



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW

Under 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 the financial statements have not been reviewed by an auditor.

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

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

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GROUP TEN METALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

	Note	June 30, 2020	March 31, 2020
		\$	\$
ASSETS			
Current			
Cash and cash equivalents		1,817,706	2,261,726
Accounts receivable		42,081	172,570
Prepaid expenses and deposits	4	385,975	480,505
Due from related parties	9 (b)	466,236	233,981
		<u>2,711,998</u>	3,148,782
Non-current			
Exploration and evaluation assets	5	2,795,730	2,498,097
		<u>5,507,728</u>	5,646,879
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		285,750	101,670
Due to related party	9 (b)	10,500	12,090
Flow-through share premium liability	7	129,121	141,801
		<u>425,371</u>	255,561
Shareholders' Equity			
Share capital	8	21,168,589	20,926,945
Share-based payment reserve	8 (e)	996,031	851,899
Deficit		(17,082,263)	(16,387,526)
		<u>5,082,357</u>	5,391,318
		<u>5,507,728</u>	5,646,879

Approved on behalf of the Board:
Michael Rowley, Director
Greg Johnson, Director

GROUP TEN METALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND
COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

	Note	2020	2019
		\$	\$
Expenses			
Consulting	9 (a)	66,443	68,981
Exploration expenditures	6	354,712	111,451
Investor relations and corporate development		85,155	90,591
Office and administration		15,703	8,418
Professional fees		31,196	14,537
Share-based payment expense	8 (e), 9 (a)	154,776	42,926
Transfer agent, regulatory and filing fees		10,586	2,865
Travel and accommodation		64	323
		(718,635)	(340,092)
Other Items			
Other income		12,680	2,277
Interest income		11,218	-
		(694,737)	(337,815)
Net Loss and comprehensive loss			
		(0.01)	(0.01)
Basic and diluted loss per share			
		118,922,398	61,038,750
Weighted average number of shares outstanding			

GROUP TEN METALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited - Expressed in Canadian Dollars)

	Note	Common shares number	Share Capital \$	Share-based Payments reserve \$	Deficit \$	Total \$
Balance, March 31, 2019		59,360,142	13,085,464	619,307	(12,774,178)	930,593
Shares issued for properties	5	1,500,000	188,500	-	-	188,500
Shares issued pursuant to exercise of warrants	8 (b)	2,683,334	322,000	-	-	322,000
Share-based payment expense	8 (e)	-	-	42,926	-	42,926
Reclass of cancelled options and warrants	8 (e)	-	-	(48,494)	48,494	-
Loss and comprehensive loss		-	-	-	(337,815)	(337,815)
Balance, June 30, 2019		63,543,476	13,595,964	613,739	(13,063,499)	1,146,204
Shares issued for properties	5	800,000	177,500	-	-	177,500
Private placements, net of issuance costs		33,472,258	4,703,365	44,431	-	4,747,796
Flow-through share premium liability	7	-	(159,941)	-	-	(159,941)
Shares issued pursuant to exercise of warrants		20,662,101	2,595,698	-	-	2,595,698
Shares issued pursuant to exercise of options		75,000	14,359	(5,359)	-	9,000
Share-based payment expense	8 (e)	-	-	217,342	-	217,342
Reclass of cancelled options and warrants	8 (e)	-	-	(18,254)	18,254	-
Loss and comprehensive loss		-	-	-	(3,342,281)	(3,342,281)
Balance, March 31, 2020		118,522,835	20,926,945	851,899	(16,387,526)	5,391,318
Shares issued for properties	5	900,000	216,000	-	-	216,000
Shares issued pursuant to exercise of options	8 (b)	100,000	25,644	(10,644)	-	15,000
Share-based payment expense	8 (e)	-	-	154,776	-	154,776
Loss and comprehensive loss		-	-	-	(694,737)	(694,737)
Balance, June 30, 2020		119,552,835	21,168,589	996,031	(17,082,263)	5,082,357

