



ORESTONE MINING CORP.
(An Exploration Stage Company)

**Condensed Consolidated Interim Financial Statements
(Unaudited)**

**For the six months ended
July 31, 2019**

Orestone Mining Corp.
Suite 407 – 325 Howe Street
Vancouver, British Columbia, Canada V6C 1Z7

Trading Symbol: ORS
Telephone: 604-629-1929



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

In accordance with National instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are responsibility of the Company's management.

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Note	July 31, 2019 (Unaudited)	January 31, 2019 (Audited)
ASSETS			
Current			
Cash		\$ 600,034	\$ 48,349
Marketable securities	4	32	33
Receivables		3,457	1,080
Prepaid expenses	8	49,984	5,055
		<u>653,507</u>	<u>54,517</u>
Non-current			
Exploration and evaluation assets	5	1,536,171	1,493,376
Reclamation bonds	5	29,000	29,000
		<u>1,565,171</u>	<u>1,522,376</u>
		<u>2,218,678</u>	<u>1,576,893</u>
LIABILITIES			
Current			
Trade and other payables		7,940	141,797
Due to related parties	8	15,481	189,080
		<u>23,421</u>	<u>330,877</u>
SHAREHOLDERS' EQUITY			
Share capital	6	7,026,600	6,317,718
Shares subscribed	6	-	35,000
Reserves	6	2,223,825	1,671,199
Deficit		(7,055,168)	(6,777,901)
		<u>2,195,257</u>	<u>1,246,016</u>
		<u>\$ 2,218,678</u>	<u>\$ 1,576,893</u>

Nature of Operations and Going Concern (Note 1)
Events After the Reporting Period (Note 11)

These consolidated financial statements are authorized for issue by the Board of Directors on **September 25, 2019**. They are signed on the Company's behalf by:

"David Hottman"

David Hottman, Director

"Gary Nordin"

Gary Nordin, Director

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars; Unaudited)

	Note	For the three months ended July 31		For the six months ended July 31	
		2019	2018	2019	2018
Expenses					
Filing fees		\$ 5,429	\$ 6,353	\$ 12,823	\$ 13,913
Investor relations		34,637	798	37,468	1,282
Office, rent and miscellaneous	8	12,237	5,502	17,200	13,318
Project search		9,966	5,005	14,966	28,738
Professional fees	8	15,016	9,827	28,117	19,220
Salaries, benefits and consulting fees	8	55,093	37,696	88,581	55,487
Share-based payments	8	73,701	22,932	82,507	35,871
Travel	8	-	-	18,836	-
		<u>206,079</u>	<u>88,113</u>	<u>300,498</u>	<u>167,829</u>
Other items					
Gain on debt settlement		(23,231)	-	(23,231)	-
		<u>(23,231)</u>	<u>-</u>	<u>(23,231)</u>	<u>-</u>
Net loss before income taxes		<u>182,848</u>	<u>88,113</u>	<u>277,267</u>	<u>167,829</u>
Total comprehensive loss for the period		<u>\$ 182,848</u>	<u>\$ 88,113</u>	<u>\$ 277,267</u>	<u>\$ 167,829</u>
Basic and diluted loss per share		<u>\$ 0.01</u>	<u>\$ 0.01</u>	<u>\$ 0.02</u>	<u>\$ 0.01</u>
Weighted average number of common shares outstanding		<u>23,680,620</u>	<u>12,046,108</u>	<u>18,345,142</u>	<u>11,800,252</u>

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)

