

PACIFIC IMPERIAL MINES INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

For the Three and Nine Months Ended March 31, 2020 and 2019

(Expressed in Canadian Dollars)

(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instruments 51-102, Part 4, subsection 4.3(3)(a) continuous disclosure requirement, if any auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of Pacific Imperial Mines Inc. (the "Company") have been prepared by management and approved by the Board of Directors of the Company. These condensed interim financial statements have not been reviewed by the Company's external auditors.

PACIFIC IMPERIAL MINES INC.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited, Expressed in Canadian dollars)

	Note	March 31, 2020 \$	June 30, 2019 \$
ASSETS			
Current assets			
Cash		133,645	227,074
GST receivable		9,686	7,389
Prepaid expenses		1,378	1,378
Equipment	3	144,709 268	235,841 346
Total assets		144,977	236,187
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		2,462	4,312
Due to related parties	5	3,250	8,429
Total liabilities		5,712	12,741
EQUITY			
Share capital	6	4,331,997	4,331,997
Contributed surplus		2,431,535	2,431,535
Deficit		(6,624,267)	(6,540,086)
Total Equity		139,265	223,446
Total liabilities and equity		144,977	236,187

Nature of business and continuance of operation (Note 1)

Approved on behalf of the Board of Directors:

"Roman Shklanka"

Roman Shklanka,
Director

"Leo King"

Leo King,
Director

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

PACIFIC IMPERIAL MINES INC.

CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the Three and Nine Months Ended March 31, 2020 and 2019

(Unaudited, Expressed in Canadian dollars)

		Three months ended		Nine months ended	
		March 31,		March 31,	
	Note	2020	2019	2020	2019
		\$	\$	\$	\$
Exploration costs	4	-	84,670	40,338	207,854
General and administrative expenses					
Accounting and audit		1,000	17,500	15,030	22,559
Depreciation	3	26	38	78	112
Legal		-	-	7,934	336
Office and miscellaneous		8,369	8,590	16,038	19,915
Transfer agent fees		408	870	1,811	2,263
Travel and promotion		-	4,210	3,652	13,224
Loss before other items		9,803	115,878	84,881	266,263
Other items					
Interest income		(158)	(424)	(700)	(1,509)
Foreign exchange loss		-	153	-	1,277
Net loss and comprehensive loss		9,645	115,607	84,181	266,031
Loss per share, basic and diluted		-	-	-	-
Weighted average shares outstanding		68,577,468	68,577,468	68,577,468	68,577,468

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

PACIFIC IMPERIAL MINES INC.

CONDENSED INTERIM STATEMENTS OF SHAREHOLDERS' EQUITY

For the Nine Months Ended March 31, 2020 and 2019

(Unaudited, Expressed in Canadian Dollars, except number of shares)

	Share Capital		Contributed Surplus \$	Deficit \$	Total Equity
	Number of Shares	Amount \$			
Balance, June 30, 2018	68,577,468	4,331,997	2,431,535	(6,263,168)	500,364
Net loss for the period	-	-	-	(266,031)	(266,031)
Balance, March 31, 2019	68,577,468	4,331,997	2,431,535	(6,529,199)	234,333
Net loss for the period	-	-	-	(10,887)	(10,887)
Balance, June 30, 2019	68,577,468	4,331,997	2,431,535	(6,540,086)	223,446
Net loss for the period	-	-	-	(84,181)	(84,181)
Balance, March 31, 2020	68,577,468	4,331,997	2,431,535	(6,624,267)	139,265

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

PACIFIC IMPERIAL MINES INC.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS

For the Three and Nine Months Ended March 31, 2020 and 2019

(Unaudited in Canadian dollars)

	Note	Three months ended March 31,		Nine months ended March 31,	
		2020 \$	2019 \$	2020 \$	2019 \$
OPERATING ACTIVITIES					
Loss for the period		(9,645)	(115,607)	(84,181)	(266,031)
Adjustments for non-cash items:					
Depreciation	3	26	38	78	112
Unrealized foreign exchange		-	-	-	315
		(9,619)	(115,569)	(84,103)	(265,604)
Changes in non-cash working capital items:					
Accounts payable and accrued liabilities		(13,214)	1,065	(1,850)	6,982
GST receivable		(437)	(1,524)	(2,297)	(3,003)
Due to related parties		(9,711)	(4,791)	(5,179)	(3,403)
Prepaid expense		-	(30)	-	(30)
Net cash used in operating activities		(32,981)	(120,849)	(93,429)	(265,058)
INVESTING ACTIVITIES					
Reclamation deposit		-	-	-	7,586
Net cash from investing activities		-	-	-	7,586
Decrease in cash		(32,981)	(120,849)	(93,429)	(257,472)
Cash, beginning of period		166,626	360,062	227,074	496,685
Cash, end of period		133,645	239,213	133,645	239,213
Supplemental disclosure of cash flow information:					
Interest paid in cash		-	-	-	-
Income tax paid in cash		-	-	-	-
Finder's fees paid		-	-	-	-

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

PACIFIC IMPERIAL MINES INC.
NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
For the Three and Nine Months Ended March 31, 2020 and 2019
(Unaudited, Expressed in Canadian Dollars)

1. Nature of Business and Going Concern

Pacific Imperial Mines Inc. (“the Company”) was incorporated under the British Columbia Business Corporations Act since September 18, 1987. The Company’s shares are listed on the TSX Venture Exchange. The Company’s principal office is located at Suite 1700, 700 West Pender Street, Vancouver, B.C. Canada V6C 1G8. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired.

