



## **Chesapeake Gold Corp.**

Consolidated Financial Statements  
For the Years Ended December 31, 2018 and 2017  
(expressed in thousands of Canadian dollars, except where indicated)

## **INDEPENDENT AUDITORS' REPORT**

### **To the Shareholders of Chesapeake Gold Corp.**

We have audited the accompanying consolidated financial statements of Chesapeake Gold Corp. which comprise the consolidated statements of financial position as at December 31, 2017, and the consolidated statements of operations and comprehensive loss, changes in equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Consolidated Financial Statements**

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

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also involves evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

### **Opinion**

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of Chesapeake Gold Corp. as at December 31, 2017, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

### **Other Matter**

The consolidated financial statements of Chesapeake Gold Corp. for the year ended December 31, 2016 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on May 1, 2017.

Chartered Professional Accountants LLP

Vancouver, Canada

April \_\_, 2018

# Chesapeake Gold Corp.

## Consolidated Statements of Financial Position

(amounts expressed in thousands of Canadian dollars, except where indicated)

	Note	December 31, 2018	December 31, 2017
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	6	\$ 15,627.6	\$ 18,914.2
Other receivables and prepaid expenses	5	440.4	316.2
Marketable securities	6,7	1,310.7	1,731.0
		17,378.7	20,961.4
Long term investment	6,7	480.3	1,029.6
Investment in mineral properties	8	73,355.1	72,021.3
Equipment	9	53.1	62.4
Reclamation bond		41.0	205.8
Total assets		\$ 91,308.2	\$ 94,280.5
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	6	\$ 1,420.3	\$ 1,144.4
Promissory note	9	700.0	-
Convertible debenture	10	-	700.0
		2,120.3	1,844.4
Deferred income tax liabilities	13	6,030.1	5,838.9
Decommissioning obligation		109.8	273.1
Total liabilities		8,260.2	7,956.4
<b>Shareholders' equity</b>			
Share capital	11	148,353.3	148,293.9
Reserves		25,256.0	25,169.8
Deficit		(92,206.1)	(89,071.3)
		81,403.2	84,392.4
Non-controlling interest ("NCI")		1,644.8	1,931.7
Total shareholders' equity		83,048.0	86,324.1
Total liabilities and shareholders' equity		\$ 91,308.2	\$ 94,280.5

*Nature of operations (note 1)*

### Approved by the Board of Directors

"P. Randy Reifel"

Director

"Greg Smith"

Director

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

# Chesapeake Gold Corp.

## Consolidated Statements of Operations and Comprehensive Loss

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

	Notes	2018	2017
<b>Operating expenses</b>			
Depreciation	9	\$ (16.9)	(16.8)
Exploration		(234.6)	(268.9)
General and administrative	14	(614.8)	(689.2)
Management fees	14	(250.0)	(250.0)
Professional fees	14	(143.9)	(197.7)
Share-based compensation	12	(1,407.5)	(1,672.7)
		(2,667.7)	(3,095.3)
<b>Other income (expenses)</b>			
Finance income		443.0	420.5
Finance cost		(125.8)	(103.8)
Foreign exchange loss		(102.3)	(73.9)
Impairment of investment in mineral properties		(571.2)	
Unrealized gain (loss) on available for sale investment		(796.6)	-
<b>Net loss before income taxes</b>		(3,820.6)	(2,852.5)
Deferred income tax (expense) recovery	13	(191.2)	684.1
<b>Net loss</b>		(4,011.8)	(2,168.4)
<b>Other comprehensive income (loss) (“OCI”)</b>			
Items that may be reclassified subsequently to net earnings:			
Cumulative translation adjustment		(712.1)	182.2
Unrealized gain (loss) on available for sale investments	7	-	(782.3)
<b>Total comprehensive income (loss)</b>		(4,723.9)	(2,768.5)
<b>Net income (loss) attributable to</b>			
Owners of the Company		(3,706.6)	(2,177.0)
Non-controlling interest		(305.2)	8.6
		(4,011.8)	(2,168.4)
<b>Other comprehensive (loss) income attributable to</b>			
Shareholders of the Company		(712.1)	(487.4)
Non-controlling interest		-	(112.7)
<b>Total other comprehensive (loss) income</b>		(712.1)	(600.1)
<b>Loss per share – basic and diluted</b>		\$ (0.09)	\$ (0.05)
<b>Weighted average shares outstanding (000’s) – basic and diluted</b>		44,569	44,546
<b>Total shares issued and outstanding (000’s)</b>		44,574	44,555

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

# Chesapeake Gold Corp.

## Consolidated Statement of Changes in Equity

(amounts expressed in thousands of Canadian dollars, except where indicated)

			Attributable to owners of the Company							
	Notes	Shares (‘000)	Share capital	Share based compensation reserves	Foreign translation reserves	Investment revaluation reserves	Deficit	Total for owners	NCI	Total equity
<b>Balance at January 1, 2018</b>		44,555	\$ 148,293.9	\$ 22,540.5	\$ 2,057.5	\$ 571.8	\$ (89,071.3)	\$ 84,392.4	\$ 1,931.7	\$ 86,324.1
Net loss for the period		-	-	-	-	-	(3,706.6)	(3,706.6)	(305.2)	(4,011.8)
Cumulative translation adjustment		-	-	-	(712.1)	-	-	(712.1)	-	(712.1)
Reclassification		-	-	-	-	(571.8)	571.8	-	-	-
Option exercised	11 & 12	19	59.4	(19.1)	-	-	-	40.3	-	40.3
Unrealized gain in available for sale investments	7	-	-	-	-	-	-	-	-	-
Share-based compensation charges	12	-	-	1,389.2	-	-	-	1,389.2	18.3	1,407.5
<b>Balance at December 31, 2018</b>		44,574	\$ 148,353.3	\$ 23,910.6	\$ 1,345.4	\$ -	\$ (92,206.1)	\$ 81,403.2	\$ 1,644.8	\$ 83,048.0
<b>Balance at January 1, 2017</b>		44,517	\$ 148,175.0	\$ 20,900.2	\$ 1,875.3	\$ 1,241.4	\$ (86,894.3)	\$ 85,297.6	\$ 2,041.7	\$ 87,339.3
Net loss for the period		-	-	-	-	-	(2,177.0)	(2,177.0)	8.6	(2,168.4)
Cumulative translation adjustment		-	-	-	182.2	-	-	182.2	-	182.2
Options exercised		38	118.9	(38.3)	-	-	-	80.6	-	80.6
Unrealized loss on available for sale investments		-	-	-	-	(669.6)	-	(669.6)	(112.7)	(782.3)
Share-based compensation charges		-	-	1,678.6	-	-	-	1,678.6	(5.9)	1,672.7
<b>Balance at December 31, 2017</b>		44,555	\$ 148,293.9	\$ 22,540.5	\$ 2,057.5	\$ 571.8	\$ (89,071.3)	\$ 84,392.4	\$ 1,931.7	\$ 86,324.1

