



**CONDENSED INTERIM CONSOLIDATED  
FINANCIAL STATEMENTS**

**(UNAUDITED)**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2020**

**EXPRESSED IN CANADIAN DOLLARS**

**GOLD STANDARD VENTURES CORP.**

**(An Exploration Stage Company)**

**September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

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**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian Dollars - unaudited)

	<b>September 30, 2020</b>	<b>December 31, 2019</b>
	<b>\$</b>	<b>\$</b>
<b>Assets</b>		
<b>Current</b>		
Cash (Note 3)	25,915,918	7,260,572
Receivables	61,804	42,565
Prepaid expenses (Note 4)	963,273	436,361
	<u>26,940,995</u>	<u>7,739,498</u>
<b>Exploration and evaluation assets</b> (Notes 5 and 13)	235,522,443	221,330,931
<b>Reclamation bonds</b> (Note 6)	3,629,407	2,122,559
<b>Property and equipment</b> (Note 7)	202,111	297,164
<b>Right-of-use assets</b> (Note 8)	577,921	730,809
	<u>266,872,877</u>	<u>232,220,961</u>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities (Notes 9 and 13)	3,807,616	2,665,559
Current portion of lease liabilities (Note 8)	185,424	163,281
	<u>3,993,040</u>	<u>2,828,840</u>
<b>Lease liabilities</b> (Note 8)	433,857	566,597
<b>Provision for site reclamation</b> (Note 10)	2,038,072	964,960
	<u>6,464,969</u>	<u>4,360,397</u>
<b>Shareholders' equity</b>		
Share capital (Note 11)	327,936,051	290,532,540
Reserves (Note 11)	10,478,310	10,255,771
Deficit	(78,006,453)	(72,927,747)
	<u>260,407,908</u>	<u>227,860,564</u>
	<u>266,872,877</u>	<u>232,220,961</u>

**Nature and Continuance of Operations** (Note 1), **Commitments** (Note 16), **Subsequent Events** (Note 17)**These condensed interim consolidated financial statements were authorized for issuance by the Board of Directors on November 10, 2020.****On Behalf of the Board of Directors:**

"Alex Morrison"  
\_\_\_\_\_  
Alex Morrison, Director

"Zara Boldt"  
\_\_\_\_\_  
Zara Boldt, Director

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

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars - unaudited)

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2020	2019	2020	2019
	\$	\$	\$	\$
<b>Expenses</b>				
Accretion expenses (Note 10)	4,583	2,193	9,144	6,607
Community relations	-	4,894	6,635	12,229
Consulting fees	144,365	225,038	310,223	439,318
Depreciation (Notes 7 and 8)	78,136	90,527	247,941	271,581
Foreign exchange loss (gain)	(90,228)	80,589	(73,641)	237,466
Insurance	139,978	117,081	375,608	329,366
Interest expense on lease liabilities (Note 8)	11,724	14,581	37,795	45,844
Investor relations	123,401	82,806	179,328	165,804
Management fees (Note 13)	280,250	280,250	840,750	840,750
Office	155,364	134,849	392,668	398,187
Professional fees (Note 13)	422,401	212,979	780,796	684,091
Property investigation	-	6,320	3,725	66,849
Regulatory and shareholders service	226,351	53,946	437,972	261,302
Share-based compensation (Notes 11 and 13)	436,844	588,429	1,658,432	2,309,569
Travel and related	47,659	208,681	219,665	610,582
Wages and salaries (Note 13)	122,426	198,851	368,955	611,187
	(2,103,254)	(2,302,014)	(5,795,996)	(7,290,732)
Interest income	3,750	13,187	15,485	80,121
<b>Loss and comprehensive loss for the period</b>	<b>(2,099,504)</b>	<b>(2,288,827)</b>	<b>(5,780,511)</b>	<b>(7,210,611)</b>
<b>Basic and diluted loss per share</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.02)</b>	<b>(0.03)</b>
<b>Weighted average number of common shares outstanding (basic and diluted)</b>	<b>302,046,429</b>	<b>271,777,397</b>	<b>287,967,415</b>	<b>263,938,379</b>

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

**GOLD STANDARD VENTURES CORP.**  
**(An Exploration Stage Company)**  
Condensed Interim Consolidated Statements of Cash Flows  
(Expressed in Canadian Dollars - unaudited)

