
CANSTAR RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2020

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of Canstar Resources Inc. (the "Company" or "Canstar") are the responsibility of management and the Board of Directors.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established processes, which are in place to provide it with sufficient knowledge to support management representations that it has exercised reasonable diligence in that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of, and for the periods presented by, the unaudited condensed interim consolidated financial statements and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE TO READER

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

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

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

CANSTAR RESOURCES INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

As at	September 30, 2020	June 30, 2020
ASSETS		
Current		
Cash and cash equivalents	\$ 521,509	\$ 95,648
Amounts receivable and prepaid expenses	24,492	15,786
Investments (Note 3)	102,900	42,000
Total current assets	648,901	153,434
Equipment (Note 5)	1,968	2,072
Interest in exploration properties and deferred exploration expenditures (Notes 4 and 7)	7,904,882	7,810,375
Total assets	\$ 8,555,751	\$ 7,965,881
LIABILITIES		
Current		
Accounts payable and accrued liabilities (Notes 7 and 8)	\$ 231,730	\$ 109,088
Total liabilities	231,730	109,088
SHAREHOLDERS' EQUITY		
Capital stock (Note 6(b))	19,420,642	19,155,206
Warrants (Note 6(d))	203,546	-
Share-based payment reserve (Note 6(c))	208,060	201,790
Deficit	(11,508,227)	(11,500,203)
Total shareholders' equity	8,324,021	7,856,793
Total liabilities and shareholders' equity	\$ 8,555,751	\$ 7,965,881

Nature and Continuance of Operations and Going Concern (Note 1)
Commitments and Contingencies (Notes 4, 8 and 9)
Subsequent Events (Note 9)

APPROVED ON BEHALF OF THE BOARD:

"D. Peterson", Director

"S. Leung", Director

See accompanying notes to the unaudited condensed interim consolidated financial statements.

CANSTAR RESOURCES INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND
COMPREHENSIVE INCOME
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

	Three Months Ended September 30,	
	2020	2019
Operating expenses		
Share-based payment expense (recovery) (Notes 6(c) and 7)	\$ 6,270	\$ (31,602)
Interest and bank charges	191	109
Transfer agent and filing fees	5,569	6,240
Management fees (Note 7)	1,451	18,000
Professional fees (Note 7)	42,330	17,634
General and office expenses	2,792	2,252
Shareholder information	3,707	4,040
Amortization (Note 5)	104	129
Rent (Note 7)	6,510	1,505
Travel	-	1,444
Total operating expenses	68,924	19,751
Loss before items below:	(68,924)	(19,751)
Fair value adjustment on investments (Note 3)	60,900	-
Flow-through premium	-	30,573
Net (loss) income and comprehensive income for the period	\$ (8,024)	\$ 10,822
Net (loss) income per share - basic and diluted	\$ (0.00)	\$ 0.00
Weighted average number of shares - basic and diluted	49,483,254	44,500,473

See accompanying notes to the unaudited condensed interim consolidated financial statements.

CANSTAR RESOURCES INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

	Three Months Ended September 30,	
	2020	2019
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income for the period	\$ (8,024)	\$ 10,822
Charges not involving cash:		
Share-based payment expense (recovery)	6,270	(31,602)
Amortization	104	129
Flow-through premium	-	(30,573)
Unrealized gain on investment	(60,900)	-
	(62,550)	(51,224)
Changes in non-cash working capital items:		
Increase (decrease) in amounts receivable and prepaid expenses	(8,706)	241
Increase (decrease) in accounts payable and accrued liabilities	122,642	(8,440)
Cash flows from (used in) operating activities	51,386	(59,423)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placement	500,002	-
Share issue costs	(31,020)	-
Cash flows from financing activities	468,982	-
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest in exploration properties and deferred exploration expenditures	(94,507)	(121,823)
Cash flows used in investing activities	(94,507)	(121,823)
Change in cash and cash equivalents	425,861	(181,246)
Cash and cash equivalents, beginning of period	95,648	246,361
Cash and cash equivalents, end of period	\$ 521,509	\$ 65,115
As at	2020	September 30, 2019
CASH AND CASH EQUIVALENTS		
Cash	\$ 510,844	\$ 14,450
Cash equivalents	10,665	50,665
	\$ 521,509	\$ 65,115

See accompanying notes to the unaudited condensed interim consolidated financial statements.

