

GOLDQUEST MINING CORP.

Consolidated Financial Statements

FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Goldquest Mining Corp.

Opinion

We have audited the accompanying consolidated financial statements of Goldquest Mining Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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. 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 IFRS, 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 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 Erez Bahar.

“DAVIDSON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

April 30, 2019

GoldQuest Mining Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

<i>As at</i>	December 31, 2018	December 31, 2017
ASSETS		
Current assets		
Cash and cash equivalents (note 4)	\$ 18,495,590	\$ 21,986,039
Amounts receivable (note 5)	20,422	69,972
Prepaid expenses	157,132	162,963
Deposits	11,996	11,467
Total current assets	18,685,140	22,230,441
Non-current assets		
Long-term investment (note 6)	33,000	28,500
Equipment (note 7)	74,393	112,695
Evaluation and exploration assets (note 8)	1	1,247,000
Total non-current assets	107,394	1,388,195
TOTAL ASSETS	\$ 18,792,534	\$ 23,618,636
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (notes 10 and 12(b))	\$ 557,147	\$ 558,633
TOTAL LIABILITIES	557,147	558,633
EQUITY		
Share capital (note 11)	\$ 72,887,913	\$ 72,200,197
Other reserve	13,331,132	11,384,121
Stock options reserve	5,609,904	6,303,919
Warrants reserve	-	618,176
Accumulated other comprehensive income	9,000	4,500
Deficit	(73,602,562)	(67,450,910)
TOTAL EQUITY	18,235,387	23,060,003
TOTAL EQUITY AND LIABILITIES	\$ 18,792,534	\$ 23,618,636

Corporate information and continuance of operations (note 1)
Commitment (note 13)
Segmented information (note 14)
Subsequent events (note 12 and 18)

See accompanying notes to these consolidated financial statements.

APPROVED BY THE BOARD:

/s/ William Fisher Director */s/ Florian Siegfried* Director

GoldQuest Mining Corp.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

	For the year ended	
	December 31, 2018	December 31, 2017
EXPENSES		
Consulting fees	\$ 22,000	\$ 35,346
Depreciation (note 7)	42,958	42,576
Directors' fees and management remuneration (note 12(a))	1,063,141	873,600
Evaluation and exploration costs (notes 9 and 12(a))	1,603,772	4,672,518
Foreign exchange loss (gain)	(36,052)	174,833
General and administrative	114,470	276,404
Investor relations and promotion	157,337	299,428
Professional fees	419,322	268,502
Regulatory and transfer agents	53,578	57,774
Rent	55,811	51,716
Salaries and wages (note 12(a))	813,763	570,193
Share-based payments (note 11(d) and 12(a))	807,536	3,157,691
Travel	44,556	158,748
TOTAL EXPENSES	5,162,192	10,639,329
OTHER ITEMS		
Interest income	(257,539)	(194,357)
Impairment of evaluation and exploration assets (note 8)	1,246,999	-
LOSS FOR THE YEAR	\$ 6,151,652	\$ 10,444,972
OTHER COMPREHENSIVE LOSS		
Unrealized loss (gain) on long-term investment (note 6)	(4,500)	36,000
TOTAL LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	\$ 6,147,152	\$ 10,480,972
Basic and diluted loss per share for the year		
attributable to common shareholders (warrants and options not included as the impact would be anti-dilutive)	\$ 0.02	\$ 0.04
Weighted average number of common shares outstanding - basic and diluted	255,070,946	247,068,206

See accompanying notes to these consolidated financial statements.

GoldQuest Mining Corp.
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital		Reserves			Accumulated other comprehensive income	Deficit	Total
	Number of shares	Amount	Other reserve	Stock options reserve	Warrants reserve			
Balance at December 31, 2016	215,732,384	\$ 49,308,286	\$ 8,918,403	\$ 5,373,358	\$ 901,527	\$ 40,500	\$ (57,005,938)	\$ 7,536,136
Shares issued for cash - private placement	38,100,000	22,860,000	-	-	-	-	-	22,860,000
Share issue costs	-	(95,852)	-	-	-	-	-	(95,852)
Shares issued for cash - exercise of warrants	225,000	40,500	-	-	-	-	-	40,500
Shares issued for cash - exercise of stock options	310,000	42,500	-	-	-	-	-	42,500
Reclassification of grant-date fair value on exercise of warrants	-	10,350	-	-	(10,350)	-	-	-
Reclassification of grant-date fair value on exercise of stock options	-	34,413	-	(34,413)	-	-	-	-
Reclassification of grant-date fair value on expired warrants	-	-	273,001	-	(273,001)	-	-	-
Reclassification of grant-date fair value on expired stock options	-	-	2,192,717	(2,192,717)	-	-	-	-
Share-based payments	-	-	-	3,157,691	-	-	-	3,157,691
Other comprehensive loss	-	-	-	-	-	(36,000)	-	(36,000)
Loss for the year	-	-	-	-	-	-	(10,444,972)	(10,444,972)
Balance at December 31, 2017	254,367,384	\$ 72,200,197	\$ 11,384,121	\$ 6,303,919	\$ 618,176	\$ 4,500	\$ (67,450,910)	\$ 23,060,003
Shares issued for cash - exercise of warrants	2,500,000	450,000	-	-	-	-	-	450,000
Shares issued for cash - exercise of stock options	200,000	65,000	-	-	-	-	-	65,000
Reclassification of grant-date fair value on exercise of warrants	-	114,004	-	-	(114,004)	-	-	-
Reclassification of grant-date fair value on exercise of stock options	-	58,712	-	(58,712)	-	-	-	-
Reclassification of grant-date fair value on expired warrants	-	-	504,172	-	(504,172)	-	-	-
Reclassification of grant-date fair value on expired stock options	-	-	1,442,839	(1,442,839)	-	-	-	-
Share-based payments	-	-	-	807,536	-	-	-	807,536
Other comprehensive loss	-	-	-	-	-	4,500	-	4,500
Loss for the year	-	-	-	-	-	-	(6,151,652)	(6,151,652)
Balance at December 31, 2018	257,067,384	\$ 72,887,913	\$ 13,331,132	\$ 5,609,904	\$ -	\$ 9,000	\$ (73,602,562)	\$ 18,235,387

See accompanying notes to these consolidated financial statements.

