

**CASSIUS VENTURES LTD.**

Unaudited Condensed Interim Financial Statements  
For the Six Months Ended April 30, 2020 and 2019  
(Expressed in Canadian dollars)

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

The accompanying unaudited condensed interim financial statements of Cassius Ventures Ltd. ("the Company") have been prepared by and are the responsibility of the Company's management.

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

**CASSIUS VENTURES LTD.**

Condensed Interim Statements of Financial Position (Unaudited)

(Expressed in Canadian Dollars)

	April 30, 2020	October 31, 2019
<b>Assets</b>		
Current assets		
Cash	\$ 355	\$ 1,857
Amounts receivable	2,230	1,634
Prepaid expenses	833	833
<b>TOTAL ASSETS</b>	<b>\$ 3,418</b>	<b>\$ 4,324</b>
<b>Liabilities</b>		
Current liabilities		
Accounts payable and accrued liabilities (Note 3)	\$ 63,385	\$ 63,155
Due to related parties (Note 6)	51,281	49,658
Promissory notes payable (Notes 3 and 6)	170,100	160,500
<b>TOTAL LIABILITIES</b>	<b>284,766</b>	<b>273,313</b>
<b>Shareholders' Deficit</b>		
Share capital	5,968,027	5,968,027
Contributed surplus	288,079	288,079
Deficit	(6,537,454)	(6,525,095)
Total Shareholders' Deficit	(281,348)	(268,989)
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT</b>	<b>\$ 3,418</b>	<b>\$ 4,324</b>

Nature of operations and continuation of business (Note 1)

Subsequent event (Note 8)

Approved for Issuance by the Board of Directors:

<u>                  "John A. Thomas"                  </u>	Director
<u>                  "Robert Atkinson"                  </u>	Director

(The accompanying notes are an integral part of these financial statements)

**CASSIUS VENTURES LTD.**

Condensed Interim Statements of Operations and Comprehensive Loss (Unaudited)

For the Three and Six months ended April 30, 2020 and 2019

(Expressed in Canadian Dollars)

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	<b>Three months ended</b>	Three months ended	<b>Six months ended</b>	Six months ended
	<b>April 30,</b>	April 30,	<b>April 30,</b>	April 30,
	<b>2020</b>	2019	<b>2020</b>	2019
<b>Operating Expenses</b>				
Office and general	\$ 168	\$ 304	\$ 422	\$ 809
Professional fees	383	379	306	1,137
Transfer agent and regulatory	1,466	3,567	5,855	6,816
<b>Net loss from operations</b>	<b>(2,016)</b>	<b>(4,250)</b>	<b>(6,583)</b>	<b>(8,762)</b>
<b>Other Expense</b>				
Interest expense (Note 3 and 6)	(2,914)	(2,484)	(5,776)	(4,945)
<b>Net loss and comprehensive loss for the period</b>	<b>\$ (4,931)</b>	<b>\$ (6,734)</b>	<b>\$ (12,359)</b>	<b>\$ (13,707)</b>
<b>Loss per common share - basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b>10,217,248</b>	10,217,248	<b>10,217,248</b>	10,217,248

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(The accompanying notes are an integral part of these financial statements)

**CASSIUS VENTURES LTD.**

Condensed Interim Statements of Changes in Equity (Unaudited)

For the Three and Six months ended April 30, 2020 and 2019

(Expressed in Canadian Dollars)

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	Share capital		Contributed surplus	Deficit	Total equity
	Number of shares	Amount			
<b>Balance - October 31, 2019</b>	<b>10,217,248</b>	<b>\$ 5,968,027</b>	<b>\$ 288,079</b>	<b>\$ (6,525,095)</b>	<b>\$ (268,989)</b>
Net loss for the period	-	-	-	(12,359)	(12,359)
<b>Balance - April 30, 2020</b>	<b>10,217,248</b>	<b>\$ 5,968,027</b>	<b>\$ 288,079</b>	<b>\$ (6,537,454)</b>	<b>\$ (281,348)</b>

	Share capital		Contributed Surplus	Deficit	Total equity
	Number of shares	Amount			
<b>Balance - October 31, 2018</b>	<b>10,217,248</b>	<b>\$ 5,968,027</b>	<b>\$ 288,079</b>	<b>\$ (6,492,585)</b>	<b>\$ (236,479)</b>
Net loss for the period	-	-	-	(13,707)	(13,707)
<b>Balance - April 30, 2019</b>	<b>10,217,248</b>	<b>\$ 5,968,027</b>	<b>\$ 288,079</b>	<b>\$ (6,506,292)</b>	<b>\$ (250,186)</b>