CANSTAR RESOURCES INC.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)

	Capital Stock	Warrants	Share-based Payment Reserve	Deficit	Total
Balance, June 30, 2019	\$ 18,950,206	\$ 33,313	\$ 353,915	\$ (11,510,433)	\$ 7,827,001
Share-based payment recovery	-	-	(31,602)	-	(31,602)
Net income for the period	-	-	-	10,822	10,822
Balance, September 30, 2019	\$ 18,950,206	\$ 33,313	\$ 322,313	\$ (11,499,611)	\$ 7,806,221
Balance, June 30, 2020	\$ 19,155,206	\$ -	\$ 201,790	\$ (11,500,203)	\$ 7,856,793
Share-based payment expense	-	-	6,270	-	6,270
Private placement	500,002	-	-	-	500,002
Share issue costs	(31,020)	-	-	-	(31,020)
Issuance of warrants	(203,546)	203,546	-	-	-
Net loss for the period	-	-	-	(8,024)	(8,024)
Balance, September 30, 2020	\$ 19,420,642	\$ 203,546	\$ 208,060	\$ (11,508,227)	\$ 8,324,021

See accompanying notes to the unaudited condensed interim consolidated financial statements.

CANSTAR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)
THREE MONTHS ENDED SEPTEMBER 30, 2020

1. NATURE AND CONTINUANCE OF OPERATIONS AND GOING CONCERN

Canstar Resources Inc. (the "Company" or "Canstar") was formed by amalgamation on April 5, 2005. The Company's registered and head office is located at 220 Bay Street, Suite 550, Toronto, Ontario, M5J 2W4.

The unaudited condensed interim consolidated financial statements were approved by the Board of Directors on November 26, 2020.

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the carrying values of mineral properties is dependent upon the discovery of economically recoverable reserves, the preservation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain financing necessary to complete development of the properties, and the future profitable production therefrom or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

As at September 30, 2020, the Company had a deficit of \$11,508,227 (June 30, 2020 - \$11,500,203) and working capital of \$417,171 (June 30, 2020 - \$44,346). The Company's ability to continue operations and fund its future exploration property expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future (see Note 9). These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance:

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These unaudited condensed interim consolidated 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 IASB and interpretations issued by IFRIC.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of November 26, 2020, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended June 30, 2020, except where noted below. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending June 30, 2021 could result in restatement of these unaudited condensed interim consolidated financial statements.

New standards adopted:

(a) IFRS 3, Business Combinations ("IFRS 3")

Amendments to IFRS 3, issued in October 2018, provide clarification on the definition of a business. The amendments permit a simplified assessment to determine whether a transaction should be accounted for as a business combination or as an asset acquisition.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

New standards adopted (continued)

(a) IFRS 3 (continued)

The amendments are effective for transactions for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2020. The adoption of the amendments had no impact on the Company's unaudited condensed interim consolidated financial statements.

(b) IAS 1, Presentation of Financial Statements ("IAS 1")

Amendments to IAS 1, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's unaudited condensed interim consolidated financial statements.

(c) IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

Amendments to IAS 8, issued in October 2018, provide clarification on the definition of material and how it should be applied. The amendments also align the definition of material across IFRS and other publications.

The amendments are effective for annual periods beginning on or after January 1, 2020 and are required to be applied prospectively. The adoption of the amendments had no impact on the Company's unaudited condensed interim consolidated financial statements.

3. INVESTMENTS

As at September 30, 2020	Number of common shares	Cost	Market Value Adjustment	Fair Value
Angus Gold Inc. ("Angus") (Note 4(c))	70,000	\$ 14,000	\$ 88,900	\$ 102,900

As at June 30, 2020	Number of common shares	Cost	Adjustment	Fair Value
Angus (Note 4(c))	70,000	\$ 14,000	\$ 28,000	\$ 42,000

The investment in shares of Angus Gold Inc. is classified as Level 1 within the Fair Value Hierarchy. There were no transfers in or out of Levels 2 or 3 during the period ended September 30, 2020.

