
**CONDENSED INTERIM FINANCIAL STATEMENTS OF
PROBE METALS INC.**

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2019

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Probe Metals Inc.

Condensed Interim Statements of Financial Position (Expressed in Canadian Dollars) (Unaudited)

	As at September 30, 2019	As at December 31, 2018
ASSETS		
Current assets		
Cash	\$ 21,435,014	\$ 17,534,967
Short-term investments	-	10,018,642
Trade accounts receivable and other receivables (note 3)	359,850	953,730
Marketable securities (note 4)	2,697,527	3,009,630
Prepaid expenses	87,657	103,543
Total current assets	24,580,048	31,620,512
Non-current assets		
Property and equipment (note 5)	542,391	601,211
Rights-of-use asset (note 6)	268,404	317,703
Total non-current assets	810,795	918,914
Total assets	\$ 25,390,843	\$ 32,539,426
LIABILITIES AND EQUITY		
Current liabilities		
Amounts payable and other liabilities (notes 7 and 17)	\$ 399,234	\$ 989,783
Current portion of lease liability (note 8)	32,751	24,250
Flow-through share liability (note 9)	565,595	2,755,301
Total current liabilities	997,580	3,769,334
Non-current liabilities		
Lease liability (note 8)	274,985	300,972
Total liabilities	1,272,565	4,070,306
Equity		
Share capital (note 10)	89,777,230	89,655,041
Warrants (note 11)	2,481,664	2,486,141
Contributed surplus (notes 12 and 13)	6,967,013	6,197,004
Accumulated deficit	(75,107,629)	(69,869,066)
Total equity	24,118,278	28,469,120
Total liabilities and equity	\$ 25,390,843	\$ 32,539,426

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

Nature of operations (note 1)
Commitments and contingencies (note 18)
Subsequent events (note 20)

Probe Metals Inc.

Condensed Interim Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Operating expenses				
Exploration and evaluation expenditures (note 15)	\$ 1,804,973	\$ 4,203,301	\$ 5,576,965	\$ 12,034,123
General and administrative expenses (note 16)	580,883	770,507	2,299,162	3,061,843
Operating loss before gain on sale of property and equipment, interest and other income, interest expense, unrealized (loss) gain on marketable securities, premium on flow-through shares and realized gain on sale of marketable securities	(2,385,856)	(4,973,808)	(7,876,127)	(15,095,966)
Gain on sale of property and equipment (note 5)	-	-	-	42,106
Interest and other income	121,372	152,830	437,221	330,914
Interest expense (note 8)	(33,606)	-	(101,539)	-
Unrealized (loss) gain on marketable securities (note 4)	(269,455)	(740,607)	17,423	(5,209,273)
Premium on flow-through shares (note 9)	699,797	1,078,635	2,189,706	2,761,441
Realized gain on sale of marketable securities (note 4)	94,753	-	94,753	-
Loss and comprehensive loss for the period	\$ (1,772,995)	\$ (4,482,950)	\$ (5,238,563)	\$ (17,170,778)
Basic and diluted loss per share (note 14)	\$ (0.02)	\$ (0.04)	\$ (0.05)	\$ (0.17)
Weighted average number of common shares outstanding - basic and diluted	110,657,151	110,584,945	110,641,556	98,621,152

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

Probe Metals Inc.

Condensed Interim Statements of Cash Flows (Expressed in Canadian Dollars) (Unaudited)

	Nine months ended September 30,	
	2019	2018
Operating activities:		
Net loss for the period	\$ (5,238,563)	\$ (17,170,778)
Adjustments for:		
Share-based payments	834,186	1,413,597
Depreciation (notes 5 and 6)	113,020	95,775
Accrued interest receivable	57,020	51,057
Realized gain on sale of marketable securities (note 4)	(94,753)	-
Gain on sale of property and equipment (note 5)	-	(42,106)
(Gain) loss on marketable securities (note 4)	(17,423)	5,209,273
Premium on flow-through share (note 9)	(2,189,706)	(2,761,441)
Interest expense (note 8)	101,539	-
Changes in non-cash working capital items:		
Trade accounts receivable and other receivables	555,502	406,173
Prepaid expenses	15,886	(73,028)
Amounts payable and other liabilities	(590,549)	(190,092)
Net cash used in operating activities	(6,453,841)	(13,061,570)
Investing activities:		
Purchase of property and equipment (note 5)	(4,901)	(44,650)
Proceeds from sale of property and equipment (note 5)	-	285,000
Purchase of marketable securities	-	(300,000)
Proceeds from sale of marketable securities	424,279	-
Proceeds from redemption of short-term investments	10,000,000	-
Net cash provided by (used in) investing activities	10,419,378	(59,650)
Financing activities:		
Proceeds from private placements (note 10(b)(i))	-	24,691,201
Share issue costs	-	(1,517,607)
Exercise of warrants	21,750	-
Exercise of stock options	31,785	2,323
Lease payments (note 8)	(119,025)	-
Net cash (used in) provided by financing activities	(65,490)	23,175,917
Net change in cash	3,900,047	10,054,697
Cash, beginning of period	17,534,967	21,523,127
Cash, end of period	\$ 21,435,014	\$ 31,577,824