(The accompanying notes are an integral part of these financial statements)

**CASSIUS VENTURES LTD.**

Condensed Interim Statements of Cash Flows (Unaudited)  
For the Three and Six months ended April 30, 2020 and 2019  
(Expressed in Canadian Dollars)

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	<b>Three months ended</b>	Three months ended	<b>Six months ended</b>	Six months ended
	<b>April 30,</b>	April 30,	<b>April 30,</b>	April 30,
	<b>2020</b>	2019	<b>2020</b>	2019
<b>Operating activities</b>				
Net loss for the period	<b>(4,931)</b>	\$ (6,734)	\$ <b>(12,359)</b>	\$ (13,707)
Net changes in non-cash working capital balances:				
Amounts receivable	<b>(318)</b>	(469)	<b>(595)</b>	(688)
Accounts payable and accrued liabilities	<b>(4,226)</b>	(5,129)	<b>230</b>	(1,279)
Due to related parties	<b>(1,224)</b>	5,125	<b>1,622</b>	5,996
Net cash used in operating activities	<b>(10,699)</b>	(7,207)	<b>(11,102)</b>	(9,678)
<b>Financing activities</b>				
Proceeds from promissory notes	<b>4,800</b>	12,000	<b>9,600</b>	12,000
Net cash provided by financing activities	<b>4,800</b>	12,000	<b>9,600</b>	12,000
Change in cash during the period	<b>(5,899)</b>	4,793	<b>(1,502)</b>	2,322
Cash, beginning of the period	<b>6,254</b>	43	<b>1,857</b>	2,514
<b>Cash, end of the period</b>	<b>\$ 355</b>	\$ 4,836	<b>\$ 355</b>	\$ 4,836

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(The accompanying notes are an integral part of these financial statements)

# **CASSIUS VENTURES LTD.**

Notes to the condensed interim Financial Statements  
For the Three and Six Months Ended April 30, 2020 and 2019  
(Expressed in Canadian Dollars)

## **1. Nature of Operations and Continuance of Business**

Cassius Ventures Ltd. (the “Company”) is an exploration stage company focused on acquiring exploration and/or development stage mineral properties for the purposes of further exploration and development. The Company was incorporated under the Business Corporations Act (British Columbia) on February 23, 2007. The Company maintains its head office at 595 Burrard Street, Suite 3083, Vancouver, British Columbia. The Company’s registered and records office is located at 595 Burrard Street, Suite 2900, Vancouver, British Columbia. Its common shares are traded on the NEX Board of the TSX Venture exchange under the symbol “CZ.H”.

These financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has yet to generate any revenues from operations and as at April 30, 2020, had an accumulated deficit of \$6,537,454 and a working capital deficit of \$281,348. The above conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company’s ability to continue as a going concern. The Company’s ability to continue operations in the normal course of business is dependent on several factors, including the ability to secure additional financing.

Although management is of the opinion that sufficient working capital will be obtained from a source of financing to meet the Company’s remaining current liabilities as well as future liabilities and commitments as they become due, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. The financial statements do not include any additional adjustments to the recoverability and classification of certain recorded asset amounts, and changes to the statement of comprehensive operations that might be necessary if the Company was unable to continue as a going concern.

## **2. Basis of Presentation**

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including International Auditing Standard 34, Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board. These condensed interim financial statements do not include all disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the notes to the Company’s audited annual financial statements for the year ended October 31, 2019. The accounting policies followed in these condensed interim financial statements are the same as those applied in note 3 of the Company’s audited annual financial statements for the year ended October 31, 2019.

The Board of Directors approved these financial statements on June 15, 2020.

## **3. Promissory Notes Payable**

As at April 30, 2020, the Company had outstanding promissory notes totalling \$170,100 (2019 - \$160,500). The promissory notes bear interest at 7%, are unsecured, and payable on demand. Refer to Note 6(c).

Interest expense incurred on the promissory notes for the three and six months ended April 30, 2020 totalled \$2,914 and \$5,776, respectively (2019 - \$2,484 and \$4,945, respectively), of which \$2,750 (2019 - \$2,526) has been recorded in accounts payable and accrued liabilities.