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

# Chesapeake Gold Corp.

## Consolidated Statements of Cash Flows

For year ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

	Note	2018	2017
<b>Cash used in operating activities</b>			
Net loss for the year		\$ (4,011.8)	\$ (2,168.4)
Items not affecting cash			
Depreciation	9	16.9	16.8
Deferred income tax expense (recovery)		191.2	(684.1)
Unrealized foreign exchange loss		102.3	73.9
Impairment on marketable securities		796.6	-
Share-based compensation charges	12	1,407.5	1,672.7
Impairment PPE		571.2	
Other		(52.0)	(46.0)
		(978.1)	(1,135.1)
Change in non-cash operating working capital			
Other receivable and prepaid expense		(124.2)	73.1
Accounts payable and accrued liabilities		330.1	133.1
		(772.2)	(928.9)
<b>Cash flows used in financing activities</b>			
Proceeds from stock options exercised		40.3	80.6
		40.3	80.6
<b>Cash flows used in investing activities</b>			
Proceeds from sale of marketable securities		225.0	-
Proceeds from option agreements payments		-	1,343.0
Mineral property expenditures		(2,617.1)	(2,673.1)
		(2,392.1)	(1,330.1)
<b>Decrease in cash and cash equivalents</b>		(3,124.0)	(2,178.4)
<b>Foreign exchange impact on cash and cash equivalents</b>		(162.6)	(121.8)
<b>Cash and cash equivalents – beginning of year</b>		18,914.2	21,214.4
<b>Cash and cash equivalents – end of year</b>		\$ 15,627.6	\$ 18,914.2
Cash		\$ 1,097.0	\$ 1,332.0
Short term investments		14,530.6	17,582.2
<b>Cash and cash equivalents – end of year</b>		\$ 15,627.6	\$ 18,914.2
<b>Supplemental cash flow information</b>			
Mineral property disposal – shares received		-	620.0

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

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

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### 1 Nature of operations

Chesapeake Gold Corp. (“Chesapeake” or the “Company”) is a Canadian mining company focused on the exploration, development and recovery of precious metals. The Company is in the development stage and does not generate mining revenues from operations. The Company’s operations are principally directed towards the development of the ~~Company’s~~ Metates project in Durango State, Mexico and generating a pipeline of exploration projects in **northwestern** Mexico.

The Company is domiciled in Vancouver, Canada and its common shares are listed on the TSX Venture Exchange under the trading symbol “CKG.V”. The Company also trades on the OTCQX marketplace in the U.S. United States, under the symbol “CHPGF”. The Company’s head office is at Suite 201 – 1512 Yew Street, Vancouver BC, V6K 3E4, Canada.

On November 26, 2010, the Company acquired an 81.93% interest in Gunpoint Exploration Ltd. (“Gunpoint”) through a vesting of the Nevada Talapoosa Gold Project into Gunpoint, an acquisition of Gunpoint’s shares. As a result of this transaction the Company acquired control of Gunpoint. Subsequent to Gunpoint’s financing in October 26, 2012, the revised ownership decreased from 82% to 74%.

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company had a consolidated net loss of \$4,011.8 (December 31, 2017 - \$2,168.4) for the year ended December 31, 2018, and an accumulated deficit of \$92,206.1 as at December 31, 2018 (December 31, 2017 - \$89,071.3). The Company’s working capital as at December 31, 2018 is \$15,258.4 (December 31, 2017 - \$19,117.0). To date, the Company has not generated operating revenue from its mineral properties. The ability of the Company to continue as a going concern is dependent upon obtaining additional equity and/or debt financing to complete the exploration and development of its mineral property interests and to commence profitable operations. Despite Notwithstanding the weak-illiquid capital markets for the mining sector and ~~and significant~~ uncertainty to other key economic variables, the Company ~~currently~~ has sufficient resources to fund its exploration and development operations for more than a year.

### 2 Basis of presentation

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). The policies set out below were consistently applied to all periods presented.

The Board of Directors approved this set of financial statements on **April 26, 2019**.

These consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value.

#### *New Accounting Standards Issued But Not Yet Effective*

##### *IFRS 16 – Leases*

On January 6, 2016, the IASB issued IFRS 16, Leases (“IFRS 16”). IFRS 16 specifies the methodology to recognize, measure, present and disclose leases. IFRS 16 replaces IAS 17 Leases and the effective date for reporting periods beginning on or after January 1, 2019 with early adoption permitted. For lessees, IFRS 16 will bring most leases onto the consolidated statements of financial position under a single model, eliminating the distinction between operating and finance leases. Lessors will continue accounting for leases under a dual lease classification model, and the classification between operating and finance leases will determine how and when a lessor will recognize revenue, and what assets would be recorded.

The Company will be adopting IFRS 16 on January 1, 2019 using the modified retrospective approach. Under this approach, the cumulative effect of initially applying IFRS 16 is recognized as an adjustment to equity at the date of initial application. Comparative figures are not restated to reflect the adoption of IFRS 16. Additionally, the Company will be adopting the exemption for leases with a lease term of 12 months or less and for leases that are low value. While the assessment of the impact is still being determined, and the Company is not currently in a position to reliably quantify the full impact of IFRS 16 on its consolidated financial statements, the Company expects the adoption of this standard to increase asset by recording a right-of-use asset upon adoption. There will also be an increase to liabilities as a corresponding liability will also be recorded in the consolidated financial statements. The Company also expects an impact from the reclassification of lease expense from operating expense and general and administration expense to depreciation expense and interest expense. There will be no impact on the statement of cash flows as cash flows from operating activities will increase as payments will be reclassified to cash flows from investing activities.

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

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### *New Accounting Standards Adopted during the period*

#### *IFRS 9 – Financial Instruments (“IFRS 9”)*

In July 2014, the IASB issued the final version of IFRS 9 which replaces IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity’s business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income, and guidance on financial liabilities and derecognition of financial instruments. The amended standard was adopted on January 1, 2018 and the impact to the Company’s financial statements will be to classify its investments to fair value through profit or loss. The Company adopted IFRS 9 retrospectively without restatement of comparative amounts resulting in a reclassification of \$571.8 from accumulated other comprehensive income to deficit on January 1, 2018. Future changes in the fair value of these investments will be recorded directly in profit or loss. No other differences of any significance have been noted in relation to the adoption of IFRS 9.