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

Probe Metals Inc.**Condensed Interim Statements of Changes in Shareholders' Equity****(Expressed in Canadian Dollars)****(Unaudited)**

Equity attributable to shareholders

	Share capital	Warrants	Contributed surplus	Accumulated deficit	Total
Balance, December 31, 2017	\$ 74,495,252	\$ 4,598,000	\$ 4,477,902	\$ (54,076,717)	\$ 29,494,437
Private placement (note 10(b)(i))	24,691,201	-	-	-	24,691,201
Warrants (note 10(b)(i))	(2,486,141)	2,486,141	-	-	-
Share issue costs	(1,517,607)	-	-	-	(1,517,607)
Flow-through share premium (note 9(i))	(5,535,000)	-	-	-	(5,535,000)
Exercise of stock options	7,336	-	(5,013)	-	2,323
Warrants expired	-	(4,598,000)	-	4,598,000	-
Share-based payments	-	-	1,413,597	-	1,413,597
Loss and comprehensive loss	-	-	-	(17,170,778)	(17,170,778)
Balance, September 30, 2018	\$ 89,655,041	\$ 2,486,141	\$ 5,886,486	\$ (66,649,495)	\$ 31,378,173
Balance, December 31, 2018	\$ 89,655,041	\$ 2,486,141	\$ 6,197,004	\$ (69,869,066)	\$ 28,469,120
Exercise of warrants	26,227	(4,477)	-	-	21,750
Exercise of stock options	95,962	-	(64,177)	-	31,785
Share-based payments	-	-	834,186	-	834,186
Loss and comprehensive loss	-	-	-	(5,238,563)	(5,238,563)
Balance, September 30, 2019	\$ 89,777,230	\$ 2,481,664	\$ 6,967,013	\$ (75,107,629)	\$ 24,118,278

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

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

1. Nature of Operations

Probe Metals Inc. (the "Company" or "Probe Metals") was incorporated pursuant to the *Business Corporations Act* (Ontario) under the name "2450260 Ontario Inc." on January 16, 2015. Articles of amendment were subsequently filed on February 3, 2015 to change the name of the Company to "Probe Metals Inc.". The Company's head office is located at 56 Temperance Street, Suite 1000, Toronto, Ontario, Canada, M5H 3V5. The Company's common shares started trading on the TSX Venture Exchange ("TSXV") on March 17, 2015 under the trading ticker symbol "PRB". The Company, a Canadian precious metal exploration company, was formed following the acquisition of Probe Mines Limited by Goldcorp Inc. ("Goldcorp") pursuant to the arrangement announced on January 19, 2015 (the "Arrangement"). With a strong treasury, the Company is focused on executing a business model, namely the acquisition and growth of quality projects through effective exploration and development.

On January 14, 2019, Newmont Goldcorp Corporation successfully arranged a merger acquisition of Goldcorp.

The financial year end of the Company is December 31st.

On June 10, 2016, Probe Metals completed the plan of arrangement with Adventure Gold Inc. ("Adventure") pursuant to which Probe Metals acquired all of the outstanding shares of Adventure (the "Transaction"). Adventure became a private company following the transaction.

