
**CONDENSED INTERIM FINANCIAL STATEMENTS OF
PROBE METALS INC.
FOR THE THREE MONTHS ENDED MARCH 31, 2020
(EXPRESSED IN CANADIAN DOLLARS)
(UNAUDITED)**

NOTICE TO READER

The accompanying unaudited condensed interim financial statements of Probe Metals Inc. (the "Company") have been prepared by, and are the responsibility of management. The unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

Probe Metals Inc.

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

	As at March 31, 2020	As at December 31, 2019
ASSETS		
Current assets		
Cash	\$ 16,102,647	\$ 34,697,148
Short-term investments	15,009,349	-
Trade accounts receivable and other receivables (note 3)	789,174	540,482
Marketable securities (note 4)	2,286,686	4,635,571
Prepaid expenses	113,818	71,560
Income tax receivable	1,003,310	1,003,310
Total current assets	35,304,984	40,948,071
Non-current assets		
Reclamation bond (note 5)	379,065	-
Property and equipment (note 6)	510,428	521,028
Rights-of-use asset (note 7)	235,538	251,971
Total non-current assets	1,125,031	772,999
Total assets	\$ 36,430,015	\$ 41,721,070
LIABILITIES AND EQUITY		
Current liabilities		
Amounts payable and other liabilities (notes 8 and 18)	\$ 966,485	\$ 1,060,491
Current portion of lease liability (note 9)	42,469	37,226
Flow-through share liability (note 10)	5,066,562	6,158,000
Total current liabilities	6,075,516	7,255,717
Non-current liabilities		
Lease liability (note 9)	250,625	263,748
Restoration liabilities (note 5)	864,255	-
Total liabilities	7,190,396	7,519,465
Equity		
Share capital (note 11)	99,497,597	98,195,843
Warrants (note 12)	3,689,463	3,689,463
Contributed surplus (notes 13 and 14)	8,186,085	7,084,983
Accumulated deficit	(82,133,526)	(74,768,684)
Total equity	29,239,619	34,201,605
Total liabilities and equity	\$ 36,430,015	\$ 41,721,070

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

Nature of operations (note 1)
Commitments (note 19)
Subsequent events (note 21)

Probe Metals Inc.

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

Three months ended
March 31,
2020 2019

Operating activities:

Net loss for the period	\$ (7,364,842)	\$ (2,137,817)
Adjustments for:		
Share-based payments (notes 13 and 14)	1,331,227	334,994
Depreciation (notes 6 and 7)	33,313	37,611
Accrued interest receivable	21,839	19,501
Shares issued to acquire mineral property (note 16(i))	854,592	-
Loss (gain) on marketable securities (note 4)	2,348,885	(139,730)
Premium on flow-through share (note 10)	(1,091,438)	(981,367)
Interest expense (note 9)	31,795	34,079
Restoration liabilities (note 5)	864,255	-
Changes in non-cash working capital items:		
Trade accounts receivable and other receivables	(279,880)	363,510
Prepaid expenses	(42,258)	(1,333)
Amounts payable and other liabilities	(94,006)	93,798
Net cash used in operating activities	(3,386,518)	(2,376,754)

Investing activities:

Purchase of property and equipment (note 6)	(6,280)	-
Proceeds from redemption of short-term investments	-	5,000,000
Purchase of short-term investments	(15,000,000)	-
Purchase of reclamation bond (note 5)	(379,065)	-
Net cash (used in) provided by investing activities	(15,385,345)	5,000,000

Financing activities:

Share issue costs	(34,963)	-
Exercise of stock options	252,000	31,785
Lease payments (note 9)	(39,675)	(39,675)
Net cash provided by (used in) financing activities	177,362	(7,890)

Net change in cash	(18,594,501)	2,615,356
Cash, beginning of period	34,697,148	17,534,967
Cash, end of period	\$ 16,102,647	\$ 20,150,323