#### *IFRS 15 – Revenue from Contracts with Customers (“IFRS 15”)*

In May 2014, IASB issued IFRS 15 to replace IAS 18 – Revenue, which establishes a new single five-step control-based revenue recognition model for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The amended standard was adopted on January 1, 2018 and did not have an impact on the financial statements.

## 3 Estimates, risks and uncertainties

### **Critical Judgments and Sources of Estimation Uncertainty**

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### *Critical Judgments*

The followings are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the consolidated financial statements:

- i. The determination of categories of financial assets and financial liabilities has been identified as an accounting policy which involves judgments or assessments made by management;
- ii. Management is required to assess the functional currency of each entity of the Company. The Company determined the Canadian dollar to be its functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions;
- iii. Management is required to assess impairment in respect of its investment in mineral properties. The triggering events are defined in IFRS 6. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful, and some assets are likely to become impaired in future periods. Management has determined that there were no triggering events present as defined in IFRS 6 for the other properties and as such, no impairment loss was recorded for the year ended December 31, 2018;
- iv. Although, the Company takes steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company’s title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.



# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

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### *Accounting Estimates and Assumptions*

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- i. Provisions for income taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date, an additional liability could result from audits by taxing authorities. Where the final outcomes of these tax-related matters are different from the amounts that were originally recorded, such differences will affect the tax provisions in the period in which such determination is made.
- ii. Management estimates the fair values of share based payment arrangements using the Black - Scholes option pricing model.
- iii. Management estimates the interest rate on a similar liability debenture that does not have an equity conversion option in the calculation of the fair value of the liability and equity portions of a compound instrument upon initial recognition.
- iv. Management's assessment regarding the Company's ability to continue as a going concern.
- v. Other significant accounting estimates include valuation of other receivables, accounts payable and accrued liabilities, useful lives and carrying values of equipment and mineral properties.

## 4 Significant accounting policies

### **Principles of consolidation**

Control exists when the Company is exposed or has rights to variable returns from its involvement with the subsidiary and has the ability to offset those returns through its power over the subsidiary. The financial results of subsidiaries are included in the consolidated financial statements from the date that control commences until control ceases. The following subsidiaries are consolidated: Minerales El Prado S.A. de C.V. (Mexico) and American Gold Capital Corporation (British Columbia). The accounts of American Gold Capital Corporation's wholly-owned subsidiaries, Metates Mining Enterprises LLC (Delaware) and its wholly-owned subsidiary American Gold Metates S. de R.L. de C.V. (Mexico) are also included in these consolidated financial statements. During 2010, the Company acquired an 81.93% interest in Gunpoint (British Columbia) in exchange for transferring all of its interest in American Gold Capital US Inc. (Nevada) ("American Gold US") to Gunpoint. These consolidated financial statements include the accounts of American Gold US for 2010 and 2011. From March 26, 2010 onwards, they also include the accounts of Gunpoint as well as the recognition of an 18.07% non-controlling interest (increased to 25.54% in October 2012) in Gunpoint and its wholly owned subsidiaries stated above. All significant inter-company balances and transactions have been eliminated upon consolidation.

### **Business combination**

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method in accordance with IFRS 3, Business Combinations. The cost of an acquisition is measured as the sum of the consideration transferred, measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the Company's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognized amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction by transaction basis. The excess of: (i) total consideration transferred by the Company, measured at fair value, including contingent consideration, and (ii) the non-controlling interests in the acquiree, over the acquisition date fair value of net assets acquired, is recorded as goodwill. Acquisition costs incurred are expensed.

Goodwill arising on an acquisition is recognized as an asset and initially measured at cost. Goodwill is not amortized; rather it is tested annually for impairment or at any time during the year that an indicator of impairment is identified.

### **Cash and cash equivalents**

Cash and cash equivalents include cash on deposit, highly liquid short term deposits and guaranteed investment certificates with major financial institutions, and fixed income securities with a term to maturity of three months or less at the date of acquisition that are readily convertible into known amounts of cash and subject to insignificant risk of changes in value.

### **Reclamation bond**

The Company maintains cash deposits that are restricted to the funding of reclamation costs. For the Talapoosa property in Nevada, USA, the Company has placed cash on deposit to fund future reclamation costs anticipated under a reclamation plan approved by the State of Nevada. Reclamation deposits are designated as loans and receivables, and are classified as a non-current asset.

### **Comprehensive income (loss)**

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

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Comprehensive income (loss) is the change in equity (net assets) of an enterprise during a period from transactions, events and circumstances other than those under the control of management and the owners. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. In accordance with this standard, the Company reports comprehensive income (loss) in its statement of operations and accumulated other comprehensive income (loss) in its statement of changes in equity. The components of other comprehensive income or loss include unrealized gains, foreign currency translation adjustments, and losses on financial assets classified as available-for-sale.

### Foreign currency translation

The functional currency of the reporting entity and each of its foreign operations must be assessed independently giving consideration to the primary economic environment in which each reporting entity operates. Management has determined that the functional currencies of Minerales el Prado, its Mexican subsidiary is the Mexican Peso as this is the currency of the primary economic environment in which the Company operates. The Company and its other subsidiaries have the Canadian Dollar as their functional currency.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities in foreign currencies are translated using the period end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. All gains and losses on translation of these foreign currency transactions are included in the consolidated statement of operations.

### Mineral properties

The Company capitalizes mineral properties expenditures at cost for expenditures incurred after it has obtained legal rights to explore a specific area and before technical feasibility and commercial viability of extracting mineral resources are demonstrable.

All direct and indirect costs relating to the exploration of specific properties with the objective of locating, defining and delineating mineral reserves on specific properties are capitalized as investment in mineral properties. Government assistance, mining duty credits and optionee commitments are applied against mineral property costs.

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefit either from future exploration or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. Management makes certain estimates and assumptions about future events or circumstances, in particular when an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the consolidated statement of operations in the period when the new information becomes available. Exploration and evaluation expenditures are evaluated annually and then reclassified as mineral properties upon completion of technical feasibility and commercial viability.