These financial statements of the Company have been 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.

The Company has experienced losses since its inception amounting to \$6,624,267 as of March 31, 2020 (June 30, 2019 - \$6,540,086). The ability of the Company to meet its commitments as they become payable is dependent on the ability of the Company to acquire assets or a business or an interest therein, obtain the necessary financing, and develop assets or operations which will generate cash flows, either as a result of their disposal or from ongoing operations. The Company does not currently have assets or a business capable of generating ongoing cash flows. Although the Company has sufficient cash to meet its current administrative costs, there is no assurance that the Company will be successful in making an acquisition or in raising the necessary financing to do so. These conditions along with other matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. While the financial statements have been prepared on the basis of accounting principles applicable to a going concern, adverse conditions may cast significant doubt upon the validity of this assumption.

In the event the Company is unable to arrange appropriate financing, the carrying value of the Company’s assets could be subject to material adjustment. Furthermore, certain market conditions may cast significant doubt upon the validity of the going concern assumption.

These financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in the financial statements.

2. Summary of Significant Accounting Policies

(a) Basis of presentation

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standards 34, Interim Financial Reporting (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”). Accordingly, they do not include all of the information required for annual financial statements under International Financial Reporting Standards (“IFRS”) as issued by the IASB and should be read in conjunction with the Company’s audited financial statements for the year ended June 30, 2019. These unaudited condensed interim financial statements have been prepared on a historical cost basis except for certain financial instruments carried at fair value and are presented in Canadian dollars.

These condensed interim financial statements were approved by the Company’s Board of Directors on May 29, 2020.

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(b) Recent accounting pronouncements

New Accounting Pronouncements Adopted During the Year

IFRS 9 Financial Instruments – In July 2014, the IASB issued the final version of IFRS 9 – Financial Instruments (“IFRS 9”) to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety. IFRS 9 provides a revised model for recognition and measurement of financial instruments and a single, forward-looking ‘expected-loss’ impairment model, as well as a substantially reformed approach to hedge accounting. The standard is effective for annual periods beginning on or after January 1, 2018. The Company adopted IFRS 9 retrospectively, without restatement of prior year financial statements.

The Company assessed that there was no significant impact to the financial statements on the adoption of classification and measurement of its financial instruments, the classification under the new and old standard is set out below:

Financial Instrument	IAS 39	IFRS 9
Cash	FVTPL	FVTPL
Accounts payable	Other financial liabilities	Amortized cost
Due to related parties	Other financial liabilities	Amortized cost

Accounting standard issued but not yet applied

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company intends to adopt these standards when they become effective.

Standards effective for annual periods beginning on or after January 1, 2019:

IFRS 16 Leases - On January 13, 2016 the IASB issued IFRS 16, "Leases". This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors. Other areas of the lease accounting model have been impacted, including the definition of a lease.

The Company does not expect that the adoption of the above standard would have any significant impact on the financial statements of the Company.

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3. Equipment

	Cost \$	Accumulated depreciation \$	Net book value \$
June 30, 2019			
Computer and software	6,434	6,088	346
March 31, 2020			
Computer and software	6,434	6,166	268

4. Mineral Interests

Eagle Mountain Property, California

The Company has acquired by staking a 100% interest in the Eagle Mountain Lithium prospect located in Inyo County, California, within 15 kilometers of the Nevada border. The property currently consists of 167 placer claim units, each 20 acres in size, totaling approximately 3,340 acres located in the Alkali Flats area, near Death Valley Junction and covering most of the Eagle Mountain salina.

On September 12, 2018, the Company entered into a Staking Agreement with Star Peak Mining LLC to stake mining claims near Death Valley Junction California on behalf of Pacific Imperial Mines Nevada Inc.. In accordance with the agreement, Star Peak Mining LLC has staked 77 new placer claims and re-staked 90 existing placers claims on behalf of the Company under the name Pacific Imperial Mines Nevada Inc.

On March 29, 2019, the Company staked an additional 56 claims in Inyo County, California to expand the Eagle Mountain Property.