GoldQuest Mining Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	For the year ended	
	December 31, 2018	December 31, 2017
Cash flows provided from (used by):		
OPERATING ACTIVITIES		
Net loss for the year	\$ (6,151,652)	\$ (10,444,972)
Adjustments for items not affecting cash:		
Depreciation	42,958	42,714
Share-based payments	807,536	3,157,691
Impairment of evaluation and exploration assets	1,246,999	-
Net changes in non-cash working capital items:		
Amounts receivable	49,550	125,902
Prepaid expenses	5,831	112,024
Deposits	(529)	(1,183)
Accounts payable and accrued liabilities	(1,486)	(88,169)
Net cash flows used in operating activities	(4,000,793)	(7,095,993)
FINANCING ACTIVITIES		
Proceeds from share issuance, net of share issue costs	515,000	22,847,148
Net cash flows from financing activities	515,000	22,847,148
INVESTING ACTIVITIES		
Purchase of equipment	(4,656)	(48,850)
Net cash flows used in investing activities	(4,656)	(48,850)
Net increase (decrease) in cash and cash equivalents	(3,490,449)	15,702,305
Cash and cash equivalents, beginning of year	21,986,039	6,283,734
Cash and cash equivalents, end of year	\$ 18,495,590	\$ 21,986,039
Cash received during the year from interest	\$ 257,539	\$ 194,357
Cash paid during the year for interest	\$ -	\$ -
Cash paid during the year for income taxes	\$ -	\$ -
Supplementary cash flow information		
Reclassification of the fair value of warrants exercised	\$ 114,004	\$ 10,350
Reclassification of the fair value of options exercised	58,712	34,413
Reclassification of the fair value of warrants expired	504,172	273,001
Reclassification of the fair value of options expired	1,442,839	2,192,717

See accompanying notes to these consolidated financial statements.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)

1) CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS

GoldQuest Mining Corp. (the “Company” or “GoldQuest”) is a publicly listed company incorporated in British Columbia on July 12, 1989 and its shares are listed on the TSX Venture Exchange under the symbol “GQC”. The Company together with its subsidiaries (collectively referred to as the “Company”) is engaged in the identification, acquisition and exploration of mineral properties in the Dominican Republic. The Company’s registered office is located at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, V7X 1L3.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of evaluation and exploration properties and the Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company’s ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values. The Company’s exploration assets are located outside of Canada and are subject to the risk of foreign investment, including political uncertainty, increases in taxes and royalties, renegotiation of contracts and currency exchange fluctuations.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements, unregistered claims, other land claims and non-compliance with regulatory and environmental requirements.

These consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at December 31, 2018, the Company had not advanced its property to commercial production. The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to fund operating costs over the next twelve months with cash and cash equivalents and through further equity financings. Management believes that the Company has sufficient working capital to meet its liabilities for the next twelve months.

The consolidated financial statements of GoldQuest for the year ended December 31, 2018 were approved by the Board of Directors on April 30, 2019.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

a) Statement of compliance with International Financial Reporting Standards

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

The policies set out below were consistently applied to all periods presented unless otherwise noted below.

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

b) Basis of preparation

These consolidated financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation and that are effective on December 31, 2018.

c) Basis of consolidation

These consolidated financial statements comprise the accounts of the Company and the following wholly-owned subsidiaries of the Company:

- GoldQuest Mining (BVI) Corp., a company incorporated under the laws of British Virgin Islands (“BVI”);
- Goldquest Dominicana SRL, a company incorporated under the laws of Dominican Republic.

All subsidiaries have a reporting date of December 31.

i. Subsidiaries

A subsidiary is an entity over which the Company has power to govern the operating and financial policies in order to obtain benefits from its activities. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

ii. Acquisitions and disposals

The results of businesses acquired during the reporting period are brought into the consolidated financial statements from the date the control is transferred; the results of businesses sold during the reporting period are included in the consolidated financial statements for the period up to the date the control is ceased.

Gains or losses on disposal are calculated as the difference between the sale proceeds (net of expenses) and the net assets attributable to the interest which has been sold. Where a disposal represents a separate major line of business or geographical area of operations, the net results attributable to the disposed entity are shown separately in the statement of loss and comprehensive loss.

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

d) Significant management judgment and estimates in applying accounting policies

CRITICAL ACCOUNTING ESTIMATES

Carrying value and recoverability of exploration and evaluation assets

The carrying amount of Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to commence and complete development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

d) Significant management judgment and estimates in applying accounting policies (continued)

CRITICAL ACCOUNTING JUDGMENTS

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

In accordance with IAS 21 “The Effects of Changes in Foreign Exchange Rates”, management determined that the functional currency of the Company and its subsidiaries is the Canadian dollar, as this is the currency of the primary economic environment in which the Company operates.

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

e) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held on call with banks, highly liquid investments that are readily convertible into a known amount of cash and which are subject to insignificant risk of changes in value, net of bank overdrafts which are repayable on demand.

f) Financial instruments

On January 1, 2018, the Company adopted IFRS 9, Financial Instruments which replaced IAS 39.

The following table shows the original classification under IAS 39 and the new classification under IFRS 9:

	Original classification classification IAS 39	New classification IFRS 9
Financial assets:		
Cash and cash equivalents	Fair value through profit or loss	Fair value through profit or loss
Amounts receivable	Loans and receivables, measured at amortized cost	Amortized cost
Long-term investment	Available-for-sale	Fair value through other comprehensive income or loss
Financial liabilities:		
Accounts payable and accrued liabilities	Financial liabilities, measured at amortized cost	Amortized cost

IFRS 9 uses a single approach to determine whether a financial asset is classified and measured at amortized cost or fair value, replacing the multiple rules in IAS 39, Financial Instruments: Recognition and Measurement (“IAS 39”). The approach in IFRS 9 is based on how an entity manages its financial instruments and the contractual cash flow characteristics of the financial asset. For financial liabilities, IFRS 9 retains most of the IAS 39 requirements and since the Company does not have any financial liabilities designated at FVTPL, the adoption of IFRS 9 did not impact the Company's accounting policies for financial liabilities.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

f) Financial instruments (continued)

As a result of the adoption of IFRS 9, the Company's accounting policy for financial assets has been updated as follows:

Financial assets

Classification and measurement

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

The classification of debt instruments is driven by the business model for managing the financial assets and their contractual cash flow characteristics. Debt instruments are measured at amortized cost if the business model is to hold the instrument for collection of contractual cash flows and those cash flows are solely principal and interest. If the business model is not to hold the debt instrument, it is classified as FVTPL. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL, for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument by-instrument basis) to designate them as at FVTOCI.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges. The Company has classified its cash and cash equivalents at FVTPL.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. The Company has classified its long-term investment as FVTOCI.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial liabilities

Financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or classified at amortized cost.

