



GLOBAL ATOMIC CORPORATION

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2019 & 2018**

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements

The accompanying unaudited condensed interim consolidated financial statements of Global Atomic Corporation (the "Corporation" or "Global Atomic") for the three and nine months ended September 30, 2019 and 2018 have been prepared by the management of Global Atomic Corporation, reviewed by the Audit Committee of the Board of Directors and approved by the Board of Directors.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that the accompanying unaudited condensed interim consolidated financial statements have not been reviewed by an auditor.

November 14, 2019

"Stephen G. Roman"
Stephen G. Roman
Chairman, President & CEO

"Rein A. Lehari"
Rein A. Lehari
Chief Financial Officer

Global Atomic Corporation
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note reference	As at	
		September 30, 2019	December 31, 2018
ASSETS			
Current assets			
Cash and cash equivalents		\$ 5,199,988	\$ 7,700,966
Accounts receivable	4, 9	394,809	282,784
Prepaid expenses		35,934	27,298
		5,630,731	8,011,048
Non-current assets			
Plant and equipment		28,387	35,211
Advance payments for exploration and evaluation		574,241	308,166
Exploration and evaluation assets	5	31,790,707	32,065,797
Investment in joint venture	6	16,841,976	10,267,742
Total assets		\$ 54,866,042	\$ 50,687,964
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	7	\$ 343,207	\$ 731,214
Total liabilities		343,207	731,214
Equity			
Share capital	10	47,981,133	45,068,251
Share purchase warrants	11	373,506	853,409
Contributed surplus		8,584,716	7,748,771
Retained earnings		10,875,985	6,196,717
Accumulated other comprehensive loss		(13,292,505)	(9,910,398)
Total equity		54,522,835	49,956,750
Total liabilities and equity		\$ 54,866,042	\$ 50,687,964

Commitments and contingent liabilities

17

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

On behalf of the Board:

"Stephen G. Roman"

"Paul Cronin"

Global Atomic Corporation
Consolidated Statements of Income
(Expressed in Canadian Dollars)

	Note reference	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
		<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Revenues	9	\$ 19,697	\$ 130,287	\$ 73,375	\$ 626,102
Income from operations		19,697	130,287	73,375	626,102
General and administration	13	1,494,448	393,136	3,217,358	2,760,874
Finance (income) expense		-	(209)	-	96,309
Foreign exchange (gain) loss		(19,220)	1,417	41,351	(153,119)
Share of net earnings from joint venture	6	(2,245,579)	(1,093,809)	(7,864,602)	(7,726,551)
Net income before income taxes		790,048	829,752	4,679,268	5,648,589
Current income tax expense		-	-	-	-
Deferred income tax expense		-	-	-	-
Net income		\$ 790,048	\$ 829,752	4,679,268	5,648,589
Basic net income per share	14	\$0.005	\$0.008	\$0.033	\$0.053
Diluted net income per share	14	\$0.005	\$0.008	\$0.031	\$0.053
Basic weighted-average number of shares outstanding	14	144,532,683	106,997,850	142,762,854	106,997,850
Diluted weighted-average number of shares outstanding	14	153,419,264	106,997,850	150,085,354	106,997,850

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

Global Atomic Corporation**Consolidated Statements of Comprehensive Income (Loss)**
(Expressed in Canadian Dollars)

	<u>Three months ended September 30,</u>		<u>Nine months ended September 30,</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Net income for the year	\$ 790,048	\$ 829,752	\$ 4,679,268	\$ 5,648,589
Other comprehensive income (loss) for the year				
Share of currency translation adjustment of Niger operations	(791,693)	(634,425)	(2,091,738)	(322,364)
Share of currency translation adjustment of joint venture	484,014	(2,332,796)	(1,290,369)	(4,013,689)
	<u>(307,679)</u>	<u>(2,967,221)</u>	<u>(3,382,107)</u>	<u>(4,336,053)</u>
Comprehensive income (loss) for the year	<u>\$ 482,369</u>	<u>\$ (2,137,469)</u>	<u>\$ 1,297,161</u>	<u>\$ 1,312,536</u>

