



**CONDENSED INTERIM FINANCIAL STATEMENTS**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

**FOR THE THREE MONTHS ENDED MARCH 31, 2021**

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

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

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

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

**TROUBADOUR RESOURCES INC.**  
**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**  
(Expressed in Canadian Dollars) - unaudited

As at	March 31, 2021	December 31, 2020
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 642,223	\$ 202,555
Receivables	10,296	5,670
Prepaid expenses	12,500	-
	665,019	208,225
Reclamation deposit (Note 3)	16,850	16,850
Mineral property (Note 3)	1,239,074	966,046
	\$ 1,920,943	\$ 1,191,121
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 187,678	\$ 222,950
Flow-through premium liability (Note 5)	-	1,945
	187,678	224,895
<b>Shareholders' equity</b>		
Share capital (Note 5)	3,140,246	2,278,826
Reserves (Note 5)	258,121	258,121
Deficit	(1,665,102)	(1,570,721)
	1,733,265	966,226
	\$ 1,920,943	\$ 1,191,121

**Nature and continuance of operations** (Note 1)

Approved and authorized by the Board on May 26, 2021.

<i>"Gary Schellenberg"</i>	Director	<i>"Geoff Schellenberg"</i>	Director
Gary Schellenberg		Geoff Schellenberg	

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

**TROUBADOUR RESOURCES INC.**  
**CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
(Expressed in Canadian Dollars) - unaudited

<b>For the three-month period ended March 31,</b>	<b>2021</b>	<b>2020</b>
<b>Expenses</b>		
Consulting fees (Note 4)	\$ 50,694	\$ 30,000
Filing and transfer agent fees	14,150	9,792
Investor relations	7,283	1,110
Interest and bank charges	465	91
Office and administration	4,708	4,855
Professional fees (Note 4)	14,622	22,142
Rent (Note 4)	4,500	4,500
Share-based payments (Note 4,5)	-	31,418
	(96,422)	(103,908)
Flow-through premium recognized (Note 5)	1,945	-
Interest income	96	13
<b>Loss and comprehensive loss for the period</b>	<b>\$ (94,381)</b>	<b>\$ (103,895)</b>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding – basic and diluted</b>	<b>27,512,572</b>	<b>26,612,835</b>

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

**TROUBADOUR RESOURCES INC.**  
**CONDENSED INTERIM STATEMENTS OF CASH FLOWS**  
(Expressed in Canadian Dollars) - unaudited

<b>For the three-month period ended March 31,</b>	<b>2021</b>	<b>2020</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Loss for the period	\$ (94,381)	\$ (103,895)
Non-cash items:		
Share-based payments	-	31,418
Flow-through premium recognized	(1,945)	-
Non-cash working capital item changes:		
Receivables	(4,626)	13,649
Prepaid expenses	(12,500)	2,387
Accounts payable and accrued liabilities	3,079	31,097
Net cash used in operating activities	<u>(110,373)</u>	<u>(25,344)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Mineral property expenditures	<u>(168,879)</u>	<u>(21,980)</u>
Net cash used in investing activities	<u>(168,879)</u>	<u>(21,980)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from private placements	720,000	-
Share issuance costs	<u>(1,080)</u>	<u>-</u>
Net cash provided by financing activities	<u>718,920</u>	<u>-</u>
<b>Change in cash for the period</b>	439,668	(47,324)
<b>Cash, beginning of period</b>	<u>202,555</u>	<u>70,268</u>
<b>Cash, end of period</b>	<u>\$ 642,223</u>	<u>\$ 22,944</u>

No cash was paid for interest or taxes for the three-month ended March 31, 2021 and 2020.

During the three-month period ended March 31, 2021, the Company accrued \$12,510 (2020 - \$11,287) in mineral property costs through accounts payable and accrued liabilities and recognized \$142,500 (2020 - \$nil) in additions to mineral properties on the issuance of 1,500,000 common shares.

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

**TROUBADOUR RESOURCES INC.****CONDENSED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

(Expressed in Canadian Dollars) - unaudited

	<b>Share Capital</b>				
	<b>Number</b>	<b>Amount</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total</b>
<b>Balance, December 31, 2019</b>	26,612,835	2,225,276	226,703	(1,300,129)	1,151,850
Share-based payments	-	-	31,418	-	31,418
Loss for the period	-	-	-	(103,895)	(103,895)
<b>Balance, March 31, 2020</b>	26,612,835	2,225,276	258,121	(1,404,024)	1,079,373
Shares issued for cash	630,000	63,000	-	-	63,000
Share-based payments	-	(9,450)	-	-	(9,450)
Loss for the period	-	-	-	(166,697)	(166,697)
<b>Balance, December 31, 2020</b>	27,242,835	2,278,826	258,121	(1,570,721)	966,226
Shares issued for cash	6,000,000	720,000	-	-	720,000
Shares issued for mineral property (Note 3)	1,500,000	142,500	-	-	142,500
Share issuance costs – cash	-	(1,080)	-	-	(1,080)
Loss for the period	-	-	-	(94,381)	(94,381)
<b>Balance, March 31, 2021</b>	34,742,835	\$ 3,140,246	\$ 258,121	\$ (1,665,102)	\$ 1,733,265

