



CONIC METALS CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE PERIOD FROM JUNE 25, 2019

TO DECEMBER 31, 2019

(EXPRESSED IN UNITED STATES DOLLARS)



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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Conic Metals Corp.:

Opinion

We have audited the consolidated financial statements of Conic Metals Corp. and its subsidiaries (together the "Company"), which comprise the consolidated statement of financial position as at December 31, 2019, and the consolidated statement of net and comprehensive loss, consolidated statement of changes in shareholders' equity and consolidated statement of cash flows for the period from incorporation on June 25, 2019 to December 31, 2019, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019, and its consolidated financial performance and its consolidated cash flows for the period from incorporation on June 25, 2019 to December 31, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion & Analysis filed with the relevant Canadian securities commissions.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Anna C. Moreton.

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Baker Tilly WM LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, B.C.
June 15, 2020

CONIC METALS CORP.
Consolidated Statement of Financial Position
(Expressed in United States Dollars, unless otherwise indicated)

	As at December 31, 2019
Assets	
Current Assets	
Cash and cash equivalents	\$ 4,438,341
Amounts receivable and other assets (Note 6)	26,130,920
Marketable securities (Note 7)	1,111,333
	31,680,594
Non-Current Assets	
Investment in Ramu Nickel Mine (Note 8)	133,217,226
Royalty contracts (Note 9)	26,066,974
Right-of-use assets (Note 10(a))	90,229
Property, plant and equipment	45,092
	191,100,115
Total Assets	\$ 191,100,115
Liabilities and Shareholders' Equity	
Current Liabilities	
Accounts payable and accrued liabilities (Note 14)	\$ 1,424,857
Lease liability (Note 10(b))	40,960
Non-recourse debt (Note 11)	17,212,094
	18,677,911
Non-Current Liabilities	
Lease liability (Note 10(b))	51,000
Non-recourse debt (Note 11)	106,530,663
	125,259,574
Total Liabilities	125,259,574
Shareholders' Equity	
Share capital (Note 12)	66,076,942
Reserves	103,456
Deficit	(339,857)
	65,840,541
Total Shareholders' Equity	65,840,541
Total Liabilities and Shareholders' Equity	\$ 191,100,115

Subsequent Events (Note 20)

Approved on behalf of the Board:

"Justin Cochrane", Director

"Anthony Milewski", Director

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

CONIC METALS CORP.
Consolidated Statement of Net and Comprehensive Loss
(Expressed in United States Dollars, unless otherwise indicated)

	For the Period From June 25, 2019 to December 31, 2019
Operating Expenses	
Consulting fees	\$ 18,326
Exploration costs	60,550
General and administrative	224,607
Salaries and fees (Note 14)	272,603
Marketing and promotion	99,335
Professional fees	149,780
Regulatory fees	11,896
Share based compensation (Notes 13(b) and 14)	103,456
Operating Loss	(940,553)
Other income	6,796
Share of operating profit from Ramu Nickel Mine (Note 8(ii))	1,875,557
Unrealized loss on marketable securities	(245,383)
Financing costs (Note 8(iv))	(1,034,657)
Foreign exchange gain (loss)	(1,617)
	600,696
Net and Comprehensive Loss for the period	\$ (339,857)
Basic and Diluted Loss per Share	\$ (0.01)
Weighted Average Number of Common Shares Outstanding - Basic and Diluted	29,588,290

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

CONIC METALS CORP.
Consolidated Statement of Cash Flows
(Expressed in United States Dollars, unless otherwise indicated)

For the Period From
June 25, 2019 to
December 31, 2019

Operating Activities

Net loss for the period	\$ (339,857)
Adjustments for:	
Share of operating profit from Ramu Nickel Mine	(1,875,557)
Unrealized loss on marketable securities	245,383
Share based compensation	103,456
Financing costs	1,034,574
Other	2,198
Non-cash working capital items:	
Amounts receivable and other assets	(264,153)
Accounts payable and accrued liabilities	532,297

Net cash used in Operating Activities **(561,659)**

Investing Activities

Net cash acquired with Highlands Pacific Limited (Note 5)	2,409,533
Net cash received from Pala Investments Limited (Note 5)	2,590,467

Net cash provided by Investing Activities **5,000,000**

Net change in Cash and Cash Equivalents **4,438,341**
Cash and Cash Equivalents, Beginning of period **-**

Cash and Cash Equivalents, End of period **\$ 4,438,341**

Cash and cash equivalents

Cash	\$ 4,361,378
Short-term bank deposit	76,963

\$ 4,438,341

Supplemental Information

Interest paid	\$ -
Income taxes paid	\$ -

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

CONIC METALS CORP.**Consolidated Statement of Changes in Shareholders' Equity****For the Period From June 25, 2019 to December 31, 2019****(Expressed in United States Dollars, unless otherwise indicated)**

	<u>Share Capital</u>		Reserves	Deficit	Total
	Number	Amount			
Balance, June 25, 2019	-	\$ -	\$ -	\$ -	\$ -
Issuance of common shares on incorporation (Note 12(b)(i))	1	1	-	-	1
Cancellation of common share	(1)	(1)	-	-	(1)
Issuance of common shares on acquisition of assets from Sienna Metals Limited (Notes 5 and 12(b)(ii))	83,465,472	66,076,942	-	-	66,076,942
Share based compensation (Note 13(b))	-	-	103,456	-	103,456
Net loss for the period	-	-	-	(339,857)	(339,857)
Balance, December 31, 2019	83,465,472	\$ 66,076,942	\$ 103,456	\$ (339,857)	\$ 65,840,541

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

CONIC METALS CORP.

Notes to the Consolidated Financial Statements

For the Period June 25, 2019 to December 31, 2019

(Expressed in United States Dollars, unless otherwise indicated)

1. Nature of Operations

Conic Metals Corp. (the "Company" or "Conic") was incorporated pursuant to the *Business Corporations Act* (British Columbia) on June 25, 2019 as "Nickel 28 Capital Corp." and changed its name to "Conic Metals Corp." on October 21, 2019. The head office is located at 4 King Street West, Suite 401, Toronto, Ontario, Canada. The registered office of the Company is 666 Burrard Street, Suite 1700, Vancouver, British Columbia, Canada.