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

Global Atomic Corporation
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Note reference	Share Capital	Share Purchase Warrants	Contributed Surplus	Retained Earnings (Deficit)	Accumulated Other Comprehensiv e Loss	Total Equity
Balance, December 31, 2018		\$ 45,068,251	\$ 853,409	\$ 7,748,771	\$ 6,196,717	\$ (9,910,398)	\$ 49,956,750
Shares issued	10	1,256,000	-	-	-	-	1,256,000
Share issue costs	10	(104,821)	-	-	-	-	(104,821)
Broker warrants issued	10,11	-	34,991	-	-	-	34,991
Warrants exercised	10,11	572,153	(199,813)	-	-	-	372,340
Warrants expired	11	-	(315,081)	315,081	-	-	-
Stock options exercised	10,12	1,189,550	-	(498,415)	-	-	691,135
Stock option expense	12	-	-	1,019,279	-	-	1,019,279
Net income		-	-	-	4,679,268	-	4,679,268
Other comprehensive loss		-	-	-	-	(3,382,107)	(3,382,107)
Balance, September 30, 2019		\$ 47,981,133	\$ 373,506	\$ 8,584,716	\$ 10,875,985	\$ (13,292,505)	\$ 54,522,835
Balance, December 31, 2017		\$ 36,591,973	\$ 614,263	\$ 6,067,079	\$ (1,212,836)	\$ (7,048,396)	\$ 35,012,083
Stock option expense	12	-	-	1,054,740	-	-	1,054,740
Net income		-	-	-	5,648,589	-	5,648,589
Other comprehensive loss		-	-	-	-	(4,336,053)	(4,336,053)
Balance, September 30, 2018		36,591,973	614,263	7,121,819	4,435,753	(11,384,449)	37,379,359
Shares issued	10	9,213,500	-	-	-	-	9,213,500
Share issue costs	10	(737,222)	-	-	-	-	(737,222)
Broker warrants issued	10,11	-	239,146	-	-	-	239,146
Stock option expense	12	-	-	626,952	-	-	626,952
Net income		-	-	-	1,760,964	-	1,760,964
Other comprehensive loss		-	-	-	-	1,474,051	1,474,051
Balance, December 31, 2018		\$ 45,068,251	\$ 853,409	\$ 7,748,771	\$ 6,196,717	\$ (9,910,398)	\$ 49,956,750

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

Global Atomic Corporation
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

	Note reference	Three months ended September 30,		Nine months ended September 30,	
		2019	2018	2019	2018
Cash generated from (used in)					
Operating activities					
Net income		\$ 790,048	\$ 829,752	\$ 4,679,268	\$ 5,648,589
Share of net earnings from joint venture	6	(2,245,579)	(1,093,809)	(7,864,602)	(7,726,551)
Stock option expense	12	1,019,279	-	1,019,279	1,054,740
Accrued interest		-	-	-	98,700
		(436,252)	(264,057)	(2,166,055)	(924,522)
Non-cash working capital items:					
Accounts receivable	4	120,366	199,049	(112,025)	115,876
Prepaid expenses		(3,475)	(42,212)	(8,636)	(41,202)
Accounts payable and accrued liabilities	7	(326,076)	(815,936)	(388,007)	(1,513,409)
Cash flows generated from (used in) operating activities - net		(645,437)	(923,156)	(2,674,723)	(2,363,257)
Financing activities					
Private placement of common shares	10	-	-	1,256,000	-
Share issue costs	10	-	-	(69,830)	-
Stock options exercised		-	-	691,135	-
Warrants exercised	11	369,340	-	372,340	-
Debenture interest and principal paid		-	-	-	(502,522)
Convertible note principal and interest paid		-	-	-	(845,007)
Cash flows generated from (used in) financing activities - net		369,340	-	2,249,645	(1,347,529)
Investing activities					
Advance payments for exploration and evaluation expenditures		10,426	12,424	(91,004)	(128,204)
Purchase property, plant & equipment		-	(5,106)	(2,366)	(5,106)
Exploration and evaluation expenditures		(155,930)	(746,413)	(1,768,446)	(4,685,696)
Dividends from joint venture		-	-	-	6,857,357
Cash flows generated from (used in) investing activities - net		(145,504)	(739,095)	(1,861,816)	2,038,351
Net change in cash and cash equivalents		(421,601)	(1,662,251)	(2,286,894)	(1,672,435)
Effect of exchange rate changes on cash and cash equivalents		(207,381)	16,948	(214,084)	(112,372)
Cash and cash equivalents, beginning of period		5,828,970	1,993,068	7,700,966	2,132,572
Cash and cash equivalents, end of period		\$ 5,199,988	\$ 347,765	\$ 5,199,988	\$ 347,765

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

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

1. Nature of Operations

Global Atomic Corporation and its subsidiaries (collectively, the “Corporation” or “Global Atomic”) have two principal lines of business:

1. The processing of electric arc furnace dust (“EAFD”) obtained from steel companies through a Waelz kiln to recover zinc concentrates that are then treated by zinc smelters; and
2. The acquisition, exploration and development of mineral resource properties

Global Atomic Corporation, the ultimate parent, is a corporation incorporated under the laws of Ontario, Canada and its registered office is 8 King Street East, Suite 1700, Toronto, Ontario, M5C 1B5. Global Atomic Corporation is also the highest level at which these financial statements are consolidated.

The Corporation’s EAFD activities are conducted through Befesa Silvermet Turkey S.L. (“BST”), a Spanish incorporated joint venture with Befesa Zinc S.A.U. (“Befesa”). The joint venture is held 51% by Befesa and 49% by the Corporation. The joint venture was established to operate EAFD activities within Turkey and the relationship between the joint venture partners is governed by a Shareholders Agreement. At present, BST operates one EAFD facility located in Iskenderun, Turkey, through wholly-owned subsidiaries. The condensed interim consolidated financial statements for the three and nine months ended September 30, 2019 and 2018 reflect the impact of using the equity method to account for Global Atomic’s interest in the joint venture, with the Corporation’s share of net earnings and net assets separately disclosed (Note 6).