	<b>For the nine months ended September 30,</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
<b>Cash flows used in operating activities</b>		
Loss for the period	(5,780,511)	(7,210,611)
Items not affecting cash:		
Depreciation	247,941	271,581
Share-based compensation	1,658,432	2,309,569
Accretion expense	9,144	6,607
Unrealized foreign exchange	(2,604)	19,367
Changes in non-cash working capital items		
Increase in receivables	(19,239)	(20,919)
Increase in prepaid expenses	(526,912)	(112,328)
Decrease in accounts payable and accrued liabilities	(229,643)	(313,402)
	<u>(4,643,392)</u>	<u>(5,050,136)</u>
<b>Cash flows used in investing activities</b>		
Reclamation bonds	(1,472,374)	(18,633)
Exploration and evaluation assets expenditures	(11,865,391)	(17,844,775)
	<u>(13,337,765)</u>	<u>(17,863,408)</u>
<b>Cash flows from financing activities</b>		
Proceeds from share issuances	37,499,487	21,045,000
Share issuance costs	(1,326,039)	(1,665,485)
Proceeds from exercise of stock options	583,750	269,350
Repayment of lease liabilities	(120,695)	(99,083)
	<u>36,636,503</u>	<u>19,549,782</u>
<b>Net change in cash</b>	18,655,346	(3,363,762)
<b>Cash, beginning of period</b>	<u>7,260,572</u>	<u>18,333,732</u>
<b>Cash, end of period</b>	<u>25,915,918</u>	<u>14,969,970</u>
<b>Non-cash transactions</b>		
Exploration and evaluation assets expenditures in accounts payable	3,172,904	3,205,315
Share issuance costs in accounts payable	87,775	86,086
Reclassification of expired stock options	701,805	462,456
Reclassification of stock options exercised	448,869	216,991
Reclassification of cancelled restricted share units	-	8,395
Reclassification of restricted share unit vested	285,219	187,925
Capitalization of right-of-use assets and lease liabilities	-	934,659
Provision for site reclamation	1,042,196	-

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

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)****Condensed Interim Consolidated Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars - unaudited)**

	<u>Number of Shares Issued</u>	<u>Share Capital</u> \$	<u>Reserves</u> \$	<u>Deficit</u> \$	<u>Total Shareholders' Equity</u> \$
<b>Balance at December 31, 2018</b>	<b>259,809,678</b>	<b>270,513,901</b>	<b>8,522,564</b>	<b>(63,856,702)</b>	<b>215,179,763</b>
Shares issued for cash	17,250,000	21,045,000	-	-	21,045,000
Share issuance costs	-	(1,751,571)	-	-	(1,751,571)
Stock options exercised	355,000	486,341	(216,991)	-	269,350
Restricted share units vested	113,208	187,925	(187,925)	-	-
Stock options expired	-	-	(462,456)	462,456	-
Restricted share units cancelled	-	-	(8,395)	8,395	-
Share-based compensation	-	-	2,309,569	-	2,309,569
Loss for the period	-	-	-	(7,210,611)	(7,210,611)
<b>Balance at September 30, 2019</b>	<b>277,527,886</b>	<b>290,481,596</b>	<b>9,956,366</b>	<b>(70,596,462)</b>	<b>229,841,500</b>
Restricted share units vested	-	50,944	(50,944)	-	-
Stock options expired	-	-	(117,481)	117,481	-
Restricted share units cancelled	-	-	(59,677)	59,677	-
Share-based compensation	-	-	527,507	-	527,507
Loss for the period	-	-	-	(2,508,443)	(2,508,443)
<b>Balance at December 31, 2019</b>	<b>277,527,886</b>	<b>290,532,540</b>	<b>10,255,771</b>	<b>(72,927,747)</b>	<b>227,860,564</b>
Shares issued for cash	36,716,669	37,499,487	-	-	37,499,487
Share issuance costs	-	(1,413,814)	-	-	(1,413,814)
Stock options exercised	775,000	1,032,619	(448,869)	-	583,750
Restricted share units vested	144,045	285,219	(285,219)	-	-
Stock options expired	-	-	(701,805)	701,805	-
Share-based compensation	-	-	1,658,432	-	1,658,432
Loss for the period	-	-	-	(5,780,511)	(5,780,511)
<b>Balance at September 30, 2020</b>	<b>315,163,600</b>	<b>327,936,051</b>	<b>10,478,310</b>	<b>(78,006,453)</b>	<b>260,407,908</b>

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

## **GOLD STANDARD VENTURES CORP.**

**(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

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### **NOTE 1 - Nature and Continuance of Operations**

Gold Standard Ventures Corp. (the “Company”) was incorporated on February 6, 2004 under the *Business Corporations Act* (British Columbia) and is listed for trading on the Toronto Stock Exchange (“TSX”) under the symbol “GSV” and on the NYSE American under the symbol “GSV”.