CANSTAR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)
THREE MONTHS ENDED SEPTEMBER 30, 2020

4. INTEREST IN EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

	Buchans- Mary March Properties	Kenora Properties	Daniel's Harbour Properties	Slate Bay Properties	Total
PROPERTY ACQUISITION COSTS					
Balance, June 30, 2019 and September 30, 2019	\$4,887,465	\$ 20,000	\$ 200,000	\$ -	\$5,107,465
DEFERRED EXPLORATION COSTS					
Balance, June 30, 2019	2,644,683	-	-	30,000	2,674,683
Access	2,065	-	-	1,999	4,064
Administrative	39,456	-	-	-	39,456
Assaying	12,634	-	-	-	12,634
Field supplies	9,402	-	-	-	9,402
Geophysics and exploration	1,000	-	-	-	1,000
Labour and supervision	53,611	-	-	-	53,611
Travel	1,656	-	-	-	1,656
Balance, September 30, 2019	2,764,507	-	-	31,999	2,796,506
Total, September 30, 2019	\$7,651,972	\$ 20,000	\$ 200,000	\$ 31,999	\$7,903,971

CANSTAR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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4. INTEREST IN EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES (CONTINUED)

	Buchans- Mary March Properties	Daniel's Harbour Properties	Golden Baie Property	Total
PROPERTY ACQUISITION COSTS				
Balance, June 30, 2020 and September 30, 2020	\$4,887,465	\$ 200,000	\$ -	\$5,087,465
DEFERRED EXPLORATION COSTS				
Balance, June 30, 2020	2,722,710	200	-	2,722,910
Administrative	3,804	-	34,208	38,012
Assaying	5,062	-	-	5,062
Drilling	-	-	275	275
Field supplies	1,536	-	-	1,536
Geological consulting	19,000	-	9,590	28,590
Labour and supervision	20,431	-	-	20,431
Travel	601	-	-	601
Balance, September 30, 2020	2,773,144	200	44,073	2,817,417
Total, September 30, 2020	\$7,660,609	\$ 200,200	\$ 44,073	\$7,904,882

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4. INTEREST IN EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES
(CONTINUED)

a) Mary March Properties

(i) Glencore Joint Venture

The Company entered into an option and Joint Venture Agreement with Glencore plc ("Glencore") whereby the Company has a 50% interest in the Mary March property located at Buchans Junction in central Newfoundland. The remaining 50% interest in the property is held by Glencore. The Company has a first right of refusal on Glencore's 50% interest, should they wish to sell. Exploration of the property was held up approximately 10 years due to a title dispute that was resolved in 2012 in the Company's favour by the Newfoundland and Labrador Supreme Court.

The property consists of four Fee Simple Grants consisting of five separate land parcels and three map-staked licenses containing 77 claims.

Should the Glencore joint venture thus established proceed to production, the Company would make a one-time cash payment of \$2 million within six months of the commencement of commercial production. Canstar's share of production would be subject to a one percent (1%) net smelter return royalty ("NSR").

The Company is the operator of the Glencore joint venture and has the deciding vote in the event of a deadlock between the Company and Glencore. A diamond drilling program was completed in late 2012. The Company followed this up with a drill program in the fall of 2013. Glencore contributed \$150,000 towards the 2012 exploration costs of the joint venture, however did not contribute to subsequent years' exploration expenditures. Glencore was therefore subject to a voluntary reduction due to non-participation of these exploration programs. Canstar now holds a 56% interest in the joint venture and Glencore holds a 44% interest. Glencore did not contribute to the current program and accordingly will be subject to an additional voluntary reduction.

A fourth map-staked license was staked and added to the Mary March Property portfolio in October 2018.

The Company plans to continue exploration on this property.

(ii) Mary March Extension Property

The Mary March Extension Property was acquired on April 7, 2009. The property is located immediately west and north of the Mary March Property.

Canstar holds a 100% interest in the property, which has been written off for accounting purposes.

(iii) Buchans Property

The Buchans Property was acquired on July 30, 2018.

Canstar owns 100% interest in the property through Canstar's wholly owned subsidiary, Adventus Newfoundland Corporation ("Adventus NFLD"), subject to a 2% NSR royalty. In consideration for the acquisition of Adventus NFLD, the Company issued 17,336,339 common shares valued at \$0.30.

CANSTAR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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4. INTEREST IN EXPLORATION PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES
(CONTINUED)

b) Kenora Properties

On March 2, 2014, the Company entered into an option agreement to acquire several properties in the Kenora, Ontario area, collectively called the Kenora Gold Project. The Kenora Gold Project is situated in the Wabigoon sub-province, and located approximately 20 kilometres east of the Town of Kenora.