Pursuant to the Transaction, Adventure became a wholly-owned subsidiary of Probe Metals. Pursuant to the completion of the Transaction, the Company acquired an additional portfolio of projects in Quebec and Ontario. The acquired portfolio consisted of fifteen (15) properties, the Pascalis, Senore, Beaufor North, Lapaska, Bonnefond North and Megiscane-Tavenir properties, collectively forming the Val-d'Or East Project, Detour East and North properties, forming part of the Detour Project, the Casagasic, KLM, Bell-Vezza, Sinclair-Bruneau, Florence and C  r  -113 properties, comprising the Casa-Cameron Project and the Granada Extension Project, and three (3) Option and/or Joint Venture ("JV") properties, the Meunier-144 JV (50/50 JV with Tahoe Resources), the Dubuisson JV with Agnico Eagle Mines Limited ("Agnico") (46.5% Probe Metals/53.5% Agnico) and the Detour Quebec Option with SOQUEM Inc. ("SOQUEM") (SOQUEM earning 25% interest).

Effective July 21, 2016, Probe Metals completed an internal reorganization with its wholly-owned subsidiary, Adventure, pursuant to which Probe Metals amalgamated with Adventure under the *Business Corporations Act* (Ontario) to continue as Probe Metals Inc. The internal reorganization did not affect the existing common shares of Probe Metals held by shareholders.

2. Significant Accounting Policies

Statement of Compliance

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations issued by the IFRS Interpretations Committee ("IFRIC"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB.

The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of November 27, 2019, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2018, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2019 could result in restatement of these unaudited condensed interim financial statements.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

2. Significant Accounting Policies (Continued)

New Accounting Standards Adopted

On June 7, 2017, the IASB issued IFRIC - 23 Uncertainty Over Income Tax Treatments ("IFRIC 23"). IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. IFRIC 23 is applicable for annual periods beginning on or after January 1, 2019. At January 1, 2019, the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim financial statements.

3. Trade Accounts Receivable and Other Receivables

	As at September 30, 2019	As at December 31, 2018
Sales tax receivable - (Canada)	\$ 263,796	\$ 920,898
Receivable from SOQUEM	57,676	-
Accrued interest receivable	38,378	32,832
	\$ 359,850	\$ 953,730

4. Marketable Securities

September 30, 2019	Number of shares	Cost	Unrealized loss	Fair market value
GFG Resources Inc. ("GFG")	7,077,883	\$ 3,538,942	\$ (2,335,702)	\$ 1,203,240
Monarques Gold Corporation ("Monarques")	1,714,285	600,000	(205,713)	394,287
Opus One Resources Inc. (formerly GFK Resources Inc.) ("Opus")	5,000,000	555,000	(430,000)	125,000
QMX Gold Corporation ("QMX")	15,000,000	1,500,000	(525,000)	975,000
		\$ 6,193,942	\$ (3,496,415)	\$ 2,697,527

December 31, 2018	Number of shares	Cost	Unrealized loss	Fair market value
Agnico	5,000	\$ 324,850	\$ (50,200)	\$ 274,650
GFG	7,077,883	3,538,942	(2,123,365)	1,415,577
Monarques	1,714,285	600,000	(205,714)	394,286
Opus	5,000,000	555,000	(455,000)	100,000
QMX	15,000,000	1,500,000	(675,000)	825,000
RT Minerals Corp.	2,125	4,676	(4,559)	117
		\$ 6,523,468	\$ (3,513,838)	\$ 3,009,630

During the three and nine months ended September 30, 2019, the Company recorded an unrealized (loss) gain on marketable securities of \$(269,455) and \$17,423, respectively (three and nine months ended September 30, 2018 - unrealized loss of \$740,607 and \$5,209,273, respectively) and recorded realized gain on marketable securities of \$94,753 (three and nine months ended September 30, 2018 - \$nil) in the unaudited condensed interim statements of loss and comprehensive loss.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

5. Property and Equipment

Cost	Artwork	Computer equipment	Field equipment	Site building	Building	Total
Balance, December 31, 2018	\$ 121,776	\$ 65,383	\$ 237,233	\$ 15,833	\$ 341,211	\$ 781,436
Additions	-	4,901	-	-	-	4,901
Balance, September 30, 2019	\$ 121,776	\$ 70,284	\$ 237,233	\$ 15,833	\$ 341,211	\$ 786,337

Accumulated depreciation	Artwork	Computer equipment	Field equipment	Site building	Building	Total
Balance, December 31, 2018	\$ -	\$ 25,644	\$ 93,115	\$ 15,833	\$ 45,633	\$ 180,225
Depreciation during the period	-	9,124	32,429	-	22,168	63,721
Balance, September 30, 2019	\$ -	\$ 34,768	\$ 125,544	\$ 15,833	\$ 67,801	\$ 243,946

Carrying value	Artwork	Computer equipment	Field equipment	Site building	Building	Total
Balance, December 31, 2018	\$ 121,776	\$ 39,739	\$ 144,118	\$ -	\$ 295,578	\$ 601,211
Balance, September 30, 2019	\$ 121,776	\$ 35,516	\$ 111,689	\$ -	\$ 273,410	\$ 542,391

During the nine months ended September 30, 2018, the Company sold site building for cash proceeds of \$285,000 which resulted in a gain on sale of property and equipment of \$42,106.