### Equipment

Equipment is recorded at cost. Amortization is provided at annual rates on a declining balance basis over the estimated useful lives of the equipment as follows:

Asset	Rate
Office, furniture and computer	10%
Vehicles	25%
Exploration equipment	10%

Estimates of residual values and useful lives are reassessed annually and any change in estimate is taken into account in the determination of remaining depreciation charges. The cost of maintenance and repairs is charged to expense as incurred. The cost of significant renewals and improvements is added to the carrying amount of the respective asset. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is reflected in the consolidated statement of operations.

### Impairment

The Company reviews the carrying value of long-lived assets for impairment when circumstances indicate an asset's value may not be recoverable. The evaluation is based on the higher of the asset's fair value less costs to sell and its value in use, which is the present value of future cash flows expected to be derived from the asset in its current state. If such assets are considered to be impaired, the impairment

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

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to be recognized is measured as the amount by which the carrying amount of the assets exceeds its recoverable amount. Impairment loss is recorded in the statement of loss.

### **Decommissioning obligation**

The Company recognizes statutory, contractual and other legal obligations related to the retirement of tangible long-lived assets. These obligations are initially measured at fair value and subsequently adjusted for the accretion of any discount and changes in the underlying future cash flows and discount rate. The asset retirement cost is capitalized to the related asset and amortized to operations over time.

The Company recognizes the fair value of the liability for a decommissioning obligation in the period in which it is incurred and records a corresponding increase in the carrying value of the related long-lived asset. Fair value is estimated using the present value of the estimated future cash outflows to retire the obligation. The liability is subsequently adjusted for the passage of time, and is recognized as an accretion expense in the consolidated statement of operations. The increase in the carrying value of the asset is amortized on the same basis as the resource properties.

### **Share-based compensation**

The Company's share option plan provides for the granting of stock options to directors, officers, consultants and employees, which allow them to purchase common shares of the Company. The fair value of all stock based awards is estimated using the Black Scholes option pricing model at the grant date and expensed to operations over the vesting period. Stock options with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values. Changes to the estimated number of awards that will eventually vest are accounted for prospectively. None of the Company's awards call for settlement in cash or other assets. Upon the exercise of the stock options, consideration paid together with the amount previously recognized in the share based payment reserve is recorded as an increase in issued capital. In the event that the options expire or are cancelled, previously recognized compensation expense associated with such stock option is not reversed.

When the Company issues units that are comprised of a combination of common shares and warrants, the value is assigned to common shares and warrants based on their relative fair values. The fair value of the warrants is estimated using the Black Scholes option pricing model at the issuance date.

### **Income taxes**

The Company follows the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for tax losses and other deductions carried forward.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply when the asset is realized or the liability settled. A reduction in respect of the benefit of a deferred tax asset is recorded against any deferred tax asset if it is probable that there will be future taxable income to offset. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period in which the change is substantively enacted.

### **Recognition of interest income**

Interest from cash and cash equivalents and fixed income marketable securities are recorded on an accrual basis when collection is reasonably assured.

### **Loss per share**

Loss per share is calculated using the weighted average number of shares outstanding during the reporting period. The Company uses the treasury stock method for computing diluted loss per share. This method assumes that any proceeds obtained upon exercise of outstanding options or warrants would be used to purchase common shares at the average market price during the period. As the Company has recorded a net loss for each of the periods presented, basic and diluted net loss per share are the same as the exercise of stock options or share purchase warrants are anti-dilutive.

### **Share issuance costs**

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issuance costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to the consolidated statement of operations.

### **Financial Instruments – recognition and measurement**

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

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### *Financial Assets*

Financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to maturity, available-for-sale, loans and receivables or at fair value through profit or loss (“FVTPL”).

Financial assets are classified as FVTPL if they are acquired for the purpose of selling in the near term. Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through consolidated statement of operations.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, loans and receivables are carried at amortized cost using the effective interest method less any allowance for impairment. Gains and losses are recognized in consolidated statement of operations when the loans and receivables are derecognised or impaired, as well as through the amortization process. The Company has classified its amounts receivable, and reclamation deposits as loans and receivables. Given the relatively short term nature of these instruments, the carrying value approximate fair value.

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held-to-maturity when the Company has the positive intention and ability to hold to maturity. After initial measurement, held-to-maturity investments are measured at amortized cost using the effective interest method. Gains and losses are recognized in the consolidated statement of operations when the investments are derecognised or impaired, as well as through the amortization process. As at December 31, 2017 and December 31, 2016, the Company has not classified any financial assets as held-to-maturity.

Available-for-sale financial assets are those non-derivative financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories. After initial measurement, available-for-sale financial assets are measured at fair value with unrealised gains or losses recognised directly in other comprehensive income (loss) until the investment is derecognised or determined to be impaired as a result of a significant or prolonged decline in fair value, at which time the cumulative gain or loss previously recorded in equity is recognised in comprehensive income (loss). The Company has classified its marketable securities and long term investments as available-for-sale.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

### *Financial Liabilities*

Financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or classified as other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities, and convertible debentures as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized through consolidated statement of operations. As at December 31, 2017 and December 31, 2016, the Company has no financial liabilities classified as FVTPL.

### **De-recognition of financial assets and liabilities**

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognized when:

- The rights to receive cash flows from the asset have expired.
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a de-recognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statement of comprehensive income (loss).

### **Investment in associate**

An associate is an entity over which the Company has significant influence and that is neither a subsidiary nor an interest in joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

## Chesapeake Gold Corp.

### Notes to the Consolidated Financial Statements

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The results and assets and liabilities of associates are incorporated in the consolidated financial statements using the equity method of accounting. Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Company's share of the profit or loss of the associate, less any impairment in the value of the investment or dilution of the shareholding in the investment.

## 5 Other receivables and prepaid expenses

	December 31, 2018	December 31, 2017
Other receivables	\$ 261.8	\$ 135.6
Prepaid expenses	178.6	180.6
	\$ 440.4	\$ 316.2

## 6 Financial instruments

### Fair values of financial instruments

The fair values of financial instruments are summarized as follows:

	December 31, 2018		December 31, 2017	
	Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
<b>Financial assets</b>				
<i>Fair value through profit and loss ("FVTPL")</i>				
Cash and cash equivalents	15,627.6	15,627.6	18,914.2	18,914.2
<i>Available-for-sale</i>				
Marketable securities	1,310.7	1,310.7	1,731.0	1,731.0
Long term investment	480.3	480.3	1,029.6	1,029.6
<b>Financial liabilities</b>				
<i>Other financial liabilities</i>				
Accounts payable and accrued liabilities	1,420.3	1,420.3	1,144.4	1,144.4

### Fair value measurements

The following table sets forth the Company's assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	December 31, 2018			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 15,627.6	\$ -	\$ -	\$ 15,627.6
Marketable securities	1,310.7	-	-	1,310.7
Long term investment	480.3	-	-	480.3
	\$ 17,418.6	\$ -	\$ -	\$ 17,418.6

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

	Level 1	Level 2	Level 3	Total December 31, 2017
Cash and cash equivalents	\$ 18,914.2	\$ -	\$ -	\$ 18,914.2
Marketable securities	1,731.0	-	-	1,731.0
Long term investment	1,029.6	-	-	1,029.6
	\$ 21,674.8	\$ -	\$ -	\$ 21,674.8

The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between the levels during the year ended December 31, 2018.

### Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash and cash equivalents, and marketable securities. The Company's marketable securities and long-term investments are held in common shares of publicly traded companies. The carrying amount of the financial assets represents the maximum credit exposure. The Company's cash and cash equivalents are held through large Canadian financial institutions.

### 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 settles its financial liabilities using its cash. The Company manages liquidity risk through the management of its capital structure as described in Note 15. The accounts payable is due within the current operating period.

### Market Risk

The Company's financial instruments include investments which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. The Company closely monitors market values to determine the most appropriate course of action.

### Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company is exposed from time to time to interest rate risk as a result of holding fixed income cash equivalents and investments, of varying maturities. A 1% change in market interest rates would result in no significant change in value of cash and cash equivalents or fixed income securities. The risk that the Company will realize a loss as a result of a decline in the fair value of these assets is limited as they are generally held to maturity.

### Foreign Exchange Rate Risk

Currency risk is the risk of a loss due to the fluctuation of foreign exchange rates and the effects of those fluctuations on the Company's foreign currency denominated monetary assets and liabilities. The Company currently operates in the United States, Mexico, and Guatemala. Certain costs and expenses are incurred in US dollars, Mexican pesos, and Guatemala quetzal. The Company attempts to mitigate currency risk through the preparation of short and long-term expenditure budgets in the foreign currencies and planning for the conversion of Canadian dollars into foreign currencies whenever exchange rates are favourable.

## 7 Long-term investments and marketable securities

	December 31, 2017 Fair value	Acquired and reclass	Proceeds received from redemption	FX impact	Realized and unrealized (loss)/gain	December 31 2018 Fair value
Marketable securities	\$ 1,731.0	\$ -	\$ (225.0)	\$	\$ (195.3)	\$ 1,310.7
Long-term investment	\$ 1,029.6	\$ 52.0	\$ -	\$	\$ (601.3)	\$ 480.3

During the year ended December 31, 2018, the Company acquired (through option agreements, see note 8(d)(e)) 3.0 million common shares of Timberline Resources Corporation (valued at \$270.0) and 300,000 [common shares](#) of Riverside Resources [Inc.](#) (valued at \$54.0).

## Chesapeake Gold Corp.

### Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

	December 31, 2016 Fair value	Acquired and reclass	Proceeds received from redemption	FX impact	Realized and unrealized loss	December 31 2017 Fair value
Marketable securities	\$ 2,066.9	\$ -	\$ -	\$ -	\$ (335.9)	\$ 1,731.0
Long-term investment	\$ 810.0	\$ 666.0	\$ -	\$ -	\$ (446.4)	\$ 1,029.6

## 8 Investment in mineral properties

	Metates (a)	Yarely (b)	Regional (b)	Escorpion (c)	Talapoosa (d)	Total
<b>December 31, 2016</b>	\$ 63,370.8	\$ 237.9	\$ 320.2	\$ 558.6	\$ 6,641.6	\$ 71,129.1
Disposal	-	-	-	-	(1,963.0)	(1,963.0)
Effect of foreign exchange on translation	182.2	-	-	-	-	182.2
Assays	-	251.7	-	-	-	251.7
Concession acquisition	46.9	212.4	19.3	-	-	278.6
Camp & supplies	206.0	385.2	3.6	-	-	594.8
Drilling	-	228.6	-	-	-	228.6
Geological & engineering	44.4	1,113.9	-	-	-	1,158.3
Environmental	-	5.3	-	-	-	5.3
Travel	5.5	139.9	2.2	6.3	-	153.9
Other	-	-	-	1.8	-	1.8
<b>December 31, 2017</b>	\$ 63,855.8	\$ 2,574.9	\$ 345.3	\$ 566.7	\$ 4,678.6	\$ 72,021.3
Impairment	-	-	-	(571.2)	-	(571.2)
Effect of foreign exchange on translation	(712.1)	-	-	-	-	(712.1)
Assays	-	141.7	-	-	-	141.7
Concession acquisition	56.3	243.1	25.5	-	-	324.9
Camp & supplies	423.4	227.6	21.3	-	-	672.3
Drilling	-	275.8	-	-	-	275.8
Environmental	-	2.7	-	-	-	2.7
Geological & engineering	52.8	729.2	-	-	15.2	797.2
License, dues and fees	-	-	-	-	229.6	229.6
Travel	7.0	120.3	34.6	3.1	-	165.0
Other	-	-	-	1.4	6.5	7.9
<b>December 31, 2018</b>	\$ 63,683.2	\$ 4,315.3	\$ 426.7	\$ -	\$ 4,929.9	\$ 73,355.1

#### a) Metates Project

On May 9, 2014, the Company acquired the 1.5% net smelter return royalty (“Metates NSR”) on the Metates project. The royalty was purchased pursuant to a right of first refusal held by the Company’s subsidiary, American Gold Metates S. de R.C. de C.V. (“AGM”), for a purchase price of \$9,859.5 (US\$9,000.0).

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

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On August 9, 2014, the Company entered into an agreement (the “Agreement”) whereby the Company has assigned its interest in the Metates NSR to Wheaton Precious Metals Corp. (formerly known as Silver Wheaton Corp.) (“WPM”) for US\$9,000.0. As part of the Agreement, the Company will have the right at any time for a period of five years to repurchase two-thirds of the Metates NSR (that being a 1% net smelter returns royalty) from WPM for US\$9,000.0 with WPM continuing to hold a 0.5% interest in the Metates NSR. Also as part of the transaction, Chesapeake through AGM, will hold a right of first refusal to purchase the Metates NSR in the event WPM elects to sell the Metates NSR to a third party, on the same terms and conditions as the third party’s offer. The Agreement also contains customary terms and conditions for a royalty transaction. The Company has also entered into a right of first refusal agreement with WPM whereby the Company has granted WPM a right of first refusal on any future silver stream or royalty for which the Company receives and accepts an offer to purchase, on the same terms and conditions as the third party’s offer.