Canstar acquired a 100% interest in the Kenora Gold Project by making cash payments of \$18,200 and issuing 200,000 common shares (valued at \$8,000). The Kenora Gold Project is subject to a 3% NSR, subject to a buy-back right of \$1,000,000 for the first 1.5% and \$3,000,000 for the remaining 1.5%, which would reduce the NSR to 0%.

Due to disappointing exploration results and management's decision to refocus on the Mary March property during the year ended June 30, 2018, management decided to write the Kenora property down to \$20,000, its estimate of the recoverable amount. During the year ended June 30, 2020, the property was sold for \$20,000 to a third party. The Company retains a 1.5% net smelter return royalty interest on the Kenora property.

c) Slate Bay Properties

The Slate Bay Properties are comprised of eight contiguous patented claims located approximately 10 kilometres north of the town of Red Lake, Ontario. The Company earned a 75% interest in the property pursuant to an option and joint venture participation agreement entered into with Luxor Enterprises Inc. ("Luxor") on February 4, 2002.

During the year ended June 30, 2019, the Company entered into a definitive agreement with Angus, whereby it agreed to sell its 75% interest to Angus for consideration of \$30,000 and 70,000 common shares of Angus (valued on initial recognition at \$14,000). Accordingly, an impairment reversal was recorded during the year ended June 30, 2019. The sale closed during the year ended June 30, 2020. As at September 30, 2020, the value of the investment in shares of Angus is \$102,900.

d) Daniel's Harbour Properties

The Daniel's Harbour Properties is located in coastal Western Newfoundland. The Company acquired the Daniel's Harbour Properties on July 30, 2018 from Altius Minerals Ltd. ("Altius").

In consideration for the acquisition of 100% ownership subject to a 2% NSR, the Company issued 2,419,024 common shares valued at \$0.30 per common share.

During the year ended June 30, 2019, the Company reduced the number of claims held on the property and accordingly wrote down the property to \$200,000 which is the Company's estimate of the property's recoverable amount in a fair value less costs of disposal approach.

e) Golden Baie Property

The Golden Baie Property is comprised of 47 mineral exploration licenses covering an area of 61,150 hectares located in south-central Newfoundland. On August 26, 2020, the Company signed a binding letter agreement with Altius Resources Inc. ("Altius"), a wholly owned subsidiary of Altius Minerals Corporation, and other arm's length parties for the option to acquire a 100% interest in mineral claims (see Note 9).

CANSTAR RESOURCES INC.
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5. EQUIPMENT

Cost	Office and field equipment
Balance, June 30, 2019	\$ 12,445
Balance, June 30, 2020	\$ 12,445
Balance, September 30, 2020	\$ 12,445
Accumulated Amortization	Office and field equipment
Balance, June 30, 2019	\$ 9,855
Amortization	518
Balance, June 30, 2020	10,373
Amortization	104
Balance, September 30, 2020	\$ 10,477
Carrying Value	Office and field equipment
Balance, June 30, 2020	\$ 2,072
Balance, September 30, 2020	\$ 1,968

6. CAPITAL STOCK, OPTIONS AND WARRANTS

(a) Authorized

Unlimited number of common shares, without par value.

(b) Issued

53,462,393 common shares

Summary of changes in capital stock:

	Shares	Amount
Balance, June 30, 2019 and September 30, 2019	44,500,473	\$ 18,950,206
Balance, June 30, 2020	48,700,473	19,155,206
Private placement (i)	4,761,920	500,002
Cost of issue	-	(31,020)
Warrant valuation (i)	-	(203,546)
Balance, September 30, 2020	53,462,393	\$ 19,420,642

CANSTAR RESOURCES INC.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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6. CAPITAL STOCK, OPTIONS AND WARRANTS (CONTINUED)

(b) Issued (Continued)

(i) On September 15, 2020, the Company completed a private placement consisting of the sale of 4,761,920 units ("Part & Parcel Unit") at \$0.105 per Part & Parcel Unit for gross proceeds of \$500,002. Each Part & Parcel Unit was comprised of one common share in the capital of the Company and one common share purchase warrant ("Warrant") at an exercise price of \$0.21 per Warrant for two years from the date of issuance. In connection with the private placement, directors and officers of the Company, acquired a total of 2,870,050 Part & Parcel Units for aggregate proceeds of approximately \$301,355. A fair value of \$203,546 was estimated using the Black-Scholes pricing model based on the following weighted average assumptions: expected dividend yield of 0%; risk free interest rate of 0.26%; expected life of 2 years; and an expected volatility of 171% based on the Company's historical trading data. All securities issued are subject to the applicable statutory hold period of four months and one day from the closing.