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, 2018	\$ 89,655,041	\$ 2,486,141	\$ 6,197,004	\$ (69,869,066)	\$ 28,469,120
Exercise of stock options	95,962	-	(64,177)	-	31,785
Share-based payments (notes 13 and 14)	-	-	334,994	-	334,994
Loss and comprehensive loss	-	-	-	(2,137,817)	(2,137,817)
Balance, March 31, 2019	\$ 89,751,003	\$ 2,486,141	\$ 6,467,821	\$ (72,006,883)	\$ 26,698,082
Balance, December 31, 2019	\$ 98,195,843	\$ 3,689,463	\$ 7,084,983	\$ (74,768,684)	\$ 34,201,605
Shares issued to acquire mineral property (note 16(ii))	854,592	-	-	-	854,592
Shares issue costs	(34,963)	-	-	-	(34,963)
Exercise of stock options	482,125	-	(230,125)	-	252,000
Share-based payments (notes 13 and 14)	-	-	1,331,227	-	1,331,227
Loss and comprehensive loss	-	-	-	(7,364,842)	(7,364,842)
Balance, March 31, 2020	\$ 99,497,597	\$ 3,689,463	\$ 8,186,085	\$ (82,133,526)	\$ 29,239,619

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

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(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. 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, Bonfond 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 Céré-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. 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 May 21, 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 financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2019, 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, 2020 could result in restatement of these unaudited condensed interim financial statements.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

2. Significant Accounting Policies (Continued)

New Accounting Standards Adopted

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.

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 financial statements.

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 financial statements.

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 financial statements.

3. Trade Accounts Receivable and Other Receivables

	As at March 31, 2020	As at December 31, 2019
Sales tax receivable - (Canada)	\$ 582,074	\$ 480,103
Accrued interest receivable	31,188	55,797
Receivable from SOQUEM	13,912	4,582
Receivable from exercise of options	162,000	-
	\$ 789,174	\$ 540,482

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

4. Marketable Securities

March 31, 2020	Number of shares	Cost	Unrealized loss	Fair market value
GFG Resources Inc. ("GFG")	7,077,883	\$ 3,538,942	\$ (2,866,542)	\$ 672,400
Monarques Gold Corporation ("Monarques")	1,714,285	600,000	(385,714)	214,286
Opus One Resources Inc. ("Opus")	5,000,000	555,000	(430,000)	125,000
QMX Gold Corporation ("QMX")	15,000,000	1,500,000	(225,000)	1,275,000
		\$ 6,193,942	\$ (3,907,256)	\$ 2,286,686

December 31, 2019	Number of shares	Cost	Unrealized loss	Fair market value
GFG	7,077,883	\$ 3,538,942	\$ (955,514)	\$ 2,583,428
Monarques	1,714,285	600,000	(222,857)	377,143
Opus	5,000,000	555,000	(305,000)	250,000
QMX	15,000,000	1,500,000	(75,000)	1,425,000
		\$ 6,193,942	\$ (1,558,371)	\$ 4,635,571

During the three months ended March 31, 2020, the Company recorded an unrealized loss on marketable securities of \$2,348,885 (three months ended March 31, 2019 - unrealized gain of \$139,730) in the unaudited condensed interim statements of loss and comprehensive loss.

5. Reclamation Bond and Restoration Liabilities

Reclamation Bond

	As at March 31, 2020	As at December 31, 2019
Insurance bond - Monique Property	\$ 379,065	\$ -

Restoration Liabilities

	March 31, 2020	December 31, 2019
Val d'Or East Project (Monique Property) restoration liabilities		
Balance, beginning of period	\$ -	\$ -
Additions during the period	864,255	-
Balance, end of period	\$ 864,255	\$ -

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

5. Reclamation Bond and Restoration Liabilities (Continued)

On March 24, 2019, the Company acquired the Monique Property (refer to note 16(i)). With the acquisition, the Company also assumed the liabilities for the restoration and rehabilitation of the Monique Property mining site of \$947,663 which had been included in a 2013 Closure Plan that had been accepted by the Ministère de l'Énergie et des Ressources Naturelles.

As a result, Probe Metals now has a closure liability of \$947,663 for which it took financing and an insurance bond. The insurance bond with an insurance company amounts to \$379,065 while the financing is 2.5% per annum (\$23,692) on the total closure liability.

At March 31, 2020, the present value of restoration liabilities relating to the Company's Monique Property was estimated at \$864,255 using risk-free interest rate of 1.31%.