Financial liabilities classified at amortized cost are initially recognized at fair value less directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method. The Company has classified its accounts payable and accrued liabilities at amortized cost.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

f) *Financial instruments (continued)*

Financial liabilities (continued)

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized through profit and loss. The Company has no financial liabilities classified as FVTPL.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Derecognition of financial assets

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in profit and loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

Derecognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the consolidated statement of loss.

g) *Taxation*

Income tax on the profit or loss for the years 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.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2018 and 2017
(Expressed in Canadian Dollars)

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

g) *Taxation (continued)*

Deferred tax is recognized on 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 that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the 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.

h) *Share-based payments*

Share-based payment transactions

Employees (including directors and senior executives) of the Company, and individuals providing similar services to those performed by direct employees, receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

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

Equity-settled transactions

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the year in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a year represents the movement in cumulative expense recognized as at the beginning and end of that year and the corresponding amount is represented in stock option reserve. No expense is recognized for awards that do not ultimately vest. For those awards that expire after vesting, the recorded value is transferred to other reserve.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options is reflected as additional dilution in the computation of earnings per share unless it is considered to be anti-dilutive.

Other reserve

Other reserve records the fair value of the expired options and warrants initially recorded in stock options reserve and warrants reserve.

GoldQuest Mining Corp.
Notes to the Consolidated Financial Statements
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2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

h) Share-based payments

Warrants reserve

The warrants reserve records the grant date fair value of the warrants issued until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount recorded is transferred to other reserve.

Stock options reserve

The stock options reserve records items recognized as share-based payments expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount recorded is transferred to other reserve.

i) Loss per share

Basic loss per share is calculated using the weighted-average number of shares outstanding during the year. The diluted earnings (loss) per share reflects the potential dilution of common share equivalents, such as outstanding stock options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

j) Evaluation and exploration

Evaluation and exploration assets

Evaluation and exploration assets include acquired mineral rights for mineral exploration properties held by the Company. The amount of consideration paid (in cash or share value) for mineral rights is capitalized. The amounts shown for evaluation and exploration assets represent costs of acquisition, incurred to date, less recoveries, and do not necessarily reflect present or future values. These costs will be written off if the evaluation and exploration assets are abandoned or sold. Included in the cost of evaluation and exploration assets is the cost of any estimated decommissioning liability. The Company has classified evaluation and exploration assets as intangible in nature. Depletion of costs capitalized on projects put into commercial production will be recorded using the unit-of-production method based upon reserves.

Ownership in evaluation and exploration assets involves certain inherent risks, including geological, metal prices, operating costs, and permitting risks. Many of these risks are outside the Company's control. The ultimate recoverability of the amounts capitalized for the evaluation and exploration assets is dependent upon the delineation of economically recoverable ore reserves, obtaining the necessary financing to complete their development, obtaining the necessary permits to operate a mine, and realizing profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in its evaluation and exploration assets have been based on current and expected conditions. However, it is possible that changes could occur which could adversely affect management's estimates and may result in future write downs of evaluation and exploration assets carrying values.

Evaluation and exploration costs

Evaluation and exploration costs, other than those described above, are expensed as incurred until such time as mineral reserves are proven or probable, permits to operate the mineral resource property are received and financing to complete development has been obtained. Following confirmation of mineral reserves, receipt of permits to commence mining operations and obtaining necessary financing, evaluation and exploration costs are capitalized as deferred development expenditures included within equipment.

GoldQuest Mining Corp.
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2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

k) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's cash-generating unit's ("CGU") fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the asset is tested as part of a larger CGU. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

For evaluation and exploration assets, indicators of impairment include, but are not limited to, expiration of a right to explore, no budgeted or planned material expenditure in an area, or a decision to discontinue exploration in a specific area.

Impairment losses of continuing operations are recognized in net loss in those expense categories consistent with the function of the impaired asset.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years.

l) Currency translation

The presentation currency and the functional currency of the Company and each of its subsidiaries is the Canadian dollar.

The functional currency for each entity in the Company is determined as the currency of the primary economic environment in which it operates. Transactions other than those in the functional currency of the entity are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in currencies other than the functional currency are translated at year end exchange rates. Gains and losses on translation are included in net profit or loss for the year.

The functional currency of the entities in the Company has remained unchanged during the reporting year.

GoldQuest Mining Corp.
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2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

m) Equipment

Equipment and vehicles are initially recognized at cost. As well as the purchase price, cost includes directly attributable costs and the estimated present value of any future costs of dismantling and removing items. The corresponding liability is recognized within provisions. All items of equipment and vehicles are subsequently carried at depreciated cost less impairment losses, if any.

Depreciation is provided on all items of equipment and vehicles to write off the carrying value of items over their expected useful economic lives. Depreciation is provided on a straight line basis over the estimated useful lives of the equipment at the following annual rates:

- Computer Equipment 15%
- Office and Field Equipment 10% or 30%
- Software 100%
- Vehicles 25%

Material residual value estimates and estimates of useful life are updated as required, but at least annually.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset as appropriate, only when it's probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replacement part is derecognized. All other repairs and maintenance are charged to the consolidated statements of loss during the financial year in which they are incurred.

n) Employee benefits

Wages, salaries and annual vacation leave

Liabilities arising in respect of wages and salaries, vacation leave and any other employee benefits expected to be settled within twelve months of the financial position reporting date are measured at undiscounted amounts based on remuneration rates which are expected to be paid when the liabilities are settled. In respect of employees' services up to the financial position reporting date, wages and salaries are recognized in trade and other payables and other employee benefits including annual vacation leave are recognized in current provisions.