The Company is a base metals company offering direct exposure to nickel and cobalt. Conic holds an 8.56% joint-venture interest in the producing, long-life Ramu Nickel-Cobalt Operation located in Papua New Guinea. In addition, Conic manages a portfolio of nickel and cobalt royalties on development and exploration projects in Canada and Australia.

These consolidated financial statements of the Company for the period ended December 31, 2019 were approved and authorized for issue by the Board of Directors on June 15, 2020.

On October 25, 2019, Cobalt 27 Capital Corp. ("Cobalt 27") and a wholly owned subsidiary of Pala Investments Limited ("Pala") - Sienna Metals Limited ("Sienna Metals") completed a transaction (the "Arrangement Agreement") pursuant to which Pala acquired 100% of Cobalt 27's issued and outstanding common shares, other than the approximately 19% that Pala already owned. Under the terms of the Arrangement Agreement Cobalt 27 shareholders received for each common share held, CAD\$4.00 in cash plus one common share of Conic (collectively the "Consideration").

The Arrangement Agreement was carried out under a court approved statutory plan of arrangement governed by the Business Corporations Act (British Columbia). On closing of the Arrangement Agreement, certain assets and liabilities of Cobalt 27 were transferred to Conic. (Note 5)

Commencing in March 2020, the outbreak of the novel strain of coronavirus known as "COVID19" has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID19 pandemic is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.

2. Basis of Presentation

Statement of compliance

These consolidated financial statements (the "financial statements") have been prepared in accordance with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

Basis of presentation

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

Functional and presentation currency

The functional currency of the Company is the United States dollar. The Company operates in a mixture of currencies and therefore the determination of functional currency involves certain judgments to determine the primary economic environment in which the Company operates. The Company reconsiders the functional currency if there is a change in events and conditions which determine the primary economic environment.

CONIC METALS CORP.

Notes to the Consolidated Financial Statements

For the Period June 25, 2019 to December 31, 2019

(Expressed in United States Dollars, unless otherwise indicated)

2. Basis of Presentation (Continued)

Functional and presentation currency (continued)

Foreign currency transactions are translated into the functional currency using exchange rates in effect at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate in effect at the measurement date. Non-monetary assets and liabilities denominated in foreign currencies are translated using the historical exchange rate or the exchange rate in effect at the measurement date for items recognized at fair value through profit and loss. Gains and losses arising from foreign exchange are included in profit or loss.

3. Significant Accounting Policies

(a) Basis of consolidation

These consolidated financial statements include the accounts of Conic and its wholly-owned subsidiaries:

Subsidiaries	% Shareholding	Class of Share	Country of incorporation
Highlands Pacific Limited ("Highlands")	100	Ordinary	Papua New Guinea
Electric Metal Streaming Corp.	100	Ordinary	Canada
Ramu Nickel Limited	100	Ordinary	Papua New Guinea
Highlands Frieda Limited	100	Ordinary	Papua New Guinea
Highlands Pacific Resources Limited	100	Ordinary	Papua New Guinea
Highlands Pacific Australia Pty Limited	100	Ordinary	Australia
Highlands Pacific Services Limited	100	Ordinary	Papua New Guinea

Subsidiaries are entities which the Company controls, either directly or indirectly, where control is defined as power over the investee, exposure, or rights, to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of the returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and they are deconsolidated from the date on which control ceases. All intercompany transactions and balances have been eliminated upon consolidation.

(b) Royalty contracts

Royalty contracts consist of acquired royalty interests in advanced / development and exploration stage properties. These interests are recorded at cost and capitalized as tangible assets with finite lives. They are subsequently measured at cost less accumulated depletion and accumulated impairment losses, if any. The major categories of the Company's interests are advanced / development and exploration. The cost of royalty interests in advanced / development assets are determined and capitalized by reference to the cost model under IAS 16 Property, plant and equipment ("IAS 16"). Royalty contracts for advanced / development assets, are interests on projects that are not yet producing, but where in management's view, the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Royalty contracts for exploration stage assets are interests on projects where the technical feasibility and commercial viability of extracting a mineral resource are not yet demonstrable and are determined and capitalized in accordance with IFRS 6 Exploration for and evaluation of mineral resources ("IFRS 6"). Project evaluation costs that are not related to a specific agreement are expensed in the period incurred.

Management uses the following criteria in its assessment of technical feasibility and commercial viability:

- i. Geology: there is a known mineral deposit which contains mineral reserves or resources.
- ii. Accessibility and authorization: there are no significant unresolved issues impacting the accessibility and authorization to develop or mine the mineral deposit, and social, environmental and governmental permits and approvals to develop or mine the mineral deposit appear obtainable.

CONIC METALS CORP.
Notes to the Consolidated Financial Statements
For the Period June 25, 2019 to December 31, 2019
(Expressed in United States Dollars, unless otherwise indicated)

3. Significant Accounting Policies (Continued)

(b) Royalty contracts (continued)

Producing royalty and other interests will be depleted using the units-of-production method over the life of the property to which the interests relate, which are estimated using available information of proven and probable reserves and the portion of resources expected to be classified as mineral reserves at the mine corresponding to the specific agreement.

The Company uses publicly available statements of reserves and resources for the underlying properties to estimate the life of the property and portion of resources that the Company expects to be converted into reserves.

(c) Property, plant and equipment

The cost of purchased property, plant and equipment is the value of the consideration given to acquire the assets and the value of other directly attributable costs which have been incurred in bringing the assets to the location and condition necessary for their intended service.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount and are included in profit or loss. Where re-valued assets are sold, the amounts included in fair value and other reserves are transferred to retained earnings.

Repairs and maintenance are charged to profit or loss during the financial period in which they are incurred. The cost of major renovations is included in the carrying amount of the asset when it is probable that future economic benefits in excess of the originally assessed standard of performance of the existing asset will flow to the Company. Major renovations are depreciated over the remaining useful life of the related asset.

The depreciation of property, plant and equipment relating to general operations is calculated on a straight-line basis to write off the cost or re-valued amount of each asset to their residual value over their estimated useful lives as follows:

Plant and equipment	5 - 10 years
Vehicles	3 - 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

(d) Investment in the Ramu Nickel Mine

The Company has an interest in a joint venture. The Company does not have joint control in relation to the Ramu Nickel Mine, and it is not a joint operation nor a joint venture as defined by IFRS 11 Joint Arrangements. Management has concluded the Company has significant influence, and accordingly accounts for the investment using the equity method of accounting.