	Share capital			Reserves				Total shareholders' equity
	Number of shares	Amount	Shares subscribed	Warrants	Agent's Warrants	Share-based payments	Deficit	
Balance as at January 31, 2018 (Audited)	11,546,108	\$ 6,244,948	\$ -	\$ 856,078	\$ 98,399	\$ 608,725	\$ (6,390,403)	\$ 1,417,747
Shares issues:								
Private placement	1,000,000	81,169	-	18,831	-	-	-	100,000
Share issuance costs	-	(8,399)	-	-	-	-	-	(8,399)
Share-based payments	-	-	-	-	-	35,871	-	35,871
Net loss and comprehensive loss	-	-	-	-	-	-	(167,829)	(167,829)
Balance as at July 31, 2018 (Unaudited)	12,546,108	6,317,718	-	874,909	98,399	644,596	(6,558,232)	1,377,390
Share-based payments	-	-	-	-	-	53,295	-	53,295
Share subscription	-	-	35,000	-	-	-	-	35,000
Net loss and comprehensive loss	-	-	-	-	-	-	(219,669)	(219,669)
Balance as at January 31, 2019 (Audited)	12,546,108	6,317,718	35,000	874,909	98,399	697,891	(6,777,901)	1,246,016
Shares issues:								
Private placement	10,450,091	654,163	(35,000)	495,347	-	-	-	1,114,510
Share issuance costs	-	(51,342)	-	-	-	-	-	(51,342)
Exercise of warrants	808,334	106,061	-	(25,228)	-	-	-	80,833
Share-based payments	-	-	-	-	-	82,507	-	82,507
Net loss and comprehensive loss	-	-	-	-	-	-	(277,267)	(277,267)
Balance as at July 31, 2019 (Unaudited)	23,804,533	\$ 7,026,600	\$ -	\$ 1,345,028	\$ 98,399	\$ 780,398	\$ (7,055,168)	\$ 2,195,257

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars; Unaudited)

		For the six months ended July 31	
	Note	2019	2018
Cash provided by (used for):			
Operating activities			
Net loss		\$ (277,267)	\$ (167,829)
Items not involving cash:			
Share-based payments		82,507	35,871
Loss on revaluation of marketable securities	4	1	3
Changes in non-cash working capital items:			
Receivables		(2,377)	(619)
Prepaid expenses		(44,929)	(16,190)
Trade and other payables		(133,857)	9,734
Due to related parties		(173,599)	54,182
Cash (used in) operating activities		(549,521)	(84,848)
Investing activities			
Exploration and evaluation assets	5	(42,795)	(4,332)
Cash (used in) investing activities		(42,795)	(4,332)
Financing activities			
Net proceeds from issuance of common shares	6	1,063,168	98,750
Proceeds from exercise of warrants		80,833	-
Cash provided by financing activities		1,144,001	98,750
Net increase in cash		551,685	9,570
Cash - beginning of the period		48,349	106,882
Cash - end of the period		\$ 600,034	\$ 116,452
Supplemental disclosure with respect to cash flows:			
Exploration and evaluation assets in trade and other payables		\$ -	\$ 22,099

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

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Orestone Mining Corp. (the "Company" or "Orestone") was incorporated under the Business Corporations Act (British Columbia) on April 30, 2007 and its principal business activity is the acquisition and exploration of mineral properties. The address of the Company's registered and head office is 19th Floor, 885 West Georgia Street, Vancouver, BC V6C 3H4. The Company's shares are listed on the TSX Venture Exchange and trade under the symbol "ORS".

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing to develop its exploration and evaluation assets, and to commence profitable operations in the future. To date, the Company has not generated any significant revenues and is considered to be in the exploration stage. These uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

Management's plan includes continuing to pursue additional sources of financing through equity offerings, seeking joint venture partners to fund exploration, monitoring exploration activity and reducing overhead costs. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the consolidated financial statements of financial position. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that may be necessary should the Company be unable to continue in existence.

	July 31, 2019	January 31, 2019
Deficit	\$ (7,055,168)	\$ (6,777,901)
Working capital (deficiency)	\$ 630,086	\$ (276,360)

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance and compliance with International Accounting Standards ("IAS") 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for marketable securities classified and measured at fair value through profit or loss. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of these condensed consolidated interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements.

These condensed consolidated interim financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the IASB on a basis consistent with those followed in the Company's most recent annual financial statements for the year ended January 31, 2019.