The Corporation’s mineral resource properties are located in Niger. Through its wholly-owned subsidiary, Global Atomic Fuels Corporation (“GAFC”), the Corporation holds six Mining Agreements and related Exploration Permits in Niger, on which it has conducted exploration activities for uranium. The Corporation acquired GAFC on December 22, 2017. Based on historic exploration results and uranium market conditions, the Corporation determined that the purchase price allocated to exploration and evaluation assets was virtually all attributable to the Adrar Emoles 3 Exploration Permit. The Corporation has not yet determined whether Adrar Emoles property contains reserves that are economically recoverable. The economic recoverability of resource properties, including capitalized exploration and evaluation expenditures, is dependent upon the existence of economically recoverable mineral reserves, the ability of the Corporation to obtain necessary financing to complete the exploration and development of the resource properties, and upon future profitable production or proceeds from the disposition thereof.

2. Basis of Presentation and Statement of Compliance

(a) Statement of Compliance

The unaudited condensed interim consolidated financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and IFRS Interpretations Committee (“IFRIC”) interpretations applicable to companies reporting under IFRS, including IAS 34, Interim Financial Reporting and include the operating results of Global Atomic and its subsidiaries and joint ventures. Accordingly, certain information and disclosure normally included in annual financial statements prepared in accordance with IFRS have been omitted or condensed. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Corporation’s annual financial statements for the year ended December 31, 2018, which were prepared in accordance with IFRS.

These unaudited condensed interim consolidated financial statements as at and for the period ended September 30, 2019 and 2018 were authorized for issuance on November 14, 2019 by the Global Atomic Board of Directors.

(b) Continuation of Operations

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interests in mineral properties and the Company’s continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional financing, if necessary, or alternatively upon

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

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, unregistered claims, aboriginal claims and noncompliance with regulatory and environmental requirements.

3. Significant Accounting Policies, Accounting Standards and Amendments

The accounting policies adopted are consistent with those of the Company's financial statements for the year ended December 31, 2018. In January 2016, the IASB issued IFRS 16 Leases, which requires lessees to recognize assets and liabilities for most leases. Application of the standard is mandatory for annual reporting periods beginning on or after January 1, 2019. The Company solely holds leases of low-value assets, which are exempt from the standard.

4. Accounts Receivable

	September 30, 2019	December 31, 2018
Management fees & sales commissions receivable ^(a) (Note 6, 9)	\$ 12,755	\$ 201,558
Harmonized sales tax receivable	202,392	81,088
Other	179,662	138
Total accounts receivable	\$ 394,809	\$ 282,784

(a) Management fees and sales commissions are receivable from BST and Befesa, respectively, and are deemed collectible with no allowance for doubtful debts provided as at September 30, 2019 and December 31, 2018.

5. Exploration and Evaluation Assets

The Corporation has the following permits and associated exploration and evaluation assets in the Republic of Niger:

Adrar Emoles Exploration Permits

In October 2007, the Corporation announced the signing of two Mining Agreements for a term of twenty years with the Republic of Niger for the Adrar Emoles 3 and 4 Permits. As part of these agreements, the Corporation entered into Exploration Permits requiring it to spend US\$2,762,100 per Permit over the three-year period beginning February 8, 2008. In August 2010, as a result of Force Majeure circumstances, the initial three-year period was extended to June 8, 2012. In November 2011, the Exploration Permits relating to Adrar Emoles were further extended to December 7, 2012.

On January 17, 2013, the Niger Ministry of Mines approved the Corporation's renewal of both Exploration Permits, subject to the relinquishment of 50% of the surface area as per the requirements of the Niger Mining Code. There were no amounts capitalized as exploration and evaluation expenditures that specifically relate to the relinquished permit areas. The Adrar Emoles 3 and 4 Exploration Permits were renewed until January 17, 2016 and required further exploration expenditures amounting to US\$7,005,900 and US\$4,087,300, respectively.

On January 29, 2016, the Republic of Niger Ministry of Mines approved the Corporation's renewal of Adrar Emoles 3 and 4 Permits, subject to the relinquishment of a further 50% of the remaining surface area as per the requirements of

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

the Niger Mining Code for a period of three years commencing the date of renewal. On December 17, 2018, the Permits were extended for two years and now expire on January 29, 2021. There are no amounts capitalized as exploration and evaluation expenditures that specifically relate to the relinquished permit areas. The permits require further exploration expenditures over the remaining period, except in the case of Adrar Emoles 3. As at September 30, 2019, the Corporation has incurred exploration expenditures primarily on the Adrar Emoles 3 permit, with only limited expenditures in respect of the Adrar Emoles 4 permit (Note 17).

Tin Negoran Exploration Permits

In February 2007, the Corporation announced the signing of four Mining Agreements for a term of twenty years with the Republic of Niger regarding four uranium Permits in that country. The initial three-year exploration phase on the Tin Negoran 1, 2, 3 and 4 Permits required that the Corporation spend US\$2,250,000 per Permit over the three-year period beginning April 16, 2007. On August 16, 2010, as a result of Force Majeure circumstances, the initial three-year period was extended to November 16, 2012.