The Company’s head office, principal address and registered and records office is located at Suite 610 – 815 West Hastings Street, Vancouver, British Columbia, Canada, V6C 1B4.

The Company’s exploration and evaluation assets are at the exploration stage and are without a known body of commercial ore. The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenditures may be required to establish ore reserves, to develop metallurgical processes, to acquire construction and operating permits and to construct mining and processing facilities. The amounts shown as exploration and evaluation assets cost represent acquisition, holding and deferred exploration costs and do not necessarily represent present or future recoverable values. The recoverability of the amounts shown for exploration and evaluation assets cost is dependent upon the Company obtaining the necessary financing to complete the exploration and development of the properties, the discovery of economically recoverable reserves and future profitable operations or through sale of the assets.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company and its subsidiaries will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at September 30, 2020, the Company had not advanced its properties to commercial production and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon the successful results from its exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company may require additional financing for the upcoming fiscal year in order to maintain its operations and exploration activities. These material uncertainties raise substantial doubt on the Company’s ability to continue as a going concern.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, has adversely affected workforces, customers, economies, and financial markets globally, leading to an economic downturn. It has also disrupted the normal operations of many businesses, including the Company’s. This outbreak could decrease spending, adversely affect and harm the Company’s business and results of operations. It is not possible for us 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.

### **NOTE 2 - Significant Accounting Policies and Basis of Preparation**

The following is a summary of significant accounting policies used in the preparation of these condensed interim consolidated financial statements.

#### **Statement of compliance**

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and International Accounting Standards (“IAS”) 34 “Interim Financial Reporting” as issued by the International Accounting Standards Board (“IASB”).

This condensed interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual audited financial statements of the Company for the year ended December 31, 2019.

## **GOLD STANDARD VENTURES CORP.**

**(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

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### **NOTE 2 - Significant Accounting Policies and Basis of Preparation (continued)**

#### **Statement of compliance (continued)**

The accounting policies applied in preparation of these condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2019, except for the following:

#### **Government Assistance**

The Company received certain government assistances in the form of forgivable loans from the Canadian and U.S. governments in connection with the COVID-19 pandemic. When there is reasonable assurance that the amounts will be forgiven, the Company reduces the loan and credits the forgiven amounts to the related expenses. The Company includes government assistance that has not been forgiven or is repayable in accounts payable and accrued liabilities.

#### **Basis of presentation**

These condensed interim consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for investments which are measured at fair value. The condensed interim consolidated financial statements are presented in Canadian dollars unless otherwise noted.

#### **Basis of consolidation**

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, JKR Gold Resources ULC, Gold Standard Ventures (US) Inc., Tacoma Exploration LLC, Battle Mountain Gold Inc. ("BMG"), and Madison Enterprises (Nevada) Inc., from their dates of formation or acquisition. The Company's Canadian subsidiaries are holding companies while its US subsidiaries are operating companies. All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

#### **Foreign currency translation**

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and each of its subsidiaries is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21 – The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than Canadian dollars are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

#### **Use of estimates**

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant items that require estimates and judgements as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets, determination of functional currency, going concern, valuation of share-based compensation, recognition of deferred tax amounts, reclamation provisions, and leases.



## **GOLD STANDARD VENTURES CORP.**

**(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

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### **NOTE 2 - Significant Accounting Policies and Basis of Preparation (continued)**

#### **Use of estimates (continued)**

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the condensed interim consolidated financial statements are as follows:

#### Economic recoverability and probability of future economic benefits of exploration and evaluation assets

Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

#### Determination of functional currency

The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions within the reporting entity.

#### Going concern

The financial statements 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 for the foreseeable future. The assessment of the Company's ability to fund future operations and continue as a going concern involves judgement. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. If the going concern assumption is not appropriate for the financial statements, then adjustments may be necessary to the carrying value of assets and liabilities and the statement of financial position classifications used (Note 1).

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

#### Valuation of share-based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, risk-free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

#### Income taxes

In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

#### Reclamation provisions

The Company's reclamation provision represents management's best estimate of the present value of the future cash outflows required to settle the obligation. Management assesses these provisions on an annual basis or when new information becomes available. This assessment includes the estimation of the future reclamation costs, the timing of these expenditures, inflation, and the impact of changes in discount rates, interest rates and foreign exchange rates. The actual future expenditures may differ from the amounts currently provided if the estimates made are significantly different than actual results or if there are significant changes in environmental and/or regulatory requirements in the future.

