

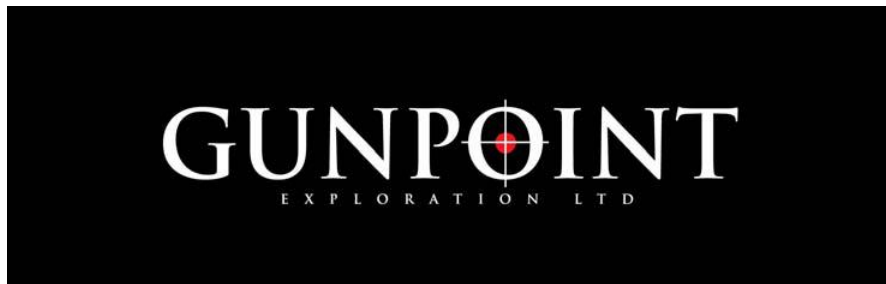
GUNPOINT EXPLORATION LTD.
Suite 1201 – 1166 Alberni Street
Vancouver, British Columbia V6E 3Z3
Canada

NOTICE

**RE: CONDENSED CONSOLIDATED INTERIM FINANCIALS STATEMENTS FOR
THE SIX MONTHS ENDED JUNE 30, 2020 AND 2019.**

The interim financial statements for the six months ended June 30, 2020 and 2019 have not been reviewed by the auditors of Gunpoint Exploration Ltd.

GUNPOINT EXPLORATION LTD.
“Sam Wong”
SAM WONG
Chief Financial Officer



Gunpoint Exploration Ltd.

Condensed Consolidated Interim Financial Statements
For the Three and Six months ended June 30, 2020 and 2019 (unaudited)

(expressed in thousands of Canadian dollars, except where indicated)

Gunpoint Exploration Ltd.

Condensed Consolidated Interim Statements of Financial Position

(unaudited - amount expressed in thousands of Canadian dollars, except where indicated)

	Note	As at June 30, 2020	As at December 31, 2019
Assets			
Current assets			
Cash	4	\$ 677.5	\$ 653.5
Amounts receivable and prepaid expenses		8.6	6.5
		686.1	660.0
Long-term investment	4,5	727.6	442.2
Investment in mineral properties	6	5,236.7	5,176.8
Reclamation deposits		238.6	227.8
Total assets		\$ 6,889.0	\$ 6,506.8
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	4,7	\$ 309.8	\$ 288.8
Promissory note	7	700.0	700.0
		1,009.8	988.8
Due to related party	4,10	1,041.5	1,035.1
Decommissioning obligation		226.2	215.6
Total liabilities		2,277.5	2,239.5
Shareholders' equity			
Share capital	8	9,637.4	9,637.4
Reserves		43,340.2	43,316.5
Deficit		(48,366.1)	(48,686.6)
Total shareholders' equity		4,611.5	4,267.3
Total liabilities and shareholders' equity		\$ 6,889.0	\$ 6,506.8

Nature of operations and going concern (note 1)

Subsequent event (note 12)

Approved by the Board of Directors

"P. Randy Reifel"

Director

"Gerald L. Sneddon"

Director

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

Gunpoint Exploration Ltd.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(unaudited - amount expressed in thousands of Canadian dollars, except where indicated)

	Note	Three Months Ended		Six Months Ended	
		June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Operating expenses					
Exploration		\$ (0.4)	\$ (1.2)	\$ (1.0)	\$ (2.3)
General and administrative		(16.1)	(32.9)	(42.1)	(43.4)
Professional fees		(18.9)	(21.7)	(32.7)	(27.9)
Share-based compensation	9	(9.7)	(18.2)	(23.7)	(44.9)
		(45.1)	(74.0)	(99.5)	(118.5)
Other income (expenses), net					
Finance cost		(9.3)	(9.1)	(18.2)	(18.1)
Foreign exchange (loss) gain		(22.9)	(20.5)	23.0	(27.1)
Other income	6	3.4	4.3	185.8	140.8
Unrealized gain (loss) on investment	5	362.7	(143.7)	229.4	(111.6)
Total other income (expenses)		333.9	(169.0)	420.0	(16.0)
Net income (loss) and comprehensive income (loss)		288.8	(243.0)	320.5	(134.5)
Earnings (loss) per share					
Basic and diluted		0.01	(0.01)	0.01	(0.00)
Weighted average shares outstanding					
Basic		43,501,600	43,501,600	43,501,600	43,501,600
Diluted		44,280,446	43,501,600	44,280,446	43,501,600
Total shares issued and outstanding		43,501,600	43,501,600	43,501,600	43,501,600