### b) Yarely

In Sinaloa State, Mexico, the Company is focused on the Yarely project located 25 kilometers northwest of the planned El Paso process site. During 2018, An exploration program including mapping, sampling, mechanized trenching and diamond drilling was undertaken on three prospects, during 2018. Reconnaissance exploration was undertaken on the unexplored northeast and southwest areas in Yarely. To date, six prospects have been identified in the Yarely land package.

### c) El Escorpion

On June 14, 2013, the Company concluded an agreement in respect of the El Escorpion project (“El Escorpion”) with Gunpoint, whereby Gunpoint acquired a 100% interest in the El Escorpion by issuing and granting the following to Chesapeake.

- 0.5 million Gunpoint common shares and 0.5 million Gunpoint warrants exercisable at \$1.50 per share for a term of five years (eExpired);
- A 1.5% NSR royalty in the event Chesapeake purchases the existing 1.0% net smelter return (“NSR”) royalty; and
- 1.0 million Gunpoint common shares in the event a NI 43-101 measured and indicated resource estimate of 1.0 million gold equivalent ounces is achieved on the Escorpion property

On January 28, 2011, Hunt Exploration S.A. (a subsidiary of Gunpoint) entered into an agreement with a private owner whereby Hunt would earn a 100% interest in El Escorpion by making cash payments totalling US\$351.0 over five years. The payment schedule was amended on March 23, 2015 per the table below. In August 2015, the Ministry of Energy and Mines granted title to the concession.

	US\$
Upon signing the agreement (paid)	16.0
On January 28, 2012 (paid)	25.0
On January 28, 2013 (paid)	30.0
On January 28, 2014 (paid)	35.0
On March 23, 2015 (paid)	25.0
On July 28, 2015 (paid)	20.0
On January 28, 2016 (see amendment below)	200.0
	351.0

On May 20, 2016, the Company amended the final US\$200.0 due January 28, 2016 per the schedule below:

	US\$
On or before signing the amendment (paid)	60.0
On May 31, 2016 (paid)	70.0
On September 1, 2016 (paid)	35.0
On December 15, 2016 (paid)	15.0



# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

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On December 15, 2016 (deferred by agreement)	20.0
	200.0

El Escorpion is subject to a 1.0% NSR royalty, which can be purchased for US\$585.0 at any time.

On August 19, 2015, the Ministry of Energy and Mines granted title for the El Escorpion concession. In late 2016, the Constitutional Court of Guatemala temporarily suspended permits for several mineral concessions in the country including El Escorpion. The Constitutional Court is seeking a review of the stakeholder engagement process. Gunpoint has initiated a follow up consultation with the local community to support the cancellation of the suspension. The property vendor has agreed to an extension of the final payment of \$20,000 to purchase El Escorpion until the exploration suspension is lifted.

For the year ended December 31, 2018, the Company recorded a ~~\$571.2~~ impairment of ~~the El Escorpion concession of \$571.2~~ due to the uncertainty of the permitting status.

### d) Talapoosa

The Company owns a 100% interest in the Talapoosa property which consists of 535 unpatented lode mining claims, including 509 claims owned by the Company and 26 claims subject to a lease agreement with a third party (the "Unpatented Leased Land"). These claims are administered by the Bureau of Land Management ("BLM") and the annual maintenance fees for these claims payable to the BLM are approximately US\$75.0 and the annual lease payment for the Unpatented Leased land is US\$35.0. In addition, there are certain payments required for the land owned subject to leases with private land owners (the "Fee Leased Land"). The current annual payments for Fee Leased Land are approximately US\$42.4.

On March 31, 2015, the Company closed a transaction ("Option Agreement") with Timberline Resources Corporation ("Timberline"), granting Timberline an option (the "Option") to acquire from Gunpoint's subsidiary, American Gold US, a 100% interest in the Talapoosa gold project located in Nevada. In consideration for the Option, Timberline has paid US\$300.0 and issued 2.0 million common shares to American Gold. with a fair value of \$1,639.6.

Under the Option Agreement, Timberline has until September 12, 2017 to exercise the Option to acquire a 100% interest in Talapoosa (the "Option Period"). Timberline can exercise the Option by making a US\$10.0 million cash payment to American Gold US. For a period of five years after Timberline exercises the Option, Timberline would be required to pay American Gold US an additional US\$10.0 million (payable in cash and Timberline common shares) if the daily price of gold averages US\$1,600 per ounce or greater for a period of ninety consecutive trading days. Timberline plans to complete a feasibility study on Talapoosa during the option period. American Gold US retains a 1% net smelter royalty on Talapoosa which Timberline can purchase for US\$3.0 million.

On October 20, 2016, the Option Agreement with Timberline was amended. The Company agreed to extend the option ("Extended Option") by approximately 18 months from September 12, 2017 to March 31, 2019 ("Amended Option Period"). In consideration for the extension, Timberline will pay an additional US\$1.0 million and issue 3.5 million common shares to the Company. In addition, Timberline's repurchase option for Gunpoint's 1% net smelter return royalty ("NSR") on Talapoosa has been eliminated.

The amended terms of the Option Agreement are as follows:

- Payment of US\$1.0 million and one million common shares of Timberline by March 31, 2017 (Received);
- Payment of US\$2.0 million and one million common shares of Timberline by March 31, 2018;
- A final payment of US\$8.0 million and 1.5 million common shares of Timberline by March 31, 2019;
- Timberline commits to undertake cumulative project expenditures of a minimum of US\$7.5 million by December 31, 2018;
- Elimination of Timberline's US\$3.0 million purchase option of the 1% NSR retained by the Company upon Timberline's acquisition of Talapoosa; and
- The contingent payment based on escalating gold prices has been amended such that if gold prices average greater than or equal to US\$1,600 over any 90-day period ("Trigger Event") within a 5-year period commencing on the option exercise closing date, Timberline will pay the Company an additional US\$10.0 million of which a minimum of US\$5.0 million will be payable within six months of the Trigger Event, and the remaining US\$5.0 million payable within twelve months of the Trigger Event, with both payments payable in cash or, at Timberline's discretion, up to 50% in shares.