On January 18, 2013, the Niger Ministry of Mines approved the Corporation's renewal of all four Exploration Permits, subject to the relinquishment of 50% of the surface area as per the requirements of the Niger Mining Code. There were no amounts capitalized as exploration and evaluation expenditures that specifically relate to the relinquished permit areas. The Tin Negoran Exploration Permits were renewed until January 18, 2016 with required exploration expenditures on the Tin Negoran 1, 2, 3 and 4 Permits of US\$378,197, US\$336,879, US\$850,070 and US\$461,592, respectively. Minimal expenditures were made on the Tin Negoran Permits during this period.

On January 29, 2016, the Republic of Niger Ministry of Mines approved the Corporation's renewal of Tin Negoran 1, 2, 3 and 4 Permits, subject to the relinquishment of a further 50% of the remaining surface area as per the requirements of the Niger Mining Code for a period of three years commencing the date of renewal. Required expenditures remained the same. On December 17, 2018, the Permits were further extended until January 29, 2021. There are no amounts capitalized as exploration and evaluation expenditures that specifically relate to the relinquished permit areas. Limited expenditures have been made on these permits as of September 30, 2019 (Note 17).

Mining Code of the Republic of Niger

The Mining Code of the Republic of Niger provides that a company may only renew its exploration permits twice in order to perform exploration and evaluation activities. Accordingly, the renewal of Adrar Emoles 3 and 4 and Tin Negoran 1, 2, 3 and 4 Permits completed on January 29, 2016 may be the last renewal of such permits. Notwithstanding, the Mining Code further provides for an extension of one year to complete technical requirements for a feasibility study, which extension was actually granted for a two year period. Upon completion of a feasibility study, the permit holder must apply for a mining permit or seek extension, should economic conditions not justify the immediate development of the deposit.

Under the Mining Code of the Republic of Niger, the resource must be transferred to a newly incorporated Niger mining corporation upon the issuance of a mining permit. The Niger government is granted 10% of the common shares of the new Niger mining corporation at no cost and on a carried interest basis going forward. In turn, Global Atomic is entitled to recover the total costs incurred prior to the formation of the Niger mining corporation. The Republic of Niger has the right to elect to increase its interest in the common shares of the Niger mining corporation by up to 30% by committing to fund its proportional share of future debt and equity requirements.

6. Investment in Joint Venture

At September 30, 2019, the Corporation holds a 49% interest in the BST joint venture, with the remaining 51% held by Befesa. The BST joint venture is governed by the Shareholders Agreement between the joint venture partners that requires unanimous approval for certain key strategic, operating, investing and financing policies of the BST joint venture. The investment in the BST joint venture is accounted for using the equity method. There are no publicly quoted market prices for BST.

Summarized financial information of BST on a 100% basis and reflecting the Corporation's 49% interest is as follows:

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

Summarized consolidated statements of financial position:

	September 30, 2019	December 31, 2018
Assets		
Current assets		
Cash and cash equivalents	\$ 400,751	\$ 3,515,990
Other current assets (excluding cash and cash equivalents)	6,290,161	9,428,219
Non-current assets	52,666,939	13,140,967
	\$ 59,357,851	\$ 26,085,176
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$ 6,542,721	\$ 3,970,834
Income tax payable	-	218,630
Loans payable (1)	2,653,007	-
Long-term liabilities (2)	15,790,741	941,134
	\$ 24,986,469	\$ 5,130,598
Net assets	\$ 34,371,382	\$ 20,954,578
The Company's equity share of net assets of joint venture	\$ 16,841,976	\$ 10,267,742

Note 1: Loans payable comprise US \$2.0 million with a Turkish bank at interest rates ranging from 4.2788% to 4.4491% maturing December 31, 2019.

Note 2: Long-term liabilities include US \$11.2 million due to Befesa at interest rates of 6.0086% to 6.6354%, maturing between May 31, 2021 through October 15, 2021.

Summarized consolidated statements of income (loss):

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Revenues	\$ 544,874	\$ 4,711,348	\$ 5,901,562	\$ 32,697,283
Cost of sales	1,172,162	3,642,417	6,480,080	16,293,483
Depreciation	25,511	84,929	74,395	317,113
Management fees and sales commissions	24,522	274,125	148,483	1,280,582
Foreign exchange loss (gain)	(205,074)	(2,195,446)	(979,811)	(5,479,654)
Interest expense (income)	(25,551)	19,812	86,237	74,401
Other expenses (income)	(7,752)	-	(14,855)	-
Loss on property disposition	(15,228)	-	994	-
Tax expense (3)	(5,006,531)	653,250	(15,944,169)	4,442,887
Net income	\$ 4,582,815	\$ 2,232,261	\$ 16,050,208	\$ 15,768,471
The Company's equity share of net income of joint venture	\$ 2,245,579	\$ 1,093,809	\$ 7,864,602	\$ 7,726,551
Other comprehensive loss	\$ 987,784	\$ (4,760,809)	\$ (2,633,406)	\$ (8,191,203)
The Company's equity share of other comprehensive loss of joint venture	\$ 484,014	\$ (2,332,796)	\$ (1,290,369)	\$ (4,013,689)

Note 3: The tax benefit recorded represents the benefits recognized arising from the Turkish investment incentive credits that are available to offset against future income tax liabilities.