Under the equity method of accounting, the investment is initially recognized at cost and adjusted thereafter to recognize the Company's share of the post acquisition profits or losses of the investee in profit or loss, and the Company's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognized as a reduction in the carrying amount of the investment. When the Company's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealized gains on transactions are eliminated to the extent of the interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Company.

CONIC METALS CORP.**Notes to the Consolidated Financial Statements****For the Period June 25, 2019 to December 31, 2019****(Expressed in United States Dollars, unless otherwise indicated)**

3. Significant Accounting Policies (Continued)**(e) Impairment of long-lived assets**

Advanced / development royalty interests are reviewed for impairment if there is any indication that the carrying amount may not be recoverable. Impairment is assessed at the level of cash-generating units ("CGUs") which, in accordance with IAS 36 Impairment of Assets ("IAS 36") are identified as the smallest identifiable group of assets that generates cash inflows, which are largely independent of the cash inflows from other assets. This is usually at the individual royalty interest level for each property from which cash inflows are expected to be generated.

An impairment loss is recognized for the amount by which the asset's carrying value exceeds its recoverable amount, which is the higher of fair value less costs of disposal ("FVLCD") and value-in-use ("VIU"). The future cash flow expected is derived using estimates of proven and probable reserves, a portion of resources that is expected to be converted into reserves and information regarding the mineral properties that could affect the future recoverability of the Company's interests. Discount factors are determined individually for each asset and reflect their respective risk profiles.

Royalty interests for exploration stage assets are assessed for impairment whenever indicators of impairment exist in accordance with IFRS 6. An impairment loss is recognized for the amount by which the asset's carrying value exceeds its recoverable amount, which is the higher of FVLCD and VIU. An interest that has previously been classified as exploration is also assessed for impairment before reclassification to either advanced or producing, and the impairment loss, if any, is recognized in profit or loss.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately as an impairment loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying amount that would have been determined if no impairment had previously been recognized.

(f) Financial Instruments ("IFRS 9")**Financial assets**

Financial assets are classified as either financial assets at fair value through profit and loss ("FVTPL"), amortized cost, or fair value through other comprehensive income ("FVTOCI"). The Company determines the classification of its financial assets at initial recognition.

- FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

The Company's marketable securities are classified as financial assets and measured at FVTPL.

- Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at fair value through profit and loss: 1) the objective of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

The Company's cash and cash equivalents, other receivables, amounts receivable from MCC Ramu NiCo Limited and sundry receivables are classified as financial assets and measured at amortized cost.

CONIC METALS CORP.
Notes to the Consolidated Financial Statements
For the Period June 25, 2019 to December 31, 2019
(Expressed in United States Dollars, unless otherwise indicated)

3. Significant Accounting Policies (Continued)

(f) Financial Instruments ("IFRS 9") (continued)

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

- Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company's accounts payable and accrued liabilities and non-recourse debt do not fall into any of the exemptions and are therefore measured at amortized cost.

Transaction costs

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

Subsequent measurement

Instruments classified at FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified at amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred, or liabilities assumed, is recognized in profit or loss.

Expected credit loss impairment model

The Company follows a single expected credit loss impairment model, which is based on changes in credit quality since initial application.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

CONIC METALS CORP.

Notes to the Consolidated Financial Statements

For the Period June 25, 2019 to December 31, 2019

(Expressed in United States Dollars, unless otherwise indicated)

3. Significant Accounting Policies (Continued)

(g) Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the earnings (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated using the treasury stock method and the "if converted" method, as applicable. The treasury stock method assumes that outstanding share options with an average market price that exceeds the average exercise prices of the options for the period are exercised and the assumed proceeds are used to repurchase shares of the Company at the average market price of the common share for the period.

(h) Debt

Debt is initially recognised at fair value, net of transaction costs incurred. Debt is subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit and loss over the period of the borrowings using the effective interest method.

(i) Segment reporting

The Company is engaged in the management and acquisition of royalties, and interests in the nickel and cobalt sectors. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Executive Officer ("CEO") who fulfills the role of the chief operating decision-maker. The CEO is responsible for allocating resources and assessing performance of the Company's operating segments.

(j) Revenue from contracts with customers

The Company may generate revenue from contracts with customers under each of its royalty interests. The Company has determined that each unit of a commodity that is delivered to a customer under a royalty interest arrangement is a performance obligation for the delivery of a good that is separate from each other unit of the commodity to be delivered under the same arrangement.

- Royalty

The Company has nine exploration stage and two development stage royalty contracts.

Revenue will be recorded when the commodities received under such arrangements are sold and control over those commodities transfers to the ultimate customer. Control will transfer on the date the commodity under the agreement is credited to the customer account. Revenue from royalty contracts will be measured at the transaction price agreed with the ultimate customer.

(k) Share based compensation

The Company follows the fair value method of accounting for the issuance of stock options and restricted share units ("RSU") granted to officers, employees, directors, advisors and consultants. The grant date fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and the expected life of the options. The number of stock option awards expected to vest are estimated using a forfeiture rate based on historical experience and future expectations. The fair value of the RSUs is determined by the quoted market price of the Company's common shares at date of grant. Share based compensation is amortized to earnings over the vesting period of the related option or RSU.

At the discretion of the Board of Directors, RSUs may be settled in equity, cash or a combination of both. The fair value of RSUs, which are settled in equity, is recognized as a share based compensation expense with a corresponding increase in reserves, over the vesting period. The fair value of RSUs, when settled in cash, is recognized as a share based compensation expense with a corresponding increase in liabilities, over the vesting period.

CONIC METALS CORP.

Notes to the Consolidated Financial Statements

For the Period June 25, 2019 to December 31, 2019

(Expressed in United States Dollars, unless otherwise indicated)

3. Significant Accounting Policies (Continued)

(k) Share based compensation (continued)

The Company uses graded or accelerated amortization which specifies that each vesting tranche must be accounted for as a separate arrangement with a unique fair value measurement. Each vesting tranche is subsequently amortized separately and in parallel from the grant date.

Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the estimated fair value.

