

OREX MINERALS INC.

Condensed Consolidated Interim Financial Statements
(Expressed in Canadian Dollars)

July 31, 2019

Notice to Reader

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

The accompanying unaudited condensed consolidated 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 consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of financial statements by an entity's auditor.

OREX MINERALS INC.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**

Three Months Ended July 31, 2019 and 2018

(Expressed in Canadian Dollars)

	2019	2018
EXPLORATION EXPENSES		
Geological (Note 10)	\$ 75,753	\$ 76,792
General exploration	<u>294,150</u>	<u>117,326</u>
	<u>369,903</u>	<u>194,118</u>
GENERAL EXPENSES		
Consulting fees	17,250	7,500
Depreciation (Note 4)	2,363	4,708
Investor relations (Note 10)	29,068	32,388
Management fees (Note 10)	60,720	60,720
Office and administrative (Note 10)	54,949	50,861
Professional fees	21,453	21,593
Rent (Note 10)	15,000	15,000
Transfer agent and filing fees	<u>1,782</u>	<u>757</u>
	<u>202,585</u>	<u>193,527</u>
	<u>(572,488)</u>	<u>(387,645)</u>
Interest income	3,888	16,333
Equity loss in associated company (Note 6)	(16,205)	(38,870)
Other foreign exchange gain (loss)	<u>20,872</u>	<u>18,467</u>
	<u>8,555</u>	<u>(4,070)</u>
Loss for the period	<u>(563,933)</u>	<u>(391,715)</u>
Equity investment – foreign currency translation (Note 6)	<u>15,230</u>	<u>(10,767)</u>
Comprehensive loss for the period	\$ <u>(548,703)</u>	\$ <u>(402,482)</u>
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)
Weighted average number of common shares outstanding	113,731,379	113,531,379

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

OREX MINERALS INC.**CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

As at July 31, 2019

(Expressed in Canadian Dollars)

	Common Shares	Share Capital	Reserves	Accumulated other comprehensive income	Deficit	Total Shareholders' Equity
Balance, April 30, 2018	113,531,379	\$ 29,264,742	\$ 5,660,481	\$ (27,404)	\$ (28,637,839)	\$ 6,259,980
Loss for the period	-	-	-	(10,767)	(391,715)	(402,482)
Balance, July 31, 2018	113,531,379	29,264,742	5,660,481	(38,171)	(29,029,554)	5,857,498
Share-based payments	-	-	38,435	-	-	38,435
Shares issued for exploration and evaluation assets (Note 5)	200,000	14,000	-	-	-	14,000
Loss for the period	-	-	-	(14,428)	(1,715,719)	(1,730,147)
Balance, April 30, 2019	113,731,379	29,278,742	5,698,916	(52,599)	(30,745,273)	4,179,786
Gain (loss) for the period	-	-	-	15,230	(563,933)	(548,703)
Balance, July 31, 2019	113,731,379	\$ 29,278,742	\$ 5,698,916	\$ (37,369)	\$ (31,309,206)	\$ 3,631,083

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

OREX MINERALS INC.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
Three Months Ended July 31, 2019 and 2018
(Expressed in Canadian Dollars)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (563,933)	\$ (391,715)
Items not affecting cash:		
Depreciation	2,363	4,708
Equity loss in associated company	16,205	38,870
Changes in non-cash working capital items:		
Receivables	(4,483)	3,748
Prepaid expenses	108,238	(1,538)
IVA receivable	42,354	(19,900)
Accounts payable and accrued liabilities	(5,620)	7,327
Cash used in operating activities	<u>(404,876)</u>	<u>(358,500)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Equity investment	<u>(35,286)</u>	<u>-</u>
Cash used in investing activities	<u>(35,286)</u>	<u>-</u>
Increase (decrease) in cash during the period	(440,162)	(358,500)
Cash, beginning of period	<u>999,222</u>	<u>2,990,351</u>
Cash, end of period	\$ 559,060	\$ 2,631,851

Supplemental disclosure with respect to cash flows (Note 9)

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

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS****THREE MONTHS ENDED JULY 31, 2019**

(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Orex Minerals Inc. (the “Company”) was incorporated under the laws of the Province of British Columbia, Canada on April 25, 1996. The Company’s principal business activities include the acquisition and exploration of mineral properties in Mexico, and Canada.

