

Interim Report For the Nine Months Ended December 31, 2018

Website: www.oceanusresources.ca

Email: info@oceanusresources.ca



Interim Unaudited Condensed Consolidated Financial Statements

December 31, 2018

February 27, 2019

Management's Report

The accompanying interim unaudited condensed consolidated financial statements of **Oceanus Resources Corporation** (the "Company") are the responsibility of management and have been approved by the Board of Directors. The consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The consolidated financial statements include certain amounts and assumptions that are based on management's best estimates and have been derived with careful judgment.

In fulfilling its responsibilities, management has developed and maintains a system of internal accounting controls. These controls are designed to provide reasonable assurance that the financial records are reliable for preparation of the consolidated financial statements. The Audit Committee of the Board of Directors reviewed and approved the Company's consolidated financial statements and recommended their approval by the Board of Directors.

These consolidated financial statements have not been reviewed by the external auditors of the Company.

(signed) "Glenn Jessome"

President and Chief Executive Officer
Halifax, Nova Scotia

(signed) "Glenn Holmes" Chief Financial Officer Halifax, Nova Scotia



Unaudited Condensed Consolidated Statements of Financial Position As at December 31, 2018 and March 31, 2018

	December 31, 2018 \$	March 31, 2018 \$
Assets		
Current assets Cash and cash equivalents Sales tax recoverable (note 2 (c)) Prepaid expenses	259,485 38,935 21,176	17,844 37,603 44,118
	319,596	99,565
Resource properties (note 5)	17,222,524	16,731,855
	17,542,120	16,831,420
Liabilities		
Current liabilities Accounts payable and accrued liabilities (note 6)	1,882,310	1,470,610
Equity (note 8)	15,659,810	15,360,810
	17,542,120	16,831,420

Nature of operations and going concern (note 1)

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

Approved on behalf of the Board of Directors

(signed) "Keith Abriel", Director

(signed) "Wade Anderson", Director



Unaudited Condensed Consolidated Statements of Changes in Equity For the periods ended December 31, 2018 and 2017

	Number of shares	Share capital	Contributed surplus	Warrants \$	Deficit \$	Total \$
Balance – March 31, 2017	125,267,773	27,425,942	2,248,017	379,400	(16,638,243)	13,415,116
Net loss and comprehensive loss for the period	_	_	_	_	(947,521)	(947,521)
Shares issued for cash, net of issue costs Shares issued for cash, exercise of Broker	10,000,000	2,981,002	_	_	_ _	2,981,002
Warrants Shares issued for cash, exercise of finder's	417,275	164,873		(68,900)		95,973
warrants Shares issued for cash, exercise of stock	193,750	61,200		(14,700)		46,500
options Stock-based compensation	85,000	25,250	(10,800) 1,500			14,450 1,500
Stock-based compensation			1,000			1,500
Balance – December 31, 2017	135,963,798	30,658,267	2,238,717	295,800	(17,585,764)	15,607,020
Balance – March 31, 2018	136,388,798	30,760,267	2,257,417	288,100	(17,944,974)	15,360,810
Net loss and comprehensive loss for the period	_	_	_	_	(886,729)	(886,729)
Shares issued for cash, net of issue costs Shares issued for cash, exercise of stock	5,769,227	744,729				744,729
options	100,000	19,000	(9,000)			10,000
Shares issued for cash, exercise of warrants Expiration of Broker Warrants and warrants	1,658,332	398,000	288,100	– (288,100)	_	398,000
Stock-based compensation	_	_	33,000			33,000
Balance – December 31, 2018	143,916,357	31,921,996	2,569,517	_	(18,831,703)	15,659,810

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



Unaudited Condensed Consolidated Statements of Loss and Comprehensive Loss For the periods ended December 31, 2018 and 2017

	Three months ended December 31, 2018	Three months ended December 31, 2017 \$	Nine months ended December 31, 2018 \$	Nine months ended December 31, 2017
Operating expenses				
Consulting fees Dues and fees Foreign exchange (gain) loss Insurance Office and other Professional fees Shareholder communication Stock-based compensation Travel Wages and benefits	138,900 17,583 13,828 12,159 39,202 3,000 12,221 11,000 2,352 49,332	134,436 10,425 (6,873) 12,188 20,157 12,645 50,878 1,500 37,964 51,625	417,950 36,512 2,281 47,810 107,228 16,762 45,694 33,000 21,217 158,275	410,523 43,131 34,547 39,355 85,511 46,152 135,485 1,500 79,009 84,651
Other income Interest income		2,825		12,343
Net loss and comprehensive loss for the period	(299,577)	(322,120)	(886,729)	(947,521)
Loss per share – basic and diluted	(0.002)	(0.002)	(0.006)	(0.007)
Weighted average outstanding common shares – basic and diluted	143,370,537	135,640,369	139,858,555	130,847,644