(l) 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 year end, adjusted for amendments to tax payable with regards to previous years. Deferred taxes provide 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 profit, and differences relating to investments in subsidiaries to the extent the reversal of the temporary difference can be controlled and it is probable it will 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 that are expected to apply in the year of realization or settlement, which has been enacted or substantively enacted at the financial position reporting 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. Deferred tax assets and liabilities are offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(m) Leases ("IFRS 16")

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 for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, and subsequently at cost less any accumulated depreciation and impairment losses and adjusted for certain re-measurements of the lease liability. The cost of the right-of-use asset includes the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received, any initial direct costs; and if applicable, an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

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3. Significant Accounting Policies (Continued)

(m) Leases (“IFRS 16”) (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company’s incremental borrowing rate. The incremental borrowing rate reflects the rate of interest that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions. Generally, the Company uses its incremental borrowing rate as the discount rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, a change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised.

The Company does not recognize right-of-use assets and lease liabilities for leases of low-value assets and leases with lease terms that are less than 12 months. Lease payments associated with these leases are instead recognized as an expense over the lease term on either a straight-line basis, or another systematic basis if more representative of the pattern of benefit.

The Company has applied judgment to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right-of-use assets recognized.

(n) Uncertainty over Income Tax Treatments (“IFRIC 23”)

IFRIC 23 requires an entity to assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings and to exercise judgment in determining whether each tax treatment should be considered independently or whether some tax treatments should be considered together. The decision should be based on which approach provides better predictions of the resolution of the uncertainty. An entity also has to consider whether it is probable that the relevant authority will accept each tax treatment, or group of tax treatments, assuming that the taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so.

(o) Business Combinations (“IFRS 3”)

In October 2018, the IASB issued an amendment to IFRS 3, effective for annual periods beginning on or after January 1, 2020 with early adoption permitted. The amendment clarifies that a business must include, at minimum, an input and a substantive process that together contribute to the ability to create outputs, and assists companies in determining whether an acquisition is a business combination or an acquisition of a group of assets by providing supplemental guidance for assessing whether an acquired process is substantive. The Company has decided to early adopt the amendments to IFRS 3 effective June 25, 2019 and apply the amended standard in assessing business combinations on a prospective basis. For acquisitions that are determined to be acquisitions of assets as opposed to business combinations, the Company allocates the transaction price to the individual identifiable assets acquired and liabilities assumed based on their relative fair values, and no goodwill is recognized. Acquisitions that continue to meet the definition of a business combination are accounted for under the acquisition method. The policy was applied in the asset acquisition (note 5).

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4. Key Sources of Estimation Uncertainty and Critical Accounting Judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, the areas which require management to make significant judgments, estimates and assumptions in determining carrying amounts are:

Carrying amount of the Ramu Nickel Mine

The Company, on each reporting date, considers whether there is any objective evidence that its net investment in the Ramu Nickel Mine has suffered any impairment. The assessment often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, operating costs, capital costs and production rates. The impairment testing for the current year for the Company's interest in the Ramu Nickel Mine, has been based on a real discount rate of 12.5%, proven and probable reserves, long term nickel prices of \$7.06 - \$8.33/lb and cobalt prices of \$20.14 - \$23.90/lb, and operating costs consistent with operator plans and historical data.

Deferred taxes

The Company recognizes the deferred tax benefit related to tax assets and tax losses to the extent recovery is probable. Assessing the recoverability of deferred income tax assets requires management to make significant estimates of future taxable profit and expected timing of reversals of existing temporary differences. To the extent that future cash flows and taxable profit differ significantly from estimates, the ability of the Company to realize the deferred tax assets recorded at the statement of financial position date could be impacted. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from tax assets and tax losses.

Business combinations

Determination of whether a set of assets acquired and liabilities assumed constitute the acquisition of a business or an asset may require the Company to make certain judgments as to whether or not the assets acquired and liabilities assumed include the inputs, processes and outputs necessary to constitute a business as defined in IFRS 3 – Business Combinations. Based on an assessment of the relevant facts and circumstances, the Company concluded that the spin-out transaction on October 25, 2019 did not meet the definition of a business and the transaction has been accounted for as an asset acquisition (note 5).

Impairment of royalty contracts

Assessment of impairment of royalty contracts at the end of each reporting period requires the use of judgments, assumptions and estimates when assessing whether there are any indicators that give rise to the requirement to conduct a formal impairment test on the Company's royalty contracts. Indicators which could trigger an impairment test include, but are not limited to, a significant change in operator reserve and resource estimates, industry or economic trends, current or forecast commodity prices, and other relevant operator information with respect to the underlying mineral resource properties.

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5. Asset Acquisition

On October 25, 2019, the Company, Pala and Sienna Metals completed the spin-out transaction pursuant to which certain assets of Cobalt 27 were transferred to Conic in exchange for common shares of Conic. The transaction was implemented by way of a court-approved statutory plan of arrangement governed by the Business Corporations Act (British Columbia).

On closing of the transaction, Pala acquired 100% of Cobalt 27's issued and outstanding common shares, other than the approximately 19% that Pala already owned, and transferred certain assets and liabilities to Conic. The net assets were transferred to Conic in exchange for an aggregate of 83,465,472 common shares of Conic.

Based on management's judgment, the acquisition did not meet the IFRS definition of a business combination as the primary assets acquired did not constitute a business. Consequently, the transaction was recorded as an asset acquisition.

The consideration was determined based on the carrying amounts of the assets and liabilities transferred at the closing date of the Arrangement Agreement is as follows:

Consideration

Share consideration	\$ 66,076,942
---------------------	---------------

Net assets acquired

Net cash	\$ 2,590,467
Royalty contracts	26,066,974
Marketable securities	1,356,716
Investment in Highlands Pacific Limited ⁽¹⁾	51,515,372
Intercompany loans	(15,452,587)
	\$ 66,076,942

⁽¹⁾ The investment in Highlands Pacific Limited consists of the following:

Cash and cash equivalents	\$ 2,409,533
Receivables	38,078,692
Property, plant and equipment	46,376
Right-of-use assets	97,000
Investment in Ramu Nickel Mine	134,582,333
Accounts payable and accrued liabilities	(892,769)
Lease liability	(98,000)
Non-recourse debt	(122,707,793)
	\$ 51,515,372

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6. Amounts Receivable and Other Assets

	As at December 31, 2019
Other receivables ⁽¹⁾	\$ 20,922,118
Amount receivable from MCC Ramu NiCo Limited ⁽²⁾	5,084,273
Harmonized sales tax receivable	16,639
Prepaid expenses	41,212
Sundry receivables	66,678
	\$ 26,130,920

⁽¹⁾ Other receivables represents an amount held on behalf of Highlands by MCC Ramu NiCo Limited which will be drawn for cash calls for the Ramu Nickel mine (\$2.8 million), to pay sales commission for the sale of MHP from the Ramu Nickel mine (\$0.92 million) and to be applied against the loan to MCC Ramu NiCo Limited (\$17.2 million) (note 11).