(c) Stock Options

A summary of changes in stock options is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, June 30, 2019 and September 30, 2019	2,157,500	\$ 0.34
Balance, June 30, 2020 and September 30, 2020	747,500	\$ 0.38

(i) The total value of share-based payment for the three months ended September 30, 2020 was \$6,270 (three months ended September 30, 2019 - credit of \$31,602 as a result in changes in expectations) relating to the vesting of previously granted stock options.

As at September 30, 2020, the following stock options were outstanding:

Number of Options	Exercisable Options	Exercise Price	Weighted Average Remaining Contractual Life (years)	Expiry Date
357,500	357,500	\$0.55	1.26	January 3, 2022
100,000	100,000	\$0.30	1.29	January 15, 2022
40,000	40,000	\$0.25	2.28	January 12, 2023
100,000	100,000	\$0.30	0.25	December 31, 2020
150,000	50,000	\$0.10	3.05	October 19, 2023
747,500	647,500	\$0.38	1.54	

See Note 9.

CANSTAR RESOURCES INC.
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6. CAPITAL STOCK, OPTIONS AND WARRANTS (CONTINUED)

(d) Share Purchase Warrants

A summary of changes in warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, June 30, 2019 and September 30, 2019	150,840	\$ 0.30
Balance, June 30, 2020	-	\$ -
Issued (Note 6(b)(i))	4,761,920	0.21
Balance, September 30, 2020	4,761,920	\$ 0.21

As at September 30, 2020, the following warrants were outstanding.

Black-Scholes Valuation	Number of Warrants	Exercise Price	Expiry Date
\$ 203,546	4,761,920	\$0.21	September 15, 2022

7. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The below noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Canstar entered into the following transactions with related parties:

The remuneration of directors and key management during the periods ended September 30, 2020 and September 30, 2019 were as follows:

	Three Months Ended September 30,	
	2020	2019
Short-term benefits	\$ -	\$ 30,000
Share-based payment (recovery) (See Note 6(c)(i))	-	(36,584)
	\$ -	\$ (6,584)

During the three months ended September 30, 2020, \$nil (2019 - \$12,000) of short-term benefits was capitalized as deferred exploration expenditures and \$nil (2019 - \$18,000) is included in management fees.

During the three months ended September 30, 2020, the Company incurred \$25,573 (2019 - \$nil) for professional fees and \$11,662 (2019 - \$nil) for share issue costs, charged by Peterson McVicar LLP, a law firm of which a director is a partner. As at September 30, 2020, \$47,717 was payable to this law firm (June 30, 2020 - \$5,000) and this amount was included in accounts payable and accrued liabilities.

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7. RELATED PARTY TRANSACTIONS (CONTINUED)

During the three months ended September 30, 2020, the Company incurred \$6,510 (2019 - \$1,505) for rent charged by a significant shareholder of the Company. As at September 30, 2020, \$9,282 was payable to this shareholder (June 30, 2020 - \$1,704) and this amount was included in accounts payable and accrued liabilities.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive or non-executive) of the Company. See Note 6 (b).

As at September 30, 2020, the directors and officers of the Company together control 8,241,619 common shares or approximately 15.42% of the total common shares outstanding. Two corporate investors control 17,336,339 and 3,669,024 common shares respectively, or approximately 32.43% and 6.86% of the total common shares outstanding.

See Note 9.

8. COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's mineral exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

COVID-19

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition in future periods. The Company is closely monitoring the business environment as a result to ensure minimal disruption to business operations.

Flow-Through Commitment

Pursuant to the terms of the flow-through share agreements, the Company needs to comply with its flow-through contractual obligations with subscribers with respect to the Income Tax Act (Canada) by incurring qualified exploration expenditures before December 31, of the year following the year in which the agreement is entered into. The Company indemnifies the subscribers of current and previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments. The Company determined that it did not meet its flow-through expenditure commitment by December 31, 2019, and accordingly, a provision for interest and penalties on the shortfall has been recorded in the unaudited condensed interim consolidated financial statements. Included in account payable and accrued liabilities as at September 30, 2020 is \$48,000 (June 30, 2020 - \$48,000) relating to this provision, with an offsetting expense netted against the flow-through premium recovery reported in the unaudited condensed interim consolidated statement of operations and comprehensive income.

