

Financial Statements of

**PROBITY MINING 2020-II  
SHORT DURATION FLOW-THROUGH  
LIMITED PARTNERSHIP**

And Independent Auditors' Report thereon

Period from commencement of operations on September 3, 2020 to  
December 31, 2020



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## INDEPENDENT AUDITORS' REPORT

To the Limited Partners of the Probity Mining 2020-II Short Duration Flow-Through Limited Partnership

### *Opinion*

We have audited the financial statements of the Probity Mining 2020-II Short Duration Flow-Through Limited Partnership ("the Partnership"), which comprise:

- the statement of financial position as at December 31, 2020
- the statement of comprehensive income for the period from commencement of operations on September 3, 2020 to December 31, 2020
- the statement of changes in net assets attributable to partners for the period from commencement of operations on September 3, 2020 to December 31, 2020
- the statement of cash flows for the period from commencement of operations on September 3, 2020 to December 31, 2020
- and notes to the financial statements, including a summary of significant accounting policies.

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership as at December 31, 2020 and its financial performance and its cash flows for the period from commencement of operations on September 3, 2020 to December 31, 2020 in accordance with International Financial Reporting Standards (IFRS).

### *Basis for Opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "**Auditors' Responsibilities for the Audit of the Financial Statements**" section of our auditors' report.

We are independent of the Partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



### ***Other information***

The General Partner is responsible for the other information. Other information comprises the information included in the Annual Management Report on Partnership Performance filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management Report on Partnership Performance for the Partnership filed with the relevant Canadian Securities Commissions as at the date of this auditors' report.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

### ***Responsibilities of the General Partner and Those Charged with Governance for the Financial Statements***

The General Partner is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the General Partner is responsible for assessing the Partnership's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the General Partner either intends to liquidate the Partnership or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Partnership's financial reporting process.



### ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the General Partner.
- Conclude on the appropriateness of the General Partner's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Partnership's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Partnership to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

*KPMG LLP*

Chartered Professional Accountants

Vancouver, Canada  
March 26, 2021

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP


Statement of Financial Position

December 31, 2020

	Notes	
<b>Assets</b>		
Current assets:		
Cash		\$ 232,343
Investments		21,366,358
		<u>21,598,701</u>
<b>Liabilities</b>		
Current liabilities:		
Accounts payable and accrued liabilities		173,759
Performance fee payable		1,154,366
		<u>1,328,125</u>
<b>Class net assets</b> attributable to Partners		<b>\$ 20,270,576</b>
Net assets attributable to Partners:		
Class A - National Class		\$ 9,730,017
Class A - British Columbia		3,449,897
Class A - Quebec		2,249,372
Class F - National Class		3,599,817
Class F - British Columbia		416,801
Class F - Quebec		824,652
Class P		10
General Partner		10
		<u>\$ 20,270,576</u>
Partnership units outstanding:		
	3	
Class A - National Class		802,552
Class A - British Columbia		353,900
Class A - Quebec		207,460
Class F - National Class		288,200
Class F - British Columbia		41,500
Class F - Quebec		73,120
Class P		1
General Partner		1
Net assets per unit attributable to Limited Partners:		
	4	
Class A - National Class		\$ 12.12
Class A - British Columbia		9.75
Class A - Quebec		10.84
Class F - National Class		12.49
Class F - British Columbia		10.04
Class F - Quebec		11.28
Class P		10.00
General Partner		10.00

See accompanying notes to financial statements.

Approved on behalf of the Board of Directors of the General Partner:

  
Peter Christiansen Director

  
Brent Larkan Director

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

## Statement of Comprehensive Income

Period from commencement of operations on September 3, 2020 to December 31, 2020

	Notes	
Income:		
Unrealized depreciation of investments		\$ 5,174,260
Expenses:		
Issue costs	5	1,309,107
Performance fees	5	1,154,366
Administrative fees		43,746
Audit		34,716
Accounting fees		21,845
Unitholder recordkeeping fees		4,408
Custodian fee		2,256
Legal fees		376
Tax and compliance professional fees		146
Bank charges		58
		2,571,024
<hr/>		
Increase in net assets attributable to Partners from operations		\$ 2,603,236
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Increase (decrease) in net assets attributable to partners from operations per Class:		
	6	
Class A - National Class		\$ 1,704,497
Class A - British Columbia		(89,103)
Class A - Quebec		174,772
Class F - National Class		717,817
Class F - British Columbia		1,801
Class F - Quebec		93,452
		\$ 2,603,236
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Increase (decrease) in net assets attributable to partners from operations per unit		
	8	
Class A - National Class		\$ 2.12
Class A - British Columbia		(0.25)
Class A - Quebec		0.84
Class F - National Class		2.49
Class F - British Columbia		0.04
Class F - Quebec		1.28