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

**NOTE 3 – Cash**

	September 30, 2020	December 31, 2019
	\$	\$
Cash at financial institutions	25,647,575	7,183,016
Cash held in lawyers' trust account	268,343	77,556
	<b>25,915,918</b>	<b>7,260,572</b>

**NOTE 4 – Prepaid Expenses**

	September 30, 2020	December 31, 2019
	\$	\$
Prepaid expenses	942,444	416,080
Deposits	20,829	20,281
	<b>963,273</b>	<b>436,361</b>

**NOTE 5 – Exploration and Evaluation Assets**

Expenditures for the periods related to exploration and evaluation assets located in Nevada, USA were as follows:

	Railroad- Pinion Project	Lewis Gold Project	Total
	\$	\$	\$
<b>Balance as at December 31, 2018</b>	<b>158,287,872</b>	<b>38,378,837</b>	<b>196,666,709</b>
Claim maintenance fees	388,849	88,369	477,218
Consulting	1,929,576	145,746	2,075,322
Data analysis	376,619	-	376,619
Drilling	7,948,972	464,391	8,413,363
Engineering	156,688	-	156,688
Environmental and permitting	1,736,801	18,272	1,755,073
Equipment rental	148,781	12,570	161,351
Geological	69,667	-	69,667
Geotechnical	71,381	-	71,381
Hydrology	1,648,207	-	1,648,207
Lease payments	1,690,657	122,343	1,813,000
Metallurgy	2,037,771	-	2,037,771
Economic assessments	1,127,651	-	1,127,651
Sampling and processing	403,224	533	403,757
Site development and reclamation	3,482,076	101,978	3,584,054
Supplies	491,265	1,835	493,100
	<b>23,708,185</b>	<b>956,037</b>	<b>24,664,222</b>
<b>Balance as at December 31, 2019</b>	<b>181,996,057</b>	<b>39,334,874</b>	<b>221,330,931</b>

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

**NOTE 5 - Exploration and Evaluation Assets (continued)**

	<b>Railroad- Pinion Project</b>	<b>Lewis Gold Project</b>	<b>Total</b>
	\$	\$	\$
<b>Balance as at December 31, 2019</b>	<b>181,996,057</b>	<b>39,334,874</b>	<b>221,330,931</b>
Claim maintenance fees	399,726	90,729	490,455
Consulting	759,845	16,934	776,779
Data Analysis	274,113	-	274,113
Drilling	5,376,751	-	5,376,751
Engineering	109,806	-	109,806
Environmental and permitting	1,037,493	44,818	1,082,311
Equipment rental	128,078	-	128,078
Geological	37,732	-	37,732
Geotechnical	269,944	-	269,944
Hydrology	325,981	-	325,981
Lease payments	779,226	-	779,226
Metallurgy	633,213	-	633,213
Economic assessments	658,444	-	658,444
Provision for site reclamation	1,042,196	-	1,042,196
Sampling and processing	286,765	-	286,765
Site development and reclamation	1,594,588	2,494	1,597,082
Supplies	284,320	-	284,320
Vehicle	38,316	-	38,316
	<u>14,036,537</u>	<u>154,975</u>	<u>14,191,512</u>
<b>Balance as at September 30, 2020</b>	<b>196,032,594</b>	<b>39,489,849</b>	<b>235,522,443</b>

**Railroad-Pinion Project**

The Railroad-Pinion project is located in Elko County, Nevada, USA.

During the period from August 2009 to December 2019, the Company entered into various agreements to acquire or lease certain claims, properties and surface rights subject to net smelter return royalties (“NSR”) ranging between 1% and 5%. As well, certain claims are subject to a 1.5% mineral production royalty. The agreements are subject to specific lease terms, extension options, back-in rights, buy down or purchase provisions, and work commitments as further detailed in the Company’s most recent annual audited consolidated financial statements.

During the nine months ended September 30, 2020, the Company entered into an amendment agreement to amend a mining lease agreement to extend the primary term of a mining lease agreement for an additional eight years. The Company incurred US\$5,000 upon execution of the amendment agreement.