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

## **1. NATURE AND CONTINUANCE OF OPERATIONS**

Troubadour Resources Inc. (the “Company”) was incorporated in Canada under the British Columbia Corporations Act on March 22, 2012. The Company is principally engaged in the acquisition and exploration of resource properties. The Company’s shares are publicly traded on the TSX Venture Exchange (the “TSXV”) under the symbol TR. The head office, records office, and principal address of the Company is 488-625 Howe Street, Vancouver, British Columbia, V6C 2T6.

The Company is in the process of investing in potential new acquisitions and exploring and evaluating its resource properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. During the year ended December 31, 2016, the Company entered into an agreement to acquire an interest in a property in Osoyoos, British Columbia (Note 3).

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long-term. While the Company has been successful in obtaining its required funding in the past, there is no assurance that such future financing will be available or be available on favorable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. These material uncertainties may cast significant doubt about the ability of the Company to continue as a going concern.

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

The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financings, or generate profitable operations in the future.

## **2. SIGNIFICANT ACCOUNTING POLICES AND BASIS OF PREPARATION**

### **Statement of compliance**

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”). These condensed interim financial statements are prepared using accounting policies consistent with the Company’s annual audited financial statements issued under International Financial Reporting Standards (“IFRS”) for the year ended December 31, 2020.

The condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

### **Use of estimates and critical judgments**

The recognition of exploration and evaluation assets requires judgments regarding future recoverability and carrying cost. The cost model is utilized and the value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

**2. BASIS OF PREPARATION (cont'd...)**

**Use of estimates and critical judgments (cont'd...)**

The determination of income tax is inherently complex and requires making certain judgments about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

**3. MINERAL PROPERTY**

As at March 31, 2021, the Company held \$16,850 (December 31, 2020 - \$16,850) in deposits with a financial institution as security for reclamation requirements.

*Amarillo Property, BC*

On October 27, 2016, the Company entered into a purchase and sale and royalty agreement with a third party to acquire a 100% interest in certain claims located in the Osoyoos Mining District, British Columbia, comprising the Amarillo property, for consideration of \$10,000 (paid) and the issuance of 500,000 common shares (issued at a fair value of \$50,000) of the Company within 10 days of a Canadian listing. The third party retains a 1.5% Net Smelter Returns ("NSR") royalty, of which the Company may purchase 1.0% for a payment of \$1,000,000.

*Texas Property, BC*

On October 6, 2020, the Company entered into a mineral property option agreement with 1218802 B.C. Ltd. (the "Vendor") to acquire a 100% interest in the Texas property, located in the Greenwood Mining District in Southern British Columbia. The Company can acquire a 100% interest by paying the Vendor a total of \$80,000 and issuing three million shares and incurring \$250,000 in exploration expenditures over a two-year period as follows:

- (a) paying \$30,000 (paid) and issuing 1,500,000 shares (issued with a fair value of \$142,500 – Note 5) within fifteen business days of exchange approval; and
- (b) paying \$50,000 and issuing 1,500,000 shares on or before the first anniversary.

The Company must incur \$250,000 in exploration expenditures as follows:

- (a) \$100,000 on or before the first anniversary; and
- (b) \$150,000 on or before the second anniversary.

Upon vesting the Vendor will retain a 1.5% NSR of which Troubadour can purchase 1% for \$1,000,000 any time prior to commencement of commercial production.