The head office of the Company is located at Suite 1130 - 1055 West Hastings Street, Vancouver, BC, Canada, V6C 2E9. The registered address and records office of the Company is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC, Canada V6C 2X8.

The Company’s financial statements and those of its controlled subsidiaries (“condensed consolidated interim financial statements”) are presented in Canadian dollars.

The Company is in the process of exploring and evaluating its resource properties and has not yet determined whether any of its properties contain ore reserves that are economically recoverable. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. The recoverability of the amounts shown for mineral properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production.

These condensed consolidated interim 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 favourable terms. The Company had incurred a loss of \$563,933 for the three months ended July 31, 2019 and accumulated losses of \$31,309,206 as of July 31, 2019. These material uncertainties may cast significant doubt as to the Company’s ability to continue as a going concern.

These condensed consolidated interim 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. BASIS OF PREPARATION

These condensed consolidated interim financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

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

Critical Accounting Estimates and Judgements

The preparation of these condensed consolidated interim financial statements in accordance with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- a) The carrying value and the recoverability of exploration and evaluation assets, which are included in the statement of financial position. 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.
- b) The inputs used in calculating the fair value for share-based payments expense included in profit or loss and share-based share issuance costs included in shareholders' equity. The share-based payments expense is estimated using the Black-Scholes option-pricing model as measured on the grant date to estimate the fair value of stock options. This model involves the input of highly subjective assumptions, including the expected price volatility of the Company's common shares, the expected life of the options, and the estimated forfeiture rate.
- c) 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.
- d) The functional currency of the equity investment is considered to be the Mexican Peso. The investment is controlled by a Mexican parent company and expenditures are primarily in the local currency.
- e) The determination of an investment in an associate as an equity investment requires judgement as to whether the Company has significant influence over the strategic financial and operating decisions relating to the activity of the investee.

Comparatives

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

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES**Principles of consolidation**

These condensed consolidated interim financial statements include the accounts of the Company and its controlled subsidiaries (Note 10). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the condensed consolidated interim financial statements from the date that control commences until the date that control ceases. All significant intercompany balances and transactions have been eliminated upon consolidation.

Exploration and evaluation assets

The Company is currently in the exploration stage with all of its mineral interests. Exploration and evaluation costs include the costs of acquiring concessions, and the fair value, upon acquisition, of mineral properties acquired in a business combination. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Exploration and evaluation expenditures are expensed in the period they are incurred except for expenditures associated with the acquisition of exploration and evaluation assets through a business combination or an asset acquisition. Significant property acquisition costs are capitalized only to the extent that such costs can be directly attributed to an area of interest where it is considered likely to be recoverable by future exploitation or sale.

Equipment

Equipment is recorded at cost less depreciation, and any impairments and is depreciated over its estimated useful life using the declining balance method at a rate of 25% per annum. Cost comprises the fair value of consideration given to acquire or construct an asset and includes the direct charges associated with bringing the asset to the location and condition necessary for putting it into use. When parts of equipment have different useful lives, they are accounted for as separate items (major components) of equipment. The cost of major overhauls of parts of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of equipment are recognized in profit or loss as incurred.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. The Company has no material restoration, rehabilitation or environmental obligations as the disturbance to date is limited.

Financial instruments

The details of IFRS 9, Financial Instruments are set out below.

a) Classification and measurement of financial assets and liabilities

A financial asset is classified as measured at: amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets depends on the purpose for which the financial assets were acquired. The Company's financial assets, which consist primarily of cash classified as FVTPL, and receivables classified at amortized cost. Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments (cont'd...)

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Amortized cost: This category includes accounts payable and accrued liabilities, all of which are recognized at amortized cost.

b) **Impairment of financial assets**

An 'expected credit loss' (ECL) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company's financial assets are measured at amortized cost and subject to the ECL model.

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the corporate entity is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

On inclusion of an equity investment with functional currency other than the Canadian dollar, the assets and liabilities are translated into Canadian dollars using the period-end rate and the operations and cash flows translated using the average rates of exchange. Exchange adjustments arising when the opening net assets and the profit or loss are translated into Canadian dollars are taken into a separate component of equity and reported in other comprehensive income or loss.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants.