GROUP TEN METALS INC.
CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASHFLOWS
FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

	Note	2020 \$	2019 \$
Operating activities			
Net loss for the period		(694,737)	(337,815)
Items not involving cash			
Other income		(12,680)	(2,277)
Share-based payment expense	8 (e)	154,776	42,926
		<u>(552,641)</u>	<u>(297,166)</u>
Net change in non-cash working capital items	10	176,844	(116,356)
		<u>(375,797)</u>	<u>(413,522)</u>
Cash used in operating activities			
Investing activity			
Acquisition of exploration and evaluation assets	5	(81,633)	-
		<u>(81,633)</u>	<u>-</u>
Cash used in investing activities		<u>(81,633)</u>	<u>-</u>
Financing activities			
Proceeds on exercise of warrants		-	322,000
Proceeds on exercise of options	8 (b)	15,000	-
Amounts (paid)/ received from related parties, net		(1,590)	128,106
		<u>13,410</u>	<u>450,106</u>
Cash provided by financing activities		<u>13,410</u>	<u>450,106</u>
Change in cash		<u>(444,020)</u>	<u>36,584</u>
Cash and cash equivalents, beginning of period		<u>2,261,726</u>	<u>48,427</u>
Cash and cash equivalents, end of period		<u>1,817,706</u>	<u>85,011</u>
Cash and cash equivalents is comprised of:			
Cash		317,706	85,011
Cash equivalents		1,500,000	-
		<u>1,817,706</u>	<u>85,011</u>

Supplemental cash flow information (Note 10)

GROUP TEN METALS INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Group Ten Metals Inc. (the "Company"), was incorporated on April 28, 2006, under the laws of British Columbia, Canada. The Company's principal business activities include the acquisition and exploration of mineral properties.

The Company's registered office is 904-409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that any of the Company's current or future exploration programs will result in profitable mining operations. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their exploration and development, establish future profitable operations, or realize proceeds from their sale. The carrying value of the Company's mineral properties does not reflect current or future value.

These condensed interim consolidated financial statements were prepared on 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. As at June 30, 2020 the Company had working capital of \$2,286,627 (March 31, 2020: \$2,893,221), an accumulated deficit of \$17,082,263 (March 31, 2020: \$16,387,526) and a net loss of \$694,737 for the three months ended June 30, 2020 (2019: \$337,815). As at June 30, 2020, the Company's current assets consisting of cash, receivables and prepaid expenses totaled \$2,711,998 (March 31, 2020: \$3,148,782). In addition, the Company's current liabilities included a flow-through premium liability of \$129,121 (March 31, 2020: \$141,801) which is a non-cash item.

The Company has relied mainly upon the issuance of share capital to finance its activities. Future capital requirements will depend on many factors including the Company's ability to execute its business plan. To finance future activities, the Company will be required to enter into joint venture agreements and/or issue share capital, through private placements and the exercise of options and warrants, and is actively seeking additional equity financing. There can be no assurance that such financing will be available on a timely basis under terms acceptable to the Company and, therefore, a material uncertainty exists that may cast significant doubt over the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include the adjustments to assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

2. BASIS OF PREPARATION

Statement of compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended March 31, 2020, which have been prepared in accordance with IFRS.

The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements for the year ended March 31, 2020.

These financial statements were approved by the board of directors on August 31, 2020.

GROUP TEN METALS INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

Basis of consolidation

The consolidated financial statements include the results or financial information of Group Ten Metals Inc. and its significant wholly-owned subsidiaries listed in the following table:

<u>Name</u>	<u>Country of incorporation</u>
Yankee Girl Resources Corp	Canada
Group Ten (USA) Inc	USA
Group Ten (Alaska) Inc	USA
1161932 BC Ltd	Canada

The results of each subsidiary will continue to be included in the consolidated financial statements of the Company until the date that the Company's control over the subsidiary ceases. All significant intercompany transactions and balances have been eliminated.

