------------|-------------------|
| Advertising and promotion | \$ 17,766 | \$ 24,049 |
| Annual general meeting | 9,274 | 499 |
| Consulting fees | 26,143 | - |
| Market awareness (media and research agencies) | - | 123,675 |
| Meals and entertainment | 624 | 848 |
| News releases | 5,073 | 1,491 |
| Shows and conferences | 33,807 | 13,876 |
| Travel and accommodation | 10,110 | 1,587 |
| | \$ 102,797 | \$ 166,025 |

On July 17, 2018, the Company entered into an agreement with MarketSmart Communications (the "Consultant") for a period of six months, with an option for renewal, to provide shareholder and investor communication services. The Consultant was paid \$6,000 per month and was granted 100,000 stock options at a price of \$0.25 per common share, which shall vest and be exercisable as to 25% on each of October 17, 2018, January 17, 2019, April 17, 2019 and July 17, 2019. The options expire on July 17, 2021 and will be exercisable in accordance with the Company's Stock Option Plan. Either party may terminate the agreement without cause on one months' written notice. During the latter part of 2018, the Company and the Consultant agreed to revise the terms of the agreement whereby the monthly fee was adjusted from \$6,000 to \$3,000 per month for the balance of the remaining three months under the agreement and to extend a further three months. The Company paid \$18,000 in advance to the Consultant for this contract extension following their purchase of 225,000 units at \$0.08 in the December 28, 2018 unit private placement. The agreement with Consultant was terminated on April 17, 2019. Due to the termination of the agreement, 100,000 unexercised options granted to the Consultant at a price of \$0.25 expired on May 17, 2019.

On August 13, 2018, the Company entered into an agreement under which Financial Buzz Media Networks would provide financial news media PR services, editorial placements, a corporate landing page and social media services. A one-time payment of US\$50,000 was made for these services.

The Company also made one-time payments to bring market awareness through various market and news media coverage agencies in Europe.

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11. Corporate Development

On August 28, 2018, the Company entered into an agreement with 558396 BC Ltd. (the "Consultant") whereby the Consultant will provide independent consulting services relating to business development matters. The agreement will terminate six months from the date of the agreement but may be extended or amended by mutual written consent. In consideration, the Company paid the Consultant cash compensation of a one-time upfront payment of \$105,000 inclusive of GST, conditional on receipt of funds in this amount by the Company from the exercise of Mackie Research Capital Corporation broker warrants plus \$6,300 inclusive of GST per month. The Company had received to date, and advanced \$65,000 from the exercise of warrants. The two principals of the Consultant also received 300,000 options each at a price of \$0.21 per share, expiring on August 28, 2020. Effective February 28, 2019, the Company terminated its contract with 558396 BC Ltd. An aggregate of 600,000 options granted at a price of \$0.21 per share expired, unexercised on March 30, 2019.

12. Related Party Transactions

Key management includes directors and officers of the Company.

On December 28, 2018, of the 4,100,000 units issued in the private placement, 625,000 units at \$0.08 were purchased by a director and officer of the Company.

During the nine months ended July 31, 2019, management fees of \$82,500 (July 31, 2018: \$62,000) were paid or payable to a corporation controlled by the Company's Vice-President, Corporate Development (formerly the Chief Executive Officer). In addition, \$45,000 (July 31, 2018: \$17,000) was paid or payable to the Chief Financial Officer of the Company. On May 23, 2019, the Company issued a total of 1,100,000 common shares at a deemed price of \$0.05 per share in settlement of \$15,000 owed to the Chief Financial Officer of the Company for three months' accrued management consulting fees (January 15 to April 15, 2019), and in settlement of \$40,000 owed to the former Chief Executive Officer for four months' accrued management consulting fees (January 15 – May 15, 2019). At July 31, 2019, an amount of \$17,500 is included in accrued liabilities for the Chief Financial Officer for services provided from April 15 to July 31, 2019 and \$17,500 is included in accrued liabilities for the Vice-President, Corporate Development (formerly the Chief Executive Officer) for services provided from May 15 to July 31, 2019. At their election, these accrued fees may be settled by way of further common share issuance or payment in cash.

On June 20, 2019, 500,000 options at an exercise price of \$0.05 per share, expiring June 20, 2024 were granted to a director and officer of the Company.

13. Commitments

- (a) Pursuant to an agreement (see Note 6 - Exploration and Evaluation Assets) between the Company and NDM, the Company is required to make annual payments of US\$20,000 for the advanced NSR to Giauque commencing on January 30, 2017. These advance payments can be credited towards the royalty payments after commencement of commercial production

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13. Commitments (continued)

with 20% of the aggregate payments received from the advanced NSR deductible from the royalty payments, commencing in the first completed calendar year of commercial production.