On March 31, 2018, Timberline did not make the US\$2.0 million option payment due to Gunpoint. Accordingly, Timberline's option to acquire the Talapoosa gold project has terminated and 100% ownership of ~~Talapoosa~~ has reverted back to Gunpoint. In total, Gunpoint

# Chesapeake Gold Corp.

## Notes to the Consolidated Financial Statements

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has received pursuant to the Option Agreement, \$1,343.0 (US\$1.0 million) cash and 3.0 million common shares of Timberline. As at December 31, 2018, the market value of the 3.0 million Timberline shares was \$270.0 (December 31, 2017 - \$885.0).

### e) La Cecilia

In 2010, Gunpoint acquired La Cecilia from Chesapeake Gold Corp. La Cecilia is located in Sonora State Mexico and comprises three mineral concessions totalling 794 hectares. On January 31, 2017, the Company entered into an agreement (“Option Agreement”) with Riverside Resources Inc. (TSX-V: RRI) whereby Riverside has been granted an option to acquire a 100% interest in Gunpoint’s La Cecilia-Margarita gold project (“La Cecilia”) located in Sonora State, Mexico.

Riverside has the right to acquire a 100% interest in La Cecilia by making \$250,000 in cash payments and issuing 1.0 million common shares to the Company per following schedule:

- A payment of \$10.0 upon execution of the Option Agreement (Received);
- A \$15.0 cash payment and issuance of 100,000 common shares of Riverside concurrent with the execution of registerable agreement in Mexico (“the Effective Date”) (Received on April 24, 2017);
- A \$25.0 cash payment and issuance of 200,000 common shares of Riverside on or before the first anniversary of the Effective Date (Received) ~~subsequent to December 31, 2017~~;
- A \$75.0 cash payment and issuance of 300,000 common shares of Riverside on or before the second anniversary of the Effective Date (Subsequently Received); and
- A \$125.0 cash payment and issuance of 400,000 common shares of Riverside on or before the third anniversary of Effective Date.

Riverside will be responsible for the property taxes and holding costs to maintain La Cecilia in good standing during the term of the agreement. As at December 31, 2018 the La Cecilia property is recorded at \$nil (2017 - \$nil) value due to a previous impairment. The consideration received from Riverside will be recognized as an income in the consolidated statement of operations.

## 9 Equipment

	Cost December 31, 2016	Disposals	Cost December 31, 2017	Additional	Cost December 31, 2018
Vehicles	306.9	-	306.9	-	306.9
Exploration equipment	115.3	-	115.3	7.6	122.9
	\$ 422.2	\$ -	\$ 422.2	\$ 7.6	\$ 429.8

	Accumulated Depreciation December 31, 2016	Depreciation, & amortization	Disposal	Accumulated Depreciation December 31, 2017	Depreciation, & amortization	Accumulated Depreciation December 31, 2018
Vehicles	(288.5)	(9.8)	-	(298.3)	(8.6)	(306.9)
Exploration equipment	(54.5)	(7.0)	-	(61.5)	(8.3)	(69.8)
	\$ (343.0)	\$ (16.8)	\$ -	\$ (359.8)	\$ (16.9)	\$ (376.7)

# Chesapeake Gold Corp.

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Carrying amount	December 31, 2017	December 31, 2018
Vehicles	\$ 8.6	\$ -
Exploration equipment	53.8	53.1
	\$ 62.4	\$ 53.1

### 10 Promissory note

As at December 31, 2018, Gunpoint had a convertible debenture in the principal amount of \$700.0 (plus related accrued interest) outstanding and this amount is indebted to the President of the Company. On March 31, 2018, The Company and the debenture holder mutually agreed that the conversion option has expired. The debenture will be treated as an unsecured promissory note (“Promissory Note”) and due on demand. The interest rate will remain at a rate of 5% per annum.

Interest accrued on the Promissory Note for the year ended December 31, 2018 was \$35.0 (December 31, 2017 - \$35.0).

As at December 31, 2018, the total accrued interest related to the Promissory Note was \$237.7 (December 31, 2017 - \$202.7) and included in the accounts payables and accrued liabilities.

### 11 Share capital

- The Company’s authorized share capital consists of an unlimited number of common shares without par value and an unlimited number of Series 1 Class A restricted voting shares without par value, convertible and redeemable at \$0.01 per share and an unlimited number of preferred shares without par value.
- On April 13, 2018, 18,750 options were exercised at the exercise price of \$2.15.
- As at December 31, 2018, 375,000 (December 31, 2017 – 375,000) of the issued and outstanding common shares were held in escrow, subject to release upon approval of regulatory authorities.

### 12 Share based compensation

The Company has a share purchase option plan which provides for equity participation in the Company by its directors, officers, employees, consultants and consultant companies through the acquisition of common shares pursuant to the grant of options to purchase shares. The option plan is administered by the Board of Directors. Options may be granted on such terms as the Board may determine within the limitations of the option plan and subject to the rules and policies of applicable regulatory authorities. The maximum aggregate number of shares reserved for issuance for options granted under the option plan is 8,500,000 common shares. The exercise price for options granted may not be less than the market price of the shares on the day immediately preceding the date of the grant of the option.

The Company also has a Stock Bonus Plan (“Bonus Plan”). The Bonus Plan enables bonus common shares to be issued to any full-time or part-time employee or independent contractor (whether or not a director) of the Company or any of its subsidiaries who has rendered services that contributed to the success of the Company or any of its subsidiaries. Grants of bonus common shares will be on terms that the Compensation Committee of the Board may determine, within the limitations of the Bonus Plan and subject to the rules and policies of applicable regulatory authorities. The maximum number of common shares issuable under the Bonus Plan is 200,000 common shares, representing approximately 0.52% of the current issued and outstanding common shares. In addition, in any calendar year, the number of bonus common shares issuable to insiders of the Company, also taking options into account, is limited to 0.5% of the total number of

## Chesapeake Gold Corp.

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common shares which were issued and outstanding at the end of the preceding calendar year, 10% of the issued and outstanding common shares, and no more than 5% of the issued and outstanding shares to any one person in a 12-month period.

	December 31, 2018		December 31, 2017	
	Number of shares (000's)	Weighted average exercise price	Number of shares (000's)	Weighted average exercise price
Outstanding – beginning of year	5,501	\$ 2.92	5,689	\$ 4.09
Granted	-	-	790	3.75
Exercised	(19)	2.15	(38)	2.15
Forfeited/Expired	(249)	2.95	(940)	10.75
Outstanding – end of period	5,233	\$ 2.92	5,501	\$ 2.92

The following table discloses the number of options and vested options outstanding as at December 31, 2018:

Number of options (000s)	Number of options vested (000s)	Exercise price	Expiry Date
2,340	2,340	\$ 3.30	29-Aug-24
2,103	1,061	2.15	21-Mar-21
790	198	3.75	27-Sept-22
5,233	3,599	2.91	

During the year ended December 31, 2018, the Company recognized \$1,407.5(2017 - \$1,672.7) as share-based compensation expense, of which \$1,334.9(2017 - \$1,696.3) relates to the Company and \$72.6 (2017 – \$23.6 recovery) relates to Gunpoint, respectively.