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

**NOTE 5 - Exploration and Evaluation Assets (continued)****Railroad-Pinion Project (continued)**

Payment requirements from the remainder of 2020 to 2025 under agreements are approximately as follows:

	<b>Total Work commitment US\$</b>	<b>Total Lease payment US\$</b>	<b>Total US\$</b>
2020	-	704,000	704,000
2021	1,300,000	1,063,000	2,363,000
2022	1,400,000	602,000	2,002,000
2023	1,300,000	558,000	1,858,000
2024	1,300,000	452,000	1,752,000
2025	1,300,000	452,000	1,752,000
	<b>6,600,000</b>	<b>3,831,000</b>	<b>10,431,000</b>

**Lewis Gold Project**

During the year ended December 31, 2017, the Company acquired a 100% right, title and interest in mining claims located in the Battle Mountain Mining District in Lander County, Nevada, USA (the "Lewis Gold Project").

The Lewis Gold Project is subject to an advance minimum annual royalty in the amount of US\$60,000 in cash, which is subject to an annual escalation based upon a defined consumer price index. The advance minimum royalty payments are to be credited against any production royalty payable in the same year. Production royalties include a 3.5% NSR for gold and silver and a 4% NSR for other minerals such as lead, zinc, and copper.

**NOTE 6 - Reclamation Bonds**

In relation to its exploration and evaluation assets, the Company has posted reclamation bonds as at September 30, 2020 of \$3,629,407 (US\$2,721,385) (December 31, 2019 - \$2,122,559 (US\$1,634,040)).

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

Notes to Condensed Interim Consolidated Financial Statements

**For the three and nine months ended September 30, 2020**

(Expressed in Canadian Dollars - unaudited)

**NOTE 7 - Property and Equipment**

	Leasehold improvements	Computers	Total
	\$	\$	\$
<b>Cost:</b>			
At December 31, 2018, December 31, 2019, and September 30, 2020	683,758	70,287	754,045
<b>Depreciation:</b>			
At December 31, 2018	257,976	40,647	298,623
Charge for the year	141,958	16,300	158,258
At December 31, 2019	399,934	56,947	456,881
Charge for the period	89,552	5,501	95,053
At September 30, 2020	489,486	62,448	551,934
<b>Net book value:</b>			
At December 31, 2019	283,824	13,340	297,164
<b>At September 30, 2020</b>	<b>194,272</b>	<b>7,839</b>	<b>202,111</b>

**NOTE 8 – Right-of-Use Assets and Lease Liabilities****Right-of-Use Assets**

	Office Leases
	\$
<b>Cost:</b>	
At December 31, 2018	-
Adjustment on initial adoption of IFRS 16	934,659
At December 31, 2019 and September 30, 2020	934,659
<b>Depreciation:</b>	
At December 31, 2018	-
Charge for the year	203,850
At December 31, 2019	203,850
Charge for the period	152,888
At September 30, 2020	356,738
<b>Net book value:</b>	
At December 31, 2019	730,809
<b>At September 30, 2020</b>	<b>577,921</b>

**GOLD STANDARD VENTURES CORP.****(An Exploration Stage Company)**

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**NOTE 8 – Right-of-Use Assets and Lease Liabilities (continued)****Lease Liabilities**

	\$
Lease liabilities recognized as of January 1, 2019	884,987
Lease payments made	(195,683)
Interest expense on lease liabilities	59,738
Foreign exchange adjustment	(19,164)
<b>At December 31, 2019</b>	<b>729,878</b>
Lease payments made	(158,490)
Interest expense on lease liabilities	37,795
Foreign exchange adjustment	10,098
	619,281
Less: current portion	(185,424)
<b>At September 30, 2020</b>	<b>433,857</b>

The remaining minimum future lease payments, excluding estimated operating costs, for the term of the lease including assumed renewal periods are as follows:

	\$
Remainder of fiscal 2020	59,485
Fiscal 2021	226,647
Fiscal 2022	197,151
Fiscal 2023	94,055
2024 and beyond	129,836

**NOTE 9 – Accounts Payable and Accrued Liabilities**

	<b>September 30, 2020</b>	<b>December 31, 2019</b>
	\$	\$
Accounts payable	2,918,222	1,604,972
Accrued liabilities	849,394	1,060,587
Government assistance	40,000	-
	<b>3,807,616</b>	<b>2,665,559</b>

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### **NOTE 10 – Provision for Site Reclamation**

During the year ended December 31, 2018, the Company recorded a provision for the estimated cost of site reclamation relating to exploration activities at its Railroad-Pinion Project. As at September 30, 2020, the Company used an inflation rate of 2.16% (December 31, 2019 – 2.16%) and an average discount rate of 3.09% (December 31, 2019 – 3.09%) in calculating the estimated obligation. The undiscounted uninflated value of the cash flows required to settle the provision is approximately \$2,265,565 expected to be incurred over the next 18 years.