These unaudited condensed consolidated interim financial statements do not include all note disclosures required by IFRS for annual financial statements, and therefore should be read in conjunction with the annual financial statements for the year ended January 31, 2019. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Operating results for the six-month period ended July 31, 2019 are not necessarily indicative of the results that may be expected for the current fiscal year ending January 31, 2020.

4. MARKETABLE SECURITIES

July 31, 2019	Shares	Cost	Fair Market Value
Millrock Resources Inc.	333	\$ 75	\$ 32

January 31, 2019	Shares	Cost	Fair Market Value
Millrock Resources Inc.	333	\$ 75	\$ 33

5. EXPLORATION AND EVALUATION ASSETS

Captain Property

The Company owns a 100% interest in certain mineral claims comprising the Captain Property located near Fort St. James, British Columbia.

As at July 31, 2019, the Company had issued a \$29,000 (January 31, 2019 - \$29,000) reclamation bond to the Ministry of Energy, Mines and Petroleum Resources of British Columbia to guarantee reclamation of the environment on the Captain Property.

Resguardo Property

On August 16, 2018, the Company signed a unilateral purchase option agreement (the "Agreement") for a 100% interest in certain mining concessions the Resguardo copper project in northern Chile with the following payments totalling US\$5 million to Sociedad Contractual Minera Resguardo ("CMR") and drilling requirements:

- (i) US\$70,000 initial payment (paid);
- (ii) US\$150,000 on or before the first anniversary of the Agreement (subsequently paid);
- (iii) US\$220,000 on or before the second anniversary of the Agreement;
- (iv) US\$460,000 on or before the third anniversary of the Agreement;
- (v) US\$1,100,000 on or before the fourth anniversary of the Agreement;
- (vi) US\$3,000,000 on or before the fifth anniversary of the Agreement;
- (vii) Completing 2,000 metres of drilling at any time during the option period.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS, (Continued)**Resguardo Property,** (Continued)

Pursuant to the Agreement, CMR irrevocably offers to sell, assign and transfer the mining concessions to the Company together with specified rights including the inherent water rights, or those that may correspond to the mining concessions, within five kilometers. The Company can exercise its option to purchase all or some of the mining concessions by either making the above-noted installment payments or by paying the balance of any then-outstanding installment payments and completing the drilling requirements. If the Company decides not to exercise the option to purchase, any outstanding installment payments will not accrue and those payments made are non-refundable.

The Agreement was accepted for filing by the TSX Venture Exchange on September 20, 2018.

Upon completion of the purchase of the Resguardo copper project, a 1.5% net smelter royalty (the "NSR") will be reserved in favor of CMR. Orestone shall have the right at any time up to the seventh anniversary of the Agreement to purchase the NSR for US\$6.0 million. Orestone will also have the right to mine ores from the property at any time during the option period and would pay a 7% royalty on production for this right until completion of the purchase.

	Captain Property	Resguardo Property	Total
Property acquisition costs			
Balance, January 31, 2019	\$ 292,808	\$ 91,609	\$ 384,417
Property payments	-	-	-
Balance, July 31, 2019	292,808	91,609	384,417
Deferred exploration costs			
Balance, January 31, 2019	1,396,902	7,821	1,404,723
Camp, travel and meals	2,510	-	2,510
Claim maintenance fee	-	31,204	31,204
Drilling	1,500	-	1,500
Field supplies and maps	307	-	307
Geophysical consulting	-	6,159	6,159
Surveying	-	615	615
Legal	500	-	500
Balance, July 31, 2019	1,401,719	45,799	1,447,518
Mining exploration tax credit			
Balance, January 31, 2019	(295,764)	-	(295,764)
Additions	-	-	-
Balance, July 31, 2019	(295,764)	-	(295,764)
Total	\$ 1,398,763	\$ 137,408	\$ 1,536,171

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS, (Continued)