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

Gunpoint Exploration Ltd.

Condensed Consolidated Statement of Changes in Shareholders' Equity

(unaudited - amount expressed in thousands of Canadian dollars, except where indicated)

	Notes	Shares	Share capital	Additional paid-in capital	Warrant reserves	Share-based payments reserves	Convertible debentures reserves	Investment revaluation reserves	Deficit	Total equity
Balance at December 31, 2019		43,501,600	\$ 9,637.4	\$ 41,509.9	\$ 43.0	\$ 1,698.5	\$ 65.1	\$ -	\$ (48,686.6)	\$ 4,267.3
Net income for the period		-	-	-	-	-	-	-	320.5	320.5
Share-based compensation	9	-	-	-	-	23.7	-	-	-	23.7
Balance at June 30, 2020		43,501,600	\$ 9,637.4	\$ 41,509.9	\$ 43.0	\$ 1,722.2	\$ 65.1	\$ -	\$ (48,366.1)	\$ 4,611.5
Balance at December 31, 2018		43,501,600	\$ 9,637.4	\$ 41,509.9	\$ 43.0	\$ 1,625.2	\$ 65.1	\$ -	\$ (48,411.5)	\$ 4,469.1
Net loss for the period		-	-	-	-	-	-	-	(134.5)	(134.5)
Share-based compensation charges		-	-	-	-	44.9	-	-	-	44.9
Balance at June 30, 2019		43,501,600	\$ 9,637.4	\$ 41,509.9	\$ 43.0	\$ 1,670.1	\$ 65.1	\$ -	\$ (48,546.0)	\$ 4,379.5

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

Gunpoint Exploration Ltd.

Condensed Consolidated Interim Statement of Cash Flows

(unaudited - amounts express in thousands of Canadian dollars, except where indicated)

	Note	Three Months Ended		Six Months Ended	
		June 30, 2020	June 30, 2019	June 30, 2020	June 30, 2019
Cash (outflow) flow from operating activities					
Net income (loss)		\$ 288.8	\$ (243.0)	\$ 320.5	\$ (134.5)
Items not affecting cash					
Unrealized foreign exchange loss (gain)		22.9	20.5	(23.0)	27.1
Share-based compensation	9	9.7	18.2	23.7	44.9
Unrealized (loss) gain from investment		(362.7)	143.7	(229.4)	111.6
Other income	6	-	-	(56.0)	(48.0)
		(41.3)	(60.6)	35.8	1.1
Change in non-cash operating working capital					
Accounts receivable and prepaid expense		5.3	3.4	(2.1)	(1.4)
Accounts payable and accruals		5.3	8.8	21.0	15.9
		(30.7)	(48.4)	54.7	15.6
Cash outflow from investing activities					
Mineral property expenditures		(56.1)	(21.6)	(59.9)	(36.3)
		(56.1)	(21.6)	(59.9)	(36.3)
Foreign exchange impact on cash		(28.5)	(20.8)	29.2	(44.1)
Decrease in cash		(86.8)	(70.0)	(5.2)	(20.7)
Cash– beginning of period		792.8	1,098.3	653.5	1,072.3
Cash– end of period		677.5	1,007.5	677.5	1,007.5

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

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

1 Nature of operations and going concern

Gunpoint Exploration Ltd. (the “Company”) was incorporated under the laws of British Columbia on October 27, 1989. The Company is focused on the acquisition and exploration of precious metals located in the United States, Mexico and Guatemala.