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

Opening net assets of the Company's investments in joint venture at January 1, 2019	\$ 10,267,742
Company's share of net earnings of joint venture	7,864,602
Dividends from joint venture	-
Company's share of other comprehensive loss of joint venture	(1,290,369)
Carrying value of the Company's investment in joint venture at September 30, 2019	\$ 16,841,975

Opening net assets of the Company's investments in joint venture at January 1, 2018	\$ 10,495,350
Company's share of net earnings of joint venture	10,496,927
Dividends from joint venture	(6,857,358)
Company's share of other comprehensive loss of joint venture	(3,867,177)
Carrying value of the Company's investment in joint venture at December 31, 2018	\$ 10,267,742

7. Accounts Payable and Accrued Liabilities

	September 30, 2019	December 31, 2018
Trade payables	\$ 215,519	\$ 310,065
Due (to) from related parties (Note 9)	(60,982)	246,149
Accrued expenses and other liabilities	188,670	175,000
Total accounts payable and accrued liabilities	\$ 343,207	\$ 731,214

8. Notes Payable

On September 30, 2015, GAFC completed a convertible notes financing ("Notes") for gross proceeds of \$295,000. The Notes had a term of 24 months to September 30, 2017, were repayable at the face amount of \$295,000 on maturity and were convertible at any time prior to maturity at a rate of \$1.00 per common share of GAFC. The Notes bore interest at an annual rate of 25%, payable on each of September 30, 2016 and 2017. In addition, investors in the Notes received 2.5 warrants per \$1 invested, for a total of 687,500 warrants. Each common share purchase warrant entitled the holder to purchase one common share at a price of \$1.50. The warrants were exercisable for a period of twenty-four (24) months from the date on which GAFC shares were publicly listed.

On February 28, 2016 and March 17, 2016, GAFC completed a \$100,000 and a \$100,000 convertible note ("Notes") financing on the same terms and conditions as the September 30, 2015 convertible note financing, except that the maturity dates were February 28, 2017 and March 30, 2017, respectively.

Upon closing of the acquisition of GAFC, the Corporation assumed the liability for the Notes. Notes holders had not been paid accrued interest on the Notes since originally issued and the liability for this payment was also assumed by the Corporation. Accordingly, outstanding warrant quantities and exercise prices were adjusted as per the terms of the transaction. The outstanding warrants were repriced at \$1.92 share ($\$1.50 / 2.147 \times 2.75$) and are exercisable for a period of twenty-four (24) months from December 22, 2017, the date of the transaction.

Notes were repaid in full with accrued interest at the end of May 2018.

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

9. Related Party Transactions

a) Due from related parties	September 30, 2019	December 31, 2018
Befesa and BST ⁽ⁱ⁾	\$ 12,755	\$ 201,558
Harte Gold Corp.	86,005	-
	\$ 98,760	\$ 201,558

b) Due to related parties	September 30, 2019	December 31, 2018
Romex Mining Corporation	\$ 24,265	\$ 86,860
Harte Gold Corp.	-	159,289
	\$ 24,265	\$ 246,149

- i. Befesa and BST are related parties as a result of the BST joint venture. Amounts due from Befesa and BST include management fees and sales commissions.

During the nine months ended September 30, 2019, the Corporation paid key management personnel, including officers, directors, or their related entities for management services. Compensation of key management personnel and directors for services provided was \$2,183,940, including \$855,114 share-based-compensation expense (2018 - \$1,422,715, including \$650,000 share-based compensation expense). At September 30, 2019, the amount payable related to these services was \$nil (December 31, 2018 – \$ nil). These transactions were in the normal course of operations.

All balances due to and from related parties, with the exception of the debenture from director, have occurred in the normal course of operations, and amounts due are unsecured, non-interest bearing and due on demand.

As part of the acquisition, Global Atomic assumed the \$400,000 outstanding debenture that GAFC had received from one of the directors of the Corporation. The debenture was for general working capital purposes, due December 31, 2017. The interest on the aggregate principal amount was calculated at the annual rate of 15% on the amounts outstanding and recorded as part of accounts payable and accrued liabilities. The loan and accrued interest (\$502,522) was repaid in full during the second quarter 2018.

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

10. Share Capital

- a) Authorized - Unlimited number of common shares, at no par value
b) Common shares issued

	Number of Shares	Amount
Balance, December 31, 2017	106,997,850	\$ 36,591,973
Private placement of common shares(a)	29,539,666	\$ 8,861,900
Finder's fee paid by common shares	1,172,000	351,600
Share issue costs	-	(737,222)
Balance, December 31, 2018	137,709,516	\$ 45,068,251
Private placement of common shares(b)	3,925,000	\$ 1,256,000
Share issue costs	-	(104,821)
Warrants exercised	1,241,135	572,153
Options exercised	2,531,817	1,189,550
Balance, September 30, 2019	145,407,468	\$ 47,981,133

- (a) On November 16, 2018, the Company closed a private placement of 29,539,666 common shares at a price of \$0.30 per common share for gross proceeds of \$8,861,900. In connection with the private placement, finder's fees of \$465,000 plus 1,485,380 warrants were paid. The warrants are exercisable at \$0.30 per common share for a period of 18 months. Recipients of \$351,500 of the cash portion of the finder's fees elected to be paid in shares rather than cash.
- (b) On January 21, 2019, the Company closed a private placement of 3,925,000 common shares at a price of \$0.32 per common share for gross proceeds of \$1,256,000. In connection with the private placement, finder's fees of \$62,800 plus 196,250 warrants were paid. The warrants are exercisable at \$0.32 per common share for a period of 18 months.