Employee and management bonus plans

A liability is recognized for the amount expected to be paid under the Company's bonus plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. Where the effect is material, the liabilities for bonus payments not expected to be settled within twelve months are discounted using a pre-tax risk-free rate, which most closely match the terms of maturity of the related liabilities.

Bonus liabilities expected to be settled within twelve months of the consolidated statement of financial position date are recognized in current provisions, and those that are not expected to settle within twelve months are recognized in non-current provisions.

2) SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

o) Decommissioning liability

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the year in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground / environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated costs is capitalised by increasing the carrying amount of the related mining assets to the extent that it was incurred by the development / construction of the mine. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The periodic unwinding of the discount is recognized in profit or loss as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur.

For closed sites, changes to estimated costs are recognized immediately in profit or loss.

For the years presented, the Company has no decommissioning liabilities.

p) Contingencies

Contingent assets

Contingent assets are not recognized in the financial statements but they are disclosed by way of a note if they are deemed probable.

Contingent liabilities

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company. Contingent liabilities are recognized in the financial statements unless the possibility of an outflow of economic resources is considered remote, in which case they are disclosed in the notes to the consolidated financial statements.

GoldQuest Mining Corp.
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3) SIGNIFICANT ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company:

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The Company completed an assessment and concluded that no significant change to its financial statements from adopting this new standard.
- IFRIC 23 – Uncertainty over Income Tax Treatments: This standard was issued by the IASB in June 2017 and specifies the interpretation to be applied to the determination of taxable profit, tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12. IFRIC 23 is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company completed an assessment and concluded that there will be no significant change to its financial statements from adopting this new standard.

4) CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents are broken down as follows:

	December 31, 2018		December 31, 2017	
Cash	\$	18,460,590	\$	21,951,039
Term deposits		35,000		35,000
	\$	18,495,590	\$	21,986,039

5) AMOUNTS RECEIVABLE

The Company's amounts receivable is broken down as follows:

	December 31, 2018		December 31, 2017	
Harmonized sales tax receivable and value-added tax receivable	\$	8,058	\$	55,993
Other receivables		12,364		13,979
	\$	20,422	\$	69,972

GoldQuest Mining Corp.
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6) LONG-TERM INVESTMENT

As at December 31, 2018

	Number of shares	Carrying value	Closing market price	Fair value
Portex Minerals Inc.	15,151,273	\$ -	\$ -	-
Precipitate Gold Corporation	300,000	64,500	0.110	33,000

As at December 31, 2017

	Number of shares	Carrying value	Closing market price	Fair value
Portex Minerals Inc.	15,151,273	\$ -	\$ -	-
Precipitate Gold Corporation	300,000	64,500	0.095	28,500

Precipitate Gold Corporation

On September 30, 2015, the Company reached a data sharing and collaboration agreement (the “Agreement”) with Precipitate Gold Corporation (“Precipitate”). According to the Agreement, the Company and Precipitate will share all current and future Tiroo belt exploration data in a collaborative effort to assist and accelerate the search for new gold discoveries in the Dominican Republic’s Tiroo volcanic belt. In exchange of the exploration data, Precipitate agreed to issue 300,000 common shares to the Company.

During the year ended December 31, 2015, the Company received 300,000 shares from Precipitate with a fair value of \$24,000.

As at December 31, 2018, the Company recognized \$33,000 as the fair value of the 300,000 common shares received from Precipitate (December 31, 2017 – \$28,500). The change in fair value of \$4,500 for the year ended December 31, 2018 is recognized as other comprehensive income (December 31, 2017 – comprehensive loss of \$36,000).

7) EQUIPMENT

The Company’s equipment is broken down as follows:

	Computer equipment	Office equipment	Software	Vehicles	Total
Cost					
As at December 31, 2017	\$ 139,208	\$ 16,544	\$ 124,343	\$ 358,354	\$ 638,449
Additions for the period	1,434	-	3,222	-	4,656
Balance as at December 31, 2018	\$ 140,642	\$ 16,544	\$ 127,565	\$ 358,354	\$ 643,105
Depreciation					
As at December 31, 2017	\$ (90,626)	\$ (13,287)	\$ (123,532)	\$ (298,309)	\$ (525,754)
Charged for the period	(19,128)	(447)	(3,227)	(20,156)	(42,958)
Balance as at December 31, 2018	\$ (109,754)	\$ (13,734)	\$ (126,759)	\$ (318,465)	\$ (568,712)
Net book value					
As at December 31, 2017	\$ 48,582	\$ 3,257	\$ 811	\$ 60,045	\$ 112,695
As at December 31, 2018	\$ 30,888	\$ 2,810	\$ 806	\$ 39,889	\$ 74,393

GoldQuest Mining Corp.
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7) EQUIPMENT (CONTINUED)

	Computer equipment	Field equipment	Office equipment	Software	Vehicles	Total
Cost						
As at December 31, 2016	\$ 137,781	\$ 172,110	\$ 14,890	\$ 121,095	\$ 315,833	\$ 761,709
Additions for the year	1,427	-	1,654	3,248	42,521	48,850
Write-off fully depreciated assets	-	(172,110)	-	-	-	(172,110)
Balance as at December 31, 2017	\$ 139,208	\$ -	\$ 16,544	\$ 124,343	\$ 358,354	\$ 638,449
Depreciation						
As at December 31, 2016	\$ (71,731)	\$ (171,972)	\$ (12,963)	\$ (120,304)	\$ (278,180)	\$ (655,150)
Charged for the year	(18,895)	(138)	(324)	(3,228)	(20,129)	(42,714)
Write-off fully depreciated assets	-	172,110	-	-	-	172,110
Balance as at December 31, 2017	\$ (90,626)	\$ -	\$ (13,287)	\$ (123,532)	\$ (298,309)	\$ (525,754)
Net book value						
As at December 31, 2016	\$ 66,050	\$ 138	\$ 1,927	\$ 791	\$ 37,653	\$ 106,559
As at December 31, 2017	\$ 48,582	\$ -	\$ 3,257	\$ 811	\$ 60,045	\$ 112,695

8) EVALUATION AND EXPLORATION ASSETS

Balance as of December 31, 2017 and 2016	\$ 1,247,000
Less: Impairment	(1,246,999)
Balance as of December 31, 2018	\$ 1

Dominican Republic – 100% owned

On August 5, 2009, the Company entered into a purchase agreement with Gold Fields Dominican Republic BVI Limited ("GFL") to acquire its gold-focused portfolio in the Dominican Republic. As consideration for GFL's interest in the joint venture projects, the Company issued 8,600,000 common shares and granted a 1.25% Net Smelter Royalty ("NSR") on the claims in favour of GFL. The transaction was completed on November 18, 2009 with the issuance of the shares at a fair value of \$1,247,000.