	<b>Railroad-Pinion Project</b>
	\$
<b>Balance as at December 31, 2018</b>	<b>1,004,499</b>
Foreign exchange adjustment	(48,343)
Accretion expense for the year	8,804
<b>Balance as at December 31, 2019</b>	<b>964,960</b>
Change in estimate	1,042,196
Foreign exchange adjustment	21,772
Accretion expense for the period	9,144
<b>Balance as at September 30, 2020</b>	<b>2,038,072</b>

### **NOTE 11 - Share Capital and Reserves**

#### **Authorized Share Capital**

Unlimited number of common shares without par value.

#### **Issued Share Capital**

In January 2019, the Company issued 113,208 common shares of the Company at a fair value of \$1.66 per share in connection to the vesting of restricted share units.

In July 2019, the Company completed an underwritten public offering financing and issued 17,250,000 common shares of the Company at a price of \$1.22 per share for gross proceeds totalling \$21,045,000, and incurred cash commissions and expenses of \$1,751,571.

During the year ended December 31, 2019, the Company issued 355,000 common shares on the exercise of stock options for proceeds of \$269,350.

In January 2020, the Company issued 144,045 common shares of the Company at a weighted average value of \$1.98 per share in connection to the vesting of restricted share units.

In July 2020, the Company closed a non-brokered private placement and issued 6,619,191 shares of the Company for gross proceeds of \$6,950,150.

During the nine months ended September 30, 2020, the Company issued 775,000 common shares on the exercise of stock options for proceeds of \$583,750.

During the nine months ended September 30, 2020, the Company issued 30,097,478 common shares for gross proceeds totalling \$30,549,337, and incurred cash commission and expenses of \$1,413,814 under an at-the-market equity program.

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## **NOTE 11 - Share Capital and Reserves (continued)**

### **Share Purchase Warrants**

There were no share purchase warrants outstanding as at September 30, 2020 and December 31, 2019.

### **Stock Options**

The Company has a Stock Option Plan whereby the maximum number of common shares reserved for issue under the plan shall not exceed 8% of the outstanding common shares of the Company, as at the date of the grant. The exercise price of each option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSX). Options may be granted for a maximum term of five years from the date of the grant, are non-transferable and generally expire within 90 days of termination of employment, consulting arrangement or holding office as a director or officer of the Company, are subject to provisions as determined by the Board of Directors (the "Board") and, in the case of death, expire within one year thereafter. Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option.

During the year ended December 31, 2019, 355,000 stock options were exercised and the fair value of \$216,991 attributable to these stock options was transferred from reserves to share capital. Additionally, 545,000 stock options expired unexercised and the fair value of \$579,937 attributable to these stock options was transferred from reserves to deficit. In addition, during the year ended December 31, 2019, the Company granted a total of 1,921,424 stock options exercisable for up to five years as follows:

- 1,821,424 stock options with an exercise price of \$1.74 per share vest one-third immediately, one-third on January 31, 2020, and one-third on January 31, 2021, with a fair value of \$1,534,992.
- 50,000 stock options with an exercise price of \$1.49 per share vest one-third immediately, one-third on March 15, 2020, and one-third on March 15, 2021, with a fair value of \$32,988.
- 50,000 stock options with an exercise price of \$1.20 per share vest one-third immediately, one-third on August 16, 2020, and one-third on August 16, 2021, with a fair value of \$28,802.

During the year ended December 31, 2019, the Company expensed a total of \$1,918,737 as share-based compensation over the vesting period.

During the nine months ended September 30, 2020, 775,000 stock options were exercised and the fair value of \$448,869 attributable to these stock options was transferred from reserves to share capital. Additionally, 701,656 stock options expired unexercised and the fair value of \$701,805 attributable to these stock options was transferred from reserves to deficit. In addition, during the nine months ended September 30, 2020, the Company granted a total of 2,180,306 stock options exercisable for up to five years as follows:

- 2,140,306 stock options with an exercise price of \$1.05 per share vest one-third immediately, one-third on January 30, 2021, and one-third on January 30, 2022, with a fair value of \$998,552.
- 40,000 stock options with an exercise price of \$1.02 per share vest one-third immediately, one-third on September 23, 2021, and one-third on September 23, 2022, with a fair value of \$16,780.