⁽²⁾ This represents an amount owing by MCC Ramu NiCo Limited relating to Highlands' share of uncollected MHP sales at the Ramu Nickel mine.

7. Marketable Securities

The Company holds 1,000,000 common shares of Minerva Intelligence Inc. ("Minerva"), which were acquired at a cost of \$76,581 (note 5). As at December 31, 2019, the investment in Minerva was valued at \$100,092 based on the applicable closing share price.

The Company holds 3,980,000 common shares of Giga Metals Corp. ("Giga") which were acquired at a cost of \$1,280,135 (note 5). As at December 31, 2019, the investment in Giga was valued at \$1,011,241 based on the applicable closing share price.

8. Investment in Ramu Nickel Mine

The investment in the Ramu Nickel Mine ("Ramu") consists of an 8.56% joint venture interest in the producing Ramu mine and refinery located near the city of Madang on the north coast of Papua New Guinea. Ramu was financed, constructed and commissioned in 2012, by majority-owner and operator Metallurgical Corporation of China Limited ("MCC").

The 8.56% interest in the Ramu mine is held by the Company through its wholly-owned subsidiary Ramu Nickel Limited. The Company's interest in the Ramu mine will increase to 11.3% at no cost to the Company once Conic's share of the Ramu project debt is repaid to the project manager and joint venture partner MCC (note 11). In addition to this when the Company's interest increases to 11.3%, the Company will also have the option to purchase an additional 9.25% interest in the Ramu mine at market value, which if exercised, would take the Company's interest to 20.55%.

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8. Investment in Ramu Nickel Mine (Continued)

(i) Summarized financial information for Ramu Nickel Mine

	As at December 31, 2019
Current assets	\$ 133,958,476
Non-current assets	1,482,618,313
Current liabilities	(26,422,575)
Non-current liabilities	(33,877,050)
Net assets	\$1,556,277,164
Company's 8.56% share of net assets	\$ 133,217,226
Investment at carrying amount	\$ 133,217,226

(ii) Interest in Ramu Nickel Mine

	For the Period October 25, 2019 to December 31, 2019
Share of revenue	\$ 7,047,757
Share of production costs	(3,191,627)
Share of other costs	(572,715)
Depreciation and amortization	(1,365,333)
Direct holding costs	(42,525)
Share of operating profit from Ramu Nickel Mine	\$ 1,875,557

(iii) Sale of Mixed Hydroxide Product ("MHP")

	For the Period October 25, 2019 to December 31, 2019
Share of Ramu Nickel Mine's MHP Product (Wet Metric Tonnes)	2,972,828
Revenue from Sales of MHP Products	\$ 7,047,757

(iv) Non-recourse debt (note 11)

	As at December 31, 2019
Opening balance - October 25, 2019	\$ 122,707,793
Interest accrued	1,034,964
Closing balance	\$ 123,742,757

On initial acquisition, Highlands recognized a loan balance owing to MCC Ramu NiCo Limited for its 8.56% share of capped development costs plus accumulated interest for monies paid by MCC Ramu NiCo Limited to lenders on behalf of the joint venture parties up to January 1, 2015. This debt is non-recourse to the Company (excluding Ramu Nickel Limited) and is to be repaid by Ramu Nickel Limited out of its share of operating surpluses less ongoing capital expenditure requirements (note 11).

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8. Investment in Ramu Nickel Mine (Continued)

In assessing the recoverable amount of its interest in the Ramu Nickel mine for impairment testing purposes, the Company has adopted a value in use ("VIU") methodology as to the present value of the expected future cash flows before financing from 2020 through to 2033. The calculations use cash flow projections based on financial budgets covering the period from 2020 to 2033.

Key assumptions

The key assumptions and estimates used in determining the VIU are related to commodity prices, discount rates, operating costs, exchange rates and capital expenditures. The following key assumptions were used in impairment and fair value testing:

Assumptions	2019
Nickel Price (US\$/lb)	\$7.06 – \$8.33
Cobalt Price (US\$/lb)	\$20.14 – \$23.90
Life of Mine	14 years
Production Rate	100%
After tax discount rate (Real)	12.5%

(NB. Prices above are nominal.)

Sensitivities

Management performed a sensitivity analysis on the commodity price of nickel, which is the key assumption that impacts impairment calculations. While holding all other assumptions constant, a positive 10% movement in the price assumptions range for nickel results in an increase in the present value of future cash flows of approximately \$22 million, while a negative 10% movement results in a reduction of \$20 million.

Holding all other assumptions constant, a change in WACC to 12% would result in an increase in the present value of future cash flows of \$3.9 million and a change in WACC to 13% would result in a decrease of \$3.7 million.

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9. Royalty Contracts

A royalty is a payment to a royalty holder by a property owner or an operator of a property and is typically based on a percentage of the minerals or other products produced or the profits or revenue generated from the property. Royalties are not working interests in a property. Therefore, the royalty holder is generally neither responsible for, nor has an obligation to, contribute additional funds for any purpose, including, but not limited to, operating or capital costs, or environmental or reclamation liabilities. Typically, royalty interests are established through a contract between the royalty holder and the property owner. Many jurisdictions permit the holder to also register or otherwise record evidence of a royalty interest in applicable mineral title or land registries.

Common forms of royalties are Net Smelter Return (“NSR”) and Gross Revenue Royalty (“GRR”). NSR is based on the proceeds paid by a smelter or refinery to the miner for the mining production from the property less certain transportation, smelting and refining costs as defined in a royalty agreement. This type of royalty provides cash flow that is free of any operating or capital costs and environmental liabilities. GRR is generally based on the value of the mining production from the property before subsequent treatment charges are incurred. This type of royalty provides cash flow that is free of any treatment charges, operating or capital costs and environmental liabilities.