## CASSIUS VENTURES LTD.

Notes to the condensed interim Financial Statements  
For the Three and Six Months Ended April 30, 2020 and 2019  
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### 4. Share Capital

The Company has an unlimited number of common shares without par value authorized.

### 5. Stock Options

The Company has established a stock option plan (the "Plan") for its directors, executive officers, employees and consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company exercisable for a period of up to 5 years from the date of grant.

Within any 12 month period, the maximum number of common shares reserved for issuance to any individual cannot exceed 5% of the issued common shares, and the maximum number of common shares reserved for issuance to any insider cannot exceed 10% of the issued common shares. The aggregate number of common shares reserved for issuance to insiders cannot exceed 10% of the issued common shares. Within any 12 month period, the maximum number of options granted to any one consultant cannot exceed 2% of the issued common shares and the maximum number of options granted to all employees and consultants conducting investor relations activities cannot exceed 2% of the issued common shares.

The exercise price of an option granted under this plan shall not be less than the discounted market price provided that:

- (i) if options are granted within 90 days of a distribution by a prospectus, the minimum exercise price of those options will be the greater of the discounted market price and the per share price paid by the public investors for shares acquired under the distribution;
- (ii) the 90 day period begins on the date a final receipt is issued for the prospectus;
- (iii) for unit offerings, the minimum option exercise price will be the 'base' (or imputed) price of the shares included in the unit; and
- (iv) for all other financings, the minimum exercise price will be the average price paid by the public investors.

The options granted to an optionee under this Plan shall vest at the discretion of the Board. In accordance with the policies of the TSXV, and subject to their approval to the contrary, options issued to consultants providing investor relations services must vest (and not otherwise be exercisable) in stages over a minimum of 12 months with no more than 25% of the options vesting in any three-month period.

As at April 30, 2020 and October 31, 2019, the Company had the following stock options outstanding and exercisable:

	Number of Options	Weighted average exercise price
<b>Options outstanding and exercisable - October 31, 2018 and 2019</b>	<b>890,000</b>	<b>\$ 0.05</b>
Forfeited	(115,000)	0.05
<b>Options outstanding and exercisable - April 30, 2020</b>	<b>775,000</b>	<b>\$ 0.05</b>

As at April 30, 2020, all outstanding stock options had an exercise price of \$0.05 with a weighted average remaining contractual life of 0.82 years.



## **CASSIUS VENTURES LTD.**

Notes to the condensed interim Financial Statements  
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### **6. Related Party Transactions**

a) Key Management Compensation

Key management includes the Company's directors, Chief Executive Officer, and Chief Financial Officer. During the three and six months ended April 30, 2020 and 2019, the Company incurred \$nil of compensation awarded to key management for share-based payments.

b) Payments for services by related parties

As at April 30, 2020 and October 31, 2019, the Company owed \$25,812 to Oceanic Iron Ore Corp., a company with an officer in common.

As at April 30, 2020, the Company owed \$5,936 (October 31, 2019 - \$7,340) to the Chief Financial Officer of the Company.

The amounts due to related parties other than those described in this Note 6(c) above are non-interest bearing, unsecured, and due on demand.

c) Promissory notes with related parties

As at April 30, 2020, the Company had \$60,200 (October 31, 2019 - \$57,000) of outstanding promissory notes issued to a director and CEO of the Company, and \$29,700 (October 31, 2019 - \$26,500) of outstanding promissory notes issued to a director and CFO of the Company. As at April 30, 2020, the Company owed \$19,532 (October 31, 2019 - \$16,506) of accrued interest on related party promissory notes payable.

Interest incurred on the promissory notes due to related parties for the three and six months ended April 30, 2020 totalled \$1,535 and \$3,026, respectively (2019 - \$1,201 and \$2,467, respectively).

### **7. Fair Value of Financial Instruments**

Fair value is based on available public market information or, when such information is not available, estimated using present value techniques and assumptions concerning the amount and timing of future cash flows and discount rates which factor in the appropriate credit risk. The carrying values of cash and cash equivalents, receivables, accounts payable, promissory notes, and due to related parties approximate their fair values due to their short-term nature.

### **8. Subsequent event**

On May 29, 2020, 250,000 options expired.