

NOTICE

**RE: CONDENSED CONSOLIDATED INTERIM FINANCIALS STATEMENTS
(UNAUDITED) FOR THE THREE MONTHS PERIOD ENDED MARCH 31, 2021**

First quarter financial statements for the three months period ended March 31, 2021 and 2020 have not been reviewed by the auditors of Chesapeake Gold Corp.

CHESAPEAKE GOLD CORP.

"Sam Wong"

SAM WONG

Chief Financial Officer



Chesapeake Gold Corp.

Condensed Consolidated Interim Financial Statements
Three Months Ended March 31, 2021 (unaudited)
(amount expressed in thousands of Canadian dollars, except where indicated)

Chesapeake Gold Corp.

Consolidated Statements of Financial Position

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

	Note	March 31, 2021	December 31, 2020
Assets			
Current assets			
Cash and cash equivalents	5	\$ 35,021.7	\$ 34,247.8
Other receivables and prepaid expenses		522.3	528.6
Marketable securities	5,6	1,671.2	1,546.7
		37,215.2	36,323.1
Long-term investments	5,6	1,411.4	2,026.4
Investment in mineral properties	7	90,459.2	89,585.9
Right-of-use asset		1.6	2.9
Equipment		36.8	38.1
Intangible asset	8	45,128.2	-
Deferred charges	8	-	91.7
Reclamation bonds		254.3	257.0
Total assets		174,506.7	\$ 128,325.1
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	5	\$ 1,113.0	\$ 1,067.6
Lease liability	5	2.0	3.5
Promissory note	5,9	700.0	700.0
		1,815.0	1,771.1
Deferred income tax liabilities		6,786.4	6,786.4
Decommissioning obligation		300.3	302.9
Total liabilities		8,901.7	8,860.4
Shareholders' equity			
Share capital	10	234,907.4	186,033.2
Shares to be issued	10	-	1,148.0
Reserves		26,284.4	25,974.2
Deficit		(97,416.6)	(95,675.1)
		163,775.2	117,480.3
Non-controlling interest ("NCI")		1,829.8	1,984.4
Total shareholders' equity		165,605.0	119,464.7
Total liabilities and shareholders' equity		\$ 174,506.7	\$ 128,325.1

Nature of operations (note 1)

Segmented disclosures (note 14)

Approved by the Board of Directors

"P. Randy Reifel"

Director

"Christian Falck"

Director

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

Chesapeake Gold Corp.

Consolidated Statements of Loss and Comprehensive Loss

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

	Notes	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
General and administration expenses			
Depreciation		\$ (4.1)	\$ (9.6)
Exploration		(71.1)	(65.6)
General and administrative	12	(413.8)	(134.1)
Management fees	12	(62.5)	(50.0)
Professional fees	12	(107.1)	(41.3)
Share-based compensation	11	(824.6)	(99.6)
		(1,483.2)	(400.2)
Other income (expense), net			
Finance income		79.9	103.1
Finance cost		(14.7)	(36.4)
Foreign exchange loss		(5.1)	(86.3)
Unrealized gain on marketable securities and investments	6	(637.7)	(472.9)
Other income		162.8	182.3
Net loss		(1,898.0)	(710.4)
Other comprehensive income			
Items that may be reclassified subsequently to net earnings:			
Cumulative translation adjustment		364.7	1,196.0
Total comprehensive loss		(1,533.3)	485.6
Net income (loss) attributable to			
Owners of the Company		(1,741.5)	(718.4)
Non-controlling interest		(156.5)	8.0
		(1,898.0)	(710.4)
Other comprehensive income attributable to			
Owners of the Company		364.7	1,196.0
Non-controlling interest		-	-
Total other comprehensive income		\$ 364.7	\$ 1,196.0
Loss per share – basic and diluted		\$ (0.03)	\$ (0.01)
Weighted average shares outstanding (000's) – basic and diluted		64,540	51,270
Total shares issued and outstanding (000's)		67,367	51,282

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)