11. Share Purchase Warrants

Share purchase warrant transactions during the nine months ended September 30, 2019 and for the year ended December 31, 2018 were as follows:

	Nine Months Ended		Year Ended	
	September 30, 2019		December 31, 2018	
	Number	Value	Number	Value
Balance, beginning of period	6,835,337	\$ 853,409	5,349,957	\$ 614,263
Issued	196,250	34,991	1,485,380	239,146
Exercised	(1,241,135)	(199,813)	-	-
Expired	(2,453,977)	(315,081)	-	-
Balance, end of period	3,336,475	\$ 373,506	6,835,337	\$ 853,409

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

Using the Black-Scholes valuation method, the following assumptions were used to determine the value:

	Expiring		
	December 21 2019*	May 15 2020	July 20 2020
Share price	\$0.12	\$0.31	\$0.34
Exercise price	\$0.70	\$0.30	\$0.32
Risk-free interest rate	1.10%	2.20%	1.89%
Expected dividend yield	0%	0%	0%
Stock price volatility	127%	111%	111%
Expected life of warrants in years	2.0	1.5	1.5

*Assumed share price reflects Global Atomic's share price at the time of its acquisition of GAFC. Exercise price reflects the adjustment of the number of warrants issued to GAFC shareholders and the volatility measured at the standard deviation of continuously compounded share returns was based on statistical analysis of comparable companies' daily share prices over the last five years.

The following warrants were outstanding as at September 30, 2019:

Issue Date	Expiry Date	Outstanding	Exercise Price	Remaining Life (Years)
22-Dec-17	21-Dec-19	321,532	2.88	0.22
22-Dec-17	21-Dec-19	2,574,448	1.92	0.22
16-Nov-18	15-Jun-20	244,245	0.30	0.71
21-Jan-19	20-Jul-20	196,250	0.32	0.81
		3,336,475	\$1.80	0.29

12. Stock Options

The following table reflects the continuity of stock options for the nine months ended June 30, 2019:

	Number of stock options	Weighted average exercise price
Balance, December 31, 2017	5,145,456	\$ 0.275
Granted(a)	5,554,190	0.250
Granted(b)	3,069,900	0.350
Balance, December 31, 2018	13,769,546	\$ 0.282
Granted(c)	2,329,546	0.500
Exercised	(2,531,817)	0.273
Balance September 30, 2019	13,567,275	\$ 0.321

(a) On April 4, 2018, Global Atomic granted 5,554,190 options to directors, officers and consultants of the Company, exercisable at \$0.25 per common share through April 4, 2023. These options vest immediately.

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

- (b) On December 19, 2018, Global Atomic granted 3,069,900 options to directors, officers and consultants of the Company, exercisable at \$0.35 per common share through December 19, 2023. 2,519,900 of these options vest immediately, with the balance vesting in 2019 and 2020 based on certain milestones.
- (c) On August 14, 2019, Global Atomic granted 2,329,546 options to directors, officers, employees and consultants of the Company, exercisable at \$0.50 per common share through August 14, 2024. These options vest immediately.

Using the Black-Scholes valuation method, the following assumptions were used to determine the value of the options granted:

	Expiring on			
	April 23, 2022	April 4, 2023	December 19, 2023	August 14, 2024
Share price	\$0.261	\$0.225	\$0.300	\$0.470
Exercise price	\$0.275	\$0.250	\$0.350	\$0.500
Risk-free interest rate	1.03%	2.03%	1.90%	1.20%
Expected dividend yield	0%	0%	0%	0%
Stock price volatility	127%	127%	124%	163%
Expected life of options in years	5.0	5.0	5.0	5.0
Number of options granted	8,750,000	5,554,190	3,069,900	2,329,546
Number of options vested	8,750,000	5,554,190	2,519,900	2,329,546
Value attributed to the option grant	\$650,000	\$1,054,740	\$626,952	\$1,019,279

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

Expiry Date	Exercise Price	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)	Number of Options Unvested
April 23, 2022	\$ 0.275	2.57	2,818,184	2,818,184	-
April 4, 2023	0.250	3.51	5,349,645	5,349,645	-
December 19, 2023	0.350	4.22	3,069,900	2,519,900	550,000
August 14, 2024	0.500	4.88	2,329,546	2,329,546	-
	\$ 0.320	3.72	13,567,275	13,017,275	550,000

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

13. General and administration

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Management fees	\$ 190,648	\$ 90,000	\$ 1,170,749	\$ 424,000
Stock option expense	1,019,279	-	1,019,279	1,054,740
Professional fees	120,909	45,195	240,022	127,930
Travel expenses	6,276	32,827	20,849	143,896
Occupancy costs	(11,552)	15,340	124,636	134,726
Office and general expenses	84,320	194,207	283,573	294,402
Listing fees	24,543	3,108	149,217	25,475
Proxy services	-	7,568	-	521,249
Investor relations	60,025	4,891	209,033	34,456
	\$ 1,494,448	\$ 393,136	\$ 3,217,358	\$ 2,760,874

14. Income per Share

a) Basic

Basic income per share is calculated by dividing the net income attributable to shareholders of the Company by the weighted average number of common shares outstanding during the period.