- (b) On September 1, 2016, the Company entered into a management agreement with the Chief Executive Officer ("CEO") of the Company whereby the Company will pay a monthly management fee of \$5,000 for one year, renewed annually unless notice is given according to termination provisions. Effective April 19, 2018, the monthly fee was increased to \$10,000 per month. On May 14, 2019, the Company entered into a revised agreement to reflect a change in role from CEO to Vice-President, Corporate Development whereby the fee will be \$5,000 per month effective June 15, 2019.
- (c) Pursuant to an agreement (see Note 6 - Exploration and Evaluation Assets) between the Company and NDM, the Company is required to incur \$2,000,000 in expenditures on the Mon Property on or before December 31, 2018 (incurred). A further \$4,000,000 is required to be incurred by December 31, 2020.

14. Financial instruments and Risks

Financial instruments consist primarily of cash and accounts payable. The fair values of cash and accounts payable approximate their respective carrying values because of their immediate or short-term nature.

The Company's financial instruments are exposed to certain financial risks, including credit risk, currency risk and liquidity risk.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's cash. The carrying amount of the financial assets represents the maximum credit exposure.

The Company limits its exposure to credit risk on cash by placing these financial instruments with reputable and major financial institutions.

(b) Currency risk

The Company's expenses are denominated in Canadian dollars. The Company's corporate office is based in Canada and current exposure to rate fluctuations is minimal. The Company does not have significant foreign currency denominated monetary liabilities.

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14. Financial instruments and Risks (continued)

(b) Liquidity risk

Liquidity risk is associated with the inability to meet obligations as they become due and is minimized by maintaining sufficient cash and deposit balances to cover operating and exploration costs over a reasonable future period.

The Company measures certain financial instruments and other items at fair value. To determine the fair value, the Company uses the fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use to value an asset or liability and are developed based on market data obtained from independent sources. Unobservable inputs are inputs based on assumptions about the factors market participants would use to value an asset or liability. The three levels of inputs that may be used to measure fair value are as follows:

Level 1 – Observable inputs such as quoted prices in active markets

Level 2 – Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Assets and liabilities are classified based on the lowest level of input that is significant to the fair value measurements. Changes in the observability of valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy.

Fair Value of Financial Instruments

The Company's financial assets include cash and are classified as Level 1. The carrying value of these instruments approximates their fair values due to the relatively short periods of maturity of these instruments.

Assets measured at fair value on a recurring basis were presented on the Company's statements of financial position as at July 31, 2019 are as follows:

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14. Financial instruments and Risks (continued)

| Fair Value Measurements Using | | | | |
|-------------------------------|---|---|---|-----------|
| | Quoted Prices in Active Markets for Identical Instruments (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
| Cash | \$ 99,300 | \$ - | \$ - | \$ 99,300 |

Fair Value

The fair value of the Company's financial instruments approximates their carrying value as at July 31, 2019 because of the demand nature or short-term maturity of these instruments.

15. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern. The Company manages and adjusts the capital structure based on:

- available funds in order to support the exploration and development of mineral properties and for general operating costs; and
- in light of changing economic conditions and the Company's working capital requirements.

The Company will continue to rely on capital markets to support continued growth. There are no external restrictions on capital.

16. Subsequent Events

- On August 30, 2019, the Company announced that it closed a non-brokered private placement of 6,360,000 units at \$0.05 per unit to raise gross proceeds of \$318,000. Each unit consists of one common share and one non-transferable share purchase warrant exercisable at \$0.10 per common share until August 31, 2021, subject to accelerated exercise provisions if the closing price of the shares is greater than \$0.30 per share for a period of at least ten consecutive trading days. The finder was paid a cash commission of \$20,000 and issued compensation warrants to purchase up to 500,000 shares. The securities have a hold period, restricting resale until December 31, 2019.
- On September 1, 2019, the Company entered into an agreement to rent office space for \$805 per month and pay-per-use services for any office equipment, communications facilities, receptionist or other administrative services required. The Company will pay a one-month security deposit of \$805 and a one-time set-up fee of \$150 for office supplies and equipment, if required. The agreement is in effect until March 31, 2020 and renewed automatically for additional successive terms of six months unless a 60-day written notice is provided by either party.

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- (c) On September 24, 2019, the Company arranged debt settlements with the Chief Financial Officer and a corporation controlled by the Vice-President, Corporate Development, to settle the sums of \$22,500 owed to each of them for accrued management consulting fees (April 15 to August 31, 2019 and May 15 to August 31, 2019, respectively), to be paid by the issuance and delivery of a total of 600,000 common shares in the aggregate at a deemed value of \$0.075 per share, plus GST.