	Note	Shares ('000)	Attributable to Shareholders of the Company							
			Share capital	Share-based compensation reserves	Foreign translation reserves	Shares to be issued	Deficit	Total for owners	NCI	Total equity
Balance at January 1, 2021		56,307	\$ 186,033.2	\$ 23,915.7	\$ 2,058.5	\$ 1,148.0	\$ (95,675.1)	\$ 117,480.3	\$ 1,984.4	\$ 119,464.7
Net loss for the period		-	-	-	-	-	(1,741.5)	(1,741.5)	(156.5)	(1,898.0)
Management fees – bonus shares	10(b)	200.0	1,148.0	-	-	(1,148.0)	-	-	-	-
Cumulative translation adjustment		-	-	-	364.7	-	-	364.7	-	364.7
Shares issued (in escrow)	8	10,000	45,000.0	-	-	-	-	45,000.0	-	45,000.0
Options exercised	11	860.0	2,726.2	(877.2)	-	-	-	1,849.0	-	1,849.0
Share-based compensation charges	11	-	-	822.7	-	-	-	822.7	1.9	824.6
Balance at March 31, 2021		67,367.0	\$ 234,907.4	\$ 23,861.2	\$ 2,423.2	\$ -	\$ (97,416.6)	\$ 163,775.2	\$ 1,829.8	\$ 165,605.0
Balance at January 1, 2020		51,242	\$ 162,682.9	\$ 24,503.7	\$ 1,423.5	\$ -	\$ (93,792.0)	\$ 94,818.1	\$ 1,593.8	\$ 96,411.9
Net loss for the period		-	-	-	-	-	(718.4)	(718.4)	8.0	(710.4)
Cumulative translation adjustment		-	-	-	1,196.0	-	-	1,196.0	-	1,196.0
Option exercised		40	126.8	(40.8)	-	-	-	86.0	-	86.0
Share-based compensation charges		-	-	96.1	-	-	-	96.1	3.5	99.6
Balance at March 31, 2020		51,282	\$ 162,809.7	\$ 24,559.0	\$ 2,619.5	\$ -	\$ (94,510.4)	\$ 95,477.8	\$ 1,605.3	\$ 97,083.1

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

Chesapeake Gold Corp.

Consolidated Statements of Cash Flows

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

	Note	Three Months Ended March 31, 2021	Three Months Ended March 31, 2020
Cash flow (used in) from operating activities			
Net loss for the period		\$ (1,898.0)	\$ (710.4)
Items not affecting cash			
Depreciation		4.1	9.6
Unrealized foreign exchange loss		5.1	86.3
Finance cost - lease		0.1	2.7
Unrealized gain from marketable securities and investments		637.7	472.9
Share-based compensation	11	824.6	99.6
Other income		(135.0)	(56.0)
		(561.4)	(95.3)
Changes in non-cash operating working capital			
Other receivables and prepaid expenses		6.3	174.4
Accounts payable and accrued liabilities		60.6	201.5
		(494.5)	280.6
Cash flows (used in) from financing activities			
Proceeds from exercised options		1,849.0	86.0
Lease payment		(1.6)	-
		1,847.4	86.0
Cash flows from (used in) investing activities			
Proceeds from sale of marketable securities		474.7	278.5
Purchase of marketable securities		(476.7)	(255.6)
Investment Alderley		(36.5)	-
Lease - payment		(1.5)	(7.8)
Mineral property expenditures		(507.9)	(402.6)
		(547.9)	(387.5)
Foreign exchange impact on cash			
		(31.1)	(127.0)
Increase (decrease) in cash			
		773.9	(147.9)
Cash – beginning of year			
		34,247.8	15,258.2
Cash – end of period			
		\$ 35,021.7	\$ 15,110.3
Cash		\$ 1,531.0	\$ 1,079.6
Short term investments		33,490.7	14,030.7
		\$ 35,021.7	\$ 15,110.3
Supplement cashflow information			
Share issuance – Alderley acquisition	8	\$ 45,000.0	-
Deferred charges reclassified to intangible assets	8	91.7	-

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

Chesapeake Gold Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2021 and 2020

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

1. Nature of operations

Chesapeake Gold Corp. (“Chesapeake” or the “Company”) is a Canadian mining company focused on the exploration and development of precious metal deposits in North and Central America. 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 Metates project in Durango State, Mexico and generating a pipeline of regional exploration projects in the region.