**TROUBADOUR RESOURCES INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED MARCH 31, 2021**  
(Expressed in Canadian Dollars) – unaudited

**3. MINERAL PROPERTY (cont'd...)**

During the three-month period ended March 31, 2021, the Company incurred the following in relation to mineral properties:

	<b>Amarillo Property</b>		<b>Texas Property</b>		<b>Total</b>
<i>Acquisition Costs</i>					
Balance, December 31, 2020	\$	66,202	\$	826	\$ 67,028
Additions		-		172,500	172,500
Balance, March 31, 2021		66,202		173,326	239,528
<i>Exploration Costs</i>					
Balance, December 31, 2020		848,984		50,034	899,018
Administrative Expenditures		-		195	195
Assays		-		9,859	9,859
Geological Consulting		-		1,400	1,400
Geophysical		88,018		1,056	89,074
Balance, March 31, 2021		937,002		62,544	999,546
Total, March 31, 2021	\$	1,003,204	\$	235,870	\$ 1,239,074

During the year ended December 31, 2020, the Company incurred the following in relation to mineral properties:

	<b>Amarillo Property</b>		<b>Texas Property</b>		<b>Total</b>
<i>Acquisition Costs</i>					
Balance, December 31, 2019	\$	66,202	\$	-	\$ 66,202
Additions		-		826	826
Balance, December 31, 2020		66,202		826	67,028
<i>Exploration Costs</i>					
Balance, December 31, 2019		1,055,866		-	1,055,866
Administrative Expenditures		211		-	211
Assays		-		4,612	4,612
Field Expenditures		1,175		13,476	14,651
Field Personnel		600		31,063	31,663
Geological Consulting		7,463		-	7,463
Mobilization		523		883	1,406
Staking		1,315		-	1,315
BC Mining Exploration Tax Credit		(218,169)		-	(218,169)
Balance, December 31, 2020		848,984		50,034	899,018
Total, December 31, 2020	\$	915,186	\$	50,860	\$ 966,046

**TROUBADOUR RESOURCES INC.**  
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**4. RELATED PARTY TRANSACTIONS**

During the three-month period ended March 31, 2021, the Company paid or accrued \$12,510 (2020 - \$11,287) included in mineral property expenditures and \$4,500 (2020 - \$4,500) included in rent expense recognized in loss and comprehensive loss to a company related to two officers of the Company. Included in accounts payable and accrued liabilities as at March 31, 2021 was \$178,628 (December 31, 2020 - \$213,589) payable to companies controlled by officers of the Company.

During the period ended March 31, 2021, the Company paid or accrued, to key management personnel and their related companies:

	Professional fees	Consulting fees	Share-based payments	Total
Chief Executive Officer	\$ -	\$ 7,500	\$ -	\$ 7,500
President	-	22,500	-	22,500
Chief Financial Officer	7,500	-	-	7,500
Non-executive Directors	-	1,050	-	1,050
<b>Total</b>	<b>\$ 7,500</b>	<b>\$ 31,050</b>	<b>\$ -</b>	<b>\$ 38,550</b>

During the period ended March 31, 2020, the Company paid or accrued, to key management personnel and their related companies:

	Professional fees	Consulting fees	Share-based payments	Total
Chief Executive Officer	\$ -	\$ 7,500	\$ 5,712	\$ 13,212
President	-	22,500	6,426	28,926
Chief Financial Officer	7,500	-	2,856	10,356
Non-executive Directors	-	-	5,712	5,712
<b>Total</b>	<b>\$ 7,500</b>	<b>\$ 30,000</b>	<b>\$ 20,706</b>	<b>\$ 58,206</b>

**5. SHAREHOLDERS' EQUITY**

**Authorized**

An unlimited number of common shares without par value.

**Issued share capital**

During the period ended March 31, 2020, the Company:

- a) issued 1,500,000 common shares valued at \$142,500 to 1218802 B.C. Ltd., as stipulated in its mineral property option agreement for the Texas Property (Note 3); and
- b) closed a non-brokered private placement by issuing 6,000,000 units at a price of \$0.12 per unit for gross proceeds of \$720,000. Each unit consists of one common share of the Company and one-half of one share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of \$0.18 for a period of 18-months. In connection with the offering, the Company paid finders' fees of \$1,080.

During the year ended December 31, 2020, the Company closed a private placement by issuing 630,000 flow-through share units (each, a "FT Unit") at \$0.10 per FT Unit for gross proceeds of \$63,000. Each FT Unit consisted of one flow-through common share and one-half of one common share purchase warrant, with each full warrant entitling the holder to purchase one additional common share at a price of \$0.15 for a period of two years.

**TROUBADOUR RESOURCES INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
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**5. SHAREHOLDERS' EQUITY (cont'd...)**

The Company used the residual value method to calculate the fair value of the tax deduction attached with the flow-through common share and recorded a flow-through liability of \$9,450. During the three-month ended March 31, 2021, the Company spent the remaining required flow-through expenditures under the issuance and \$1,945 (year ended December 31, 2020 - \$7,505) was recognized to loss and comprehensive loss.