The Company is domiciled in Vancouver, Canada and its common shares are listed on the TSX Venture Exchange under the trading symbol “GUN:TSXV”. The Company is controlled by Chesapeake Gold Corp. (“Chesapeake”) which owns 74% of the Company. The Company’s registered office is at Suite 1201 – 1166 Alberni Street, Vancouver BC, V6C 3A6, Canada.

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company had a consolidated net income of \$320.5 for the six months period ended June 30, 2020 (December 31, 2019 loss - \$275.1), and an accumulated deficit of \$48,366.1 as at June 30, 2020 (December 31, 2019 - \$48,686.6). The Company has a working capital of \$323.7 deficiency as at June 30, 2020 (December 31, 2019 deficiency - \$328.8). To date, the Company has not generated operating revenue from its mineral properties. The ability of the Company to continue as a going concern is dependent upon obtaining additional equity and/or debt financing for the exploration and development of its mineral properties. These conditions indicate the existence of material uncertainties that may cast substantial doubt about the Company’s ability to continue as a going concern.

The Company is currently holding its mineral properties on care and maintenance until additional financing can be raised from joint venture partners, divestures and investors.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations at this time.

These consolidated financial statements do not include any adjustments to the recoverability and reclassification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern and these adjustments could be material.

2 Basis of presentation

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34 – Interim Financial Reporting as issued by the International Accounting Standards Board (“IASB”). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the IASB have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2019.

The Company’s management makes judgments in its process of applying the Company’s accounting policies in the preparation of its unaudited interim condensed consolidated financial statements. In addition, the preparation of the financial data requires that the Company’s management make assumptions and estimates of the effects of uncertain future events on the carrying amounts of the Company’s assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company’s assets and liabilities are accounted for prospectively. The critical judgments and estimates applied in the preparation of the Company’s unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s consolidated financial statements for the year ended December 31, 2019. In addition, the accounting policies applied in these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company’s audited financial statements for the year ended December 31, 2019.

The Company’s interim results are not necessarily indicative of its results for a full year.

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors on August 31, 2020.

New Accounting Standards Adopted

IFRS 16 – Leases

IFRS 16 sets out the principles for recognition, measurement, presentation, and disclosure of leases. IFRS 16 replaces the current guidance in IAS 17 where lessees were required to make a distinction between a finance lease and an operating lease. IFRS 16 requires lessees to recognize a lease liability reflecting future lease payments and a “right-of-use asset” for virtually all lease contracts. The IASB has included

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

an optional exemption for certain short-term leases and leases of low-value assets. IFRS 16 is effective for annual periods beginning on or after January 1, 2019 and did not have an impact on the consolidated financial statements as all material leases are less than 12 months in duration and elected as short-term leases.

3 Management of capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to pursue the development of its resource 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 shareholders' equity as well as cash and investments. In order to maximize ongoing development efforts, the Company does not pay out dividends.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments, such as Canadian Government treasury bills, banker's acceptances or Guaranteed Investments Certificates, with initial maturity terms less than one year from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company manages the capital structure and makes adjustments to 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 attempt to issue new shares, issue new debts, acquire or dispose of assets or adjust the amount of cash and investments. There were no changes in the Company's approach to capital management during the six months ended June 30, 2020. The Company is not subject to externally imposed capital requirements.