The fair value of stock options granted to directors, officers, employees and consultants is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period as expense, with a corresponding increase in reserves. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payments. Otherwise, share-based payments are measured at the fair value of goods or services received.

Investment in associate

Associated companies over which the Company has significant influence are accounted for using the equity basis of accounting, whereby the investment is initially recorded at cost, adjusted to recognize the Company's share of earnings or losses and reduced by dividends received. The Company assesses its equity investments for impairment if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the equity investment and that the event or events has an impact on the estimated future cash flow of the investment that can be reliably estimated.

Objective evidence of impairment of equity investment includes:

- Significant financial difficulty of the associated companies;
- Becoming probable that the associated companies will enter bankruptcy or other financial reorganization; or
- National or local economic conditions that correlate with defaults of the associated companies.

Income (loss) per share

Basic income (loss) per share is calculated using the weighted average number of common shares outstanding during the period.

The Company recognizes the dilutive effect on income or loss per share based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the period presented, this calculation proved to be anti-dilutive.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Leases

The Company has adopted the requirements of IFRS 16 Leases (“IFRS 16”), is effective May 1, 2019. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for leases. The details of the new accounting policy are described below.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset over a period of time in exchange for consideration. The Company assesses whether the contract involves the use of an identified asset, whether it has the right to obtain substantially all of the economic benefits from the use of the asset during the term of the contract and it has the right to direct the use of the asset.

The right-of-use asset is subsequently amortized from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. The right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**Leases (cont'd...)**

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments, and amounts expected to be payable at the end of the lease term.

The application of IFRS 16 did not have any impact on the amount recognized in the condensed consolidated interim financial statements. The Company has elected not to recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less, or for leases for which the underlying asset is of low value. The lease payments associated with these leases are charged directly to income on a straight-line basis over the lease term.

4. EQUIPMENT

Cost		Field equipment
Balance, as at April 30, 2019	\$	92,625
Acquisition costs		-
Disposals		-
Balance, as at July 31, 2019	\$	92,625
Accumulated depreciation		
Balance, as at April 30, 2019	\$	(54,814)
Additions		(2,363)
Disposals		-
Balance, as at July 31, 2019	\$	(57,177)
Net book value		
Balance, as at April 30, 2019	\$	37,811
Balance, as at July 31, 2019	\$	35,448

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS

	Cordero Project, Mexico	Sandra Escobar, Mexico	Jumping Josephine, Canada	Total
Balance, as at April 30, 2018	\$ 140,210	\$ 500,000	\$ 1	\$ 640,211
Acquisition costs	63,561	-	-	63,561
Balance, as at April 30, 2019	203,771	500,000	1	703,772
Balance, as at July 31, 2019	\$ 203,771	\$ 500,000	\$ 1	\$ 703,772

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

San Luis del Cordero, Mexico

On January 26, 2018 the Company entered into an agreement, subsequently amended, with Exploraciones del Altiplano S.A. de C.V. (“Altiplano”) to acquire 100% of the San Luis del Cordero property (“Cordero Project”), in Durango, Mexico. Under the terms of the amended agreement, the Company is required to make the following annual cash and share payments to Altiplano:

- a) On signing: issue 100,000 common shares (issued at a value of \$17,000) and pay US\$100,000 (paid - CAD\$123,210).
- b) On January 26, 2019: issue 200,000 common shares (issued at a value of \$14,000) and pay US\$25,000 (paid - CAD\$32,860)
- c) On April 26, 2019 pay US\$12,500 (paid – CAD\$16,701)
- d) On October 26, 2019 pay US\$112,500.
- e) On January 26, 2020 issue 300,000 common shares.
- f) On July 26, 2020 pay US\$200,000.
- g) On January 26, 2021 issue 400,000 common shares.
- h) On July 26, 2021 pay US\$550,000.
- i) On July 26, 2022: pay US\$1,500,000 (of which 30% can be issued in shares).