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Net income	\$ 790,048	\$ 829,752	\$ 4,679,268	\$ 5,648,589
Weighted-average number of shares outstanding	144,532,683	106,997,850	142,762,854	106,997,850
Basic net income per share	\$ 0.005	\$ 0.008	\$ 0.033	\$ 0.053

b) Diluted

Diluted income per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. The Company's source of potentially dilutive common shares are stock options and warrants. For this, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market share price of the Company's outstanding shares for the period), based on the exercise prices attached to the stock options. The number of shares calculated above is compared with the number of shares that would have been issued assuming exercise of the stock options.

	Three months ended September 30,		Nine months ended September 30,	
	2019	2018	2019	2018
Net income	\$ 790,048	\$ 829,752	\$ 4,679,268	\$ 5,648,589
Weighted-average number of shares outstanding	144,532,683	106,997,850	142,762,854	106,997,850
Adjustments for stock options & warrants	8,886,581	-	7,322,500	-
Weighted-average number of shares outstanding for diluted income per share	153,419,264	106,997,850	150,085,354	106,997,850
Diluted net income per share	\$ 0.005	\$ 0.008	\$ 0.031	\$ 0.053

Global Atomic Corporation

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the Three and Nine Months ended September 30, 2019 and 2018 (Expressed in Canadian Dollars)

15. Segmented Information

Significant information relating to the Corporation's reportable operating segments is summarized in the tables below.

The Corporation's total assets by reportable operating segment are as follows:

Assets	September 30, December 31,	
	2019	2018
Corporate	\$ 5,323,851	\$ 7,929,633
EAFD Business (at 49%)	16,841,976	10,267,742
Uranium Business	32,700,215	32,490,589
	\$ 54,866,042	\$ 50,687,964

The Corporation's consolidated statements of income by reportable operating segment are as follows:

Three months ended September 30, 2019	(at 100%) EAFD Business	(at 49%) EAFD Business	Adjustments	Uranium Business	Corporate	Total
Revenues	\$ 544,874	\$ 266,988	\$ (266,988)	\$ -	\$ 19,697	\$ 19,697
Cost of sales	1,172,162	574,359	(574,359)	-	-	-
Income (loss) from operations	(627,288)	(307,371)	307,371	-	19,697	19,697
Share of net earnings from joint venture	-	-	(2,245,579)	-	-	(2,245,579)
Depreciation	25,511	12,500	(12,500)	-	-	-
General and administration	-	-	-	246,833	1,247,615	1,494,448
Management fees and sales commissions	24,522	12,016	(12,016)	-	-	-
Foreign exchange loss (gain)	(205,074)	(100,486)	100,486	(20,632)	1,412	(19,220)
Interest expense (income)	(25,551)	(12,520)	12,520	-	-	-
Other expense (income)	(7,752)	(3,798)	3,798	-	-	-
Loss on property disposition	(15,228)	(7,462)	7,462	-	-	-
Tax expense	(5,006,531)	(2,453,200)	2,453,200	-	-	-
Net income (loss)	\$ 4,582,815	\$ 2,245,579	\$ -	\$ (226,201)	\$ (1,229,330)	\$ 790,048

Three months ended September 30, 2018	(at 100%) EAFD Business	(at 49%) EAFD Business	Adjustments	Uranium Business	Corporate	Total
Revenues	\$ 4,711,348	\$ 2,308,560	\$ (2,308,560)	\$ -	\$ 130,287	\$ 130,287
Cost of sales	3,642,417	1,784,784	(1,784,784)	-	-	-
Income (loss) from operations	1,068,931	523,776	(523,776)	-	130,287	130,287
Share of net earnings from joint venture	-	-	(1,093,809)	-	-	(1,093,809)
Depreciation	84,929	41,615	(41,615)	-	-	-
General and administration	-	-	-	107,265	285,871	393,136
Management fees and sales commissions	274,125	134,321	(134,321)	-	-	-
Foreign exchange loss (gain)	(2,195,447)	(1,075,769)	1,075,769	-	1,417	1,417
Interest expense (income)	19,812	9,708	(9,708)	-	(209)	(209)
Other expense (income)	-	-	-	-	-	-
Loss on property disposition	-	-	-	-	-	-
Tax expense	653,250	320,092	(320,092)	-	-	-
Net income (loss)	\$ 2,232,262	\$ 1,093,809	\$ -	\$ (107,265)	\$ (156,792)	\$ 829,752

Global Atomic Corporation

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the Three and Nine Months ended September 30, 2019 and 2018 (Expressed in Canadian Dollars)