As of December 31, 2019, the Company's Royalty Contracts consisted of the following:

Royalty Name	Owner	Property Location	Stage	Primary Metal(s)	Royalty Type and %	Carrying value
Dumont Project ⁽¹⁾	8248567 Canada Limited	Québec	Advanced / Development	Ni-Co	1.75% NSR	\$15,263,086
Turnagain Project ⁽²⁾	Giga Metals Corporation	British Columbia	Exploration	Ni-Co	2% NSR	\$7,241,392
Flemington Project ⁽³⁾	Australian Mines Ltd.	Australia	Exploration	Ni-Co-Sc	1.5% GRR	\$1,943,514
Nyngan Project ⁽⁴⁾	Scandium International Mining Corp.	Australia	Advanced / Development	Sc- Ni-Co	1.7% GRR	\$971,757
Triangle Property	New Found Gold Corp. (formerly Palisade Resources Corp.)	Ontario	Exploration	Co-Ag	2% Co NSR	\$190,362
Rusty Lake Property	New Found Gold Corp. (formerly Palisade Resources Corp.)	Ontario	Exploration	Co-Ag	2% Co NSR	\$190,362
Professor & Waldman Properties ⁽⁵⁾	New Found Gold Corp. (formerly Palisade Resources Corp.)	Ontario	Exploration	Co-Ag	2% Co NSR	\$190,357
North Canol Properties ⁽⁵⁾	Golden Ridge Resources Ltd.	Yukon	Exploration	Ag-Pb-Zn-Co	2% Co NSR	\$38,072
Sunset Mineral Property	Three Individuals	British Columbia	Exploration	Cu-Zn-Co	2% Co NSR	\$38,072
Total Royalty Contracts						\$26,066,974

(1) The Dumont Nickel-Cobalt Royalty is a life-of-mine 1.75% NSR royalty with a repurchase option on 0.375% of the NSR royalty for \$15 million, exercisable in July 2020.

(2) The Turnagain Royalty is a 2.0% NSR royalty on all future metal production from the Turnagain Nickel-Cobalt Project. Under the terms of the royalty agreement, Giga Metals Corporation has a onetime repurchase option to repurchase 0.5% of the 2.0% royalty (resulting in a 1.5% remaining royalty) by paying the Company \$20 million in cash and by providing notice to the Company at least 30 days prior to the fifth (5th) anniversary. At December 31, 2019, the Company owns approximately 7% of Giga Metals Corporation's outstanding shares (note 7).

(3) The Flemington Royalty is a life-of-mine 1.5% GRR.

(4) The Nyngan Royalty is a life-of-mine 1.7% GRR.

(5) Two separate mineral properties to which a Co NSR applies.

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10. Right-of-Use Assets and Lease Liabilities

(a) Right-of-use assets

	As at December 31, 2019
Balance - October 25, 2019	\$ -
New lease additions	109,125
Depreciation	(18,896)
Balance, end of period	\$ 90,229

(b) Lease liabilities

	As at December 31, 2019
Balance - October 25, 2019	\$ -
New lease additions	109,125
Finance costs	3,000
Repayment of principal	(20,165)
Balance, end of period	91,960
Less: current liabilities	(40,960)
Non-current liabilities	\$ 51,000

(b) Lease liabilities (continued)

	As at December 31, 2019
<u>Minimum lease payments</u>	
Not later than 1 year	\$ 47,000
Later than 1 year and not later than 5 years	54,960
Total	101,960
Less unexpired finance costs	(10,000)
Balance, end of period	\$ 91,960

Nature of leasing activities

The Company leases certain commercial properties. Commercial leases are typically for 1-3 years, but may have extension option periods. Lease contracts are individually negotiated and contain a wide range of different terms and conditions.

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11. Non-Recourse Debt

	As at December 31, 2019
Loan from MCC Ramu NiCo Limited - current	\$ 17,212,094
Loan from MCC Ramu NiCo Limited - non-current	106,530,663
	\$ 123,742,757

Balance consists of:

	As at December 31, 2019
Non- recourse operating debt - current	\$ 17,212,094
Non- recourse construction debt - current	-
Non- recourse operating debt - non-current	28,874,526
Non- recourse construction debt - non-current	77,656,137
	\$ 123,742,757

Non-recourse debt relates to the Company's interest, held in the wholly owned subsidiary Ramu Nickel Limited, in the Ramu Nickel mine and owing to MCC Ramu NiCo Limited. As part of the Joint Venture Agreement with MCC Ramu NiCo Limited, MCC Ramu NiCo Limited was responsible for development and financing of the mine. These borrowings represent the Company's 8.56% share of principal repayments (capped to a specified development threshold of \$2.1 billion) and interest repayments made by MCC Ramu NiCo Limited to third party lenders on behalf of the Company, plus any accumulated interest charged by MCC Ramu NiCo Limited. The borrowings are to be repaid out of the Company's share of the Ramu Nickel mine's operating surpluses (sales revenue less operating costs and ongoing capital expenditure).

Currently, 100% of the operating surpluses from the mine are first allocated to repay the non-recourse operating debt and related interest. Once the operating debt is repaid, the Company is entitled to its 8.56% share of 35% of the mine's operating surpluses, with the remaining 65% used to repay the non-recourse construction debt and related interest. Furthermore, once the Company's non-recourse construction debt is repaid, the Company's participatory share of the Ramu Nickel Mine will automatically increase from 8.56% to 11.3% and the Company will begin receiving 100% of its share of the mine's operating surpluses on a monthly basis. Also following repayment of the non-recourse construction debt, the Company will have the option to purchase an additional 9.25% interest in the Ramu Nickel Mine at market value, which if exercised, would take the Company's interest to 20.55%.

The amount classified as current represents that portion of the loan expected to become repayable within 12 months of year end. The borrowings, under the operating debt and construction debt, bear an interest rate of 5.05% annually.

Subsequent to year end, MCC Ramu NiCo Limited confirmed that the Company's debt repayment from the mine's operating surpluses for 2019 was \$17,212,094 and the repayment would be applied to the borrowings on January 1, 2020 (note 20).