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 United States, under the symbol “CHPGF”. The Company’s head office is at Suite 201 – 1512 Yew Street, Vancouver BC, V6K 3E4, Canada.

The Company currently holds a 74% interest in Gunpoint Exploration Ltd. (“Gunpoint”), a Vancouver based company listed on the TSX Venture Exchange, symbol “GUN.V”. Gunpoint owns 100% of the Talapoosa gold project, located in Nevada, United States.

The Company had a consolidated net loss of \$1,898.0 (2020 – net loss of \$710.4) for the three months ended March 31, 2021, and an accumulated deficit of \$97,416.6 as at March 31, 2021 (December 31, 2020 - \$95,675.1). The Company’s working capital as at March 31, 2021 is \$35,400.2 (December 31, 2020 - \$34,552.0) and has sufficient resources to fund its exploration and development operations for more than a year.

On January 20, 2021, the Company closed the acquisition of Alderley Gold Corp. (“Alderley”), a private British Columbia mining technology company (see Note 8).

COVID-19

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn.

In June 2020, the Mexican federal government and the state of Durango lifted the suspension permitting the Company to resume its exploration activities. The Company has adopted proper safety protocols in respect to these regulations and does not expect any significant impact on its operations. Travel between countries is still significantly restricted. However, it is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations in the future.

2. Basis of presentation

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2020.

The Company’s management makes judgments in its process of applying the Company’s accounting policies in the preparation of its unaudited interim condensed consolidated financial statements. In addition, the preparation of the financial data requires that the Company’s management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company’s assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company’s assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company’s unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s consolidated financial statements for the year ended December 31, 2020. In addition, the accounting policies applied in these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s audited financial statements for the year ended December 31, 2020.

The Company’s interim results are not necessarily indicative of its results for a full year.

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on May 19, 2021.

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

Chesapeake Gold Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2021 and 2020

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

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.
- iv. Although, the Company takes steps to verify title to mineral properties investments 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.
- v. Management is required to assess impairment in respect to its intangible assets on an annual basis. The triggering events are defined in IAS 38. In making the assessment, management is required to make judgments on the status of each project and the future plans towards economic benefits. Some intangible assets may be subjected to impairment in future periods.

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. Other significant accounting estimates include valuation of other receivables, marketable securities, and long-term investments, carrying value of intangible assets, and carrying value of mineral properties.
- iv. The Company assesses its provision for reclamation and remediation on an annual basis or when new material information becomes available. Exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation and remediation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations at each mining operation and exploration and development property. Actual costs incurred may differ from those amounts estimated. Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the amounts currently provided.

Chesapeake Gold Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2021 and 2020

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

- v. Management is required to assess impairment in respect to its intangible assets on an annual basis. The triggering events are defined in IAS 38. In making the assessment, management is required to make certain estimates and assumptions; this is used to compare with the carrying value of the intangible assets.

4. Significant accounting policies

Intangible assets

The Company's intangible assets consist of sub-license of atmospheric alkaline pre-oxidation process to enable the leaching of precious metals from sulphide ores (the "Technology"). The Technology oxidizes sulphide and transition ores using certain chemistry to manage pH and alkalinity thereby increasing recovery and reducing potential to turn acidic during cyanide leaching. It has a useful life of up to 20 years upon the completion of the patent process.

The Company's intangible assets are carried at cost less accumulated amortization and impairment. Amortization of the assets begins when the asset is available for use. Intangible assets are capitalized when the costs can be measured reliably and it is probable that the future economic benefits that are attributable to the asset will flow to the Company. Costs that do not meet the definition of capitalization under IAS 38, Intangible Assets, are expensed as incurred. Intangible assets are tested for impairment on an annual basis or when events or changes in circumstances indicate that the carrying value may not be recoverable through future discounted net cash flows from the use or disposal of the asset.