4 Financial instruments

Fair values of financial instruments

The fair values of financial instruments are summarized as follows:

	June 30, 2020		December 31, 2019	
	Carrying value \$	Fair value \$	Carrying value \$	Fair value \$
Financial assets				
Cash	677.5	677.5	653.5	653.5
Long-term investment	727.6	727.6	442.2	442.2
Financial liabilities				
Accounts payable & accrued liabilities	309.8	309.8	288.8	288.8
Due to related party	1,041.5	1,041.5	1,035.1	1,035.1

Fair value measurements

The following table sets forth the Company's assets and liabilities measured at fair value on a recurring basis by level within the fair value hierarchy. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

	Level 1	Level 2	Level 3	Total June 30, 2020
Long-term investment	727.6	-	-	727.6
	\$ 727.6	\$ -	\$ -	\$ 727.6

The fair value of other financial instruments, including cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities, promissory note payable, and amounts due to a related party, approximate their carrying values due to the relatively short-term maturity of these instruments. The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between the levels during the six months ended June 30, 2020.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Financial instruments that potentially subject the Company to significant concentrations of credit risk consist primarily of cash. The Company's cash is held through large Canadian financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure as described in Note 4. The accounts payable are due within the current operating period.

Market Risk

The Company's financial instruments include investments which are publicly traded and therefore subject to the risks related to the fluctuation in the equity markets. The Company closely monitors market values to determine the most appropriate course of action.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows from a financial instrument will fluctuate because of changes to market interest rates. The Company is exposed from time to time to interest rate risk as a result of holding fixed income cash equivalents and investments, of varying maturities. A 1% change in market interest rates would result in no significant change in value of cash and cash equivalents or fixed income securities. The risk that the Company will realize a loss as a result of a decline in the fair value of these assets is limited as they are generally held to maturity.

Foreign Exchange Rate Risk

Currency risk is the risk of a loss due to the fluctuation of foreign exchange rates and the effects of those fluctuations on the Company's foreign currency denominated monetary assets and liabilities. The Company currently operates in the United States, Mexico and Guatemala. Certain costs and expenses are incurred in US dollars, Mexican pesos and Guatemala quetzal. The Company attempts to mitigate currency risk through the preparation of short and long term expenditure budgets in the foreign currencies and planning for the conversion of Canadian dollars into foreign currencies whenever exchange rates are favourable.

Price Risk

The Company is exposed to price risk with respect to its investments, which consists of common shares of publicly-traded companies and is dependent upon the market price or the fair value of the common shares of these companies. The market price or the fair value of the common shares of publicly-traded companies can fluctuate significantly, and there is no assurance that the future market price or the fair value of those companies will not decrease significantly.

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

5 Investments

	December 31, 2019 Fair value	Acquired	Reclassification to long term investment	Unrealized gain/(loss)	Foreign exchange and other	June 30, 2020 Fair value
Long-term investment	\$ 442.2	\$ 56.0	\$ -	\$ 229.4	\$ -	\$ 727.6
	December 31, 2018 Fair value	Acquired	Reclassification to long term investment	Unrealized gain/(loss)	Foreign exchange and other	December 31, 2018 Fair value
Long-term investment	\$ 480.3	\$ 57.0	\$ -	\$ (95.1)	\$ -	\$ 442.2

Long-term investments are designated as fair value through profit and loss and carried at fair value. Unrealized gains and losses are classified as part of the calculation of net income or loss. During the six months ended June 30, 2020, the unrealized gain recorded in investments is \$229.4 (December 31, 2019 loss – \$95.1)

6 Mineral properties

	Talapoosa	Total
December 31, 2018	\$ 4,929.9	\$ 4,929.9
Licence, dues and fees	232.9	232.9
Geological & engineering	5.5	5.5
Other	8.5	8.5
December 31, 2019	\$ 5,176.8	\$ 5,176.8
Geological & engineering	3.9	3.9
Licence, dues and fees	51.5	51.5
Other	4.5	4.5
June 30, 2020	5,236.7	5,236.7

a) Talapoosa, (Nevada)

In Nevada, the Company owns a 100% interest in the Talapoosa gold property (“Talapoosa”) which consists of 535 unpatented lode mining claims, including 509 claims owned by the Company and 26 claims subject to a lease agreement with a third party (the “Unpatented Leased Land”). These claims are administered by the Bureau of Land Management (“BLM”) and the annual maintenance fees for these claims payable to the BLM are approximately US\$75.0 and the annual lease payment for the Unpatented Leased land is US\$35.0. In addition, there are certain payments required for the land owned subject to leases with private landowners (the “Fee Leased Land”). The current annual payments for Fee Leased Land are approximately US\$43.0.