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



Unaudited Consolidated Statements of Cash Flows For the periods ended December 31, 2018 and 2017

	Nine months ended December 31, 2018	Nine months ended December 31, 2017 \$
Cash provided by (used in)	•	•
Operating activities Net loss for the periods Charges to income not affecting cash Stock-based compensation	(886,729)	(947,521) 1,500
	(853,729)	(946,021)
Net changes in non-cash working capital balances related to operations Decrease (increase) in sales tax recoverable Decrease (increase) in prepaid expenses Increase (decrease) in accounts payable and accrued liabilities Net cash used in operating activities	(1,332) 22,942 96,973 (735,146)	53,454 (49,598) (474,006) (1,416,171)
Investing activities Purchase of and expenditures on resource properties	(175,942)	(2,436,211)
Financing activities Proceeds from issuance of units Share issue costs paid Proceeds from exercise of stock options and warrants	750,000 (5,271) 408,000	3,000,000 (18,998) 156,923
	1,152,729	3,137,925
Net change in cash and cash equivalents for the periods	241,641	(714,457)
Cash and cash equivalents – Beginning of periods	17,844	1,277,527
Cash and cash equivalents – End of periods	259,485	563,070
Cash and cash equivalents is comprised of: Cash Short-term investments	259,485 	161,070 402,000
	259,485	563,070

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



1 Nature of operations and going concern

Nature of operations

Oceanus Resources Corporation (the "Company") was incorporated under the Canada Business Corporations Act on June 14, 2010 and its common shares are listed on the TSX Venture Exchange (the "Exchange") under the trading symbol OCN. The Company's registered office is located at Suite 2108, 1969 Upper Water Street, Halifax, Nova Scotia. The Company has one reportable and one geographic segment, is a mineral exploration company engaged in locating and acquiring high quality projects and exploring for gold and base metals and has not yet determined whether its exploration property interests contain mineral reserves that are economically recoverable.

Going concern

These consolidated financial statements have been prepared using generally accepted accounting principles applicable to a going concern, which assumes the realization of assets and settlement of liabilities in the normal course of business as they come due. For the nine month period ended December 31, 2018, the Company incurred a loss of \$886,729 (December 31, 2017 - \$947,521). The Company has no income or cash flow from operations. In addition to its working capital requirements, the Company must secure sufficient funding to maintain legal title to its resource properties, to fund its exploration and development activities and to fund its general and administrative costs. Such circumstances may cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management is evaluating alternatives to secure additional financing so that the Company can continue to operate as a going concern. Nevertheless, there is no assurance that these initiatives will be successful or sufficient.

The Company's ability to continue as a going concern is dependent upon its ability to fund its working capital and exploration requirements and eventually to generate positive cash flows, either from operations or sale of properties. These consolidated financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate and these adjustments could be material.

2 Basis of presentation

a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of financial statements as set out in the Chartered Professional Accountants of Canada Handbook – Accounting – Part 1 ("CPA Canada Handbook").

These consolidated financial statements are in compliance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"). Accordingly, certain information normally included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, have been omitted or condensed. The preparation of financial statements in accordance with IAS 34 requires the use of certain



2 Basis of presentation (continued)

a) Statement of compliance (continued)

critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements have been set out in note 2 of the Company's financial statements for the year ended March 31, 2018. These financial statements should be read in conjunction with the Company financial statements for the year ended March 31, 2018.

These consolidated financial statements include all adjustments, composed of normal recurring adjustments, considered necessary by management to fairly state the Company's results of operations, financial position and cash flows. The operating results for interim periods are not necessarily indicative of results that may be expected for any other interim period or for the full year.