On October 2015 GoldQuest submitted an Exploitation Application to advance the 100% owned Romero Project in the Dominican Republic. The Company received notification in January 2018 that the Minister of Energy and Mines ("MEM") of the Dominican Republic has approved GoldQuest's Exploitation Permit Application. The Application has been sent to the President for ratification, which is required prior to receiving the final Exploitation Permit. The Exploitation Permit would give the Company the rights to the property for 75 years, with a Tax Stability Agreement that freezes the tax treatment for the project for a minimum of 25 years which is protected under the current Mining Law. After receipt of the Exploitation Permit the Company will be required to complete an Environment Assessment and receive an Environmental License from the Ministry of Environment prior to the start of construction activities.

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8) EVALUATION AND EXPLORATION ASSETS (CONTINUED)

The Company received notice that a group of individuals in the Dominican Republic filed a claim against the Company's wholly owned subsidiary, GoldQuest Dominicana SRL in regard to the Romero project. The Penal Chamber of the First Instance Court of the Judicial District of San Juan de la Maguana reached a decision in late March 2018; however, the only information the Company received regarding the decision is a verbal summary of the decision that was delivered by a Court clerk. The written decision of the court, including the reasons for the decision, was received in early April 2018. Upon review of the written decision by the Company's outside legal counsel, the decision simply restates the existing legal requirements under present Mining Law 146 and hence has no effect on the operations of the Company or its plans going forward. The injunction is limited to the Exploitation Permit Application for the Romero Concession, and does not relate to the Company's exploration licenses.

As of December 31, 2018, the Company has not received the Exploitation Permit and clarification from the Dominican Republic's government on any timeframe for receipt of the Exploitation Permit; as a result, the Company decided to impair the evaluations and exploration assets to a nominal amount of \$1. The Impairment is based on guidance outlined in IFRS 6, Exploration for and Evaluation of Mineral Resources and IAS 36, Impairment of Assets.

9) EVALUATION AND EXPLORATION COSTS

The Company's evaluation and exploration costs during the years ended December 31, 2018 and 2017 related to projects in the Dominican Republic are broken down as follows:

	For the year ended December 31, 2018		
	Tireo	General	Total
Access fees	\$ 3,263	\$ 3,216	\$ 6,479
Drilling	203,388	-	203,388
Field	342,456	113,871	456,327
Field technicians	254,874	-	254,874
Geological	137,833	5,392	143,225
Lodging and food	67,547	29	67,576
Sample analysis	7,910	-	7,910
Social responsibility	367,674	54	367,728
Technical studies	91,914	-	91,914
Transportation	4,351	-	4,351
	\$ 1,481,210	\$ 122,562	\$ 1,603,772
		Cumulative costs, beginning of year	34,893,486
		Cumulative costs, end of year	\$ 36,497,258

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9) EVALUATION AND EXPLORATION COSTS (CONTINUED)

	For the year ended December 31, 2017		
	Tireo	General	Total
Access fees	\$ 8,158	\$ 4,079	\$ 12,237
Depreciation	-	138	138
Drilling	1,676,992	-	1,676,992
Equipment rental	525	-	525
Field	591,336	48,777	640,113
Field technicians	623,288	4,765	628,053
Geological	289,793	15,917	305,710
Lodging and food	214,891	23,800	238,691
Salaries and wages	-	223,027	223,027
Sample analysis	126,982	-	126,982
Social responsibility	153,421	3,213	156,634
Transportation	9,390	27	9,417
	\$ 4,348,775	\$ 323,743	\$ 4,672,518
		Cumulative costs, beginning of year	30,220,968
		Cumulative costs, end of year	\$ 34,893,486

10) ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company's accounts payable and accrued liabilities are broken down as follows:

	December 31, 2018	December 31, 2017
Trade payables	\$ 210,845	\$ 427,833
Accrued liabilities	346,302	130,800
	\$ 557,147	\$ 558,633

11) SHARE CAPITAL

a) Authorized share capital

Unlimited number of common shares without par value.

b) Issued share capital

At December 31, 2018, the Company had 257,067,384 common shares (December 31, 2017 – 254,367,384) common shares issued and outstanding with a value of \$72,887,913 (December 31, 2017 – \$72,200,197).

GoldQuest Mining Corp.
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11) SHARE CAPITAL (CONTINUED)

b) Issued share capital (continued)

During the year ended December 31, 2018:

- 2,500,000 warrants were exercised for proceeds of \$450,000. In addition, the Company reclassified the grant date fair value of the exercised warrants of \$114,004 from warrants reserve to share capital.
- 200,000 stock options were exercised for proceeds of \$65,000. In addition, the Company reclassified the grant date fair value of the exercised stock options of \$58,712 from stock options reserve to share capital.

During the year ended December 31, 2017:

- On March 7, 2017, the Company completed a non-brokered private placement ("Private Placement") of 38,100,000 common shares of the Company with Agnico Eagle Mines Limited ("Agnico") for total proceeds of \$22,860,000. After the completion of the Private Placement, Agnico owns approximately 15% of the issued and outstanding common shares of the Company.