5. Financial instruments and risk management

Fair values of financial instruments

The fair values of financial instruments are summarized as follows:

	March 31, 2021		December 31, 2020	
	Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
Financial assets				
Cash	35,021.7	35,021.7	34,247.8	34,247.8
Marketable securities	1,671.2	1,671.2	1,546.7	1,546.7
Long-term investments	1,411.4	1,411.4	2,026.4	2,026.4
Financial liabilities				
Accounts payable and accrued liabilities	1,113.0	1,113.0	1,067.6	1,067.6
Lease liability	2.0	2.0	3.5	3.5
Promissory note	700.0	700.0	700.0	700.0

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.

Chesapeake Gold Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2021 and 2020

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

	Level 1	Level 2	Level 3	Total, March 31, 2021
Marketable securities	1,671.2	-	-	1,671.2
Long-term investments	1,411.4	-	-	1,411.4
	\$ 3,082.6	\$ -	\$ -	\$ 3,082.6

	Level 1	Level 2	Level 3	Total, December 31, 2020
Marketable securities	1,546.7	-	-	1,546.7
Long-term investments	2,026.4	-	-	2,026.4
	\$ 3,573.1	\$ -	\$ -	\$ 3,573.1

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 three months ended March 31, 2021.

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, marketable securities, and long-term investments. The Company's marketable securities and long-term investments are held in bonds and common shares of publicly traded companies. The carrying amount of the financial assets represents the maximum credit exposure. The Company's cash is 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 become due. The Company settles its financial liabilities using its cash and cash equivalents. The Company manages liquidity risk through the management of its capital structure as described in Note 14. The accounts payable and accrued liabilities 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. 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 and held with large Canadian financial institutions.

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.

Chesapeake Gold Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2021 and 2020

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

Price Risk

The Company is exposed to price risk with respect to its investments, which consists of common shares of publicly-traded companies and is dependent upon the market price or the fair value of the common shares of these companies. The market price or the fair value of the common shares of publicly-traded companies can fluctuate significantly, and there is no assurance that the future market price or the fair value of those companies will not decrease significantly.

6. Long-term investments and marketable securities

	December 31, 2020 Fair value	Acquired	Proceeds received from sale	Realized and unrealized (loss)/gain	March 31, 2021 Fair value
Marketable securities	\$ 1,546.7	\$ 486.9	\$ (474.7)	\$ 112.3	\$ 1,671.2
Long-term investments	\$ 2,026.4	\$ 135.0	\$ -	\$ (750.0)	\$ 1,411.4

During the period ended March 31, 2021, Gunpoint acquired through an option agreement (see note 7(e)) 1,000,000 common shares of Inomin Mines Inc. (valued at \$135.0)

	December 31, 2019 Fair value	Acquired and reclass	Proceeds received from sale	Realized and unrealized loss	December 31, 2020 Fair value
Marketable securities	\$ 1,544.5	\$ 417.1	\$ (862.8)	\$ 447.9	\$ 1,546.7
Long-term investments	\$ 442.2	\$ 73.3	\$ -	\$ 1,510.9	\$ 2,026.4

Chesapeake Gold Corp.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended March 31, 2021 and 2020