The amounts are subject to measurement uncertainty with respect to estimated costs, the actual timing of reclamation, the inflation rate and the discount rates used.

6. Property and Equipment

Cost	Artwork	Computer equipment	Field equipment	Site building	Building	Total
Balance, December 31, 2019	\$ 121,776	\$ 70,284	\$ 237,233	\$ 15,833	\$ 341,211	\$ 786,337
Additions	-	6,280	-	-	-	6,280
Balance, March 31, 2020	\$ 121,776	\$ 76,564	\$ 237,233	\$ 15,833	\$ 341,211	\$ 792,617
Balance, December 31, 2019	\$ -	\$ 37,932	\$ 136,353	\$ 15,833	\$ 75,191	\$ 265,309
Depreciation during the period	-	2,662	7,568	-	6,650	16,880
Balance, March 31, 2020	\$ -	\$ 40,594	\$ 143,921	\$ 15,833	\$ 81,841	\$ 282,189
Balance, December 31, 2019	\$ 121,776	\$ 32,352	\$ 100,880	\$ -	\$ 266,020	\$ 521,028
Balance, March 31, 2020	\$ 121,776	\$ 35,970	\$ 93,312	\$ -	\$ 259,370	\$ 510,428

7. Rights-of-use Asset

	Building
Balance, December 31, 2019	\$ 251,971
Depreciation	(16,433)
Balance, March 31, 2020	\$ 235,538

Probe Metals Inc.**Notes to Condensed Interim Financial Statements****March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

8. Amounts Payable and Other Liabilities

	As at March 31, 2020	As at December 31, 2019
Amounts payables	\$ 909,288	\$ 282,252
Accrued liabilities	57,197	778,239
	\$ 966,485	\$ 1,060,491

9. Lease Liability

	Building
Balance, December 31, 2019	\$ 300,974
Interest expense	31,795
Lease payments	(39,675)
Balance, March 31, 2020	\$ 293,094

Lease maturity	Under 1 year	Between 1 - 2 years	Between 3 - 5 years	Over 5 years	Total
Building	\$ 42,469	\$ 66,762	\$ 183,863	\$ -	\$ 293,094

10. 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, 2019	\$ 6,158,000
Settlement of flow-through share liability on incurring expenditures (i)	(1,091,438)
Balance, March 31, 2020	\$ 5,066,562

(i) The flow-through common shares issued in the brokered private placement completed on December 10, 2019 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 \$6,158,000.

The flow-through premium is derecognized through income as the eligible expenditures are incurred. For the three months ended March 31, 2020, the Company satisfied \$1,091,438 of the commitment by incurring eligible expenditures of approximately \$2,456,000 and as a result the flow-through premium has been reduced to \$5,066,562.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

11. 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 March 31, 2020 the issued share capital amounted to \$99,497,597. Changes in issued share capital are as follows:

	Number of common shares	Amount
Balance, December 31, 2018	110,584,945	\$ 89,655,041
Exercise of stock options	68,250	95,962
Balance, March 31, 2019	110,653,195	\$ 89,751,003
Balance, December 31, 2019	121,510,195	\$ 98,195,843
Share issue costs	-	(34,963)
Shares issued for mineral properties (note 16(i))	1,275,510	854,592
Exercise of stock options	700,000	482,125
Balance, March 31, 2020	123,485,705	\$ 99,497,597

12. Warrants

	Number of warrants	Grant date fair value
Balance, December 31, 2018 and March 31, 2019	8,328,783	\$ 2,486,141
Balance, December 31, 2019 and March 31, 2020	13,734,783	\$ 3,689,463

The following table reflects the warrants issued and outstanding as of March 31, 2020:

Expiry date	Exercise price (\$)	Warrants outstanding	Valuation (\$)
June 19, 2020	1.45	8,313,783	2,481,664
December 10, 2021	1.30	5,421,000	1,207,799
	1.39	13,734,783	3,689,463

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

13. Stock Options

	Number of stock options	Weighted average exercise price
Balance, December 31, 2018	8,839,300	\$ 1.04
Exercise of stock options	(68,250)	0.47
Balance, March 31, 2019	8,771,050	\$ 1.05
Balance, December 31, 2019	8,711,300	\$ 1.05
Stock options granted (i)	2,950,000	1.17
Exercise of stock options	(700,000)	0.36
Balance, March 31, 2020	10,961,300	\$ 1.12