See accompanying notes to financial statements.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

## Statement of Changes in Net Assets Attributable to Partners

Period from commencement of operations on September 3, 2020 to December 31, 2020

December 31, 2020	Net assets attributable to beginning of period	Proceeds from issuance	Decrease in net assets attributable to Partners from operations	Net assets attributable to Partners, end of period
Class A - National Class	\$ -	\$ 8,025,520	\$ 1,704,497	\$ 9,730,017
Class A - British Columbia	-	3,539,000	(89,103)	3,449,897
Class A - Quebec	-	2,074,600	174,772	2,249,372
Class F - National Class	-	2,882,000	717,817	3,599,817
Class F - British Columbia	-	415,000	1,801	416,801
Class F - Quebec	-	731,200	93,452	824,652
Class P	-	10	-	10
General Partner	-	10	-	10
	\$ -	\$ 17,667,340	\$ 2,603,236	\$ 20,270,576

See accompanying notes to financial statements.



# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

## Statement of Cash Flows

Period from commencement of operations on September 3, 2020 to December 31, 2020

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Cash provided by (used in):

Operating activities:

Increase in net assets attributable to partners from operations	\$ 2,603,236
Items not involving cash:	
Unrealized depreciation of investments	(5,174,260)
Change in non-cash balances:	
Accounts payable and accrued liabilities	173,759
Purchase of investments	(16,192,098)
Performance fees payable	1,154,366
	<hr/> (17,434,997)

Financing activities:

Proceeds from issuance of units	17,667,340
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Increase in cash 232,343

Cash, beginning of period -

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Cash, end of period \$ 232,343

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See accompanying notes to financial statements.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Schedule of Investment Portfolio

December 31, 2020

	Number of shares	Average cost	Fair value \$	Net assets %
Canadian equities mining*:				
Baseload Energy Corp.	1,250,000	500,000	1,375,000	6.78
Blue Lagoon Resources Inc.	2,000,000	2,000,000	1,320,000	6.51
Blue Thunder Mining Inc.	2,727,274	300,000	354,545	1.75
Canada Silver Cobalt Works Inc.	793,652	500,001	460,318	2.27
Canada Silver Cobalt Works Inc.	367,648	250,001	213,236	1.05
Etruscus Resources Corp.	625,000	200,000	196,875	0.97
Forum Energy Metals Corp	6,666,668	1,000,000	1,633,333	8.06
Garibaldi Resources Corp.	2,500,000	1,500,000	1,100,000	5.43
Goldseek Resources Inc.	810,812	300,000	194,595	0.96
Gowest Gold Ltd.	1,833,570	715,092	623,414	3.08
Great Atlantic Resources Corp.	490,197	250,001	387,255	1.91
Great Atlantic Resources Corp.	384,616	250,001	303,846	1.50
Imperial Mining Group Ltd.	2,790,910	307,000	307,000	1.51
Laurion Mineral Exploration Inc.	2,000,000	500,000	400,000	1.97
Lomiko Metals Inc.	5,400,000	270,000	297,000	1.47
Nexus Gold Corp.	9,090,910	500,000	727,273	3.59
Northstar Gold Corp.	1,562,500	500,000	437,500	2.16
QC Copper and Gold Inc.	2,222,224	400,000	700,001	3.45
Romios Gold Resources Inc.	3,076,924	200,000	169,231	0.83
Sassy Resources Corp.	833,334	1,000,001	516,667	2.55
Sirios Resources Inc.	2,777,778	500,000	430,556	2.12
Stratabound Minerals Corp.	4,000,000	1,000,000	1,240,000	6.12
Strikepoint Gold Inc.	4,761,906	1,000,000	1,333,334	6.58
Tartisan Nickel Corp.	2,325,582	1,000,000	813,954	4.02
Xander Resources Inc.	1,388,890	250,000	215,278	1.06
Ximen Mining Corp.	1,875,000	750,000	750,000	3.70
Ximen Mining Corp.	595,240	250,001	238,096	1.17
Total equities		16,192,098	16,738,307	82.57