The Board of Directors approved the consolidated financial statements for issue on February 27, 2019.

b) Basis of measurement

These consolidated financial statements have been prepared under a historical cost basis.

c) Use of estimates and judgments

The preparation of the consolidated financial statements requires the Company's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of expenses during the reporting period. The determination of estimates requires the exercise of judgment based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results may differ from these estimates. The more significant areas requiring the use of management estimates and assumptions are discussed below.

Recoverability of resource properties

At the end of each reporting period, the Company assesses its mineral resource properties to determine whether any indication of impairment exists. Judgment is required in determining whether indicators of impairment exist, including factors such as the period for which the Company has the right to explore, expected renewals of exploration rights, whether substantive expenditures on further exploration and evaluation of resource properties are budgeted and results of exploration and evaluation activities on the exploration and evaluation assets.

Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs to sell and value in use. The impairment analysis requires the use of estimates and assumptions, such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. Fair value of mineral assets is generally determined as the present value of estimated future cash flows arising from the continued use of the asset, which includes estimates such as the cost of future expansion plans and eventual disposal, using



2 Basis of presentation (continued)

c) Use of estimates and judgments (continued)

assumptions that an independent market participant may take into account. Cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. If the Company does not have sufficient information about a particular mineral resource property to meaningfully estimate future cash flows, the fair value is estimated by management through the use of, where available, comparison to similar market assets and, where available, industry benchmarks. Actual results may differ materially from these estimates.

Recoverability of sales tax

Management's assumptions regarding the recoverability of Value Added Tax ("VAT") receivable in Mexico, at the end of each reporting period, are made using all relevant facts available, including past collectability, the development of VAT policies and the general economic environment of the country to determine if a write-down of the VAT is required. Collection of the amount receivable depends on processing and payment of the claims by the government in Mexico. The Company has approximately \$781,000 of VAT receivable at December 31, 2018 (March 31, 2018 - \$744,713). While the Company is still pursuing collection, with the delay in processing and collection, management determined that it is appropriate to classify this amount to the resource property to which the VAT paid related. The timing and amount of the VAT ultimately collectible could be materially different from the amount recorded in the consolidated financial statements.

Share-based payments

The Company issues equity-settled share-based payments to certain employees and third parties outside the Company. Equity-settled share-based payments are measured at fair value, excluding the effect of non-market based vesting conditions, at the date of grant. Fair value is measured using the Black-Scholes pricing model and requires the exercise of judgment in relation to variables such as expected volatilities which are based on information available at the time the fair value is measured.

3 Significant accounting policies

These financial statements have been prepared using the same accounting policies and methods of computation as the annual financial statements of the Company for the year ended March 31, 2018. Refer to note 3 – Significant Accounting Policies, of the Company's annual consolidated financial statements for the year ended March 31, 2018 for information on accounting policies, as well as, new accounting standards not yet effective.

4 Capital management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Company considers capital to be total equity, which at December 31, 2018 totaled \$15,659,810 (March 31, 2018 - \$15,360,810). The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company is not subject to externally imposed capital requirements.



5 Resource properties

Resource properties	Total \$
Balance - March 31, 2017	13,965,854
Property costs incurred Exploration costs incurred	650,718 1,579,446
Balance – December 31, 2017	16,196,018
Delegan March 04 0040	40 704 055
Balance – March 31, 2018	16,731,855
Property costs incurred Exploration costs incurred	417,501 73,168
Balance – December 31, 2018	17,222,524

On September 15, 2015 the Company entered into an arrangement agreement with El Tigre Silver Corp. ("El Tigre") to combine the respective companies by way of a statutory plan of arrangement pursuant to the Business Corporations Act (British Columbia), under which the Company acquired all of the outstanding common shares of El Tigre in exchange for common shares of Oceanus on the basis of 0.2839 of one Oceanus share for every one El Tigre share (the "Transaction"). The Transaction was completed on November 13, 2015.

El Tigre holds nine Mexican Federal mining concessions, located in north-eastern Sonora State, of which eight are collectively referred to as the El Tigre Gold and Silver Property ("El Tigre Property"). The concessions are 100% held by El Tigre through its wholly owned subsidiary, Pacemaker Silver Mining SA de CV and its wholly owned subsidiary, Compãnia Minera Talaman SA de CV.

6 Accounts payable and accrued liabilities

	December 31, 2018 \$	March 31, 2018 \$
Accounts payable		
El Tigre Property fees	909,889	687,000
La Lajita termination payments	99,587	112,178
Other	632,644	531,242
Accrued liabilities	240,190	140,190
	1,882,310	1,470,610

As at December 31, 2018, \$97,112 (March 31, 2018 - \$9,975) of accounts payable and accrued liabilities is due to the Chief Executive Officer, Chief Financial Officer and Vice President Exploration.