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

7. Investment in mineral properties

	Metates (a)	Yarely	Regional	Talapoosa (b)	Total
December 31, 2019	\$ 76,230.7	\$ 4,419.1	\$ 1,126.4	\$ 5,176.8	\$ 86,953.0
Effect of foreign exchange on translation	586.7	33.9	14.4	-	635.0
Assays	-	29.2	28.7	-	57.9
Concession acquisition	62.7	7.8	134.2	-	204.7
Community, taxes, camp and supplies	358.8	-	238.2	-	597.0
Geological and engineering	457.9	1.5	275.4	23.0	757.8
License, dues, and fees	-	-	-	263.8	263.8
Travel	23.8	-	84.3	-	108.1
Other	-	-	-	8.6	8.6
December 31, 2020	\$ 77,720.6	\$ 4,491.5	\$ 1,901.6	\$ 5,472.2	\$ 89,585.9
Effect of foreign exchange on translation	337.4	18.9	8.4	-	364.7
Assays	-	1.0	-	-	1.0
Concession acquisition	31.8	-	101.9	-	133.7
Community, taxes, camp and supplies	69.8	-	49.8	-	119.6
Environmental	4.8	-	-	-	4.8
Geological and engineering	91.0	-	79.1	-	170.1
License, dues, and fees	-	-	-	44.0	44.0
Travel	19.4	-	13.9	-	33.3
Other	-	-	-	2.1	2.1
March 31, 2021	78,274.8	4,511.4	2,154.7	5,518.3	90,459.2

a. Metates Project

The Company owns a 100% interest in the Metates project ("Metates") located in Durango State, Mexico. Metates is comprised of fourteen mineral concessions totaling 10,727 hectares. Metates hosts one of the largest undeveloped in-situ gold-silver-zinc deposits in the Americas. In 2013, a pre-feasibility study on Metates ("2013 PFS") was completed and filed on SEDAR. An updated pre-feasibility study ("Updated PFS") based on a lower initial 30,000 tpd production rate versus the Phase I 60,000 tpd (2013 PFS), was filed on SEDAR in May 2016.

On May 9, 2014, the Company acquired the 1.5% net smelter return royalty ("Metates NSR") on the Metates project from a private Mexican company. 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 \$9,859.5 (US\$9,000.0).

On August 9, 2014, the Company entered into an agreement ("Agreement") whereby the Company has assigned its interest in the Metates 1.5% 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 had 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.

Chesapeake Gold Corp.

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On August 9, 2019, the Company exercised the option to re-purchase a 1% NSR for \$11,972.2 (US\$9.0 million) from WPM. The funds were paid by the President of the Company directly to WPM, resulting in a related party loan. The related party loan and interest of \$12,055.6 were fully repaid during 2019. Please refer to Note 14 to Related Party Transaction to finance the 1% NSR acquisition.

b. Talapoosa

Gunpoint owns a 100% interest in the Talapoosa property ("Talapoosa") which consists of 535 unpatented lode mining claims in Nevada. Gunpoint owns 509 claims and 26 claims are 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\$88.2. 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\$89.6. \$211.4 of decommissioning obligation related to revegetation was accrued. The Company expects \$223.4 of the reclamation bonds related to Talapoosa will be released when the decommissioning obligation is fulfilled.

c. El Duraznito (Durango State, Mexico)

On March 3, 2020, the Company announced an option to acquire a 100% interest in the El Duraznito gold-silver project ("El Duraznito") located near the town of Tayoltita in Durango State, Mexico. El Duraznito is located about 18 kilometers east of First Majestic Silver Corp.'s San Dimas Mine ("San Dimas"). The Company will provide US\$228.0 in staged payments to two concession owners ("Owners") over three years to earn a 60% interest in El Duraznito. After completion of a Feasibility Study, Chesapeake will pay the Owners US\$500.0 to earn an additional 20% interest in the project. Upon commencement of commercial production, The Company will have acquired a 100% interest in El Duraznito with a final US\$550.0 payment to the Owners. The development timeline is at the Company's sole discretion.

As at March 31, 2021, the definitive agreement was still being finalized and expected to be completed before the end of 2021.

d. Cerro Minas (Oaxaca State, Mexico)

In 2010, Gunpoint acquired the Cerro Minas project ("Cerro Minas") from the Company. Cerro Minas is located 130 kilometers southwest of Oaxaca City and comprises 899 hectares.