(i) On February 20, 2020, 2,950,000 stock options were granted to employees, officers, directors and consultants at the exercise price of \$1.17, expiring February 20, 2020. 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 \$1.17; expected dividend yield of 0%; risk-free interest rate of 1.33%; volatility of 120% and an expected life of 5 years. The fair value assigned to these options was \$2,849,110. For the three months ended March 31, 2020, the impact on the unaudited condensed interim statement of loss and comprehensive loss was \$1,105,819.

(ii) The portion of the estimated fair value of options granted in the prior years and vested during the three months ended March 31, 2020, amounted to \$81,413 (three months ended March 31, 2019 - \$239,936).

The following table reflects the actual stock options issued and outstanding as of March 31, 2020:

Expiry date	Exercise price (\$)	Options outstanding	Weighted average remaining contractual life (years)	Options exercisable	Valuation (\$)
April 27, 2020	0.36	1,650,000	0.07	1,650,000	542,438
December 8, 2020	1.36	29,250	0.69	29,250	23,500
September 1, 2021	1.50	2,720,000	1.42	2,720,000	3,243,007
September 9, 2021	1.76	100,000	1.44	100,000	164,000
June 15, 2022	1.36	90,250	2.21	67,688	108,701
July 10, 2022	1.33	75,000	2.28	50,000	80,584
February 26, 2023	0.75	97,500	2.91	97,500	88,182
June 22, 2023	1.22	2,910,000	3.23	1,940,000	1,783,422
February 14, 2024	0.49	173,550	3.88	173,550	163,320
February 20, 2025	1.17	2,950,000	4.90	983,333	1,105,819
March 19, 2025	0.26	165,750	4.97	165,750	159,741
		10,961,300	2.75	7,977,071	7,462,714

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

14. 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 months ended March 31, 2020 was \$95,058 (three months ended March 31, 2019 - \$95,058) and was recorded as share-based payments in the unaudited condensed interim statement of loss and comprehensive loss.

During the three months ended March 31, 2020, the Company granted 1,145,000 RSUs to officers, directors and key employees of the Company under the terms of the Company RSU Plan. The RSUs will vest in full three years from the date of grant. Compensation for the three months ended March 31, 2020 was \$48,937 and was recorded as share-based payments in the unaudited condensed interim statement of loss and comprehensive loss.

As at March 31, 2020, there were 2,080,000 RSUs outstanding (December 31, 2019 - 935,000). The weighted average fair value of the RSUs granted during the three months ended March 31, 2020 was \$1.17 per common share (three months ended March 31, 2019 - \$nil).

15. Net Loss Per Share

The calculation of basic and diluted loss per share for the three months ended March 31, 2020 was based on the loss attributable to common shareholders of \$7,364,842 (three months ended March 31, 2019 - \$2,137,817) and the weighted average number of common shares outstanding of 121,664,905 (three months ended March 31, 2019 - 110,614,195). Diluted loss per share did not include the effect of stock options, warrants and RSUs as they are anti-dilutive.

Probe Metals Inc.**Notes to Condensed Interim Financial Statements****March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

16. Exploration and Evaluation Expenditures

**Three months ended
March 31,
2020 2019**

Transaction properties

Val-d'Or East Project (i)	\$ 4,123,396	\$ 2,269,190
Detour Project	36,926	244,067
Casa-Cameron Project	57,635	11,212
	\$ 4,217,957	\$ 2,524,469

Arrangement properties

Black Creek Property	\$ 698	\$ 215
Tamarack-McFauld's Lake Property	1,792	1,411
Victory Property	1,223	-
	\$ 3,713	\$ 1,626

Acquired properties

Millen Mountain Property	\$ -	\$ 91
	\$ -	\$ 91

Other

Project Generation	\$ 650	\$ 3,168
--------------------	--------	----------

Exploration and evaluation expenditures	\$ 4,222,320	\$ 2,529,354
--	---------------------	---------------------