	Captain Property	Resguardo Property	Total
Property acquisition costs			
Balance, January 31, 2018	\$ 282,677	\$ -	\$ 282,677
Property payments	10,131	91,609	101,740
Balance, January 31, 2019	292,808	91,609	384,417
Deferred exploration costs			
Balance, January 31, 2018	1,396,902	-	1,396,902
Surveying	-	6,867	6,867
Legal	-	954	954
Balance, January 31, 2019	1,396,902	7,821	1,404,723
Mining exploration tax credit			
Balance, January 31, 2018	(292,823)	-	(292,823)
Additions	(2,941)	-	(2,941)
Balance, January 31, 2019	(295,764)	-	(295,764)
Total	\$ 1,393,946	\$ 99,430	\$ 1,493,376

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

6. SHARE CAPITAL

a. Authorized

There are an unlimited number of common shares without par value.

b. Share issuance

During the six months ended July 31, 2019, the Company issued an aggregate of 808,334 common shares for gross proceeds of \$80,833 pursuant to the exercise of warrants.

On April 29, 2019, the Company completed a non-brokered private placement issuing 10,450,091 units ("Units") at a price of \$0.11 per Unit for aggregate gross proceeds of up to \$1,149,510 (the "Offering"). Each Unit consisted of one common share of the Company and one common share purchase warrant. Each warrant is exercisable for one common share of the Company at a price of \$0.15 for two years from the date of issuance. The warrants were ascribed a value of \$495,347 under the Black-Scholes valuation model with the residual being allocated to share capital. The Company paid a cash fee of \$25,846 of the proceeds of the Offering to certain arm's length finders.

On June 15, 2018, the Company completed a non-brokered private placement issuing 1,000,000 units at a price of \$0.10 per unit for gross proceeds of \$100,000. Each unit consisted of one common share and one-half of common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.15 until June 14, 2019. The warrants were ascribed a value of \$18,831 under Black-Scholes Valuation model with the residual being allocated to share capital.

c. Share purchase option compensation plan

The Company has adopted an incentive share option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX Venture Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares to be outstanding at closing. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares.

The continuity of options is as follows:

Expiry date	Exercise price (\$)	January 31, 2018	Issued	Expired / cancelled	January 31, 2019	Issued	Expired / cancelled	July 31, 2019
June 28, 2018	0.50	100,000	-	(100,000)	-	-	-	-
October 7, 2018	0.50	30,000	-	(30,000)	-	-	-	-
November 22, 2022	0.15	785,000	-	(400,000)	385,000	-	-	385,000
April 28, 2023	0.15	-	400,000	-	400,000	-	-	400,000
June 4, 2023	0.15	-	100,000	-	100,000	-	(100,000)	-
October 4, 2023	0.15	-	250,000	-	250,000	-	-	250,000
June 3, 2024	0.15	-	-	-	-	1,015,000	-	1,015,000
Options outstanding		915,000	750,000	(530,000)	1,135,000	1,015,000	(100,000)	2,050,000
Options exercisable		915,000	600,000	(530,000)	985,000	253,750	(100,000)	1,288,750
Weighted average exercise price (\$)	\$	0.20	\$ 0.15	\$ 0.24	\$ 0.15	\$ 0.15	\$ 0.15	\$ 0.15

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements
For the six months ended July 31, 2019
(Expressed in Canadian dollars)

6. SHARE CAPITAL, (Continued)

c. Share purchase option compensation plan, (Continued)

25% of the share purchase options issued during the period ended July 31, 2019 vested immediately upon granting and 25% every three months thereafter.

At July 31, 2019, the weighted average remaining life of the outstanding and exercisable options is 4.26 years (January 31, 2019 – 4.20 years).