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Schedule of Investment Portfolio (continued)

December 31, 2020

	Number of shares	Average cost	Fair value \$	Net assets %
Canadian warrants mining:				
Baseload Energy Corp. (expiry 14 Dec 2022; strike price \$0.60)	625,000	-	532,416	2.63
Blue Lagoon Resources Inc. (expiry 23 Nov 2023; strike price \$1.30)	1,000,000	-	349,052	1.72
Canada Silver Cobalt Works Inc. (expiry 25 Nov 2022; strike price \$0.80)	396,826	-	79,896	0.39
Canada Silver Cobalt Works Inc. (expiry 25 Nov 2022; strike price \$0.80)	183,824	-	37,009	0.18
Etruscus Resources Corp. (expiry 18 Dec 2022; strike price \$0.50)	312,500	-	25,613	0.13
Forum Energy Metals Corp. (expiry 16 Oct 2022; strike price \$0.20)	3,333,334	-	485,081	2.39
Garibaldi Resources Corp. (expiry 20 Nov 2022; strike price \$0.75)	1,250,000	-	175,875	0.87
Goldseek Resources Inc. (expiry 6 Nov 2022; strike price \$0.60)	405,406	-	30,412	0.15
Gowest Gold Ltd. (expiry 31 Dec 2022; strike price \$0.45)	916,785	-	171,650	0.85
Laurion Mineral Exploration Inc. (expiry 30 Dec 2022; strike price \$0.26)	200,000	-	71,339	0.350
Lomiko Metals Inc. (expiry 23 Dec 2022; strike price \$0.10)	2,700,000	-	66,129	0.33
Nexus Gold Corp. (expiry 23 Dec 2023; strike price \$0.07)	9,090,910	-	453,488	2.24
Northstar Gold Corp. (expiry 22 Jun 2022; strike price \$0.45)	781,250	-	82,571	0.41
QC Copper and Gold Inc. (expiry 26 Nov 2022; strike price \$0.22)	1,111,112	-	225,604	1.11
Romios Gold Resources Inc. (expiry 17 Dec 2021; strike price \$0.10)	3,076,924	-	31,848	0.16
Sassy Resources Corp. (expiry 22 Oct 2022; strike price \$1.50)	416,667	-	93,362	0.46
Sirios Resources Inc. (expiry 16 Jun 2022; strike price \$0.23)	1,388,889	-	50,829	0.25
Stratabound Minerals Corp. (expiry 8 Oct 2022; strike price \$0.35)	2,000,000	-	386,633	1.91
Strikepoint Gold Inc. (expiry 12 Nov 2022; strike price \$0.25)	6,761,906	-	1,034,388	5.10
Tartisan Nickel Corp. (expiry 18 Dec 2022; strike price \$0.60)	1,162,791	-	172,342	0.85
Xander Resources Inc. (expiry 22 Dec 2022; strike price \$0.26)	694,445	-	72,510	0.36
<b>Total warrants</b>		-	<b>4,628,051</b>	<b>22.83</b>
<b>Total portfolio of investments</b>	-	<b>16,192,098</b>	<b>21,366,358</b>	<b>105.40</b>
Cash	-	-	232,343	1.15
Other net liabilities	-	-	(1,328,125)	(6.55)
<b>Net assets attributable to Partners (100%)</b>			<b>20,270,576</b>	<b>100.00</b>

\* As at December 31, 2020, these securities are restricted by the issuer from trading. The restrictions range from 2 to 4 months. See accompanying notes to financial statements.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 1. Formation and purpose of the Partnership:

Probity Mining 2020-II Short Duration Flow-Through Limited Partnership (the “Partnership”) was formed on July 30, 2020 as a limited partnership under the laws of the Province of British Columbia, Canada and commenced operations on September 3, 2020. The address of the Partnership’s registered office is Suite 530, 355 Burrard Street, Vancouver, British Columbia V6C 2G8. The general partner of the Partnership is Probity 2020-II Mining Flow-Through Management Corp. (the “General Partner”) whose ultimate parent is Probity Capital Corporation. The Partnership consists of seven classes of limited partnership units, National Class (“NC”) A and F; British Columbia (“BC”) Class A and F; Quebec Class (“QC”) A and F; and Class P (collectively, the “Units”). The Units are identical to each other, except for the fees applicable to each class. The principal purpose of the Partnership is to provide Limited Partners with a tax-assisted investment in a portfolio of flow-through shares of resource issuers for capital appreciation and profits. Management’s intention is that an investment in the Partnership will provide all classes of A and F Limited Partners exposure to a portfolio (the “Portfolio”) comprising primarily shares of resource issuers that qualify as “flow-through shares” for the purposes of the Income Tax Act (Canada) (the “ITA”) pursuant to which the resource issuer agrees to incur and renounce to the Partnership “Canadian exploration expense” (as defined in the ITA) (“CEE”).

The General Partner delegates certain investment advisory responsibilities to Qwest Investment Fund Management Ltd. (the “Manager”).

Under the limited partnership agreement (the “Partnership Agreement”) between the General Partner and each of the Limited Partners (together, the “Partners”), dated July 30, 2020, for each Portfolio, ordinary income is allocated among the Partners on the following basis:

- (a) firstly, pro-rata to the holders of the National, BC, or Quebec Class Units (as the case may be) to the extent that ordinary losses in respect of the particular Portfolio allocated to the holders of the National, BC, or Quebec Class Units (as the case may be) in prior fiscal years exceeds ordinary income in respect of the particular Portfolio to the holders of such Units;
- (b) secondly, to the General Partner 0.01% of the remaining unallocated ordinary income;
- (c) thirdly, to the holders of the National, BC, or Quebec Class Units, pro rata in accordance with the proportion of such Units held by the partner to all such Units issued by the Partnership, up to an aggregate cumulative maximum (including prior year allocations and allocations pursuant to paragraph (a) above) not exceeding the gross proceeds of the offering in respect of such Units;

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 1. Formation and purpose of the Partnership (continued):

(d) fourthly, the balance of the unallocated ordinary income in respect of the particular Portfolio shall be allocated as follows:

- (i) 30% to the holders of the Class P Units pro rata in accordance with the proportion of the Class P Units held by the partner to the Class P Units issued by the Partnership;
- (ii) 70% to the holders of the National, BC, or Québec Class Units (as the case may be) pro rata in accordance with the proportion of such Units held by the partner to such Units issued by the Partnership.

100% of ordinary losses and any resource expenditures which qualify as CEE, which are renounced to the Partnership ("Eligible Expenditures"), will be allocated pro rata to the Limited Partners. Taxable income and taxable losses of the Partnership are allocated in the same proportions as ordinary income and ordinary losses, respectively.

Upon dissolution, Limited Partners are entitled to cash distributions on the following basis:

- (i) firstly, pro rata to holders of Class A Units and Class F Units to an aggregate cumulative maximum (including prior distributions) not exceeding gross proceeds of the offering;
- (ii) secondly, pro rata to the holders of Class A Units, Class F Units, and Class P Units as determined after the distribution of cash pursuant to paragraph (b).

In order to provide Limited Partners with enhanced liquidity, the General Partner intends, if all necessary approvals are obtained, to implement a Liquidity Alternative. The General Partner intends to implement the Liquidity Alternative before March 31, 2022, provided that the dissolution of the Partnership will not occur prior to June 30, 2022, with the exact timing to be determined based primarily on the Investment Advisor and Fund Manager's equity market trend outlook during that time. The General Partner intends that the Liquidity Alternative will be the sale of the Partnership's assets for cash, whereupon the proceeds shall be distributed to Limited Partners, pro rata, up to and upon the dissolution of the Partnership.

These financial statements were authorized for issue by the Board of Directors of the General Partner on March 25, 2021

## 2. Significant accounting policies:

(a) Basis of preparation and statement of compliance:

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Basis of measurement:

These financial statements have been prepared on a historical cost basis except for investments in securities which are measured at fair value.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 2. Significant accounting policies (continued):

### (c) Functional currency and presentation currency:

The statement of financial position is presented in Canadian dollars, which is the Partnership's functional and presentation currency.