6. Rights-of-use Asset

	Building
Balance, December 31, 2018	\$ 317,703
Depreciation	(49,299)
Balance, September 30, 2019	\$ 268,404

7. Amounts Payable and Other Liabilities

	As at September 30, 2019	As at December 31, 2018
Amounts payables	\$ 340,139	\$ 604,848
Accrued liabilities	59,095	358,800
Advance payment from SOQUEM	-	26,135
	\$ 399,234	\$ 989,783

8. Lease Liability

	Building
Balance, December 31, 2018	\$ 325,222
Interest expense	101,539
Lease payments	(119,025)
Balance, September 30, 2019	\$ 307,736

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

8. Lease Liability (Continued)

	Under 1 year	Between 1 - 2 years	Between 3 - 5 years	Over 5 years	Total
Building	\$ 32,751	\$ 54,149	\$ 220,836	\$ -	\$ 307,736

9. Flow-Through Share Liability

Other liability includes the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability of the flow-through shares issuance:

Balance, December 31, 2018	\$ 2,755,301
Settlement of flow-through share liability on incurring expenditures (i)	(2,189,706)
Balance, September 30, 2019	\$ 565,595

(i) The flow-through common shares issued in the brokered private placement completed on June 19, 2018 were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers. The flow-through premium was calculated to be \$5,535,000.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the nine months ended September 30, 2019, the Company satisfied \$2,189,706 of the commitment by incurring eligible expenditures of approximately \$5,547,000 and as a result the flow-through premium has been reduced to \$565,595.

10. Share Capital

a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

As at September 30, 2019 the issued share capital amounted to \$89,777,230. Changes in issued share capital are as follows:

	Number of common shares	Amount
Balance, December 31, 2017	93,914,742	\$ 74,495,252
Private placement (i)	16,657,566	24,691,201
Warrants (i)	-	(2,486,141)
Flow-through share premium (note 9(i))	-	(5,535,000)
Share issue costs	-	(1,517,607)
Exercise of stock options	12,637	7,336
Balance, September 30, 2018	110,584,945	\$ 89,655,041
Balance, December 31, 2018	110,584,945	\$ 89,655,041
Exercise of warrants	15,000	26,227
Exercise of stock options	68,250	95,962
Balance, September 30, 2019	110,668,195	\$ 89,777,230

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

10. Share Capital (Continued)

b) Common shares issued (continued)

(i) On June 19, 2018, the Company completed a private placement financing of 7,380,000 flow-through units of the Company ("FT Units") at a price of \$1.90 per FT Unit for gross flow-through proceeds of \$14,022,000 and 8,377,566 non flow-through units of the Company ("Hard Units") at a price of \$1.15 per Hard Unit for gross non flow-through proceeds of \$9,634,201 (together, the "Underwritten Offering"). The Company has also completed a concurrent non-brokered placement of 900,000 Hard Units for gross proceeds of \$1,035,000 (the "Non-Brokered Placement"). The aggregate proceeds from the Underwritten Offering and the Non-Brokered Placement (collectively, the "Offering") total \$24,691,201 for the sale of a total of 16,657,566 FT Units and Hard Units.

Each FT Unit or Hard Unit consists of one common share of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to acquire one common share of the Company for 2 years from the closing of the Offering (the "Closing") at a price of \$1.45.

The fair value of the 8,328,783 warrants was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$1.15; expected dividend yield of 0%; risk-free interest rate of 2.02%; volatility of 59% and an expected life of 2 years. The fair value assigned to these options was \$2,486,141.

The Company also announced that Goldcorp exercised its participation right to maintain its pro-rata interest in the Company. In connection with the Offering, Goldcorp purchased 2,280,000 common shares and 1,140,000 Warrants from subscribers to the Offering.