3. USE OF ESTIMATES, ASSUMPTIONS AND JUDGMENTS

In preparing these condensed interim consolidated financial statements, the significant judgements made by management in applying the group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended March 31, 2020.

4. PREPAID EXPENSES AND DEPOSITS

	<u>June 30,</u> <u>2020</u>	<u>March 31,</u> <u>2020</u>
	\$	\$
Prepaid expenses	39,274	51,005
Deposit	346,701	429,500
	385,975	480,505

In November 2019, the Company engaged Goldspot Discoveries Corp. an arms-length party, to assist the Company in identifying preferential environments for precious and base metal mineralization on the Company's properties by utilizing artificial intelligence and its proprietary technology. A payment of \$450,000 was made upon engagement and to date invoices of \$203,424 were drawn down on the advance. The term of the engagement is expected to be approximately 12 months, culminating in a number of deliverables including a final report, detailing the highest priority drill targets.

A deposit of \$100,125 was made in relation to the Company's Stillwater West Project.

GROUP TEN METALS INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019
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5. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation acquisition costs for the three months ended June 30, 2020 were as follows:

	<u>Montana</u>	<u>Yukon</u>	<u>Alaska</u>	<u>Ontario</u>	
	Stillwater West	Yukon Properties	Duke Island	Black Lake Drayton	Total
	\$	\$	\$	\$	\$
Balance, March 31, 2020	1,238,646	774,588	95,923	388,940	2,498,097
Cash payments	67,654	-	-	-	67,654
Shares issued	216,000	-	-	-	216,000
Staking	13,979	-	-	-	13,979
Balance, June 30, 2020	1,536,279	774,588	95,923	388,940	2,795,730

a) Stillwater West (Montana, United States)

On June 26, 2017, the Company entered into an option agreement to acquire a 100% interest in the Stillwater West project ("Stillwater West") from Picket Pin Resources LLC, a private entity, consisting of 282 claims in south central Montana, USA, covering approximately 22 square kilometers ("km²") in two claim groups. In consideration, the Company agreed to:

- Issue a total of 3.6 million shares of the Company beginning with 900,000 shares within ten days of regulatory approval (issued) and 900,000 shares on or before May 31 of each of 2018 (issued), 2019 (issued - valued at \$112,500) and 2020 (issued – valued at \$216,000);
- Make United States dollars ("USD") \$40,000 in cash payments with USD\$20,000 on or before each of May 31, 2018 (paid) and 2019 (paid – CDN \$26,600);
- Make advance royalty payments until commencement of commercial production of USD\$15,000 within ten days of regulatory approval (paid), USD\$30,000 on or before May 31, 2018 (paid) and USD\$50,000 on or before May 31, 2019 (paid- CDN\$66,500) and annually thereafter (USD\$50,000 on or before May 31, 2020 (paid – CDN\$67,654)); and
- Execute a work contract for a minimum of USD\$50,000 per year for the duration of the option agreement for technical and management work, which is three years (completed).

Pursuant to further staking from November 2017 to July 2018, the Company's land holdings at the Stillwater West project have increased to approximately 54 km².

During the three months ended June 30, 2020, the Company satisfied all earn-in requirements and owns 100% of the Stillwater West project. The project is subject to a 2% Net Smelter Return royalty ("NSR") and the Company has an option to buy down the NSR to 1%.

b) Yukon Properties (Yukon, Canada)

Kluane PGE-Ni-Cu Project

The Company has option agreements to acquire a 100% interest in four platinum group properties totaling over 254 km² in the Kluane Ultramafic Belt in southwestern Yukon, and together comprise the Kluane PGE-Ni-Cu Project. Terms of the agreements are as follows:

CKR

The Company owns a 100% interest in the claims.

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Spy

The Company owns a 100% interest in the Spy property. The Spy claims are subject to a 3% NSR and the Company has an option to buy the NSR down to 1%.