### (d) Financial instruments:

#### (i) Recognition and measurement:

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

Financial assets and financial liabilities are recognized initially on the trade date, which is the date on which the Partnership becomes a party to the contractual provisions of the instrument. The Partnership derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position only when the Partnership has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition the Partnership may irrevocably elect to measure financial assets that otherwise meet the requirements to be measured at amortized cost or at FVOCI as at FVTPL when doing so eliminates or significantly reduces a measurement or recognition inconsistency.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 2. Significant accounting policies (continued):

### (d) Financial instruments (continued):

#### (ii) Fair value through profit and loss:

Financial assets are not reclassified subsequent to their initial recognition, unless the Partnership changes its business model for managing financial assets, in which cases all affected financial assets are reclassified on the first day of the first reporting period following the change in business model.

The Partnership has not classified any of its financial assets as FVOCI.

A financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. These exceptions include financial liabilities that are mandatorily measured at fair value through profit or loss, such as derivatives liabilities. The Partnership may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

The Partnership classifies investments as FVTPL. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Partnership uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Partnership's policy is to recognize transfers into and out of the fair value hierarchy levels as of the beginning of the period of the transfer.

The fair value of financial assets and liabilities that are not traded in an active market, including non-publicly traded derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 2. Significant accounting policies (continued):

### (d) Financial instruments (continued):

#### (iii) Amortized cost:

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses.

The Partnership classifies cash as amortized cost and accounts payable and accrued liabilities.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

The Partnership recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognised on the trade date.

### (e) Income recognition:

Realized gains and losses on disposal of financial assets at fair value through profit or loss and unrealized gains and losses in the value of financial assets at fair value through profit or loss are reflected in the statement of comprehensive income and calculated on an average cost basis. Upon disposal of an investment, previously recognized unrealized gains and losses are reversed, so as to recognize the full realized gain or loss in the period of disposition. Interest is recorded on an accrual basis. All costs directly attributable to operating activities are expenses as incurred.

### (f) Allocation of income and expenses and realized and unrealized capital gains and losses:

Income and expenses incurred in connection with the Partnership's operations and realized and unrealized gains or losses that are not directly attributable to a particular class of units are allocated between Class A - National Class, Class A - British Columbia, Class A - Quebec, Class F - National Class, Class F - British Columbia, Class F - Quebec units in accordance with the Partnership Agreement dated July 30, 2020 and as outlined in note 1.



# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 2. Significant accounting policies (continued):

### (g) Income taxes:

Since the Partnership is an unincorporated business, the liability for income taxes is that of the partners and not the Partnership. Accordingly, no provision for income taxes for the Partnership has been made in these financial statements. These financial statements do not include the Limited Partners' information.

For income tax purposes, the adjusted cost base of flow-through shares is reduced by the amount of Eligible Expenditures renounced to the Partnership. Upon disposition of such shares, a capital gain will result and be allocated to the Limited Partners based upon their proportionate share of the Partnership.

### (h) Net assets attributable to partners:

The Partnership Agreement between the General Partner and each of the Limited Partners dated July 30, 2020 imposes a contractual obligation for the Partnership to deliver a pro rata share of its net assets to the partners on termination of the Partnership. Based on the terms of the Partnership Agreement, the General Partner and Limited Partners are both considered to have an interest in the residual net assets of the Partnership; however, they are not considered to have identical contractual obligations. Consequently, the net assets attributable to Limited Partners and General Partner are classified as liabilities in the financial statements.

The Partnership's obligation for net assets attributable to partners is presented at the redemption amount, which is the residual amount of assets of the Partnership after deducting all of its liabilities.

### (i) Increase in net assets attributable to partners from operations per Partnership unit:

Increase in net assets attributable to limited partners from operations per Partnership unit is determined by dividing the net increase in net assets attributable to limited partners from operations by the weighted average number of limited partnership units outstanding during the reporting period.

### (j) Accounting estimates and judgments:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses during the reporting period. Actual results could differ from those reported and the differences could be material. The following paragraphs discuss the most significant accounting estimates and judgments that the Partnership has made in preparing its financial statements:

#### (i) Fair value measurement of securities not quoted in an active market:

The fair value of warrants is determined using a valuation model such as the Black-Scholes model. Key estimates underlying this model include implied volatility and time value factors. The fair value determined may not equal the eventual settlement amount.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 2. Significant accounting policies (continued):

(j) Accounting estimates and judgments (continued):

(ii) Classification and measurement of investments and application of the fair value option:

In classifying and measuring financial instruments held by the Partnership, the Investment Manager is required to make significant judgments about whether or not the business of the Partnership is to manage its portfolio of investments and evaluate performance on a fair value basis and that the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The most significant judgments made include assessing and determining the appropriate business model that enables the decision that the Partnership's investments are classified as FVTPL.