In addition, the following transactions occurred with related parties:

- David Palmer, Chief Executive Officer and director of the Company, subscribed for 40,000 Hard Units;
- Marco Gagnon, Executive Vice President of the Company, subscribed for 20,000 FT Units; and
- Patrick Langlois, Vice President - Corporate Development, subscribed for 10,000 Hard Units.

The gross proceeds from the Offering will be used to fund exploration on Probe's projects in Québec and for working capital purposes.

The offering was completed through a syndicate of underwriters led by Sprott Capital Partners, and included Canaccord Genuity Corp., Cormark Securities Inc., Macquarie Capital Markets Canada Ltd., BMO Nesbitt Burns Inc., CIBC Capital Markets, Industrial Alliance Securities Inc., and Mackie Research Capital Corp. In consideration for their services, the underwriters received a cash commission equal to approximately 6 per cent of the gross proceeds of the Offering.

The proceeds from the Offering will be used to fund "Canadian exploration expenses" (within the meaning of the Tax Act) related to the Company's projects in Québec, will qualify for inclusion in both the exploration base relating to certain Québec exploration expenses and the exploration base relating to certain Québec surface mining exploration expenses, as such terms are defined in the Taxation Act (Québec), and will be used for general working capital purposes. Refer to note 18(ii).

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

11. Warrants

	Number of warrants	Grant date fair value
Balance, December 31, 2017	6,600,000	\$ 4,598,000
Issued (note 10(b)(i))	8,328,783	2,486,141
Expired	(6,600,000)	(4,598,000)
Balance, September 30, 2018	8,328,783	\$ 2,486,141
Balance, December 31, 2018	8,328,783	\$ 2,486,141
Exercised	(15,000)	(4,477)
Balance, September 30, 2019	8,313,783	\$ 2,481,664

The following table reflects the warrants issued and outstanding as of September 30, 2019:

Expiry date	Exercise price (\$)	Warrants outstanding	Valuation (\$)
June 19, 2020	1.45	8,313,783	2,481,664

12. Stock Options

	Number of stock options	Weighted average exercise price
Balance, December 31, 2017	5,966,937	\$ 0.96
Stock options granted (i)	2,910,000	1.22
Exercise of stock options	(12,637)	0.18
Balance, September 30, 2018	8,864,300	\$ 1.05
Balance, December 31, 2018	8,839,300	\$ 1.04
Exercise of stock options	(68,250)	0.47
Balance, September 30, 2019	8,771,050	\$ 1.05

(i) On June 22, 2018, 2,910,000 stock options were granted to officer, directors and consultants of the Company at an exercise price of \$1.22 per share, expiring June 22, 2023. Vesting of the stock options is as follows: one-third on day of grant, one-third after one year and one-third after two years. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$1.21; expected dividend yield of 0%; risk-free interest rate of 1.98%; volatility of 61% and an expected life of 5 years. The fair value assigned to these options was \$1,852,797. For the three and nine months ended September 30, 2019, the impact on the statement of loss and comprehensive loss was \$116,138 and \$523,690, respectively (three and nine months ended September 30, 2018 - \$233,503 and \$871,407, respectively).

Probe Metals Inc.**Notes to Condensed Interim Financial Statements****September 30, 2019****(Expressed in Canadian Dollars)****(Unaudited)**

12. Stock Options (Continued)

The following table reflects the actual stock options issued and outstanding as of September 30, 2019:

Expiry date	Exercise price (\$)	Options outstanding	Weighted average remaining contractual life (years)	Options exercisable	Valuation (\$)
April 27, 2020	0.36	2,350,000	0.58	2,350,000	772,563
December 8, 2020	1.36	29,250	1.19	29,250	23,500
September 1, 2021	1.50	2,770,000	1.92	2,770,000	3,303,315
September 9, 2021	1.76	100,000	1.95	100,000	164,000
June 15, 2022	1.36	100,000	2.71	75,000	113,210
July 10, 2022	1.33	75,000	2.78	50,000	83,115
February 26, 2023	0.75	97,500	3.41	97,500	88,182
June 22, 2023	1.22	2,910,000	3.73	1,940,000	1,852,797
February 14, 2024	0.49	173,550	4.38	173,550	163,320
March 19, 2025	0.26	165,750	5.47	165,750	159,741
		8,771,050	2.31	7,751,050	6,723,743

13. Restricted Share Unit ("RSU") Plan

During the year ended December 31, 2018, the Company adopted a RSU plan. The RSU plan provides for a fixed maximum limit of 7,000,000 RSUs.