On March 31, 2015, the Company entered into an agreement with Timberline Resources Corporation (“Timberline”), granting Timberline an option (the “Option”) to acquire from Gunpoint’s subsidiary, American Gold Capital US Inc. (“American Gold”), a 100% interest in Talapoosa. In consideration for the Option, Timberline paid US\$300.0 and issued 2.0 million common shares of Timberline to American Gold.

Timberline could exercise the Option by making a US\$10.0 million cash payment to American Gold by September 12, 2017. In addition, for a period of five years after Timberline exercised the Option, Timberline was required to pay American Gold an additional US\$10.0 million (payable in cash and Timberline common shares) if the daily price of gold averaged US\$1,600 per ounce or greater for a period of ninety consecutive trading days. American Gold retains a 1% net smelter royalty (“NSR”) on Talapoosa which Timberline can purchase for US\$3.0 million.

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

On October 20, 2016, the Option Agreement was amended to extend the Option (“Extended Option”) for 18 months to March 31, 2019. In consideration for the Extended Option, Timberline paid an additional US\$1.0 million and issued one million common shares to the Company and Timberline’s repurchase option for the Company’s 1% NSR on Talapoosa was terminated.

Timberline did not make the US\$2.0 million option payment due March 31, 2018 to Gunpoint. Timberline’s option to acquire Talapoosa terminated and 100% ownership reverted back to the Company. During the option term, Gunpoint received US\$1.3 million and 3.0 million common shares of Timberline. The market value of Gunpoint’s 3.0 million common shares of Timberline as at June 30, 2020 was \$270.0 (December 31, 2019 - \$285.0).

b) La Cecilia (Sonora State, Mexico)

In 2010, the Company acquired the La Cecilia Property (“La Cecilia”) from Chesapeake. La Cecilia is located in Sonora State, Mexico and comprises three mineral concessions totalling 794 hectares. On January 31, 2017, the Company entered into an agreement (“Option Agreement”) with Riverside Resources Inc. (“Riverside”) whereby Riverside has an option to acquire a 100% interest in La Cecilia.

Pursuant to the Option Agreement, Riverside can acquire a 100% interest in La Cecilia by making \$250.0 in cash payments and issuing one million Riverside common shares to the Company per the following schedule:

- A payment of \$10.0 upon execution of the Option Agreement; (Received)
- A \$15.0 cash payment and issuance of 100,000 common shares of Riverside concurrent with the execution of registerable agreement in Mexico (“the Effective Date”); (Received)
- A \$25.0 cash payment and issuance of 200,000 common shares of Riverside on or before the first anniversary of the Effective Date; (Received)
- A \$75.0 cash payment and issuance of 300,000 common shares of Riverside on or before the second anniversary of the Effective Date; (Received) and
- A \$125.0 cash payment and issuance of 400,000 common shares of Riverside on or before the third anniversary of the Effective Date. (Received)

During the first quarter Riverside completed its acquisition of La Cecilia. As at June 30, 2020, the La Cecilia property is recorded at \$nil (2019 - \$nil) value due to a previous impairment. The consideration received from Riverside in 2020 of \$181.0 (2019 - \$123.0) are recognised as income.

c) La Gitana (Oaxaca State, Mexico)

The La Gitana Property (“La Gitana”) was acquired by Gunpoint from Chesapeake in November 2010, together with Talapoosa, La Cecilia and Cerro Minas. La Gitana is located in Oaxaca State and encompasses 494 hectares.

On June 4, 2019, the Company signed a non-binding letter of intent (the "LOI") with Inomin Mines Inc to sell its 100% interest in La Gitana. The LOI provides for an exclusivity period to conduct due diligence and conclude a definitive agreement to finalize the purchase terms of the Transaction.