In order to acquire the Cordero Project, the Company is also required to satisfy work commitments of US\$400,000 by October 26, 2019 and a further US\$600,000 by July 26, 2020. Excess expenditures from year one can be applied to year two.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Sandra Escobar, Mexico

On September 15, 2015, the Company entered into an option agreement with Canasil Resources Inc. ("Canasil"), with respect to Canasil's Sandra Escobar Project ("Sandra Property") in Durango, Mexico.

During the year ended April 30, 2017, the Company earned a 55% ownership interest by paying \$500,000 and incurring exploration expenditures of US\$2,000,000.

On June 27, 2019 the Company signed a letter agreement with Pan American Silver Corp, (the "Letter Agreement"), through its subsidiary Plata Panamericana SA de CV ("Pan American"). Pan American previously acquired all of the interests of Canasil in the Sandra Property, including the rights and obligations of Canasil under the option agreement. Pursuant to the Letter Agreement, Pan American and the Company have agreed to negotiate a formal joint venture agreement to replace the option agreement, and will suspend the operation of the option agreement until the new agreement is entered into, or until December 31, 2019, whichever is earlier. During the suspension period, the parties will contribute pro-rata towards the cost of maintaining the Sandra Property in good standing.

Coneto, Mexico

In fiscal 2010, the Company purchased 100% of the core mineral concessions within the Coneto silver-gold mining camp in Durango State, Mexico, in exchange for 2,200,000 common shares, valued at \$2,090,000.

The Coneto property is subject to a 2.5% net smelter returns ("NSR") royalty payable to the vendors.

During fiscal 2011, the Company agreed with Fresnillo PLC ("Fresnillo") to jointly explore the contiguous mineral concessions held by the Company and Fresnillo in the Coneto mining district.

- a) In fiscal 2017 Fresnillo after spending an aggregate of US\$6,000,000 on exploration activities and the Company contributed their respective Coneto mining concessions to a new company Exploraciones y Desarrollos Mineros Coneto S.A.P.I de C.V. ("EDMC") owned 55% by Fresnillo and 45% by the Company.
- b) Fresnillo will have the right to increase its ownership of EDMC to 70% by either completing a prefeasibility study or spending up to an additional US\$21,000,000 in the process of preparing a prefeasibility study. If Fresnillo chooses to not exercise the right to increase its ownership of EDMC to 70%, the costs incurred to complete a prefeasibility study will be shared by Fresnillo and the Company in proportion to their ownership of EDMC; 55% by Fresnillo and 45% by the Company.
- c) Any additional funding required by EDMC will be provided by the Company and Fresnillo in proportion to their respective ownership interests in EDMC at that time.
- d) Fresnillo will have a right of first refusal to acquire the Company's ownership interest in EDMC if the Company receives an offer for its interest in EDMC that it proposes to accept.
- e) During the life of the Association Agreement, in the event that the Company, or any of its subsidiaries, enters into a transaction to acquire an interest in any additional mineral properties in Mexico and then later decides to sell or option out that interest to a third party, Fresnillo will have a right of first refusal to participate in such transaction on the same terms and conditions as offered to the third party.

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (cont'd...)**Jumping Josephine, Canada**

On February 12, 2013, the Company completed the acquisition of Astral Mining Corporation and as a result, acquired a 60% interest in mining claims, collectively known as the Jumping Josephine Property, located in the West Kootenay Mining District of British Columbia, Canada. On February 3, 2014 the Company acquired the remaining 40% of the Jumping Josephine Property from Kootenay Silver Inc. by issuing 1,000,000 common shares valued at \$230,000.

There were no current or future planned exploration activities on the Jumping Josephine Property. Accordingly, the Company reduced the carrying value of the Property to \$1 at April 30, 2018.

6. INVESTMENT IN ASSOCIATE

During the year ended April 30, 2017, the Company and Fresnillo, pursuant to a definitive agreement contributed their respective Coneto mining concessions to a new company, EDMC by way of merger. The ownership of EDMC is 55% Fresnillo, 45% by the Company (Note 5).

The Company has a minority position on the technical committee and board of directors of EDMC, and does not control operational decisions. The Company's judgement is that it has significant influence, but not control and accordingly equity accounting is appropriate.