The grant date fair value of the RSU equals the fair market value of the corresponding shares at the grant date. The fair value of these equity-settled awards is recognized as compensation expense with a corresponding increase in equity. The total amount expensed is recognized over the vesting period, which is the period over which all the specified vesting conditions should be satisfied.

During the year ended December 31, 2018, the Company granted 935,000 RSUs to officers, directors and key employees under its RSU plan. The RSUs will vest in full three years from the date of grant.

Compensation for the three and nine months ended September 30, 2019 was \$95,058 and \$285,174, respectively (three and nine months ended September 30, 2018 - \$95,058 and \$103,392, respectively) and was recorded as share-based payments in the unaudited condensed interim statement of loss and comprehensive loss.

As at September 30, 2019, there were 935,000 RSUs outstanding (December 31, 2018 - 935,000).

14. Net Loss Per Share

The calculation of basic and diluted loss per share for the three and nine months ended September 30, 2019 was based on the loss attributable to common shareholders of \$1,772,995 and \$5,238,563, respectively (three and nine months ended September 30, 2018 - \$4,482,950 and \$17,170,778, respectively) and the weighted average number of common shares outstanding of 110,657,151 and 110,641,556, respectively (three and nine months ended September 30, 2018 - 110,584,945 and 98,621,152, respectively). Diluted loss per share did not include the effect of stock options and warrants as they are anti-dilutive.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

15. Exploration and Evaluation Expenditures

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Transaction properties				
Val-d'Or East Project	\$ 1,566,523	\$ 3,854,140	\$ 4,813,181	\$ 10,225,326
Detour Project	179,430	29,503	650,845	1,342,704
Casa-Cameron Project	16,420	13,650	59,245	26,271
	\$ 1,762,373	\$ 3,897,293	\$ 5,523,271	\$ 11,594,301
Arrangement properties				
Black Creek Property	\$ -	\$ 215	\$ 1,944	\$ 2,685
Tamarack-McFauld's Lake Property	-	111	1,898	15,744
Victory Property	28,291	-	28,291	-
	\$ 28,291	\$ 326	\$ 32,133	\$ 18,429
Acquired properties				
West Porcupine Property	\$ -	\$ 105	\$ -	\$ 42,639
Millen Mountain Property	3,208	298,671	4,543	356,600
	\$ 3,208	\$ 298,776	\$ 4,543	\$ 399,239
Other				
Project Generation	\$ 11,101	\$ 6,906	\$ 17,018	\$ 22,154
Exploration and evaluation expenditures	\$ 1,804,973	\$ 4,203,301	\$ 5,576,965	\$ 12,034,123

16. General and Administrative Expenses

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Share-based payments (note 17)	\$ 175,133	\$ 436,948	\$ 834,186	\$ 1,413,597
Salaries and benefits (note 17)	107,643	57,871	571,683	564,894
Administrative costs	67,040	43,692	196,865	122,222
Travel and promotion costs	96,179	47,688	185,321	235,150
Director fees (note 17)	52,265	52,207	156,265	156,207
Shareholder information	13,602	14,008	116,914	132,876
Professional fees (note 17)	30,146	47,106	115,075	232,154
Depreciation	37,796	32,096	113,020	95,775
Occupancy costs	1,079	38,891	9,833	108,968
	\$ 580,883	\$ 770,507	\$ 2,299,162	\$ 3,061,843

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

17. Related Party Balances and Transactions

Related parties include the Board of Directors and management, close family and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

The below noted transactions are approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

(a) The Company entered into the following transactions with related parties:

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2019	2018	2019	2018
Peterson McVicar LLP ("Peterson")	(i)	\$ 3,396	\$ 6,132	\$ 8,299	\$ 75,080
Marrelli Support Services Inc. ("Marrelli Support")	(ii)	\$ 13,500	\$ 15,200	\$ 54,174	\$ 55,520
DSA Corporate Services Inc. ("DSA")	(ii)	\$ 3,883	\$ 4,815	\$ 11,514	\$ 14,528

(i) Dennis H. Peterson, a director of the Company, controls Peterson which provided legal services to the Company. The amounts charged by Peterson are based on what Peterson usually charges its clients. The Company expects to continue to use Peterson for an indefinite period. As at September 30, 2019, Peterson was owed \$nil (December 31, 2018 - \$1,213) and this amount was included in amounts payable and other liabilities.