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12. Share Capital

- a) Authorized: Unlimited number of common shares without par value.
- b) Common shares issued:
 - (i) On June 25, 2019, the Company issued 1 common share to Cobalt 27 Capital Corp. on incorporation.
 - (ii) On October 25, 2019 and concurrent with the spin-out transaction (note 5), the Company cancelled its 1 common share issued on incorporation and issued an aggregate of 83,465,472 common shares in exchange for certain assets as part of the spin-out transaction.

13. Stock Options and Restricted Share Units

(a) Stock options

On December 16, 2019, the Company adopted a Stock Option Plan, subject to TSX-V and disinterested shareholder approval of the Company's Omnibus Long-term Incentive Plan ("LTIP"). The maximum aggregate number of shares reserved for issuance under the Company's Stock Option Plan, together with the RSU Plan (defined below), shall not exceed a combined total of 10% of the Company's issued and outstanding shares to officers, employees, directors, advisors and consultants. The exercise price is determined by the Board of Directors provided the minimum exercise price is set at the Company's closing share price on the day before the grant date. The options can be granted for a maximum term of ten years and vesting terms are determined by the Board of Directors at the date of grant.

As at December 31, 2019, the Company was committed to grant a total of 4,090,000 stock options to certain directors, officers, advisors and consultants of the Company. Each option vests immediately and will be exercisable at CDN\$0.43 with an expiry date of December 16, 2024.

(b) Restricted share units ("RSU")

On December 16, 2019, the Company adopted a Restricted Share Unit Plan (the "RSU Plan"), subject to TSX-V and disinterested shareholder approval of the Company's Omnibus LTIP. The maximum aggregate number of shares reserved for issuance under the RSU Plan, together with the Company's Stock Option Plan shall not exceed a combined total of 10% of the Company's issued and outstanding shares. In addition, the RSU Plan sets out certain other restrictions in respect of grants to certain participants under the RSU Plan in accordance with the rules of the TSX-V. No Shares shall be issued until the Company has received TSX-V and disinterested shareholder approval of the RSU Plan. As a result, the Company revalues the RSUs at each period end reporting date using the market value of common shares. Once the date of grant under IFRS has been established, the Company will revise the earlier estimate so that the amounts recognized for services received in respect of the grant are based on the grant date fair value of the RSUs.

On December 16, 2019, the Company committed to grant 2,350,000 RSUs to certain employees, officers and directors, which at the Board's discretion can be settled in cash, equity or a combination thereof and vest as follows: 300,000 immediately, 500,000 monthly over one year starting January 1, 2020, 716,666 on the first anniversary of the date of grant and 416,667 on each of the second and third anniversaries of the date of grant. For the period ended December 31, 2019, the Company recorded share based compensation expense of \$103,456.

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14. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties include key management personnel and may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions are recorded at the exchange amount, being the amount agreed to between the related parties.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and members of the Board of Directors.

Remuneration of key management personnel of the Company was as follows:

	For the Period June 25, 2019 to December 31, 2019
Salaries and fees ⁽¹⁾⁽²⁾	\$ 205,228
Share based compensation	103,456
	\$ 308,684

⁽¹⁾ Management fees and salaries paid to the executive officers and directors for their services.

⁽²⁾ Included in accounts payable and accrued liabilities are fees owing to officers and directors of \$15,433 as at December 31, 2019.

15. Financial Instruments

Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value, by reference to the reliability of the inputs used to estimate the fair values.

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;

Level 2: Valuations based on directly or indirectly observable inputs for the asset or liability, other than quoted Level 1 prices, such as quoted interest rates or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not observable, such as discounted cash flow methodologies based on internal cash flow forecasts.

As of December 31, 2019, the Company's financial instruments consist of cash and cash equivalents, amounts receivable, marketable securities, accounts payable and accrued liabilities and non-recourse debt. Cash and cash equivalents are stated at amortized cost. Marketable securities are measured at fair value and classified within Level 1. The fair values of amounts receivable and accounts payable and accrued liabilities approximate their carrying amounts because of the short-term nature of these instruments. The non-recourse debt is stated at amortized cost, the fair value is not materially different to the carrying amounts, as the interest payable is close to current market rates.

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16. Financial Risks

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of loss due to a counter-party's inability to meet its obligations under a financial instrument or contractual agreement that will result in a financial loss to the Company. The Company's credit risk exposure includes the carrying amounts of cash and cash equivalents and amounts receivable. To limit the credit risk exposure on its cash and cash equivalents, the Company holds all its cash and cash equivalents in credit worthy financial institutions. The Company believes no impairment is necessary in respect of amounts receivable from MCC Ramu NiCo Limited and other receivables as balances are monitored on a regular basis with the result that exposure to bad debts is insignificant.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Financial liquidity represents the Company's ability to fund future operating activities. The Company may generate cash from the sale of additional equity securities, as well as through debt financing. The Company plans to fund its ongoing operations with its existing cash balance. Although the Company may enter into commitments to acquire royalties and direct interests in mineral properties those commitments are normally funded by use of the Company's available cash and are contingent on its ability to raise funds through the sale of additional equity securities or debt financing. The Company's accounts payable and accrued liabilities are due within the next 12 months. The non-recourse debt is due as follows: \$17,212,094 within the next 12 months and \$106,530,663 after 12 months, however this loan is repayable from the Company's share of the Ramu Nickel Mine's operating surplus.

Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate fluctuations as a result of its cash deposits and borrowings.

Cash deposits, which in turn earn interest income, are subject to the movement of interest rates and the Company does not enter into long-term deposits. The Company has AUD\$76,963 on deposit at rates ranging between 1.27% and 2.45%.

The rate of the Company's long-term borrowings is 5.05%. As at December 31, 2019, the Company has estimated that for a 1% decrease or increase in the interest rate, all other variables remaining constant, the result would be a decrease or increase in net loss before taxes of \$1,200,000.

(ii) Foreign currency risk

Foreign currency risk arises from transactions and recognized assets and liabilities denominated in a currency that is not the Company's functional currency. The Company's functional currency is United States dollars. The Company incurs expenses in Canadian dollars, Australian dollars and Papua New Guinea Kina. As at December 31, 2019, the Company had approximately CAD\$143,000 of net liabilities, and AUD\$265,000 and PGK\$66,000 of net assets. As at December 31, 2019, the Company has estimated that a 10% decrease or increase in the value of the Canadian and Australian dollars, all other variables remaining constant, the result would be a decrease or increase in net loss before taxes of \$13,145.