As at July 31, 2019, EDMC's aggregate assets, aggregate liabilities and net losses are as follows:

	July 31, 2019		April 30, 2019	
Current assets	\$	184,933	\$	171,007
Non-current assets		1,772,362		1,806,529
Current liabilities		(127,925)		(157,452)
Net assets		1,829,370		1,820,084
The Company's ownership %		45%		45%
The Company's share of net assets	\$	823,217	\$	819,038

	July 31, 2019		April 30, 2019	
Loss for the period	\$	(36,012)	\$	(312,823)
Other comprehensive income (loss)– currency translation		33,845		(55,988)
Total comprehensive income/loss		(2,167)		(368,811)
The Company's ownership %		45%		45%
The Company's share of comprehensive income/loss	\$	(975)	\$	(165,965)

	July 31, 2019		April 30, 2019	
Net investment, opening	\$	1,979,528	\$	2,106,150
Additional investment		35,286		39,343
Equity loss for the period		(16,205)		(140,770)
Other comprehensive income (loss) - currency translation		15,230		(25,195)
Net investment, closing	\$	2,013,839	\$	1,979,528

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

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7. SHARE CAPITAL AND RESERVES

Authorized

Unlimited number of common shares without par value.

Share issuances

On January 26, 2018, the Company issued 100,000 shares for the Cordero Project valued at \$17,000.

On January 26, 2019, the Company issued 200,000 shares for the Cordero Project valued at \$14,000.

Stock options and warrants

The Company has a plan to grant stock options to directors, officers, employees and consultants of the Company. Under the plan, the board of directors has the discretion to issue the equivalent of up to 10% of the issued and outstanding shares of the Company from time to time. Stock options are generally for a term of up to five years from the date granted and are exercisable at a price that is not less than the market price on the date granted.

Vesting terms are determined at the discretion of the board of directors. Options issued to consultants providing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the options vesting in any three-month period.

During the three months ended July 31, 2019 and 2018, no options or warrants were exercised.

On September 10, 2018 the Company granted 500,000 stock options to consultants at an exercise price of \$0.10 per share with a five-year term. The options vested immediately. During the period ended July 31, 2019, 100,000 of these options were forfeited.

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7. SHARE CAPITAL AND RESERVES (cont'd...)**Stock options and warrants (cont'd...)**

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock options	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding, April 30, 2017	5,267,500	\$ 0.30	7,780,000	\$ 0.25
Granted	-	-	2,950,000	0.17
Exercised	-	-	-	-
Expired	(5,267,500)	0.30	-	-
Forfeited	-	-	(800,000)	0.21
Outstanding, April 30, 2018	-	-	9,930,000	0.23
Granted	-	-	500,000	0.10
Expired	-	-	(1,555,000)	0.15
Forfeited	-	-	(200,000)	0.17
Outstanding, April 30, 2019	-	-	8,675,000	0.24
Granted	-	-	-	-
Expired	-	-	(150,000)	0.15
Forfeited	-	-	(100,000)	0.10
Outstanding, July 31, 2019	-	\$ -	8,425,000	\$ 0.24
Exercisable at July 31, 2019	-	\$ -	8,425,000	\$ 0.24

The following stock options to acquire common shares of the Company were outstanding at July 31, 2019:

Number of Shares	Exercise Price	Expiry Date
Options		
1,975,000	0.15	June 26, 2020
3,250,000	0.35	January 29, 2021
150,000	0.55	May 13, 2021
2,650,000	0.17	May 3, 2022
400,000	0.10	September 10, 2023
8,425,000		

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8. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns on unused capital. The Company does not pay dividends. The Company is not subject to any externally imposed capital requirements.

The Company raises capital to fund its corporate and exploration costs and other obligations through the sale of its common shares or units consisting of common shares and warrants in order to operate its business and safeguard its ability to continue as a going concern. Although the Company has been successful at raising funds in the past through issuance of share capital, it is uncertain whether it will continue this financing due to uncertain economic conditions. There have been no changes to the Company's approach to capital management during the period.