In connection with the Private Placement, Agnico and the Company entered into an investor rights agreement ("Investor Rights Agreement") which grants Agnico the right to maintain its interest in the Company through participation in future equity financings of the Company and to, at its election, nominate one person to the Company's Board of Directors (and in the case of an increase in the size of the Board of Directors to 10 or more directors, two persons). These rights may only be exercised by Agnico if it owns at least a 10% interest in the Company (calculated in accordance with the Investor Rights Agreement). Agnico has not elected to exercise its director nomination right at this time. Additionally, the Investor Rights Agreement prohibits Agnico from taking certain actions, including acquiring more than 19.99% of the issued and outstanding common shares of the Company for a period of two years, subject to certain exceptions.

In connection with the private placement, the Company incurred \$95,852 in share issuance costs.

- 225,000 warrants were exercised for proceeds of \$40,500. In addition, the Company reclassified the grant date fair value of the exercised warrants of \$10,350 from warrants reserve to share capital.
- 310,000 stock options were exercised for proceeds of \$42,500. In addition, the Company reclassified the grant date fair value of the exercised stock options of \$34,413 from stock options reserve to share capital.

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11) SHARE CAPITAL (CONTINUED)

c) Warrants

The changes in warrants during the years ended December 31, 2018 and 2017 are as follows:

	December 31, 2018		December 31, 2017	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
Balance, beginning of year	13,320,363	\$ 0.18	14,803,174	\$ 0.20
Expired	(10,820,363)	0.18	(1,257,811)	0.36
Exercised	(2,500,000)	0.18	(225,000)	0.18
Balance, end of year	-	\$ -	13,320,363	\$ 0.18

During the year ended December 31, 2018, 10,820,363 warrants expired unexercised (December 31, 2017 – 1,257,811).

As of December 31, 2018, no warrants were issued and outstanding (December 31, 2017 – 13,320,363).

d) Stock options

Under the Company's stock option plan, the Board of Directors may grant options for the purchase of up to a total of 10% of the total number of issued and outstanding common shares of the Company. Options granted under the plan may vest over a period of time at the discretion of the board of directors. Under the plan, the exercise price of each option equals the market price of the Company's stock as determined on the date of grant. The options can be granted for a maximum term of 5 years and vest at the discretion of the Board of Directors.

Options to purchase common shares have been granted to directors, employees and consultants at exercise prices determined by reference to the market value of the Company's common shares on the date of the grant. The changes in options during the years ended December 31, 2018 and 2017 are as follows:

	December 31, 2018		December 31, 2017	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
Balance, beginning of year	20,652,167	\$ 0.42	18,780,166	\$ 0.43
Granted	850,000	0.25	6,338,666	0.50
Expired	(5,062,001)	0.38	(3,473,333)	0.61
Forfeited	(188,329)	0.33	(683,332)	0.51
Exercised	(200,000)	0.33	(310,000)	0.14
Balance, end of year	16,051,837	\$ 0.42	20,652,167	\$ 0.42

GoldQuest Mining Corp.
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11) SHARE CAPITAL (CONTINUED)

d) Stock options (continued)

During the year ended December 31, 2018:

- On July 19, 2018, the Company granted 850,000 options with an exercise price of \$0.25 to certain officers, directors and employees. The options are exercisable for a period of five years. One-third vest on date of grant and one-third will vest every six months thereafter.
- 5,062,001 options expired unexercised.

During the year ended December 31, 2017:

- On April 10, 2017, the Company granted 6,158,666 options with an exercise price of \$0.50 to certain officers, directors and employees. The options are exercisable for a period of five years. One-third vest six months from the date of grant and one-third will vest every six months thereafter.
- On April 18, 2017, the Company granted 230,000 options with an exercise price of \$0.50 to certain officers and employees. The options are exercisable for a period of five years. One-third vest six months from the date of grant and one-third will vest every six months thereafter.
- 3,473,333 options expired unexercised.

The following summarizes information about stock options outstanding and exercisable at December 31, 2018:

<u>Grant date</u>	<u>Expiry date</u>	<u>Options outstanding</u>	<u>Options exercisable</u>	<u>Exercise price</u>	<u>Estimated grant date fair value</u>	<u>Weighted average remaining contractual life (in years)</u>
May 14, 2014	May 14, 2019	50,000	50,000	\$ 0.310	\$ 13,309	0.37
January 20, 2015	January 20, 2020	1,414,000	1,414,000	\$ 0.150	\$ 156,145	1.05
December 14, 2015	December 14, 2020	2,545,000	2,545,000	\$ 0.130	\$ 283,344	1.96
August 12, 2016	August 12, 2021	5,042,500	5,042,500	\$ 0.600	\$ 2,602,605	2.62
October 13, 2016	October 13, 2021	600,000	600,000	\$ 0.360	\$ 218,833	2.79
April 10, 2017	April 10, 2022	5,535,333	5,535,333	\$ 0.500	\$ 2,217,052	3.28
April 18, 2017	April 18, 2022	146,668	146,668	\$ 0.500	\$ 57,361	3.30
July 19, 2018	July 19, 2023	718,336	283,338	\$ 0.250	\$ 79,879	4.55
		16,051,837	15,616,839		\$ 5,628,528	2.69

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11) SHARE CAPITAL (CONTINUED)

d) Stock options (continued)

The estimated grant date fair value of the options granted during the years ended December 31, 2018 and 2017 was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

	For the year ended	
	December 31, 2018	December 31, 2017
Number of options granted	850,000	6,338,666
Risk-free interest rate	2.00%	1.01%
Expected annual volatility	78%	130%
Expected life	5.00	5.00
Expected dividend yield	0.00%	0.00%
Grant date fair value per option	\$ 0.11	\$ 0.40
Share price at grant date	\$ 0.25	\$ 0.47

During the years ended December 31, 2018 and 2017, the Company recognized share-based payments expense of \$807,536 and \$3,157,691, respectively.

e) Earnings (loss) per share

The Company calculated the basic earnings (loss) per share by using the weighted-average number of shares outstanding during the period. The diluted earnings per share reflects the potential dilution of common share equivalents, such as outstanding stock options and warrants, in the weighted average number of common shares outstanding during the period. In determining the weighted average number of common shares outstanding during the period for the diluted loss per share, warrants and options are not included as the impact would be anti-dilutive.