During the nine months ended September 30, 2020, the Company expensed a total of \$928,868 (September 30, 2019 - \$1,610,805) as share-based compensation over the vesting period.

The fair value of options granted is estimated on the grant date using the Black-Scholes option pricing model using the following weighted average variables:

	<b>For the nine months ended September 30,</b>	
	<b>2020</b>	<b>2019</b>
Risk-free interest rate	1.37%	1.80%
Expected option life in years	4 years	4 years
Expected stock price volatility	57%	62%
Expected dividend rate	0%	0%



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**NOTE 11 - Share Capital and Reserves (continued)****Stock Options (continued)**

A summary of stock option activities is as follows:

	<u>Number of options</u>	<u>Weighted average exercise price</u>
		\$
Outstanding at December 31, 2018	9,317,296	1.75
Exercised	(355,000)	0.76
Granted	1,921,424	1.72
Expired	<u>(545,000)</u>	2.12
Outstanding at December 31, 2019	10,338,720	1.76
Exercised	(775,000)	0.75
Granted	2,180,306	1.05
Expired	<u>(701,656)</u>	1.94
<b>Outstanding at September 30, 2020</b>	<b>11,042,370</b>	<b>1.68</b>

A summary of the stock options outstanding and exercisable at September 30, 2020 is as follows:

<u>Exercise Price</u>	<u>Number Outstanding</u>	<u>Number Exercisable</u>	<u>Expiry Date</u>
\$			
0.73	1,800,000	1,800,000	November 27, 2020
3.16	457,500	457,500	September 29, 2021
2.24	325,000	325,000	June 1, 2022
2.12	1,734,560	1,734,560	August 1, 2022
2.25	600,000	600,000	September 12, 2022
1.96	100,000	100,000	January 15, 2023
2.11	2,064,256	2,064,256	March 5, 2023
2.11	100,000	100,000	April 27, 2023
1.96	110,000	110,000	September 14, 2023
1.74	1,526,048	1,017,365	January 31, 2024
1.49	50,000	33,333	March 15, 2024
1.20	50,000	33,333	August 16, 2024
1.05	2,085,006	695,002	January 30, 2025
1.02	<u>40,000</u>	<u>13,333</u>	September 23, 2025
	<u>11,042,370</u>	<u>9,083,682</u>	

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

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**NOTE 11 - Share Capital and Reserves (continued)****Restricted Share Units (“RSUs”)**

The Company has a Restricted Share Unit Award Plan (“RSU Plan”) whereby the maximum number of common shares reserved for issue under the RSU Plan shall not exceed 6,746,579 common shares of the Company. In addition, the aggregate number of common shares issuable pursuant to the RSU Plan combined with all of the Company’s other security-based compensation arrangements, including the Company’s Stock Option Plan, shall not exceed 8% of the Company’s outstanding shares.

During the year ended December 31, 2019, the Company granted 664,730 RSUs to certain officers and directors with a fair value of \$1,156,630. Certain RSUs issued to officers of the Company vest either one-third every year or approximately three years from the grant date. The directors of the Company, who have been granted RSUs, have the entitlement to have one-third of the grant vest every year. However, the RSUs will vest only when the director’s position on the Board has been terminated. The Company expensed a total of \$918,339 as share-based compensation for values of RSUs vested. In addition, the Company cancelled 155,284 RSUs and the fair value of \$68,072 attributable to these RSUs was transferred from reserves to deficit.

During the nine months ended September 30, 2020, the Company granted 927,276 RSUs to certain officers and directors with a fair value of \$973,640. Certain RSUs issued to officers of the Company vest one-third every year. The directors of the Company, who have been granted RSUs, have the entitlement to have one-third of the grant vest every year. However, the RSUs will vest only when the director’s position on the Board has been terminated.

During the nine months ended September 30, 2020, the Company expensed a total of \$729,564 (September 30, 2019 - \$698,764) as share-based compensation over the vesting period.