The following table discloses the number of options and vested options outstanding as at December 31, 2017:

Number of options (000s)	Number of options vested (000s)	Exercise price	Expiry Date
2,514	1,860	\$ 3.30	29-Aug-24
2,197	521	2.15	21-Mar-21
790	-	3.75	27-Sept-22
5,501	2,381	2.92	

# Chesapeake Gold Corp.

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### 13 Related party transactions

The Company's related parties include its subsidiaries, and key management. Transactions with related parties for goods and services are made on normal commercial terms and are considered to be at arm's length.

Short-term employee benefits include salaries payable within twelve months of the balance sheet date and other annual employee benefits

The Company incurred the following expenses with related parties during the year ended December 31, 2018 and 2017:

	2018	2017
Consulting	\$ 140.8	\$ 180.4
Legal	2-	31.8
Management fees	250.0	250.0
Rental	24.0	24.0

During the years ended December 31, 2018 and 2017, legal fees were paid or accrued to a legal firm of which one of the partners is the Corporate Secretary of the Company. Management and rental fees were paid or accrued to a Company owned by the president of an the Company. Consulting fees were paid or accrued to a director of the Company.

As at December 31, 2018 the Company had amounts payable of \$889.1 (December 31, 2017 - \$616.7) to these parties, of which \$863.1 (December 31, 2017 - \$575.4) were due to President's company. These amounts are unsecured and non-interest bearing, due on demand and included in accounts payable and accrued liabilities.

### 14 Capital management

The capital of the Company consists of items included in shareholder's equity. The Company's objectives for capital management are to safeguard its ability to support the Company's normal operating requirement on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

The capital of the Company consists of items included in shareholders' equity (excluding NCI), net of cash and cash equivalents as follows:

	December 31, 2018	December 31, 2017
Total equity for owners	\$ 81,403.2	\$ 84,392.4
Less: cash and cash equivalents	(15,627.6)	(18,914.2)
	66,966.8	65,478.2

The Company manages its capital structure and makes adjustments in light of changes in its economic environment and the risk characteristics of the Company's assets. To effectively manage the entity's capital requirements, the Company has in place a planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. As at December 31, 2018, the Company expects its capital resources will support its normal operating requirements, planned development and exploration of its mineral properties for the next twelve months. There are no externally imposed capital requirements to which the Company has not complied.

### 15 Segment disclosures

The Company operates in one operating segment (Note 1) in three countries. Details of the investments in mineral properties are disclosed in Note 8. The Company's assets by country are:

## Chesapeake Gold Corp.

### Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

December 31, 2018	Canada	Mexico	USA	Total
Cash and cash equivalent	\$ 15,580.2	\$ 5.4	\$ 42.0	\$ 15,627.6
Accounts receivable and prepaid expense	185.3	255.1	-	440.4
Marketable securities	1,310.7	-	-	1,310.7
	17,076.2	260.5	42.0	17,378.7
Long term investment	210.3	-	270.0	480.3
Investment in mineral properties	-	68,425.2	4,929.9	73,355.1
Other long-term assets	41.0	-	177.5	41.0
Fixed assets	-	53.1	-	53.1
Total assets	\$ 17,327.5	\$ 68,738.8	\$ 5,419.4	\$ 91,308.2
Segment (loss) income in 2018	\$ (2,501.1)	\$ (304.2)	\$ (1,206.5)	\$ (4,011.9)

December 31, 2017	Canada	Mexico	USA	Total
Cash and cash equivalent	\$ 18,863.3	\$ 7.3	\$ 43.6	\$ 18,914.2
Accounts receivable and prepaid expense	88.9	227.3	-	316.2
Marketable securities	1,731.0	-	-	1,731.3
	20,683.2	234.6	43.6	20,961.4
Long term investment	144.6	-	885.0	1,029.6
Investment in mineral properties	-	67,342.7	4,678.6	72,021.3
Other long-term assets	27.9	-	177.9	205.8
Fixed assets	-	62.4	-	62.4
Total assets	\$ 20,855.7	\$ 67,639.7	\$ 5,785.1	\$ 94,280.5
Segment (loss) income in 2017	\$ (1,892.1)	\$ (310.5)	\$ 34.2	\$ (2,168.4)

## 16 Income taxes

The income taxes shown in the consolidated statements of earnings differ from the amounts obtained by applying statutory rates to the earnings before provision for income taxes due to the following:

	Year ended December 31,	
	2018	2017
Loss before income taxes	\$ (3,822.8)	\$ (2,852.5)
Income tax recovery at statutory rates (27% 2018, 26% 2017)	1,032.1	741.6
Difference in foreign tax rates	(41.5)	(1.5)
Non-deductible expenses	(966.0)	(398.5)
Change in unrecognized deferred tax asset	223.4	575.9
Tax losses expired	-	(568.4)
Foreign exchange and other	(439.2)	335.0
Income tax (expense) recovery	\$ (191.1)	\$ 684.1

## Chesapeake Gold Corp.

### Notes to the Consolidated Financial Statements

For the years ended December 31, 2018 and 2017

(amounts expressed in thousands of Canadian dollars, except where indicated)

The components of deferred income taxes are as follows:

	2018	2017
<b>Deferred tax asset</b>		
Operating loss carry forward	\$ 6,177.7	\$ 4,773.8
Other	-	38.3
	\$ 6,177.7	\$ 4,812.1
<b>Deferred tax liability</b>		
Mineral properties	(11,532.5)	(10,384.5)
Other	(675.2)	(266.5)
	\$ (12,207.8)	\$ (10,651.0)
Net deferred tax liability	\$ (6,030.1)	\$ (5,838.9)

Unrecognized deductible temporary differences, unused tax losses and unused tax credits are attributed to the following:

	2018	2017
Operating loss carry forwards	\$ 17,679.8	\$ 18,037.3
Equipment	141.9	182.2
Mineral Properties	1,011.8	414.7
Net Capital loss carry forwards	37.9	181.8
Marketable securities	3,645.9	2,617.7
Other	252.8	176.2
	22,770.1	21,609.9