Pursuant to the LOI, Inomin has an option to acquire La Gitana by making \$300.0 in cash payments and issuing 2,000,000 common shares as follows:

- A payment of \$10.0 on signing LOI; (Received)
- A payment of \$25.0 and 150,000 shares following execution of definitive agreement;
- A payment of \$50.0 and 250,000 shares on first anniversary;
- A payment of \$65.0 and 450,000 shares on second anniversary;
- A payment of \$75.0 and 500,000 shares on third anniversary; and
- A payment of \$75.0 and 650,000 shares on fourth anniversary.

The definitive agreement requires a surface rights agreement with the Santa Maria Lachixonace Ejido community (“Ejido”). The Company is awaiting a new electorate assembly to continue discussion with the Ejido.

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

On August 4, 2020 Gunpoint agreed to sell La Gitana and another exploration property in Oaxaca state ("Pena Blanca") to Inomin for \$25.0 and 1.0 million common shares of Inomin. The Company retains a 1.5% NSR on Pena Blanca. Inomin has the option to purchase 0.5% of the 1.5% NSR from Gunpoint for \$1,000.0.

d) Cerro Minas Project ("Cerro Minas")

On October 16, 2019, the Company entered into an agreement ("Option Agreement") with Megastar Development Corp. whereby Megastar has been granted an option to acquire a 100% interest in the Company's Cerro Minas Project ("Cerro Minas") located in Oaxaca State, Mexico.

Pursuant to the Option Agreement and subject to TSX Venture Exchange approval ("Effective Date"), Megastar has the right to acquire a 100% interest in Cerro Minas by making US\$100.0 in cash payments and issuing 800,000 Megastar common shares to Gunpoint per the following schedule:

- A payment of US\$10.0 and 100,000 common shares of Megastar on the Effective Date (Received);
- A US\$20.0 cash payment and the issuance of 150,000 common shares of Megastar on or before the first anniversary of the Effective Date;
- A US\$30.0 cash payment and the issuance of 250,000 common shares of Megastar on or before the second anniversary of the Effective Date; and
- A US\$40.0 cash payment and the issuance of 300,000 common shares of Megastar on or before the third anniversary of the Effective Date.

The Company retains a 1.5% net smelter return royalty on Cerro Minas of which Megastar has the option to purchase 0.5% net smelter royalty for US\$1.0 million dollars. Megastar is responsible for the property taxes and holding costs (including surface right agreement) to maintain Cerro Minas in good standing during the term of the Option Agreement. The cash payments and share consideration received from Megastar are recognized as income.

7 Promissory note

As at June 30, 2020, the Company has an unsecured promissory note of \$700.0 (December 31, 2019 - \$700.0) due to a company controlled by President of the Company which is unsecured, and bears an interest rate of 5% per annum. The promissory note is due on demand. Interest accrued for the period ended June 30, 2020 was \$17.5 (2019 - \$17.5). As at June 30, 2020, the total accrued interest payable was \$290.2 (December 31, 2019 - \$272.7) and included in the account payables and accrued liabilities.

8 Share Capital

The Company's authorized share capital consists of an unlimited number of common shares without par value and 50,000,000 preferred shares without par value.

9 Share based compensation

The Company has a share purchase option plan which provides for equity participation in the Company by its directors, officers, employees, consultants and consultant companies through the acquisition of common shares pursuant to the grant of options to purchase shares. The option plan is administered by the Board of Directors. Options may be granted on such terms as the Board may determine within the limitations of the option plan and subject to the rules and policies of applicable regulatory authorities. The maximum aggregate number of shares reserved for issuance for options granted under the option plan is 10% of the issued and outstanding common shares as at the date of grant. The options will be exercisable for 5 years from the grant date with vesting terms to be determined at the time by the Board of Directors.

Share-based compensation expense is determined using the Black-Scholes option pricing model. During the period ended June 30, 2020, the Company recognized share-based compensation expense of \$23.7 (2019 - \$44.9) for stock options issued to officers and directors of

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

the Company. As at June 30, 2020, the weighted average remaining contractual life of outstanding stock options is 2.8 years (December 31, 2019 – 3.3 years).