The assumptions used in the Black Scholes Option Pricing Model to estimate the fair value of options were:

	2019	2018
Risk-free interest rate	1.34%	2.12%
Expected stock price volatility	165.06%	181.51%
Expected option life in years	5 years	5 years
Expected dividend yield	Nil	Nil
Forfeiture rate	Nil	Nil

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

d. Warrants

Expiry date	Exercise price (\$)	January 31, 2018			January 31, 2019			Jul 31, 2019		
		Issued	Expired	Issued	Expired	Exercised	Expired	Issued	Expired	
June 14, 2019	0.15	-	500,000	-	500,000	-	(500,000)	-	-	-
October 25, 2019 ^(a)	0.10	3,991,667	-	-	3,991,667	-	(808,334)	-	-	3,183,333
April 28, 2021	0.15	-	-	-	-	10,450,091	-	-	-	10,450,091
Warrants outstanding		3,991,667	500,000	-	4,491,667	10,450,091	(808,334)	(500,000)		13,633,424
Weighted average exercise price (\$)		\$ 0.10	\$ 0.15	\$ Nil	\$ 0.11	\$ 0.15	\$ 0.10	\$ 0.15	\$	0.14

^(a) 200,000 warrants were subsequently exercised

At July 31, 2019, the weighted average remaining life of the outstanding warrants is 1.39 years (January 31, 2019 – 0.69 year).

The assumptions used in the Black Scholes Option Pricing Model to estimate the fair value of warrants were:

	2019	2018
Risk-free interest rate	1.68%	1.57%
Expected stock price volatility	155.71%	152.27%
Expected option life in years	2 years	1 year
Expected dividend yield	Nil	Nil
Forfeiture rate	Nil	Nil

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

6. SHARE CAPITAL, (Continued)

e. Reserves

The reserves account records items recognized as share-based payments expense and other share-based payments. When stock options are exercised, the corresponding amount will be transferred to share capital. Amounts recorded for forfeited or expired unexercised options remain in the reserves account. Amounts recorded for exercised, cancelled or expired warrants remain in the reserves account

7. LOSS PER SHARE

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the six months ended July 31, 2019 was based on the loss attributable to common shareholders of \$277,267 (July 31, 2018 – \$167,829) and a weighted average number of common shares outstanding of 18,345,142 (July 31, 2018 – 11,800,252).

Diluted loss per share did not include the effect of 2,050,000 stock options (2018 – 885,000 stock options) and 13,633,424 warrants (2018 – 4,491,667) since they were anti-dilutive.

8. RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

For the six months ended July 31, 2019:

	Short-term employee benefits	Post- employment benefits	Other long- term benefits	Termination benefits	Share- based payments	Total
David Hottman Chief Executive Officer, Director	\$ 33,600	\$Nil	\$Nil	\$Nil	\$Nil	\$ 33,600
Mark T. Brown Chief Financial Officer	\$Nil	\$Nil	\$Nil	\$Nil	\$ 4,124	\$ 4,124
Bruce Winfield President	\$Nil	\$Nil	\$Nil	\$Nil	\$ 13,084	\$ 13,084
Gary D. Nordin Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 13,084	\$ 13,084
John Kanderka Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 6,542	\$ 6,542
Julia Aspillaga Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 5,687	\$ 5,687
James Anderson Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 19,626	\$ 19,626
Patrick Daniels Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 5,687	\$ 5,687

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

8. RELATED PARTY TRANSACTIONS, (Continued)

For the six months ended July 31, 2018:

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
David Hottman Chief Executive Officer, Director	\$33,600	\$Nil	\$Nil	\$Nil	\$ 3,603	\$ 37,203
Mark T. Brown Chief Financial Officer	\$Nil	\$Nil	\$Nil	\$Nil	\$ 673	\$ 673
Andrew Muir * Former Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 459	\$ 459
Douglas Willock * Former Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 513	\$ 513
Gary D. Nordin Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 4,324	\$ 4,324
John Kanderka Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 1,924	\$ 1,924
Julia Aspillaga Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 8,569	\$ 8,569
Patrick Daniels Director	\$Nil	\$Nil	\$Nil	\$Nil	\$ 8,569	\$ 8,569

* The directors resigned from the Board of Directors on April 28, 2018.