A summary of restricted share unit activities is as follows:

	<b>Number of RSUs</b>
Outstanding at December 31, 2018	567,110
Vested	(113,208)
Granted	664,730
Cancelled	(155,284)
Outstanding at December 31, 2019	963,348
Vested	(144,045)
Granted	927,276
<b>Outstanding at September 30, 2020</b>	<b>1,746,579</b>

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**NOTE 12 - Segmented Information**

The Company has one operating segment, being the acquisition and exploration of exploration and evaluation assets. Geographic information is as follows:

	<b>As at September 30, 2020</b>		
	<b>Canada</b>	<b>US</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Reclamation bonds	-	3,629,407	3,629,407
Property and equipment	3,572	198,539	202,111
Exploration and evaluation assets	-	235,522,443	235,522,443
Right-of-use assets	321,764	256,157	577,921
	<b>325,336</b>	<b>239,606,546</b>	<b>239,931,882</b>

  

	<b>As at December 31, 2019</b>		
	<b>Canada</b>	<b>US</b>	<b>Total</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>
Reclamation bonds	-	2,122,559	2,122,559
Property and equipment	19,611	277,553	297,164
Exploration and evaluation assets	-	221,330,931	221,330,931
Right-of-use assets	374,417	356,392	730,809
	<b>394,028</b>	<b>224,087,435</b>	<b>224,481,463</b>

**NOTE 13 - Related Party Transactions**

During the nine months ended September 30, 2020, the Company entered into the following transactions with related parties, not disclosed elsewhere in these financial statements:

- i. As at September 30, 2020, \$7,447 (December 31, 2019 - \$389,127) was included in accounts payable and accrued liabilities owing to officers and directors of the Company in relation to professional fees and reimbursement of expenses.
- ii. The Company received \$nil (September 30, 2019 - \$9,000) of rent from a company related by way of common officers.

Summary of key management personnel compensation:

Key management personnel includes those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Board and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

	<b>For the nine months ended September 30,</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Management fees	840,750	840,750
Professional fees	172,863	172,863
Exploration and evaluation assets expenditures	162,512	144,333
Wages and salaries	44,936	25,471
Share-based compensation	1,309,556	1,509,959
	<b>2,530,617</b>	<b>2,693,376</b>

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### **NOTE 14 - Capital Disclosure and Management**

The Company considers its capital structure to include the components of shareholders' equity. Management's objective is to ensure that there is sufficient capital to minimize liquidity risk and to continue as a going concern. As an exploration stage company, the Company is currently unable to self-finance its operations.

Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financings will be favourable.

The Company's share capital is not subject to any external restrictions and the Company did not change its approach to capital management during the period.

### **NOTE 15 - Financial Instruments and Risk Management**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, reclamation bonds, and accounts payable and accrued liabilities. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity, and commodity price.

a) **Currency risk**

The Company conducts exploration and evaluation activities in the United States. As such, it is subject to risk due to fluctuations in the exchange rates for the Canadian and US dollars. As at September 30, 2020, the Company had a foreign currency net monetary asset position of approximately US\$12,869,000. Each 1% change in the US dollar relative to the Canadian dollar will result in a foreign exchange gain/loss of approximately \$128,700.

b) **Credit risk**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held in large Canadian and U.S. financial institutions and the Company considers this risk to be remote.

c) **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds cash and highly liquid short-term investments.

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### **NOTE 15 - Financial Instruments and Risk Management (continued)**

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board are actively involved in the review, planning, and approval of significant expenditures and commitments. The Company is exposed to liquidity risk.

e) Commodity price risk

The ability of the Company to raise funds to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of gold. The Company monitors gold prices to determine the appropriate course of action to be taken.

### **NOTE 16 - Commitments**

- a) The Company has two separate consulting agreements with officers and directors of the Company to provide management consulting and exploration services to the Company for an indefinite term. The agreements require total combined payments of \$50,750 per month. Included in each agreement is a provision for a two-year payout in the event of termination without cause and three-year payout in the event of a change in control.
- b) The Company has an employment agreement with an employee of the Company to provide exploration services to the Company for an indefinite term. The agreement requires payment of US\$14,850 per month. Included in the agreement is a provision for a two-year payout in the event of a termination following a change in control.
- c) The Company has an employment agreement with an officer of the Company to provide corporate secretarial and legal services to the Company for an indefinite term. The agreement requires payment of \$19,167 per month. Included in the agreement is a provision for a two-year payout in the event of termination without cause or in the event of a change in control.
- d) The Company has two separate employment agreements with an officer and an employee of the Company to provide exploration services to the Company for an indefinite term. The agreements require total combined payments of US\$31,875 per month. Included in each agreement is a provision for a one-year payout in the event of a termination following a change in control.

### **NOTE 17 – Subsequent Events**

- a) In November 2020, the Company closed a silver streaming agreement, whereby, in exchange for US\$2,000,000, the Company will deliver 100% of the future silver production for the life of the proposed mine at the Company's Railroad-Pinion Project at a price of 15% of the prevailing market price of silver.