**Three months ended
March 31,
2020 2019**

Transaction properties**Val-d'Or East Project**

Advanced exploration	\$ 77,812	\$ 135,531
Drilling	1,947,597	1,794,032
General field expenses	44,272	105,998
Geochemical	4,400	13,638
Geology	123,139	96,734
Geophysics	137,909	91,080
Metallurgical testwork	30,487	16,488
Option payment and staking claims (i)	893,525	15,109
Restoration fees (notes 5 and 16(i))	864,255	-
Social and community	-	580
	\$ 4,123,396	\$ 2,269,190

Probe Metals Inc.**Notes to Condensed Interim Financial Statements****March 31, 2020****(Expressed in Canadian Dollars)****(Unaudited)**

16. Exploration and Evaluation Expenditures (Continued)**Three months ended
March 31,
2020 2019**

Transaction properties (continued)**Detour Project**

Geochemical	\$	21,905	\$	-
Geology		7,212		14,874
Geophysics		3,448		224,619
Option payment and staking claims		5,413		7,609
Operator of exploration project		(1,052)		(3,035)
	\$	36,926	\$	244,067

Casa-Cameron Project

Drilling	\$	431	\$	-
Geochemical		50,484		464
Geology		1,504		334
Geophysics		-		7,966
Option payment and staking claims		5,216		2,448
	\$	57,635	\$	11,212

Arrangement properties**Black Creek Property**

Geology	\$	698	\$	215
	\$	698	\$	215

Tamarack-McFauld's Lake Property

Geology	\$	1,792	\$	1,411
	\$	1,792	\$	1,411

Victory Property

Geology	\$	1,223	\$	-
	\$	1,223	\$	-

Acquired properties**Millen Mountain Property**

General field expenses	\$	-	\$	91
	\$	-	\$	91

Other**Project Generation**

Consulting	\$	650	\$	3,168
	\$	650	\$	3,168

Exploration and evaluation expenditures	\$	4,222,320	\$	2,529,354
--	-----------	------------------	-----------	------------------

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

16. Exploration and Evaluation Expenditures (Continued)

(i) In January 2017, the Company entered into an option agreement with Richmond Mines Inc. ("Richmont") (which agreement was subsequently acquired by Monarch Gold Corporation ("Monarch")) pursuant to which the Company had the right to earn a 60% interest in the property by spending an aggregate of \$2 million on exploration expenditures over 4 years. On February 28, 2020, the Company completed a definitive agreement of purchase and sale (the "Agreement") with Monarch. Pursuant to the Agreement, the Company acquired a 100% interest in the property by issuing 1,275,510 common shares (issued on March 24, 2020 and valued at \$854,592) to Monarch. The common shares issued have a hold period of four months and one day from closing.

Following the acquisition of the Monique Property, the closure plan responsibilities have been transferred to Probe Metals. As a result, Probe Metals now has a closure liability of \$947,663 for which it took financing and an insurance bond. The insurance bond with an insurance company amounts to \$379,065 while the financing is 2.5% per annum on the total closure liability. Refer to note 5.

17. General and Administrative Expenses

	Three months ended March 31,	
	2020	2019
Share-based payments (notes 13, 14 and 18)	\$ 1,331,227	\$ 334,994
Salaries and benefits (note 18)	290,527	198,591
Travel and promotion costs	109,493	56,823
Director fees (note 18)	76,378	52,000
Professional fees (note 18)	74,955	51,635
Shareholder information	72,800	68,006
Depreciation	33,313	37,611
Administrative costs	21,755	81,304
Occupancy costs	4,451	1,259
	\$ 2,014,899	\$ 882,223

18. 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 March 31,	
		2020	2019
Peterson McVicar LLP ("Peterson")	(i)	\$ 2,763	\$ 1,351
Marrelli Support Services Inc. ("Marrelli Support")	(ii)	\$ 26,920	\$ 26,934
DSA Corporate Services Inc. ("DSA Corp")	(ii)	\$ 3,000	\$ 1,351
DSA Filing Services Limited ("DSA Filing")	(ii)	\$ 3,576	\$ -

(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 March 31, 2020, Peterson was owed \$17,181 (December 31, 2019 - \$31,438) and this amount was included in amounts payable and other liabilities.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

18. Related Party Balances and Transactions (Continued)

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

(ii) During the three months ended March 31, 2020, the Company paid professional fees of \$26,920 (three months ended March 31, 2019 - \$26,934) to Marrelli Support, an organization of which Carmelo Marrelli is Managing Director. 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 March 31, 2020, Marrelli Support was owed \$11,390 (December 31, 2019 - \$13,924) and this amount was included in amounts payable and other liabilities.