Catalyst

The Company earned its 100% interest in the Catalyst property on December 5, 2019 by completing the below remaining commitments:

- pay \$10,000 to Progressive Planet Solutions Inc. ("Progressive" - formerly Ashburton Ventures Inc.) on or before December 29, 2017. The agreement was amended and in lieu of the cash payment, the Company issued 200,000 common shares to Progressive (issued - valued at \$26,000);
- issue 300,000 common shares to Denali Resources Ltd. on or before July 31, 2019 (issued - valued at \$52,500).

Certain claims on the Catalyst Property are subject to a 3% NSR and the Company has an option to buy the NSR down to 1%.

Ultra

In July 2018, the Ultra property option agreement was amended to remove the remaining earn-in requirements, being exploration expenditure commitments totaling \$950,000. As a result, effective July 2018, the Company owns a 100% interest in the Ultra property.

In July 2018, the Company acquired a 100% interest in 24 additional claims adjoining the Ultra property from two arms-length private vendors in exchange for 100,000 common shares (valued at \$19,000) of the Company.

The claims are subject to a 2% NSR and the Company has an option to buy the NSR down to 1%.

On July 25, 2019, the Company signed a definitive earn-in agreement with Mount Cairnes Resources Corp. ("Mount Cairnes") whereby Mount Cairnes can earn a 51% interest in the Company's Ultra property, over a four-year period, by making cash payments totaling \$750,000, issuing 3,000,000 common shares of Mount Cairnes to the Company and completing \$3,750,000 in exploration work commitments. The initial cash payments and share issuances were required within 15 days of completion by Mount Cairnes of a listing of its common shares on a Canadian stock exchange.

Mount Cairnes was unable to get a listing of its common shares and the agreement was terminated on March 13, 2020.

Outpost/Pacer

In May 2018, the Company completed an option agreement with an arms-length party whereby the Company can earn a 100% interest in the Outpost and Pacer properties which consist of three claim blocks in the Yukon Territory, totaling approximately 25km². As of March 31, 2020, the Company satisfied all earn-in requirements and owns 100% of the Outpost and Pacer properties.

In consideration, the Company had agreed to:

- Make an initial cash payment of \$8,000 (paid) and issue 200,000 common shares of the Company (issued);
- Complete \$30,000 of work expenditures (satisfied), make a cash payment of \$20,000 (paid) and issue 400,000 common shares of the Company on or before the first anniversary of signing (issued – valued at \$50,000); and

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- Complete an additional \$105,000 of work expenditures (completed) and issue 500,000 common shares of the Company on or before the second anniversary of the acceptance of this agreement (issued - valued at \$125,000).

The claims are subject to a 2% NSR and the Company has the option to buy down the NSR to 1%.

Ellen

In August 2018, the Company completed an agreement with an arms-length party whereby the Company earned a 100% interest in the Ellen property, which consists of 72 claims totaling approximately 13km² in the Yukon Territory, by making a cash payment of \$3,200 and issuing 600,000 common shares of the Company.

c) Duke Island (Alaska, United States)

The Company owns a 100% interest in 31 unpatented mineral claims located on Duke Island, Alaska. Pursuant to an agreement dated August 28, 2015, the only remaining commitment for the Company is a requirement for geological and/or geophysical work from a specified vendor which may be completed on any of the Company's properties. The claims are subject to a 1% NSR.

d) Drayton (Ontario, Canada)

On April 27, 2018, the Company earned a 100% interest in mineral claims covering 1,983 hectares located in the Patricia Mining Division near Sioux Lookout, Ontario, by issuing a final share issuance of 142,857 common shares to the vendor.

Upon commencement of commercial production, the claims are subject to a 1% NSR with no buy-down provision, and an additional 3% NSR with the Company having an option to buy the NSR down to 1.5%.

e) Black Lake (Ontario, Canada)

- (i) In September 2018 the Company earned a 100% interest in mineral claims covering 2,430 hectares located in the Patricia Mining Division near Sioux Lookout, Ontario, by completing a cash payment of \$59,000 per an amended earn-in agreement.