Related party transactions and balances:

Amounts in accounts payable:	Services for:	Six months ended		As at	As at
		July 31, 2019	July 31, 2018	July 31, 2019	January 31, 2019
David Hottman	Salaries and benefits	\$ 33,600	\$ 33,600	\$ 4,600	\$ 117,600
A private company controlled by a director of the Company	Rent	7,200	7,200	-	30,162
A private company with an officer in common with the Company	Accounting and management services	17,000	17,200	2,617	26,818
A private company controlled by a director of the Company	Funds advanced	-	-	-	14,500
A private company controlled by President of the Company	Management services	15,000	-	7,500	-
Bruce Winfield	Expense reimbursements	-	-	626	-
Gary Nordin	Expense reimbursements	-	-	138	-
Total		\$ 72,800	\$ 58,000	\$ 15,481	\$ 189,080

Amounts in prepaid expenses:	Services for:				
A private company controlled by a director of the Company	Rent	\$ -	\$ -	\$ 32,200	\$ -
Total		\$ -	\$ -	\$ 32,200	\$ -

Amounts owing to/from related parties are non-interest bearing, unsecured, and have no fixed terms of repayment. The changes during the period were measured by the exchange amount, which is the amount agreed upon by the transacting parties.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS

The fair value of the Company's cash, marketable securities, receivable and trade and other payables approximate their carrying values.

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash and marketable securities are measured using level 1 inputs. There were no transfers between levels 1, 2 and 3.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest risk and market risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to fulfil an obligation causing the other party to incur a financial loss. The Company is exposed to credit risks arising from its cash holdings, reclamation bonds and receivables (excluding GST). The Company manages credit risk by placing cash with major Canadian financial institutions. Management believes that credit risk related to these amounts is low.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash and cash equivalents, primarily through private placements. The Company access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as high.

(c) Interest rate risk

Interest rate risk is the risk that an investment's value will change due to a change in the level of interest rates. The Company's exposure to interest rate risk is minimal.

(d) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and price risk. The Company is not subject to currency risk as the functional currency is the Canadian dollar. The Company does not use any form of derivative or hedging instruments to reduce its foreign currency risk. The Company is not affected by price risk.

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Notes to the Condensed Consolidated Interim Financial Statements

For the six months ended July 31, 2019

(Expressed in Canadian dollars)

9. FINANCIAL INSTRUMENTS, (Continued)

(e) Management of industry risk

The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental reclamation and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

10. CAPITAL MANAGEMENT

The Company considers its capital structure to be shareholders' equity represented by net assets over liabilities. The Company manages its capital structure based on the funds available to the Company, in order to support acquisition, maintenance, exploration, and development of exploration and evaluation assets.

The Board of Directors has not established any quantitative return on capital criteria for management, instead relying on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has interests are in the exploration stage so the Company is dependent on external financing to fund its activities. In order to carry out activities and administration, the Company will spend its existing working capital and raise additional amounts as needed.

The Company is not subject to externally imposed capital restrictions.

11. EVENTS AFTER THE REPORTING PERIOD

- (a) On August 20, 2019, the Company closed the first tranche of a non-brokered private placement by issuing 1,573,750 units ("Unit") at a price of \$0.16 per Unit for gross proceeds of \$251,800, and on August 23, 2019 closed the second and final tranche of \$416,000 by issuing 2,600,000 units at a price of \$0.16 per Unit. Each Unit consisted of one common share of the Company qualifying as a "flow-through" share pursuant to the Income Tax Act (Canada) ("Flow-Through Share") and one-half of one common share purchase warrant, with each whole warrant being exercisable to purchase one (non flow-through) common share of the Company at a price of \$0.22 until August 20, 2020 for the first tranche and until August 23, 2020 for the second tranche. Finders' fees amounting to \$26,040 were paid in connection with the private placement.
- (b) On August 29, 2019, the Company granted directors, officers and consultants of the Company incentive stock options to purchase an aggregate of 300,000 common shares. The options are exercisable until August 28, 2024 at an exercise price of \$0.20 per share.
- (c) On September 3, 2019, the Company issued an aggregate of 200,000 common shares for gross proceeds of \$20,000 pursuant to the exercise of warrants.