(ii) During the three and nine months ended September 30, 2019, the Company paid professional fees of \$13,500 and \$54,174, respectively (three and nine months ended September 30, 2018 - \$15,200 and \$55,520, respectively) to Marrelli Support, an organization of which Carmelo Marrelli is president. Mr. Marrelli is the Chief Financial Officer of the Company. These services were incurred in the normal course of operations for general accounting and financial reporting matters. Marrelli Support also provides bookkeeping services to the Company. As at September 30, 2019, Marrelli Support was owed \$3,390 (December 31, 2018 - \$11,390) and this amount was included in amounts payable and other liabilities.

During the three and nine months ended September 30, 2019, the Company paid professional fees of \$3,883 and \$11,514, respectively (three and nine months ended September 30, 2018 - \$4,815 and \$14,528, respectively) to DSA, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA. These services were incurred in the normal course of operations for corporate secretarial matters. All services were made on terms equivalent to those that prevail with arm's length transactions. As at September 30, 2019, DSA was owed \$1,453 (December 31, 2018 - \$1,525) and this amount was included in amounts payable and other liabilities.

(iii) Refer to note 10(b)(i).

The above noted transactions are in the normal course of business and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

17. Related Party Balances and Transactions (Continued)

(b) Remuneration of directors and key management personnel, other than consulting fees, of the Company was as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Salaries and benefits ⁽ⁱ⁾⁽ⁱⁱ⁾	\$ 331,750	\$ 324,500	\$ 995,250	\$ 977,042
Share-based payments	\$ 180,439	\$ 152,655	\$ 725,241	\$ 983,195

⁽ⁱ⁾ For the three and nine months ended September 30, 2019, \$183,750 and \$551,250, respectively of these costs (three and nine months ended September 30, 2018 - \$144,000 and \$542,375, respectively) are included in general and administrative expenses and \$148,000 and \$444,000, respectively (three and nine months ended September 30, 2018 - \$180,500 and \$434,667, respectively) are included in exploration and evaluation expenditures.

⁽ⁱⁱ⁾ The directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services. As at September 30, 2019, officers and directors were owed \$126,456 (December 31, 2018 - \$280,463) and this amount was included in amounts payable and other liabilities.

18. Commitments and contingencies

(i) As of September 30, 2019, the Company is committed, under the terms of a rental agreement for office premises to future rental payments aggregating \$657,772. The current rental agreement expires on October 31, 2023. Refer to note 8.

(ii) Pursuant to the terms of flow-through share agreement, the Company is in the process of complying with its flow-through contractual obligations to subscribers with respect to the Income Tax Act (Canada) requirements for flow-through shares. As of September 30, 2019, the Company is committed to incurring approximately \$1.4 million in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2019 arising from the flow-through offerings.

19. Segmented Information

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the unaudited condensed interim financial statements also represent segment amounts. In order to determine reportable operating segments, the chief operating decision maker reviews various factors including geographical location, quantitative thresholds and managerial structure.

20. Subsequent Events

(i) On November 11, 2019, the Company announced that it entered into an agreement with Sprott Capital Partners LP and Canaccord Genuity Corp. to act as co-lead underwriters, on behalf of a syndicate of underwriters (collectively, the "Underwriters"), whereby the Underwriters have agreed to purchase, on a "bought deal" private placement basis, \$10,000,000 of flow-through units of the Company ("Flow-Through Units") at a price of \$1.80 per Flow-Through Unit with each Flow-Through Unit consisting of one common share of the Company and one-half of one common share purchase warrant of the Company. Each warrant will entitle the holder to acquire one common share of the Company for 2 year from the closing of the offering (the "Closing Date") at a price of \$1.30.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

20. Subsequent Events (Continued)

(i) (continued) The gross proceeds from the offering will be used to fund exploration on Probe's projects in Québec. The Company has agreed to incur and renounce in favour of the subscribers for the Flow-Through Units "Canadian exploration expenses" (within the meaning of the Income Tax Act (Canada)) in an amount equal to the subscription price for the Flow-Through Units.