**Warrants**

The following is a summary of warrants outstanding as at March 31, 2021 and December 31, 2020 and changes during the periods then ended:

	Number of Warrants		Weighted Average Exercise Price
Balance, December 31, 2019	10,891,375		0.14
Issued during the year	315,000		0.15
Expired during the year	(5,741,375)		0.17
Balance, December 31, 2020	5,465,000	\$	0.10
Issued during the period	3,000,000		0.18
Balance, March 31, 2021	8,465,000	\$	0.13

As at March 31, 2021 the following warrants were outstanding:

	Number outstanding and exercisable	Exercise Price	Expiry Date
Warrants	5,150,000	\$ 0.10	November 1, 2021
Warrants	315,000	\$ 0.15	December 29, 2022
Warrants	3,000,000	\$ 0.18	September 24, 2022
	5,465,000		

**5. SHAREHOLDERS' EQUITY (cont'd...)**

**Stock Options**

On September 25, 2017, the Company adopted a stock option plan. The stock option plan provides that, subject to the requirement of the TSXV, the aggregate number of securities reserved for issuance will be 10% of the number of common shares of the Company issued and outstanding from time to time. In addition, the number of common shares which may be reserved for issuance on a yearly basis to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued shares calculated at the time of grant. All options granted under the stock option plan will expire no later than the date that is ten years from the date that such options are granted.

The Company did not grant any stock options during the three-month period ended March 31, 2021 (December 31, 2020 – 1,100,000 granted). Total share-based payments recognized in the statement of loss and comprehensive loss for the three-month ended March 31, 2021 was \$nil (2020 - \$31,418) for incentive options vested and was recognized in profit or loss.

**TROUBADOUR RESOURCES INC.**  
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**5. SHAREHOLDERS' EQUITY (cont'd...)**

**Stock Options (cont'd...)**

The fair value of options at the date of grant was estimated using the Black-Scholes Option Pricing Model using the following weighted average assumptions:

	<b>March 31, 2021</b>	<b>December 31, 2020</b>
Risk-free interest rate	N/A	1.14%
Expected life of option	N/A	5 years
Expected annualized volatility	N/A	100%
Expected dividend rate	N/A	0%

The following is a summary of stock options outstanding as at March 31, 2021 and December 31, 2020 and changes during the periods then ended:

	Number of Stock Options	Weighted Average Exercise Price
Balance, December 31, 2019	1,450,000	\$ 0.15
Cancelled during the year	1,100,000	0.05
Balance, December 31, 2020 and March 31, 2021	2,550,000	\$ 0.11

As at March 31, 2021 the following stock options were outstanding:

Number outstanding	Number outstanding and exercisable	Exercise Price	Expiry Date
1,450,000	1,450,000	\$ 0.15	September 11, 2023
1,100,000	1,100,000	\$ 0.05	February 27, 2025
2,550,000	2,550,000		

**Escrow Agreement**

During the year ended December 31, 2017, the Company entered into an escrow agreement whereby 2,125,000 common shares are subject to an escrow agreement and may not be transferred without the consent of the TSXV. The escrow agreement provides, among other things, that 10% of such common shares will be released from escrow on the date the common shares commence trading on the Exchange and 15% of such common shares will be released every six months thereafter. As at March 31, 2021, 318,750 common shares remain in escrow.

**6. SEGMENT INFORMATION**

The Company operates in one reportable operating segment, being the acquisition, exploration, and evaluation of resource properties in one geographical location, being Canada.

## **7. FINANCIAL AND CAPITAL RISK MANAGEMENT**

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgment and may affect placement within the fair value hierarchy levels. The hierarchy is as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying value of receivables, reclamation bond, and accounts payable and accrued liabilities approximates fair value due to the short-term nature of the financial instruments. Cash is valued at a level 1 fair value measurement and is carried at fair value through profit or loss. Receivables, reclamation bond, and accounts payable and accrued liabilities are carried at amortized cost.

### **Risk management**

The Company is exposed to varying degrees to a variety of financial instrument related risks:

#### *Credit risk*

Credit risk is the risk of an unexpected loss of a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash and reclamation bond are held at a large Canadian financial institution in interest bearing accounts. The Company has no investment in asset backed commercial paper.

The Company's receivables consist of Goods and Services Tax receivable from the government of Canada and the Company considers credit risk associated with these amounts to be low.

#### *Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company manages liquidity risk through its capital management as outlined below. Accounts payable and accrued liabilities are due within one year.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

##### a) Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's practice has been to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. As at March 31, 2021, the Company is not exposed to significant interest rate risk.

**7. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)**

**Risk management (cont'd...)**

b) Foreign currency risk

The majority of purchases are transacted in the Canadian dollar. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

c) Price risk

The Company is exposed to price risk with respect to commodity prices, particularly gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

*Capital management*

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue acquisition, exploration and evaluation of mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.