On October 16, 2019, Gunpoint entered into an agreement ("Option Agreement") with Megastar Development Corp. ("Megastar") whereby Megastar was granted an option to acquire a 100% in Cerro Minas. Pursuant to the Option Agreement, Megastar can acquire Cerro Minas by making US\$100.0 in cash payments and issuing 800,000 Megastar common shares to Gunpoint over three years per the following schedule:

- A payment of US\$10.0 and 100,000 common shares of Megastar on the October 19, 2019 (Received)
- A US\$20.0 cash payment and 150,000 common shares of Megastar on or before October 19, 2020 (Received)
- A US\$30.0 cash payment and 250,000 common shares of Megastar on or before October 19, 2021; and
- A US\$40.0 cash payment and 300,000 common shares of Megastar on or before October 19, 2022.

Gunpoint retains a 1.5% net smelter royalty on Cerro Minas which Megastar has the option to purchase a 0.5% net smelter royalty for US\$1.0 million dollars. Megastar will be responsible for the property taxes and holding costs (including surface right agreement) to maintain Cerro Minas in good standing during the term of the agreement.

e. La Gitana (Oaxaca State, Mexico)

The La Gitana Property ("La Gitana") was acquired by Gunpoint from Chesapeake in November 2010. La Gitana is located in Oaxaca State and encompasses 494 hectares.

On June 4, 2019, the Company signed a non-binding letter of intent (the "LOI") with Inomin Mines Inc to sell its 100% interest in La Gitana. The LOI provides for an exclusivity period to conduct due diligence and conclude a definitive agreement to finalize the purchase terms of the Transaction.

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Pursuant to the LOI, Inomin has an option to acquire La Gitana by making \$300.0 in cash payments and issuing 2,000,000 common shares as follows:

- A payment of \$10.0 on signing LOI; (Received)
- A payment of \$25.0 and 150,000 shares following execution of definitive agreement;
- A payment of \$50.0 and 250,000 shares on first anniversary;
- A payment of \$65.0 and 450,000 shares on second anniversary;
- A payment of \$75.0 and 500,000 shares on third anniversary; and
- A payment of \$75.0 and 650,000 shares on fourth anniversary.

The definitive agreement required a surface rights agreement with the Santa Maria Lachixonace Ejido community ("Ejido"). The Company has been unable to reach an agreement with the Ejido and on August 4, 2020, Gunpoint agreed to sell La Gitana and another exploration property in Oaxaca state ("Pena Blanca") to Inomin for \$25,000 and 1.0 million common shares of Inomin (fair value of \$135.0). The total proceeds of cash and Inomin common shares of \$160.0 was recorded as other income for the period ended March 31, 2021. The transaction was completed on March 21, 2021.

The Company retains a 1.5% NSR on Pena Blanca. Inomin has the option to purchase 0.5% of the 1.5% NSR from Gunpoint for \$1.0 million dollars.

8. Intangible asset

On January 20, 2021, the Company closed the acquisition of Alderley Gold Corp. ("Alderley"), a private British Columbia mining technology company. Through the acquisition of Alderley, the Company gained access to Alderley's Technology.

Under the terms of the Agreement, the Company issue 10 million common shares (fair value of \$45,000.0) to the shareholders of Alderley (the "Alderley Shareholders"). The Alderley Shares were issued into escrow with release based on time and milestone conditions over 7 years as follows:

- 5% released on each of the first four anniversaries of January 19, 2021 ("Closing Date");
- 10% released on the earlier of (a) date of a positive feasibility study and (b) the fifth anniversary of Closing Date (January 19, 2025)
- 30% released on the earlier of (a) duly certified commencement of construction of a mine and (b) the sixth anniversary of Closing Date (January 19, 2026);
- 40% released on the earlier of (a) duly certified commencement of commercial production and (b) the seventh anniversary of Closing Date (January 19, 2027).

The Company accounted for the Alderley acquisition as an asset purchase and the purchase price allocation is summarized as follow:

Share issuance	\$	45,000.0
Transaction cost – deferred charges		91.7
Transaction cost		36.5
Total consideration		45,128.2

Allocated to:

Intangible asset	\$	45,128.2
Total consideration		45,128.2

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The Company's intangible assets are carried at cost less accumulated amortization and provision for impairment. Amortization of the assets begins when the asset is available for use and would be amortized through straight line method over its useful life (up to 20 years).