As a result, the Company now owns a 100% interest in the claims, which are subject to a 2% NSR upon commencement of commercial production. The Company has an option to buy down the NSR to 1%.

- (ii) To further consolidate the area between the Black Lake and Drayton properties, the Company:

- a. entered into an option agreement to earn an undivided 100% interest in mineral claims covering 1,224 hectares. In August 2018 the Company completed the earn-in by issuing 200,000 shares to complete all remaining payments and remove the 1% NSR royalty per an amended earn-in agreement. As a result, the Company now owns a 100% interest in the claims, with no royalty obligation.
- b. entered into an option agreement to earn an undivided 100% interest in mineral claims covering 441 hectares. On April 18, 2017, the option agreement was amended to remove \$1.25 million of work commitments that were a component of the original agreement. As consideration for the removal of the work requirement, the Company agreed to issue 100,000 additional common shares per year in each of 2017, 2018 and 2019. On March 11, 2019, the Company completed its final obligation per the option agreement, as amended, via the issuance of 128,571 common shares. As a result, the Company now owns a 100% interest in the claims.

The claims are subject to a 3% NSR upon commencement of commercial production and the Company has an option to buy the NSR down to 2%.

GROUP TEN METALS INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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c. acquired additional claims adjoining and between the above claims by direct staking at various dates up to March 2019, bringing the total Black Lake – Drayton package to 13,773 continuous hectares. There is no royalty interest on claims directly staked by the Company.

f) Yankee Dundee (British Columbia, Canada)

Yankee Dundee consists of 26 Crown-granted mineral claims located in the Nelson Mining District near Ymir, British Columbia. On June 25, 2013, the Company closed the sale of its interests and obligations in the properties to Armex Mining Corp. (“Armex”) in exchange for advance royalty payments, royalty payments, and production payments.

The remaining terms of the agreement are as follows:

- (i) Armex is to pay remaining advance royalty payments of:
- \$50,000 on or before August 28, 2015 (unpaid); and
 - \$50,000 on or before August 28, 2016 (unpaid) and annually thereafter until the commencement of commercial production.
- (ii) Armex is to pay production and additional payments of:
- \$250,000 upon the commencement of commercial production;
 - \$250,000 upon the first anniversary of commencement of commercial production; and
 - additional production payments aggregating \$1,000,000 payable from 30% of net revenues as defined in the agreement.

Armex has the right to satisfy the production and additional payments by paying the aggregate sum of \$1,250,000 any time during the first year of commercial production.

Armex will also assume all obligations per existing underlying option agreements with respect to the Yankee Dundee claims which consist of a 1% NSR upon commencement of commercial production until the recovery of the lesser of aggregate expenditures incurred and \$5,000,000, after such time, the NSR will increase to 2.5%. At any time up to the commencement of commercial production, an option is available to purchase 1.5% of the NSR for \$500,000 and the remaining 1% for \$500,000.

The Company will also be entitled to a 2.5% NSR upon commencement of commercial production, with Armex holding the right to repurchase the royalty at any time on the basis of \$1,000,000 for each 1%. In addition, the Company retains back-in rights pursuant to the agreement by which it can re-acquire the property in the event specific production milestones are not met.

Armex disputes the overdue advance royalty payments that were payable on or before August 28, 2015, 2016, 2017, 2018 and 2019. As the Company believes that the financial situation of Armex has deteriorated to an extent that precludes it from completing the sale agreement, the capitalized costs relating to Yankee Dundee have been reduced to \$Nil.