During the three months ended March 31, 2020, the Company paid professional fees of \$3,000 (three months ended March 31, 2019 - \$1,351) to DSA Corp, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA Corp. 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 March 31, 2020, DSA Corp was owed \$1,000 (December 31, 2019 - \$2,460) and this amount was included in amounts payable and other liabilities.

During the three months ended March 31, 2020, the Company paid professional fees of \$3,576 (three months ended March 31, 2019 - \$Nil) to DSA Filing, an organization of which Mr. Marrelli controls. Mr. Marrelli is also the corporate secretary and sole director of DSA Filing. 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 March 31, 2020, DSA Filing was owed \$1,389 (December 31, 2019 - \$5,068) and this amount was included in amounts payable and other liabilities.

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.

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

	Three months ended March 31,	
	2020	2019
Salaries and benefits ⁽ⁱ⁾⁽ⁱⁱ⁾	\$ 362,128	\$ 324,500
Share-based payments	\$ 1,176,589	\$ 277,428

⁽ⁱ⁾ For the three months ended March 31, 2020, \$231,628 of these costs (three months ended March 31, 2019 - \$180,250) are included in general and administrative expenses and \$130,500 (three months ended March 31, 2019 - \$144,250) 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, stock options and RSUs for their services. As at March 31, 2020, officers and directors were owed \$69,231 (December 31, 2019 - \$650,536) and this amount was included in amounts payable and other liabilities.

19. Commitments

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 March 31, 2020, the Company is committed to incurring approximately \$11 million in Canadian Exploration Expenditures (as such term is defined in the Income Tax Act (Canada)) by December 31, 2020 arising from the flow-through offerings.

Probe Metals Inc.

Notes to Condensed Interim Financial Statements

March 31, 2020

(Expressed in Canadian Dollars)

(Unaudited)

20. 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 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.

21. Subsequent Events

(i) On April 2, 2020, there were 1,300,000 options with an exercise price of \$0.36 and expiry date of April 27, 2020 that were exercised for cash proceeds of \$468,000.

(ii) On April 20, 2020, there were 350,000 options with an exercise price of \$0.36 and expiry date of April 27, 2020 that were exercised for cash proceeds of \$126,000.

(iii) On May 5, 2020, the Company announced that it staked an additional 179 claims contiguous to the Pascalis and Megiscane-Tavernier properties on its Val-d'Or East Project in Quebec. The new claims add 101 square kilometres to the current project land package, increasing it from 334 square kilometres to 435 square kilometres and extend the Megiscane-Tavernier property to the southeast (146 claims) and the Pascalis property to the northwest (33 claims).

(iv) On May 14, 2020, the Company announced the completion of the acquisition of SOQUEM 25% interest in the Company's Detour Joint-Venture Project (the "Acquisition"). Pursuant to the Acquisition, Probe Metals owns 100% of the Detour Project. As previously disclosed in September 2017, Probe Metals entered into a 75-25 joint venture agreement with SOQUEM on its Detour Project.

The Company acquired SOQUEM's interest for total consideration of i) 599,359 common shares to SOQUEM for a total value of \$425,000 based on 20-day volume weighted average price (VWAP) of \$0.709 per share on the TSXV; and ii) subject to regulatory approval, one milestone payment of \$1,000,000 if a positive Preliminary Economic Assessment (as defined in National Instrument 43-101 - Standards of Disclosure for Mineral Projects) is released including mineral resources of at least 1,000,000 ounces of gold. Probe Metals would have the option to pay the milestone payment in cash, in shares of the Company or a combination of both at the sole discretion of the Company.

In accordance with applicable securities regulations and the policies of the TSXV, the common shares issued to SOQUEM pursuant to the Acquisition are subject to a statutory four month and a day hold period.

(v) The Company's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Company cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Company, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Company's operations and ability to finance its operations.