9. Promissory note

As at March 31, 2021, Gunpoint has a promissory note in the principal amount of \$700.0 (2020 - \$700.0) due to the President of the Company. The promissory note is unsecured, bears interest at 5% per annum, and is due on demand.

Interest accrued on the promissory note for the three months ended March 31, 2021 was \$8.8 (2020 - \$8.8).

As at March 31, 2021, the total accrued interest related to the promissory note was \$316.5 (December 31, 2020 - \$307.7) and included in account payables and accrued liabilities.

10. 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.

As at March 31, 2021, 10,375,000 (December 31, 2020 – 375,000) common shares were held in escrow, subject to release upon approval of the regulatory authorities.

Three months ended March 31, 2021

- a) On January 19, 2021, the Company closed the acquisition of Alderley and issued 10 million common shares. The Alderley Shares were issued into escrow with release based on time and milestone conditions over 7 years.
- b) On January 27, 2021, the Company issued the President of the Company 200,000 bonus shares that was declared in December 2020. There are no further bonus shares outstanding as at March 31, 2021.
- c) During the period ended March 31, 2021, the Company issued 860,000 common shares for total proceeds of \$1,849.0 pursuant to the exercise of stock options with an exercise price of \$2.15 per share.

Year ended December 31, 2020

- d) On August 18, 2020, the Company completed a non-brokered private placement of 4,000,000 common shares at a price of \$5.00 per share for gross proceeds of \$20,000.0. Share issuance cost related to this transaction was \$153.8, of which \$101.4 was direct legal fees to a related party (paid to a law firm of which an officer was a partner of).
- e) During the year ended December 31, 2020, 1,015,000 stock options were exercised at \$2.15 per share for proceeds of \$2,182.3.
- f) During the year ended December 31, 2020, 50,000 stock options were exercised at \$3.30 per share for proceeds of \$165.0.

11. 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 (as at December 31, 2020, 1,122,500 of stock options are available for further grants). 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 0.30% 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

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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.

On May 14, 2020, the Company granted 400,000 stock options to a director of the Company with an exercise price of \$3.15 per share. The stock options vest on the basis of 25% annually commencing May 14, 2021. The stock options are exercisable until May 14, 2025.

On December 10, 2020, the Company granted 1,850,000 stock options to officers and a director of the Company at an exercise price of \$4.56 per share. The stock options vest on the basis of 25% annually commencing December 10, 2021. The stock options are exercisable until December 10, 2025.

On January 19, 2021, the Company granted 300,000 stock options to the directors of the Company. These options vest equally over 4 years with the first vesting date on January 19, 2022, with an exercise price of \$4.55 and an expiry date of January 19, 2026. On March 24, 2021, 150,000 of these stock options were cancelled due to the resignation of a director.

During the period ended March 31, 2021, 860,000 stock options were exercised with an exercise price of \$2.15 per share. Total proceeds received by the Company was \$1,849,000.

The weighted average fair value per stock options granted for the three months ended March 31, 2021 was \$3.83 (December 31, 2020 - \$2.47).

	March 31, 2021		December 31, 2020	
	Number of options (000's)	Weighted average exercise price	Number of options (000's)	Weighted average exercise price
Outstanding – beginning of year	5,955	\$ 3.57	5,233	\$ 2.92
Granted	300	4.55	2,250	4.31
Exercised	(860)	2.15	(1,065)	2.20
Forfeited/Expired	(174)	4.44	(463)	2.79
Outstanding – end of period	5,221	\$ 3.83	5,955	\$ 3.57

The weighted average contractual life of the outstanding stock options as at March 31, 2021 was 3.70 years.