7 Related party transactions

Administrative consulting services were provided during the nine month period ended December 31, 2018 by a corporation owned by the Chief Executive Officer of the Company. The cost of these consulting services during the period was \$187,500 (December 31, 2017 - \$187,500). The Company recorded these costs to consulting fees.

Administrative consulting services were provided during the nine month period ended December 31, 2018 by a corporation owned by the Chief Financial Officer of the Company. The cost of these consulting services during the period was \$78,750 (December 31, 2017 - \$72,500). The Company recorded these costs to consulting fees.

Geological consulting services were provided during the nine month period ended December 31, 2018 by a corporation owned by the Vice President Exploration of the Company. The cost of these consulting services during the period was \$69,750 (December 31, 2017 - \$69,750). The Company recorded these costs to resource properties.

During the nine month period ended December 31, 2018, officers and directors subscribed to an aggregate of 504,615 units (December 31, 2017 – 1,002,668 units) issued by the Company pursuant to equity financings for aggregate subscription proceeds of \$65,600 (December 31, 2017 - \$300,800).

8 Shareholders' equity

i) Capital stock

Authorized

Unlimited number of common shares, without nominal or par value

	Number of shares	Amount \$
Balance - March 31, 2017	125,267,773	27,425,942
Shares issued for cash, net of issue costs Shares issued for cash, exercise of broker warrants Shares issued for cash, exercise of finder's warrants Shares issued for cash, exercise of stock options Balance – December 31, 2017	10,000,000 417,275 193,750 85,000 135,963,798	2,981,002 164,873 61,200 25,250 30,658,267
Datance December 01, 2017	100,000,700	00,000,201
Balance – March 31, 2018	136,388,798	30,760,267
Shares issued for cash, net of issue costs Shares issued for cash, exercise of warrants Shares issued for cash, exercise of stock options	5,769,227 1,658,332 100,000	744,729 398,000 19,000
Balance – December 31, 2018	143,916,357	31,921,996



8 Shareholders' equity (continued)

i) Capital stock (continued)

Private placements

During the nine month period ended December 31, 2017, the Company completed a non-brokered private placement financing and issued 10,000,000 units at a price of \$0.30 per unit, for aggregate gross proceeds of \$3,000,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share of the Company for \$0.40 for a period of 18 months from the closing date of the offering. The closing date of the private placement was August 1, 2017. The capital stock value of the common shares issued as at December 31, 2017 is net of share issue costs of \$18,998.

During the nine month period ended December 31, 2018, the Company completed a non-brokered private placement financing and issued 5,769,227 units at a price of \$0.13 per unit, for aggregate gross proceeds of \$750,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share of the Company for \$0.17 for a period of 24 months from the closing date of the offering. The closing date of the private placement was September 18, 2018. The capital stock value of the common shares issued as at December 31, 2018 is net of share issue costs of \$5,271.

ii) Stock options

The Company has a common share purchase option plan (the "Plan") for directors, officers, employees and consultants. The total number of options issued and outstanding at any time cannot exceed 10% of the issued and outstanding common shares of the Company unless shareholder and regulatory approvals are obtained. Options granted under the Plan have a ten-year term. Options are granted at a price no lower than the market price of the common shares less any discounts allowed by the Exchange at the time of the grant. In determining the stock-based compensation expense, the fair value of options issued is estimated using the Black-Scholes option pricing model. Expected volatility is based on actual volatility of similar companies.



8 Shareholders' equity (continued)

ii) Stock options (continued)

The following weighted average assumptions were used in the Black-Scholes option pricing model for the periods ended December 31, 2018 and 2017:

	2018	2017
Risk-free interest rate	2.0%	1.5%
Expected volatility	95%	100%
Expected dividend yield	-	_
Expected life	10 years	10 years

The following table summarizes the changes in the Company's stock options during the periods ended December 31, 2018 and 2017:

	Weighted average exercise price \$	Number of Options	Weighted average remaining life (years)
Balance - March 31, 2017	0.22	11,725,000	
Granted during the period Exercised during the period	0.27 0.17	250,000 (85,000)	9.0
Balance - December 31, 2017	0.22	11,890,000	
Balance - March 31, 2018	0.22	11,890,000	6.1
Exercised during the period	0.10	(100,000)	
Balance - December 31, 2018	0.22	11,790,000	6.1

As at December 31, 2018, 2,601,636 options remained available for future grants under the Plan. Options vested and exercisable at December 31, 2018 totaled 11,730,104 with an average exercise price of \$0.22 per share.

iii) Contributed surplus

	\$
Balance – March 31, 2017	2,248,017
Exercise of stock options	(10,800)
Balance – December 31, 2017	2,237,217
Balance - March 31, 2018	2,257,417
Expiration of Broker Warrants and warrants Stock-based compensation Exercise of stock options	288,100 33,000 (9,000)
Balance – December 31, 2018	2,569,517

8 Shareholders' equity (continued)

iv) Warrants

The following table summarizes the changes in the Company's warrants for the periods ended December 31, 2018 and 2017:

	Expiry date	Exercise price \$	Number	Ascribed value \$
Balance - March 31, 2017			30,544,250	379,400
Warrants issued pursuant to August 2017 private placement financing Broker Warrants exercised during the period Warrants issued pursuant to the exercise of Broker Warrants Finder's warrants exercised during period	January 31, 2019 June 21, 2018	0.40 0.23 0.39 0.24		(68,900) - (14,700)
Balance – December 31, 2017			35,141,862	295,800
Balance – March 31, 2018			34,616,362	288,100
Warrants exercised during the period Warrants expired during the period Warrants expired during the period Broker Warrants expired during the period Warrants issued pursuant to September 2018 private placement financing	Sept 17, 2020	0.24 0.24 0.39 0.23	(1,658,332) (14,166,668) (12,708,637) (1,082,725) 2,884,612	- (110,000) (178,100)
Balance - December 31, 2018			7,884,612	

The fair value of warrants issued pursuant to the August 2017 and September 2018 private placement financings have an estimated value of \$nil at the issue date using the residual method of valuation.

9 Supplemental cash flow information

At December 31, 2018, the Company's accounts payable included expenditures on resource properties of \$1,425,667 (December 31, 2017 - \$1,021,809).

10 Financial instruments and other

Credit risk

The Company manages credit risk by holding its cash and cash equivalents with high quality financial institutions in Canada, where management believes the risk of loss to be low. The Company also has approximately \$781,000 of Mexican VAT receivable at December 31, 2018 (March 31, 2018 - \$744,713). The Company has recorded the VAT to resource properties. While the Company is still pursuing collection, with the delay in processing and collection, management determined that it was appropriate to reclassify this amount to the resource property to which the VAT paid related. The timing and amount of the VAT ultimately collectible could be materially different from the amount recorded in the consolidated financial statements.



10 Financial instruments and other (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions. The Company does not have sufficient working capital to carry out all budgeted programs in fiscal 2019 and must obtain financing during fiscal 2019 to avoid disruption in planned expenditures (see note 1).

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 has no interest-bearing debt and is not exposed to any significant interest rate risk.

b) Foreign currency risk

The Company operates in Mexico, giving rise to foreign currency risk. To limit the Company's exposure to this risk, cash is primarily held with high quality financial institutions in Canada.

As at December 31, 2018, the Company held the following financial instruments in foreign currencies:

	US\$	Pesos
Cash	3,250	28,180
Accounts payable and accrued liabilities	189,848	16,608,516

c) Price risk

The Company is not exposed to any direct price risk other than that associated with commodities and how fluctuations impact companies in the mineral exploration and mining industries as the Company has no significant revenues.

11 Commitments

The minimum annual lease payments for the lease of office space are as follows:

	\$
Year ending March 31, 2019	33,017
2020 2021	33,017 33,017
2022	16,509



12 Subsequent events

Subsequent to December 31, 2018, 5,000,000 warrants having an exercise price of \$0.40 per share expired unexercised.

Subsequent to December 31, 2018, 2,600,000 stock options were granted to employees, officers, directors and consultants of the Company having an exercise price of \$0.10 per share and a term of ten years.

Subsequent to December 31, 2018, 900,000 Deferred Share Units (DSU's) were issued to officers of the Company pursuant to the Company's Deferred Share Unit Plan. The DSU's are priced at \$0.10 per common share and vest over a period of three years.