12) RELATED PARTY TRANSACTIONS AND BALANCES

The financial statements include the accounts of GoldQuest Mining Corp. and its subsidiaries listed in the following table:

Name	Country of Incorporation	Equity Ownership as at	
		December 31, 2018	December 31, 2017
GoldQuest Mining (BVI) Corp	British Virgin Islands	100%	100%
Goldquest Dominicana SRL	Dominican Republic	100%	100%

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note.

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12) RELATED PARTY TRANSACTIONS AND BALANCES

a) Related party transactions

The Company's related parties as defined by IAS 24, Related Party Disclosures, include the Company's subsidiaries (above), and the following directors, executive officers, key management personnel, and enterprises which are controlled by these individuals:

Related Party	Relationship
William Fisher ⁽¹⁾	President, CEO and Executive Chairman
Frank Balint	Director
Patrick Michaels	Director
Florian Siegfried	Director
Julio Espallat	Director
Paul Robertson	CFO
Quantum Advisory Partners LLP	A partnership in which the CFO is a partner
David Massola ⁽²⁾	Vice President, Corporate Development
Felix Mercedes	Country Manager, Dominican Republic

1) On January 15, 2019, William Fisher resigned as the Company's President and CEO and is appointed as the Company non-executive chairman.

2) On January 15, 2019, the Company appointed Dave Massola as the Company's CEO.

The Company considered the executive officers and directors as the key management of the Company.

Total compensation of key company personnel for the years ended December 31, 2018 and 2017 is as follows:

	For the year ended	
	December 31, 2018	December 31, 2017
Directors' fees	\$ 184,000	\$ 154,000
Management remuneration	879,141	719,600
Salaries and wages	131,067	107,246
Evaluation and exploration costs	-	207,648
Share-based compensation	679,641	2,722,457
	\$ 1,873,849	\$ 3,910,951

During the year ended December 31, 2018, the Company paid professional fees of \$143,538 (December 31, 2017 – \$161,000) to Quantum Advisory Partners LLP, a partnership in which the CFO is an incorporated partner, for professional services including accounting, corporate secretarial, transaction support and tax compliance.

b) Related party balances

The balances due to the Company's directors and officer included in accounts payables and accrued liabilities were \$340,783 as at December 31, 2018 (December 31, 2017 – \$58,228), which were paid subsequent to December 31, 2018. These amounts are unsecured, non-interest bearing and payable on demand.

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13) COMMITMENT

The Company is a party to certain management contracts. These contracts contain clauses requiring that approximately \$576,000 be paid to certain management personnel upon a change of control of the Company. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in these consolidated financial statements.

14) SEGMENTED INFORMATION

The Company has one reportable segment, being the evaluation and exploration of mineral exploration properties. The Company's assets and liabilities are as follows:

	Canada	Dominican Republic	Total
<i>As at December 31, 2018</i>			
Evaluation and exploration assets	\$ -	\$ 1	\$ 1
Long-term investment	33,000	-	33,000
Equipment	28,507	45,886	74,393
	\$ 61,507	\$ 45,887	\$ 107,394
<i>As at December 31, 2017</i>			
Evaluation and exploration assets	\$ -	\$ 1,247,000	\$ 1,247,000
Long-term investment	28,500	-	28,500
Equipment	46,372	66,323	112,695
	\$ 74,872	\$ 1,313,323	\$ 1,388,195

15) CAPITAL MANAGEMENT

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

There were no changes to the Company policy for capital management during the year ended December 31, 2018.

The Company manages the capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, acquire or dispose of assets, or adjust the amount of cash and cash equivalents and short-term investments. In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company and its subsidiaries are not subject to any externally imposed capital requirements.

The Company's investment policy is to invest its excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks. By using this strategy, the Company preserves its cash resources and can marginally increase these resources through the yields on these investments. The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

The Company expects that its current capital resources will be sufficient to fund its present operational commitments and working capital needs for the coming twelve months.

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16) FINANCIAL INSTRUMENTS

a) Fair value

The carrying values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments. Long-term investment is determined by the closing market price of the securities held by the Company.

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: Inputs that are not based on observable market data.

As at December 31, 2018 and 2017, the financial instrument recorded at fair value on the consolidated statement of financial position are cash and cash equivalents and long term investment which are measured using Level 1 of the fair value hierarchy.

Set out below are the Company's financial assets and financial liabilities by category:

<i>As at December 31, 2018</i>				
		FVTPL	Amortized cost	FVTOCI
Financial assets:				
Cash and cash equivalents	\$	18,495,590	\$ -	\$ -
Amounts receivable		-	20,422	
Long-term investment		-	-	33,000
Financial liabilities:				
Accounts payable and accrued liabilities		-	557,147	-
<i>As at December 31, 2017</i>				
		FVTPL	Amortized cost	FVTOCI
Financial assets:				
Cash and cash equivalents	\$	21,986,039	\$ -	\$ -
Amounts receivable		-	69,972	
Long-term investment		-	-	28,500
Financial liabilities:				
Accounts payable and accrued liabilities		-	558,633	-

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16) FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company manages its credit risk through its counterparty ratings and credit limits.

The Company's cash and cash equivalents are held through large Canadian financial institutions. Guaranteed investment certificates are composed of financial instruments issued by Canadian banks and companies with high investment-grade ratings. These instruments mature at various dates over the current operating period and are cashable on the maturity date.

The total cash and cash equivalents, and amounts receivable represent the maximum credit exposure. The Company limits its credit risk exposure by holding cash and cash equivalents with reputable financial institutions with high credit ratings. The Company's amounts receivable balance is not significant and does not represent significant credit exposure as it is principally due from the Government of Canada.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company's expected source of cash flow in the upcoming year will be through equity financings.

The Company maintained sufficient cash and cash equivalents at December 31, 2018 in the amount of \$18,495,590 (December 31, 2017 – \$21,986,039), in order to meet short-term business requirements. At December 31, 2018, the Company had accounts payable and accrued liabilities of \$557,147 (December 31, 2017 – \$558,633). All accounts payable and accrued liabilities are current.

Market risk

The significant market risks to which the Company is exposed are interest rate risk, currency risk and commodity price risk.

Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents are held mainly in high yield saving accounts and term deposits and therefore there is currently minimal interest rate risk. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of December 31, 2018 and 2017.