During the three and nine months ended March 31, 2020 and 2019, the Company incurred the following exploration costs:

	Three months ended		Nine months ended	
	2020	March 31, 2019	2020	March 31, 2019
	\$	\$	\$	\$
Assays and sampling	-	3,001	-	27,132
Field expenses	-	-	-	16,050
Finder's fees	-	-	-	-
Geo-physical consultants	-	63,906	-	63,906
Mineral claims and filing fees	-	17,763	40,338	68,939
Office	-	-	-	-
Project management fees	-	-	-	29,746
Property taxes	-	-	-	-
Travel	-	-	-	2,081
Total	-	84,670	40,338	207,854

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5. Related Party Balances and Transactions

During the three and nine months ended March 31, 2020 and 2019, the Company had the following transactions with related parties:

(a) Key management compensation

Key management consists of senior officers and directors of the Company; their compensation is as follows:

	Three months ended		Nine months ended	
	March 31,		March 31,	
	2020	2019	2020	2019
	\$	\$	\$	\$
Consulting fees	1,000	2,000	5,530	7,059
Total	1,000	2,000	5,530	7,059

(b) Due to related parties

As at March 31, 2020 there was \$3,250 (June 30, 2019 - \$8,429) owing to officers of the Company for consulting fees.

Related party amounts are unsecured, non-interest bearing and due on demand. These transactions are measured by the exchange amount that is the amount agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

6. Share Capital

(a) Authorized: unlimited common shares with no par value

(b) Issued and outstanding:

During the period ended March 31, 2020

The Company did not issue any common shares during the nine months ended March 31, 2020.

During the year ended June 30, 2019

The Company did not issue any common shares during the year ended June 30, 2019.

(c) Options

The Company has adopted a stock option plan whereby the Company can grant stock options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding share capital of the Company from time to time.

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The following table summarizes the continuity of the Company's stock options issued and outstanding at March 31, 2020:

	Number of options	Weighted average exercise price
Balance, June 30, 2018 and 2019	2,650,000	\$0.05
Granted	-	-
Expired – October 10, 2019	(850,000)	\$0.05
Balance, March 31, 2020	1,800,000	\$0.05

The following table summarizes the number of stock options outstanding and exercisable at March 31, 2020:

Expiry Date	Exercise price	Options Outstanding		Options Exercisable	
		Number of options	Weighted average remaining contractual life in years	Number of options	Weighted average remaining contractual life in years
February 23, 2023	\$0.05	1,800,000	2.90	1,800,000	2.90

For the nine months ended March 31, 2020 the Company recognized a share based compensation expense of \$Nil (June 30, 2019 - \$Nil).

(d) Warrants

The following table summarizes the Company's warrants at March 31, 2020:

	Number of warrants	Weighted average exercise price
Balance, June 30, 2018	24,276,000	\$0.09
Expired – May 13, 2019	(12,700,000)	\$0.10
Balance, June 30, 2019	11,576,000	\$0.075
Expired – March 26, 2020	(11,576,000)	\$0.075
Balance, March 31, 2020	-	-

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7. Management of Capital

The Company's objectives when managing capital are to identify, pursue and complete the exploration and development of mineral properties, to maintain financial strength, to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. The Company does not have any externally imposed capital requirements to which it is subject. Capital of the Company comprises of equity.

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 the capital structure, the Company may attempt to issue new shares.

The Company's investment policy is to invest its cash in financial instruments with financial institutions with terms to maturity selected to match expected timing of expenditures from continuing operations.

8. Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgement, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The Company's financial instruments consist of cash, accounts payable and amounts due to related parties.

The following table summarizes information regarding the carrying values of the Company's financial instruments:

	March 31, 2020	June 30, 2019
	\$	\$
Assets as FVTPL (i)	133,645	227,074
Other financial liabilities (ii)	5,712	12,741

- (i) Cash
- (ii) Accounts payable, and amounts due to related parties

Fair Value

The estimated fair values of cash, accounts payable and amounts due to related parties approximate their respective carrying values due to their short periods to maturity. For fair value estimates, the Company classifies its fair value measurements within a fair value hierarchy, which reflects the significance of the inputs used in making the measurements.

- Level 1 – Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets.
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 – Significant unobservable inputs which are supported by little or no market activity.

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The following table sets forth the Company's financial assets measured at fair value by level on a recurring basis within the fair value hierarchy:

	Level 1 \$	Level 2 \$	Level 3 \$	Total \$
March 31, 2020				
Cash	133,645	-	-	133,645
June 30, 2019				
Cash	227,074	-	-	227,074

The Company's risk exposures and the related potential impact on the Company's financial instruments are summarized below:

Credit Risk

The Company is not exposed to significant credit risk. The Company limits exposure to credit risk by maintaining its cash with 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 and financial leverage as outlined above.

The Company monitors its ability to meet its short-term administrative expenditures by raising additional funds through share issuances when required. All the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed commercial paper.

Foreign Exchange Risk

As at March 31, 2020 the Company has non-financial instrument assets of \$Nil denominated in USD and is not exposed to significant foreign exchange risk. The Company does not actively manage this risk.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.