GROUP TEN METALS INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2020 AND 2019
(Unaudited - Expressed in Canadian Dollars)

6. EXPLORATION AND EVALUATION EXPENDITURES

Exploration expenditures incurred for the three months ended June 30, 2020 were as follows:

	Stillwater West	Yukon Properties	Duke Island	Black Lake Drayton	Total
	\$	\$	\$	\$	\$
Analysis	2,222	-	-	-	2,222
Camp	9,972	-	-	-	9,972
Equipment	3,635	-	-	-	3,635
Consulting	265,795	72,063	-	31,137	368,995
Fuel	369	-	-	-	369
Travel and accommodation	7,735	-	-	-	7,735
	<u>289,728</u>	<u>72,063</u>	<u>-</u>	<u>31,137</u>	<u>392,928</u>
Less: Government Grants	-	(38,216)	-	-	(38,216)
	289,728	33,847	-	31,137	354,712

Exploration expenditures incurred for the three months June 30, 2019 were as follows:

	Stillwater West	Yukon Properties	Duke Island	Black Lake Drayton	Total
	\$	\$	\$	\$	\$
Camp	314	-	-	-	314
Equipment	100	-	-	-	100
Geological consulting	71,668	20,795	-	1,852	94,315
Fuel	114	-	-	-	114
Overhead and administration	3,201	127	-	-	3,328
Permitting	6,628	561	-	-	7,189
Travel and accommodation	6,091	-	-	-	6,091
	<u>88,116</u>	<u>21,483</u>	<u>-</u>	<u>1,852</u>	<u>111,451</u>

7. FLOW-THROUGH SHARE PREMIUM LIABILITY

A summary of the changes in the Company's flow-through share premium liability was as follows:

	\$
Balance, March 31, 2020	141,801
Flow-through share premium on the issuance of flow-through common shares	-
Settlement of flow-through share premium liability pursuant to incurring qualified expenditures	<u>(12,680)</u>
Balance, June 30, 2020	<u>129,121</u>

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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8. SHARE CAPITAL

a) Authorized

Unlimited common shares without par value

b) Share issuance details

Three months ended June 30, 2020

- (i) The Company issued 900,000 common shares with a fair value of \$216,000 in connection with the Stillwater West property agreement
- (ii) The Company issued 100,000 common shares pursuant to the exercise of options with a weighted average exercise price of \$0.15 per share.

Three months ended June 30, 2019

- (i) The Company issued 1,500,000 common shares with a fair value of \$188,500 in connection with the Stillwater West, Catalyst and Outpost/Pacer property agreements
- (ii) The Company issued 2,683,334 common shares pursuant to the exercise of warrants with a weighted average exercise price of \$0.12 per share.

c) Stock options

The Company has a fixed Long-Term Incentive Plan whereby the Company may grant certain awards to directors, officers, employees and consultants, including stock options, to a maximum of 12,000,000 common shares. The exercise price, term and vesting period of each award are determined by the Board within regulatory guidelines.

A summary of the changes in stock options is presented below:

	Number of options	Weighted average exercise price
		\$
Balance, March 31, 2019	7,183,570	0.15
Granted	3,900,000	0.22
Exercised	(75,000)	0.12
Cancelled	(448,570)	0.35
Balance, March 31, 2020	10,560,000	0.17
Exercised	(100,000)	0.15
Balance, June 30, 2020	10,460,000	0.17
Exercisable, June 30, 2020	6,845,000	0.14

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The following stock options were outstanding as at June 30, 2020:

Expiry date	Outstanding	Exercisable	Weighted average exercise price	Weighted average remaining life (in years)
			\$	
March 20, 2022	2,640,000	2,640,000	0.15	1.72
August 30, 2022	350,000	350,000	0.12	2.17
September 28, 2022	2,350,000	2,350,000	0.12	2.25
August 22, 2023	425,000	425,000	0.20	3.15
November 23, 2023	300,000	300,000	0.15	3.40
February 28, 2024	495,000	330,000	0.20	3.67
June 14, 2024	1,050,000	350,000	0.15	3.96
September 18, 2024	300,000	100,000	0.18	4.22
January 29, 2025	2,550,000	-	0.18	4.59
	10,460,000	6,845,000	0.17	3.05

d) Share purchase warrants

A summary of the changes in warrants is presented below:

	Number of warrants	Weighted average exercise price
		\$
Balance, March 31, 2019	26,873,387	0.14
Issued	17,502,450	0.23
Exercised	(23,345,435)	0.12
Balance, March 31, 2020	21,030,402	0.23
Balance, June 30, 2020	21,030,402	0.23

The following share purchase warrants were outstanding as at June 30, 2020:

Outstanding	Exercise price	Expiry date
	\$	
3,685,325	0.225	November 26, 2021
5,448,453	0.21	August 6, 2022
3,910,566	0.21	September 4, 2022
7,986,058	0.25	November 21, 2022
21,030,402		

e) Share-based payment expense and reserve

The share-based payment expense for the stock options that vested during the three months ended June 30, 2020 was \$154,776 (2019: \$49,926).

The fair value of the stock options that were granted during the three months ended June 30, 2019 was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2019
Risk free interest rate	1.36%
Expected life in years	5
Expected volatility	74%
Expected dividends	0.0%

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During the three months ended June 30, 2020 the Company reclassified \$nil (2019 - \$48,494) from share based payment reserve to deficit with respect to options that were cancelled during the period.

9. RELATED PARTY TRANSACTIONS

Key management personnel are the Directors and Officers of the Company. Key management personnel, or their related parties, may hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Amounts paid by the Company for the services provided by related parties are determined by negotiation among the parties and are reviewed and approved by the Board. These transactions are in the normal course of operations and are measured at their exchange amount.

In addition to key management personnel, the Company transacted with the following related parties during the three months ended June 30, 2020 and 2019:

- TruePoint Exploration Inc. (“**TruePoint**”) is a privately held exploration service company that provides exploration and administrative services to the Company and several other exploration companies in the industry. Michael Rowley, the President and CEO of the Company, and another director of the Company, are minority shareholders of TruePoint, which makes it a related party. Charges from TruePoint are for exploration, management and office administration expenses.
- MVR Consulting Inc. (“**MVR**”), a private company controlled by the President and CEO.
- Foran Mining Corporation (“**Foran**”), a public company whose CFO, Tim Thiessen, was the CFO of the Company. Effective March 31, 2020, Tim Thiessen resigned from the Company.

Details of transactions between the Company and related parties, in addition to those transactions disclosed elsewhere in these consolidated financial statements, are described below.

a) Related Party Transactions

The Company’s related party transactions for the three months ended June 30 were as follows:

	<u>2020</u>	<u>2019</u>
	\$	\$
Consulting fees ⁽¹⁾	44,220	51,250
Share-based payments ⁽²⁾	59,910	24,093
Transactions with TruePoint ⁽³⁾	156,500	143,001
	<u>260,630</u>	<u>218,344</u>

1 Consulting fees consisted of CEO fees, CFO fees and Corporate Secretary

2 Share-based payments expense was a non-cash item that consisted exclusively of the fair value of stock options that were granted to key management personnel.

3 Exploration and administrative support costs were charged by TruePoint and consisted of mineral exploration and evaluation costs, consulting fees, corporate advisory fees and office and administration costs.

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b) Related Party Balances

The Company's related party (receivable) payable balances consisted of the following:

	June 30, 2020	March 31, 2020
Due to Key Management Personnel	\$	\$
Due to MVR ⁽¹⁾	10,500	-
Due from Michael Rowley ⁽²⁾	(50,000)	7,890
Due to Tim Thiessen ⁽³⁾	-	4,200
	(39,500)	12,090

1 This amount was for CEO fees and was included in non-current due to related parties.

2 This amount was for expense reimbursements and was included in due from related parties .

3 This amount was for expense reimbursements and was included in accounts payable and accrued liabilities.

	June 30, 2020	March 31, 2020
Due (from)/to Related Parties	\$	\$
Due (from) / to TruePoint ⁽¹⁾	(416,236)	(233,981)

1 The amount was included in due from related parties

Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment.