The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash and cash equivalents. A 1% change in interest rates on cash and cash equivalents outstanding December 31, 2018 would result in an approximately \$185,000 change to the Company's loss for the year ended December 31, 2018 (December 31, 2017 – \$220,000).

Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and long-term investment are held in Canadian Dollars ("CAD"), US Dollars ("USD") and Dominican Pesos ("DOP"); therefore, USD and DOP accounts are subject to fluctuation against the Canadian dollar.

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16) FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial risk management (continued)

Currency risk (continued)

The Company had the following balances in foreign currency as at December 31, 2018:

	in CAD	in USD	in DOP
Cash and cash equivalents	17,127,549	932,668	3,760,142
Amounts receivable	8,058	-	480,216
Long-term investment	33,000	-	-
Accounts payable and accrued liabilities	(425,844)	(10,137)	(4,563,236)
	16,742,763	922,531	(322,878)
Rate to convert to \$1.00 CAD	1.000	0.7337	38.8410
Equivalent to Canadian dollars	16,742,763	1,257,415	(8,314)

Based on the above net exposures as at December 31, 2018, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD and DOP would have had the following impact:

	Additional foreign exchange gain (loss) (before tax) (in CAD)		
	USD	DOP	Total
<i>For the year ended December 31, 2018</i>			
If CAD appreciated by 10%	\$ 125,742	\$ (831)	\$ 124,911
If CAD depreciated by 10%	(125,742)	831	(124,911)

The Company had the following balances in foreign currency as at December 31, 2017:

	in CAD	in USD	in DOP
Cash and cash equivalents	20,728,862	905,388	4,641,109
Amounts receivable	55,993	-	536,816
Long-term investment	28,500	-	-
Accounts payable and accrued liabilities	(409,268)	(3,974)	(5,544,231)
	20,404,087	901,414	(366,306)
Rate to convert to \$1.00 CAD	1.000	0.7968	38.4010
Equivalent to Canadian dollars	20,404,087	1,131,330	(9,540)

Based on the above net exposures as at December 31, 2017, and assuming that all other variables remain constant, a 10% appreciation or depreciation of the CAD against the USD and DOP would have had the following impact:

	Additional foreign exchange gain (loss) (before tax) (in CAD)		
	USD	DOP	Total
<i>For the year ended December 31, 2017</i>			
If CAD appreciated by 10%	\$ 113,133	\$ (954)	\$ 112,179
If CAD depreciated by 10%	(113,133)	954	(112,179)

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16) FINANCIAL INSTRUMENTS (CONTINUED)

b) Financial risk management (continued)

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices other than those arising from interest rate risk, financial market risk, or currency risk.

As December 31, 2018 and 2017, the Company held 15,151,273 and 300,000 common shares of Portex and Precipitate, respectively, which are publicly traded on the Canadian National Stock Exchange and TSX Venture Exchange, respectively.

During the year ended December 31, 2015, the Company reduced the fair value of the 15,151,273 shares of Portex to \$nil; as a result of the fair value adjustment, the Company believe price risk from the investment in Portex is minimal.

A 10% change in share price of Precipitate's shares at December 31, 2018 would result in a \$3,300 change to the Company's comprehensive loss for the year ended December 31, 2018 (December 31, 2017 – \$2,850).

Other than this, the Company is not exposed to significant other price risk.

Commodity risk

The Company is exposed to price risk with respect to commodity prices, specifically gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for these commodities, the level of interest rates, the rate of inflation, investment decision by large holders of commodities including governmental reserves and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. As the Company does not have production assets, management believes this risk is minimal.

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17) INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2018	2017
Loss for the year	\$ (6,147,152)	\$ (10,480,972)
Expected income tax (recovery)	\$ (1,660,000)	\$ (2,725,000)
Change in statutory, foreign tax, foreign exchange rates and other	366,000	(612,000)
Permanent Difference	218,000	1,497,000
Share issuance costs	-	(25,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	369,000	-
Expiry of non-capital losses	1,904,000	
Change in unrecognized deductible temporary differences	(1,197,000)	1,865,000
Total income tax expense (recovery)	\$ -	\$ -

The Canadian income tax rate increased during the year due to changes in the law that increased corporate income tax rates in Canada/British Columbia.

The significant components of the Company's deferred tax assets that have not been included on the consolidated statement of financial position are as follows:

	2018	2017
Deferred Tax Assets (liabilities)		
Exploration and evaluation assets	\$ 897,000	\$ 1,085,000
Property and equipment	64,000	70,000
Share issue costs	101,000	153,000
Marketable securities	118,000	119,000
Non-capital losses available for future period	6,447,000	7,407,000
	7,627,000	8,834,000
Unrecognized deferred tax assets	(7,627,000)	(8,834,000)
Net deferred tax assets	\$ -	\$ -

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17) INCOME TAXES (CONTINUED)

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2018	Expiry Date Range	2017	Expiry Date Range
Temporary Differences				
Exploration and evaluation assets	\$ 3,321,000	No expiry date	\$ 4,018,000	No expiry date
Property and equipment	234,000	No expiry date	259,000	No expiry date
Share issue costs	375,000	2038 to 2041	566,000	2037 to 2040
Marketable securities	876,000	No expiry date	881,000	No expiry date
Non-capital losses available for future period	23,876,000	2019 to 2038	27,434,000	2018 to 2037
Canada	16,304,000	2026 to 2038	13,837,000	2026 to 2037
Dominican Republic	7,572,000	2019 to 2023	13,597,000	2018 to 2022

Tax attributes are subject to review, and potential adjustment, by tax authorities.

18) SUBSEQUENT EVENTS

Subsequent to December 31, 2018:

- On January 21, 2019, the Company granted 4,750,000 options with an exercise price of \$0.15 to certain officers and employees of the Company. The options are exercisable for a period of five years. One-third vest on date of grant and one-third will vest every six months thereafter.
- On March 11, 2019, the Company granted 500,000 options with an exercise price of \$0.15 to an officer of the Company. The options are exercisable for a period of five years. One-third vest on date of grant and one-third will vest every six months thereafter.
- 944,171 options expired unexercised.