Closing is expected to occur on or about December 10, 2019, and is subject to the satisfaction of certain conditions, including receipt of all applicable regulatory approvals including the approval of the TSXV. In consideration for their services, the Underwriters will receive a cash commission equal to 6% of the gross proceeds of the offering.

(ii) On November 13, 2019, the Company announced that it increased the size of its previously announced bought deal private placement to \$17,000,000. Pursuant to an amended agreement, the Underwriters agreed to purchase 7,697,500 Flow-Through Units at a price of \$1.80 per Flow-Through Unit for gross flow-through proceeds of \$13,855,500 and 3,144,500 non flow-through units of the Company at a price of \$1.00 per non flow-Through unit for gross non flow-through proceeds of \$3,144,500 (together, the "Underwritten Offering").

Probe Metals Inc.

Schedule of Exploration and Evaluation Expenditures

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Transaction properties				
Val-d'Or East Project				
Advanced exploration	\$ 172,298	\$ 51,522	\$ 458,559	\$ 208,644
Drilling	805,126	2,968,452	2,974,581	7,427,660
Environment	-	33,941	-	36,186
General field expenses	33,398	238,310	173,092	489,837
Geochemical	8,458	61,803	31,568	194,369
Geology	176,774	211,981	442,351	427,689
Geophysics	329,948	231,500	597,099	1,271,619
Metallurgical testwork	37,406	48,522	109,536	115,222
Option payment and staking claims	3,115	6,312	23,047	49,541
Social and community	-	1,797	3,348	4,559
	\$ 1,566,523	\$ 3,854,140	\$ 4,813,181	\$ 10,225,326
Detour Project				
Drilling	\$ -	\$ -	\$ -	\$ 1,098,225
General field expenses	-	186	-	7,928
Geochemical	8,631	3,875	29,297	3,875
Geology	1,975	1,682	19,073	5,745
Geophysics	160,468	33,057	591,294	251,278
Option payment and staking claims	11,239	1,214	20,054	10,010
Operator of exploration project	(2,883)	(10,511)	(8,873)	(34,357)
	\$ 179,430	\$ 29,503	\$ 650,845	\$ 1,342,704
Casa-Cameron Project				
General field expenses	\$ -	\$ -	\$ -	\$ 858
Geochemical	15,201	-	27,378	-
Geology	845	7,838	4,647	11,107
Geophysics	-	-	24,105	375
Option payment and staking claims	374	5,812	3,115	13,931
	\$ 16,420	\$ 13,650	\$ 59,245	\$ 26,271
Arrangement properties				
Black Creek Property				
Geology	\$ -	\$ 215	\$ 1,190	\$ 1,931
Other	-	-	754	754
	\$ -	\$ 215	\$ 1,944	\$ 2,685
Tamarack-McFauld's Lake Property				
Geology	\$ -	\$ 111	\$ 1,898	\$ 995
Geophysics	-	-	-	14,749
	\$ -	\$ 111	\$ 1,898	\$ 15,744

Probe Metals Inc.

Schedule of Exploration and Evaluation Expenditures (Continued)

September 30, 2019

(Expressed in Canadian Dollars)

(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Arrangement properties (continued)				
Victory Property				
General field expenses	\$ 28,291	\$ -	\$ 28,291	\$ -
	\$ 28,291	\$ -	\$ 28,291	\$ -
Acquired properties				
West Porcupine Property				
General field expenses	\$ -	\$ 105	\$ -	\$ 7,554
Geochemical	-	-	-	478
Geology	-	-	-	2,020
Geophysics	-	-	-	9,054
Social and community	-	-	-	23,533
	\$ -	\$ 105	\$ -	\$ 42,639
Millen Mountain Property				
Drilling	\$ -	\$ 244,107	\$ -	\$ 244,576
General field expenses	3,208	34,679	3,299	88,716
Geology	-	9,885	244	13,216
Option payment and staking claims	-	-	1,000	92
Social and community	-	10,000	-	10,000
	\$ 3,208	\$ 298,671	\$ 4,543	\$ 356,600
Other				
Project Generation				
Consulting	\$ 1,381	\$ 1,300	\$ 7,150	\$ 12,025
Other	2	2,369	150	2,825
Travel, accommodation	9,718	3,237	9,718	7,304
	\$ 11,101	\$ 6,906	\$ 17,018	\$ 22,154
Exploration and evaluation expenditures	\$ 1,804,973	\$ 4,203,301	\$ 5,576,965	\$ 12,034,123