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16. Financial Risks (Continued)

(iii) Commodity price risk

The Company is exposed to commodity price risk. This arises from the sale of nickel and cobalt that is priced on, or benchmarked to, open market exchanges. The products are sold by MCC Ramu Nico Limited as sales agent on behalf of the Company at prevailing market prices such as the London Metal Exchange (LME) and Metal Bulletin (MB). The products, predominantly nickel and cobalt, are provisionally priced, that is the selling price is determined preceding the month of shipment followed by an adjustment using the average price of the month of shipment after delivery to the customers. As at December 31, 2019, contracts for the physical delivery of commodities are carried in the statement of financial position at their realized prices. Derivative commodity contracts may be used to align realized prices to manage risk exposure although at the date there were no derivative commodity contracts being used.

The Company is also exposed to price risk with respect to the share prices of its marketable securities. The value of the Company's investment in Minerva and Giga may be adversely affected by a decline in share prices of Minerva and Giga. As at December 31, 2019, the Company estimated that a 5% decrease or increase in the share prices of Minerva and Giga, all other variables remaining constant, would result in a corresponding decrease or increase in net loss before taxes of \$55,500.

17. Income Taxes

The income tax expense differs from the amount resulting from the application of the combined Canadian statutory income tax rate as follows:

	For the Period June 25, 2019 to December 31, 2019
Loss before income taxes	\$ (339,857)
Statutory tax rate	27.00 %
Expected income tax (recovery) expense based on statutory rate	(91,761)
Adjustment to expected income tax benefit/expense:	
Foreign rate difference	14,941
Permanent and other differences	373,350
Utilization of items not recognized	(296,530)
Total income tax (recovery) expense	\$ -

(a) Deferred tax assets and liabilities

The significant components of the deferred tax asset (liability) as at December 31, 2019 are as follows:

	As at December 31, 2019
Exploration costs and impairment	\$ 716,700
Sundry items	(716,100)
Unrealized foreign exchange gain	(600)
Deferred tax assets (liabilities)	\$ -

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17. Income Taxes (Continued)

(b) Unrecognized temporary differences

The significant components of the temporary differences not recognized as at December 31, 2019 are as follows:

	Canada	Papua New Guinea
Deductible (taxable) temporary differences not recognized:		
Non-capital losses	\$ 482,817	\$ 1,051,000
Exploration costs and impairment	-	52,840,000
Marketable securities	283,339	-
Royalty contracts	152,532	-
Unrealized foreign exchange gain	-	115,000
	\$ 918,688	\$ 54,006,000

The tax losses are available to be carried forward for a maximum of 7 years in Papua New Guinea and 20 years in Canada. The losses in Canada expire in 2039.

As at December 31, 2019, taxable temporary differences of \$44,176,573 associated with the investment in subsidiaries have not been recognized, as the Company is able to control the timing of the reversal of these differences and does not expect them to reverse in the foreseeable future.

18. Contingent Liabilities

On August 24, 2019, the Ramu Nickel Joint Venture (RNJV) was involved in an environmental incident that resulted in an investigation by the PNG authorities. The investigation has been completed, however the final investigation report is yet to be released. MCC has compensated local residents approximately PGK300,000. Management is unable to determine whether further compensation is required until the final investigation report is released.

Ramu Nico Management (MCC) Limited (RNML), the Joint Venture Manager, received a writ of summon dated February 5, 2020 from plaintiffs in relation to claims made by a number of individuals claiming to be landowners of Madang area and the Madang Provincial government for the alleged breach of environmental law by RNML and RNJV. On March 9, 2020, RNML filed a notice to defend. As of June 15, 2020, the case is still in the pre-trial stage and Management is unable to assess the likely result and potential impacts of the case.

19. Segmented Information

The Company operates in three reportable operating segments, being the royalty interests, Ramu Nickel Mine and corporate activities. Operating segment information is as follows:

Period Ended December 31, 2019	Royalties	Ramu Nickel Mine	Corporate	Total
Share of operating profit from Ramu Nickel Mine	\$ -	\$ 1,875,557	\$ -	\$ 1,875,557
Operating expenses	-	(348,964)	(591,589)	(940,553)
Financing costs	-	(1,034,657)	-	(1,034,657)
Unrealized loss on marketable securities	-	-	(245,383)	(245,383)
Foreign exchange loss	-	375	(1,992)	(1,617)
Other income	-	6,796	-	6,796
Net loss	\$ -	\$ 499,107	\$ (838,964)	\$ (339,857)
Assets	\$ 26,066,974	\$ 159,112,616	\$ 5,920,525	\$ 191,100,115

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i. Segmented Information (Continued)

The Company has an administrative office in Canada and operations in Australia. Geographical information is as follows:

As at December 31, 2019	Canada	Australia	Total
Current assets	\$ 3,327,510	\$ 28,353,084	\$ 31,680,594
Non-current assets	26,066,974	133,352,547	159,419,521
Total assets	\$ 29,394,484	\$161,705,631	\$191,100,115

20. Subsequent Events

(i) Subsequent to year end, MCC Ramu NiCo Limited confirmed that the Company's non-recourse debt repayment from the Ramu Mine's operating surpluses for 2019 was \$17,212,094. The repayment was applied to the borrowings on January 1, 2020, which brings the Company's non-recourse debt balance to \$106,530,663 as of that date, which consists of \$28,874,526 of operating debt and \$77,656,137 of construction debt.

(ii) In March 2020, the Company entered into an agreement to divest its interest in the exploration license Sewa Bay, which is recorded at \$nil, to Pure Minerals Limited, an ASX listed entity. The transaction is subject to customary regulatory and other approvals. In consideration of the transaction, the buyer will pay Highlands an aggregate amount of AU\$150,000 if certain milestones are achieved.

(iii) Since the beginning of 2020, the outbreak of the novel strain of coronavirus known as "Covid19" has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The Company's employees, directors and consultants have fortunately not had any known cases of Covid19. In addition, at the Company's joint-venture Ramu mine, MCC has implemented several measures to limit the potential spread of Covid19 and so far there are no reported Covid19 cases at Ramu. Papua New Guinea had 8 reported cases of Covid19 in the country, and the government is reporting that all cases have fully recovered with zero deaths in the country. The duration and impact of the Covid19 pandemic is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiaries in future periods.