Nine months ended September 30, 2019	(at 100%)		(at 49%)				Total
	EAFD		EAFD		Uranium		
	Business	Business	Adjustments	Business	Corporate		
Revenues	\$ 5,901,562	\$ 2,891,765	\$ (2,891,765)	\$ -	\$ 73,375		\$ 73,375
Cost of sales	6,480,080	3,175,239	(3,175,239)	-	-		-
Income (loss) from operations	(578,518)	(283,474)	283,474	-	73,375		73,375
Share of net earnings from joint venture	-	-	(7,864,602)	-	-		(7,864,602)
Depreciation	74,395	36,454	(36,454)	-	-		-
General and administration	-	-	-	758,642	2,458,716		3,217,358
Management fees and sales commissions	148,483	72,757	(72,757)	-	-		-
Foreign exchange loss (gain)	(979,811)	(480,107)	480,107	37,683	3,668		41,351
Interest expense (income)	86,237	42,256	(42,256)	-	-		-
Other expense (income)	(14,855)	(7,279)	7,279	-	-		-
Loss on property disposition	994	487	(487)	-	-		-
Tax expense	(15,944,169)	(7,812,644)	7,812,644	-	-		-
Net income (loss)	\$ 16,050,208	\$ 7,864,602	\$ -	\$ (796,325)	\$ (2,389,009)		\$ 4,679,268

Nine months ended September 30, 2018	(at 100%)		(at 49%)				Total
	EAFD		EAFD		Uranium		
	Business	Business	Adjustments	Business	Corporate		
Revenues	\$ 32,697,283	\$ 16,021,669	\$ (16,021,669)	\$ -	\$ 626,102		\$ 626,102
Cost of sales	16,293,483	7,983,807	(7,983,807)	-	-		-
Income (loss) from operations	16,403,800	8,037,862	(8,037,862)	-	626,102		626,102
Share of net earnings from joint venture	-	-	(7,726,551)	-	-		(7,726,551)
Depreciation	317,113	155,387	(155,387)	-	-		-
General and administration	-	-	-	219,917	2,540,957		2,760,874
Management fees and sales commissions	1,280,582	627,485	(627,485)	-	-		-
Foreign exchange loss (gain)	(5,479,654)	(2,685,031)	2,685,031	-	(153,119)		(153,119)
Interest expense (income)	74,401	36,456	(36,456)	-	96,309		96,309
Other expense (income)	-	-	-	-	-		-
Loss on property disposition	-	-	-	-	-		-
Tax expense	4,442,886	2,177,014	(2,177,014)	-	-		-
Net income (loss)	\$ 15,768,472	\$ 7,726,551	\$ -	\$ (219,917)	\$ (1,858,045)		\$ 5,648,589

16. Financial Instruments

Certain of the Corporation's financial assets and liabilities are measured at fair value and 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.

Global Atomic Corporation
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the Three and Nine Months ended September 30, 2019 and 2018
(Expressed in Canadian Dollars)

As at September 30, 2019 and December 31, 2018, the Corporation did not have any assets or liabilities that were measured at fair value at Level 1 or Level 2.

17. Commitments and Contingent Liabilities

(a) Exploration permits and required exploration expenditure

Under the terms of its Mining Agreements with the Ministry of Mines of the Republic of Niger, the Corporation committed to incur certain exploration expenditures on its permits, before the permits expire. On January 29, 2016, the Republic of Niger Ministry of Mines approved the Corporation's renewal of Adrar Emoles 3 and 4 and Tin Negoran 1, 2, 3 and 4 Permits for a period of three years commencing the date of renewal. The Permits have been further extended to January 29, 2021. The permits require the following exploration expenditures to be made over the period (Note 5).

Exploration Permit	Expiry Date	Required Exploration Expenditure (US\$)	Spent to Date	Remaining Commitment (US\$)
Adrar Emoles 3	January 28, 2021	\$ 5,293,750	\$ 7,297,273	\$ -
Adrar Emoles 4	January 28, 2021	4,087,300	36,721	4,050,579
Total Adrar Emoles		9,381,050	7,333,994	4,050,579
Tin Negoran 1	January 28, 2021	\$ 301,367	\$ 32,017	\$ 269,350
Tin Negoran 2	January 28, 2021	336,879	31,958	304,921
Tin Negoran 3	January 28, 2021	850,070	31,991	818,079
Tin Negoran 4	January 28, 2021	461,592	31,812	429,780
Total Tin Negoran		1,949,908	127,779	1,822,129
Total Permit Expenditure		\$ 11,330,958	\$ 7,461,773	\$ 5,872,708

Recent exploration activities have focused on the Adrar Emoles 3 permit DASA resource and required expenditures have been exceeded. Global Atomic has applied for an extension of the Adrar Emoles 3 and 4 permits to enable completion of a Feasibility Study. The Corporation will make a similar extension application on the 4 Tin Negoran permits.

(b) Office lease agreement

The Corporation has an office lease agreement for a period of three years commencing on July 1, 2018 and expiring on June 30, 2021. As of September 30, 2019, remaining commitments on the lease agreement are as follows:

2019	\$ 60,490
2020	\$ 241,958
2021	\$ 120,979