	June 30, 2020		December 31, 2019	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding – beginning of year	1,500,000	\$ 0.25	2,405,000	\$ 0.25
Expired/cancelled	-	0.25	(905,000)	0.25
Outstanding – end of period	1,500,000	\$ 0.25	1,500,000	\$ 0.25

The following table provides the number of options and vested options outstanding as at June 30, 2020:

Number of options	Number of options vested	Price per share	Expiry Date
1,500,000	750,000	0.25	May 2, 2023

The following table provides the number of options and vested options outstanding as at December 31, 2019:

Number of options	Number of options vested	Price per share	Expiry Date
1,500,000	375,000	0.25	May 2, 2023

10 Related party transactions

For the six months ended June 30, 2020, an amount of \$8.5 (2019 - \$8.5) was paid to the Chief Financial Officer of the Company.

As at June 30, 2020, the Company has a promissory note (note 7) in the principal amount of \$700.0, (plus related accrued interest) outstanding indebted to the President of the Company.

As of June 30, 2020, an amount of \$1,041.5 (December 31, 2019 - \$1,035.1) was due to Chesapeake, the parent of the Company. The amounts due to Chesapeake are unsecured, non-interest bearing, and due on demand.

11 Segment disclosures

The Company operates in one operating segment in three countries. Details of the investments in mineral properties are disclosed in Note 6. The Company's assets by country are:

Gunpoint Exploration Ltd.

Notes to Consolidated Financial Statements

For the six months ended June 30, 2020 and 2019

(Amounts expressed in thousands of Canadian dollars, except where indicated)

June 30, 2020	Canada	Mexico	USA	Other	Total
Cash	\$ 636.5	\$ 5.2	\$ 35.7	\$ 0.1	\$ 677.5
Accounts receivable and prepaid expense	8.6	-	-	-	8.6
	645.1	5.2	35.7	0.1	686.1
Long term investment	457.6	-	270.0	-	727.6
Investment in mineral properties	-	-	5,236.7	-	5,236.7
Reclamation deposits	-	-	238.6	-	238.6
Total assets	\$ 1,102.7	\$ 5.2	\$ 5,781.0	\$ 0.1	\$ 6,889.0
Segment (loss) income for the three months ended June 30, 2020	\$ 81.2	\$ 35.2	\$ 160.5	\$ 11.9	\$ 288.8
Segment (loss) income for the six months ended June 30, 2020	\$ 543.6	\$ (45.1)	\$ (156.4)	\$ (21.6)	\$ 320.5

June 30, 2019	Canada	Mexico	USA	Other	Total
Cash	\$ 965.2	\$ 3.6	\$ 38.7	\$ -	\$ 1,007.5
Accounts receivable and prepaid expense	10.6	-	-	-	10.6
	975.8	3.6	38.7	-	1,018.1
Long term investment	131.8	-	284.9	-	416.7
Investment in mineral properties	-	-	4,966.2	-	4,966.2
Reclamation deposits	-	-	207.2	-	207.2
Total assets	\$ 1,107.6	\$ 3.6	\$ 5,497.0	\$ -	\$ 6,608.2
Segment (loss) income for the three months ended June 30, 2019	\$ (292.7)	\$ 16.4	\$ 29.1	\$ 4.2	\$ (243.0)
Segment (loss) income for the six months ended June 30, 2019	\$ (257.0)	\$ 31.9	\$ 70.1	\$ 20.5	\$ (134.5)

12 Subsequent event

On August 4, 2020 Gunpoint agreed to sell La Gitana and another exploration property in Oaxaca state (“Pena Blanca”) to Inomin for \$25.0 and 1.0 million common shares of Inomin. The Company retains a 1.5% NSR on Pena Blanca. Inomin has the option to purchase 0.5% of the 1.5% NSR from Gunpoint for \$1,000.0.