10. SUPPLEMENTAL CASH FLOW INFORMATION

The net change in non-cash operating working capital balances for the three months ended June 30 consisted of the following:

	2020	2019
	\$	\$
Accounts receivable	130,489	(2,404)
Prepaid expenses	(137,725)	(12,174)
Accounts payable and accrual liabilities	184,080	(101,778)
	176,844	(116,356)

The non-cash transactions for the three months ended June 30, 2020 consisted of the Company issuing 900,000 common shares valued at \$216,000 as option payment on its Stillwater West property.

The non-cash transactions for the three months ended June 30, 2019 consisted of the Company issuing a total of 1,500,000 common shares valued at \$188,500 as option payments on its exploration and evaluation assets.

11. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities and due to related parties. The Company has classified its financial instruments as amortized cost.

The carrying values of accounts payable and accrued liabilities, due to related parties and short-term loans approximate their fair values due to the short period to maturity.

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The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. There have been no changes in any risk management policies since March 31, 2020.

12. SEGMENTED INFORMATION

The Company has one operating segment, acquisition, exploration and development of mineral properties. The table below shows consolidated data by geographic segment based on the location:

	June 30, 2020	March 31, 2020
	\$	\$
Non-current assets by geographic segment		
Canada	1,163,528	1,163,528
United States	1,632,202	1,334,569
	<u>2,795,730</u>	<u>2,498,097</u>

13. COMMITMENT

As a result of the issuance of FT shares on November 21, 2019, the Company had a commitment to incur \$1,359,500 on qualifying Canadian exploration expenditures. At June 30, 2020, approximately \$1,097,352 of the commitment was remaining. In recognition of the impacts of COVID-19, the Canadian government announced temporary relief measures to flow-through regulations including allowing companies an additional twelve months- period to incur eligible expenditures. Once enacted into law, this relief measure is expected to reduce the Company's short-term flow-through commitment substantially by extending the deadline for incurring expenses to December 31, 2021.

14. CORONA VIRUS (COVID 19) PANDEMIC

Outbreak of the corona virus and the worldwide COVID-19 pandemic may result in impacts to the Company's on-going exploration plans and activities in 2020. The Company is focused on the health and well-being of its workers and the communities in which we work and has implemented preventative measures accordingly. The Company will continue to monitor advice and regulations from the World Health Organization, governments and local communities, and adjust measures as appropriate.

The Company may face disruption to operations, supply chain delays, travel and trade restrictions, and impacts on economic activity in affected countries or regions can be expected that are difficult to quantify. Regional disease outbreaks represent a threat to hiring and maintaining skilled workers, and could be a major health-care challenge for its workforce. There can be no assurance that the Company's personnel will not be impacted by these regional disease outbreaks and ultimately that the Company could see its workforce productivity reduced or incur increased medical costs as a result of these health risks.

In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resulting travel restrictions, social distancing recommendations, government response actions, business disruptions and business closures may have an impact on the Company's exploration operations and access to capital.

There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic's impact on global industrial and financial markets which may reduce metal prices, share prices and financial liquidity, thereby limiting access to additional capital.

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15. SUBSEQUENT EVENTS

The Company closed a private placement for gross proceeds of \$4.5 million on July 17, 2020. A total of 22,500,000 units were issued at a price of \$0.20 per unit (a "Unit"), with each Unit consisting of one common share of the Company (a "share") and one share purchase warrant (a "warrant"), with each warrant entitling the holder to acquire one additional common share of the Company at a price of \$0.30 per share until July 17, 2023. Finder's fees of \$78,000 cash, 551,550 finder's units and 390,000 compensation options were paid/issued in connection with the financing. Each finder's unit consists of one share and one warrant. Each compensation option entitles the holder to acquire one Unit at an exercise price equal to the Unit price for a period of 36 months.