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the three months ended July 31, 2019:

- a) Other comprehensive gain – currency translation \$15,230

Significant non-cash transactions during the three months ended July 31, 2018 included:

- a) Other comprehensive loss – currency translation \$10,767

10. RELATED PARTY TRANSACTIONS

The financial statements include the financial statements of Orex Minerals Inc. and its subsidiaries listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
OVI Exploration de Mexico S.A. de C.V.	Mexico	100%	Mineral exploration
Servicios Mineros Ores Silver S.A. de C.V.	Mexico	100%	Mineral exploration
Astral Mining Corporation	Canada	100%	Mineral exploration
Astral Mining S.A. de C.V.	Mexico	100%	Mineral exploration

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

THREE MONTHS ENDED JULY 31, 2019

(Expressed in Canadian Dollars)

10. RELATED PARTY TRANSACTIONS (cont'd...)

During the three months ended July 31, 2019, the Company entered into the following transactions with related parties, directors and key management personnel. Key management personnel are individuals responsible for planning, directing and controlling the activities of the Company and include all directors and officers.

Compensation paid or payable to key management personnel for services rendered are as follows:

	Three Months Ended July 31, 2019		Three Months Ended July 31, 2018	
Management fees	\$	60,720	\$	60,720
Geological consulting fees		36,549		36,552
Total	\$	97,269	\$	97,272

	Three Months Ended July 31, 2019		Three Months Ended July 31, 2018	
Investor relations, and office and administrative *	\$	41,444		37,902
Rent*		15,000		15,000
Total	\$	56,444	\$	52,902

*Fees paid to a management service company controlled by the chief executive officer and director of the Company that provides a corporate secretary, and accounting and administration staff to the Company, on a shared cost basis.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

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); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments

The Company has various financial instruments including cash, receivables, accounts payable and accrued liabilities. Cash is carried at fair value using a level 1 fair value measurement. The carrying values of receivables and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

OREX MINERALS INC.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

THREE MONTHS ENDED JULY 31, 2019

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11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)

Concentrations of business risk

The Company maintains a majority of its cash with a major Canadian financial institution and the remainder of its cash with a major Mexican financial institution. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

As the Company operates in an international environment, some of the Company's transactions are denominated in currencies other than the Canadian dollar. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity.

Credit risk

The Company is exposed to credit risk only with respect to uncertainties as to timing and amount of collectability of receivables. The Company believes its credit risk is low because its receivables are primarily comprised of input value-added tax (IVA) and goods and services tax (GST), which are recoverable from the governing body in Mexico and Canada, respectively. As the Company's exploration operations are conducted in Mexico and Canada, the Company's operations are also subject to the economic risks associated with these countries.

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 the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period. The Company is exposed to liquidity risk.

Foreign exchange risk

A portion of the Company's operational transactions are originally or effectively denominated in US dollars. As well, because the Company's operations are in Mexico, some costs are denominated in Mexican Pesos. Accordingly, the results of the Company's operations and comprehensive loss as stated in Canadian dollars will be impacted by exchange rate fluctuations. The Company does not hedge its exposures to movements in the exchange rates at this time.

The Company's exposure to foreign currency risk is on its cash, receivables, accounts payable and accrued liabilities. At July 31, 2019, a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and US dollar would have an effect of \$36,000 on loss and comprehensive loss; a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and the Mexican Peso would have an effect of \$39,000 on loss and comprehensive loss.

OREX MINERALS INC.**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS****THREE MONTHS ENDED JULY 31, 2019**

(Expressed in Canadian Dollars)

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd...)**Interest rate risk**

The Company limits its exposure to interest rate risk by holding cash deposits at major Canadian financial institutions and accordingly is not subject to significant interest rate risk.

Price risk

Mineral prices, in particular gold and silver, are volatile, and may fluctuate sharply. The prices are subject to market supply and demand, political and economic factors, and commodity speculation, all of which can interact with one another to cause significant price movement from day to day and hour to hour. These price movements can affect the Company's ability to operate and to raise financing through the sale of its common shares.

12. SEGMENTED INFORMATION

The Company's one reportable operating segment is the acquisition and exploration of mineral properties. Geographic information is as follows:

		July 31, 2019		April 30, 2019
Equipment				
Mexico	\$	35,448	\$	37,811
Exploration and evaluation assets				
Mexico	\$	703,771	\$	703,771
Canada		1		1