The following table discloses the number of options and vested options outstanding as at March 31, 2021:

Number of options (000s)	Number of options vested (000s)	Exercise price	Expiry Date
2,115	2,115	\$ 3.30	29-Aug-24
706	547	3.75	27-Sept-22
400	-	3.15	14-May-25
1,850	-	4.56	10-Dec-25
150	-	4.55	19-Jan-26
5,221	2,662	3.83	

During the three months ended March 31, 2021, the Company recognized \$824.6 (2020 - \$99.6) as share-based compensation expense, of which \$817.1 (2020 - \$85.6) relates to the Company and \$7.5 (2020 - \$14.0) to Gunpoint.

The weighted average contractual life of outstanding stock options as at December 31, 2020 was 3.37 years.

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The following table discloses the number of options and vested options outstanding as at December 31, 2020:

Number of options (‘000s)	Number of options vested (‘000s)	Exercise price	Expiry Date
2,115	2,115	\$ 3.30	29-Aug-24
860	860	2.15	21-Mar-21
730	547	3.75	27-Sept-22
400	-	3.15	14-May-25
1,850	-	4.56	10-Dec-25
5,955	3,522	3.57	

12. 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 statement of financial position date and other annual employee benefits.

The Company incurred the following expenses with related parties during the year ended March 31, 2021 and 2020:

	2021	2020
Consulting	\$ 69.4	\$ 24.2
General and administration – salary	87.5	-
General and administration – director’s fees	60.0	-
General and administration - rental	6.0	6.0
Legal	51.7	-
Management fees	62.5	50.0
Share based compensation	706.8	79.3

Management and rental fees were paid or accrued to a private company owned by the President. Consulting fees were paid or accrued to directors of the Company.

As at March 31, 2021 the Company had amounts payable of \$122.4 to related parties (December 31, 2020 - \$302.0) These amounts are unsecured and non-interest bearing, due on demand and are included in accounts payable and accrued liabilities.

As at March 31, 2021, Gunpoint has a promissory note in the principal amount of \$700.0 (2020 - \$700.0) and \$316.5 of interest payable included in accounts payables and accrued liabilities (December 31, 2020 - \$307.7). due to the President of the Company (Note 8).

13. 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 as follows:

	March 31, 2021	December 31, 2020
Total equity for owners	\$ 163,775.2	\$ 117,480.3
Less: cash	(35,021.7)	(34,247.8)
	128,753.5	83,232.5

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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 March 31, 2021, 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.

14. 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 7. The Company's assets by country are:

March 31, 2021	Canada	Mexico	USA	Total
Cash	\$ 34,974.2	\$ 10.7	\$ 36.8	\$ 35,021.7
Other receivables and prepaid expenses	69.5	452.8	-	522.3
Marketable securities	1,671.2	-	-	1,671.2
	36,714.9	463.5	36.8	37,215.2
Long-term investments	541.4	-	870.0	1,411.4
Investment in mineral properties	-	84,940.9	5,518.3	90,459.2
Intangible assets	45,128.5	-	-	45,128.5
Other long-term assets	33.1	-	220.8	253.9
Right-of-use asset	-	1.6	-	1.6
Equipment	-	36.8	-	36.8
Total assets	\$ 82,417.9	\$ 85,442.8	\$ 6,645.9	\$ 174,506.6
Segment loss for period ended March 31, 2021	\$ (1,199.0)	\$ (79.3)	\$ (619.7)	\$ (1,898.0)
March 31, 2020	Canada	Mexico	USA	Total
Cash	\$ 14,992.4	\$ 81.1	\$ 36.8	\$ 15,110.3
Other receivables and prepaid expenses	125.7	249.7	-	375.4
Marketable securities	1,182.0	-	-	1,182.0
	16,300.1	330.8	36.8	16,667.7
Long-term investments	169.9	-	195.0	364.9
Investment in mineral properties	-	83,371.0	5,180.6	88,551.6
Other long-term assets	33.6	-	248.1	281.7
Right-of-use asset	-	6.2	-	6.2
Equipment	-	42.2	-	42.2
Total assets	\$ 16,503.6	\$ 83,750.2	\$ 5,660.5	\$ 105,914.3
Segment (loss) income for period ended March 31, 2020	\$ (686.4)	\$ (55.7)	\$ 31.7	\$ (710.4)