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9. SUBSEQUENT EVENTS

On October 1, 2020, the Company had closed its second and final tranche (the "Second Tranche") of the non-brokered private placement announced on September 2, 2020. The Second Tranche consisted of the sale of 9,523,810 units ("Units") at a price of \$0.1575 per Unit for aggregate gross proceeds of \$1,500,000. Each unit is comprised of one common share in the capital of the Company and one share purchase warrant at an exercise price of \$0.21 per warrant for a period of two years from the date of issuance. In connection with the closing of the Second Tranche, the Company paid finder fees of \$14,175 and issued 90,000 finder warrants to acquire Units at \$0.1575 per Unit.

Directors and/or officers of an insider of the Company acquired an aggregate of 385,700 Units for gross proceeds of \$60,748.

On October 14, 2020, the Company granted 3,800,000 stock options to directors, officers, consultants and employees of the Company. Each stock option allows the holder to acquire one common share of the Company at an exercise price of \$0.28 for a period of 5 years. The options vest as to 1/3 on each of the first, second and third anniversaries of the grant date.

On November 6, 2020, the Company received TSX Venture Exchange approval for the closing of the option agreement entered into with Altius and other arm's length parties (see Note 4(e)). Under the option agreement, Canstar can earn a 100% undivided interest in the Golden Baie Claims over a four year period as follows:

- Issued 4,000,000 common shares of the Company to Altius upon receipt of Exchange approval;
- Aggregate cash payment of \$50,000 and issuance of an aggregate of 2,000,000 common shares to the Optionors upon signing of the definitive agreements (the "Definitive Agreements");
- Issuance of 2,000,000 common shares to Altius on the first anniversary of the signing of the Definitive Agreements;
- Payment of an aggregate cash payment of \$50,000 and issuance of an aggregate of 1,000,000 common shares to the Optionors on the first anniversary of the Definitive Agreements;
- Issuance of 2,500,000 common shares to Altius on the second anniversary of the Definitive Agreements;
- Payment of an aggregate cash payment of \$50,000 and issuance of an aggregate of the lesser of \$250,000 worth of common shares or 1,000,000 common shares to the Optionors on the second anniversary of the Definitive Agreements; and
- Payment of an aggregate cash payment of \$100,000 and issuance of an aggregate of the lesser of \$250,000 worth of common shares or 1,000,000 common shares to the Optionors on the third anniversary of the Definitive Agreements.

As further consideration for the option, Canstar is required to commit to fund exploration expenditures of a minimum of \$1,250,000 over a four-year period. The minimum expenditure commitment for the first year will be \$500,000. In addition, the Optionors will be entitled to an aggregate milestone payment of \$1,000,000 by the Company to the Optionors upon the Golden Baie Project claims achieving National Instrument 43-101 defined measured and indicated mineral resources of at least one million contained gold ounces.

The Optionors will transfer title to the Little River Claims to Canstar subject to the Optionors retaining a 2.0% NSR from all commercial production on the Golden Baie Project (the "Royalty"). Altius shall maintain the right to purchase from the Optionors 1% of the NSR for the total sum of \$1,500,000. Altius will also have a first right of refusal on the purchase of the remaining 1% NSR.

So long as Altius owns 9.9% of the Company's shares outstanding, it shall have the right to participate in 19.9% of any equity financing during the term of the option.

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9. SUBSEQUENT EVENTS (CONTINUED)

On November 25, 2020, the Company announced that it has entered into an option agreement with Altius and other arm's length parties (collectively, the "Optionors") to acquire a 100% interest in 41 mineral claims contiguous with the Golden Baie Project, subject to a 1.5% NSR. In consideration for the acquisition of the option, Canstar shall, among other things: (i) issue an aggregate number of common shares, payable in installments, as is equal to \$75,000 divided by the 5-day volume weighted average price per share; and (ii) pay an aggregate of \$75,000 in cash, payable in installments, over a three-year period. Altius has the right to purchase at any time, from the Optionors, one third of the NSR (namely, a 0.5% NSR) for the total sum of \$1,000,000. In addition, Altius has the right of first refusal on any sale by the Optionors of the remaining two thirds of the NSR.