## 3. Partners' interest:

The interest of the Limited Partners in the Partnership is divided into an unlimited number of Units. The Partnership is authorized to issue a maximum of 4,000,000 Units.

All the limited partnership Units have equal rights and privileges, including equal participation in any distribution made by each respective class and the right to one vote at any meeting of the Limited Partners.

Issued and outstanding:

The Partnership completed its final offering on December 31, 2020 and issued 1,766,734 Partnership Units (802,552 units of Class A - National Class, 353,900 units of Class A - British Columbia, 207,460 units of Class A – Quebec, 288,200 units of Class F - National Class, 41,500 units of Class F - British Columbia, 73,120 of Class F – Quebec, 1 unit of Class P and 1 unit of General Partner) at a subscription price of \$10 per Unit for a total of \$17,667,340. All Units issued were outstanding as at December 31, 2020.

Pursuant to the Partnership Agreement, the General Partner contributed \$10 to the capital of the Partnership.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

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#### 4. Comparison of IFRS Net Assets per Unit and Transactional NAV per Unit:

The table below provides a reconciliation of Net Assets per Unit under IFRS and Transactional NAV per Unit. IFRS Net Assets includes Black-Scholes adjustments to the value of warrants held, whereas the Transactional NAV does not require such adjustments.

December 31, 2020	Transactional NAV	Adjustment	IFRS net assets
Transactional NAV per unit:			
Class A – National Class	\$ 10.47	\$ 1.65	\$ 12.12
Class A – British Columbia	7.76	2.00	9.76
Class A – Quebec	9.89	0.95	10.84
Class F – National Class	10.77	1.72	12.49
Class F – British Columbia	8.01	2.03	10.04
Class F – Quebec	10.31	0.97	11.28
Class P	10.00	-	10.00
General Partner	10.00	-	10.00

#### 5. Expenses of the Partnership:

##### (a) Issue costs:

Issue costs are expenses of the offering of the Units of the Partnership which include the costs of creating and organizing the Partnership. Issue costs include certain costs as outlined in the offering memorandum such as agents' fee, legal, audit, regulatory filing and printing. Issue costs are presented gross in the Statement of Comprehensive Income. Issue costs for the period from commencement of operations on September 3, 2020 to December 31, 2020 is as follows:

December 31, 2020	Issue costs associated with issuance of units
Class A – National Class	\$ 672,119
Class A – British Columbia	270,108
Class A – Quebec	19,413
Class F – National Class	135,682
Class F – British Columbia	183,816
Class F – Quebec	27,969
	\$ 1,309,107

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

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Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 5. Expenses of the Partnership (continued):

### (b) Operating expenses:

The Partnership pays all of the expenses of the operations and carrying on of its business, including legal and audit fees, interest, administrative costs relating to the cost of financial and other reports, and compliance with all applicable laws, regulations and policies. The General Partner is reimbursed for all reasonable out-of-pocket costs and expenses that are incurred by the General Partner on behalf of the Partnership in the ordinary course of business or other costs and expenses incidental to acting as general partner so long as the General Partner is not in default of its obligations.

### (c) Performance fees:

The Performance fees is payable to the General partner and Class P unit holders when the partnership portfolio yields ordinary income in a fiscal year. The ordinary income allocated to the General Partner and Class P unitholders in accordance with the methodology detailed below is recorded as the Performance fees.

The Ordinary Income in respect of the National, BC, or Québec Portfolio shall be allocated among the Partners on the following basis:

#### (i) firstly, pro rata to the particular Partners the amount (if any) by which:

- (a) the aggregate Ordinary Losses in respect of the Class Portfolio allocated to the particular Partners in prior fiscal years; exceeds
- (b) the aggregate Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in prior fiscal years;

#### (ii) secondly, to the General Partner 0.01% of the remaining unallocated Ordinary Income in respect of the Class Portfolio;

#### (iii) thirdly, pro rata to the particular Partners the lesser of:

- (a) the remaining unallocated Ordinary Income in respect of the Class Portfolio; and
- (b) the amount (if any) by which:

(A) the aggregate Subscription Price paid for the Class to which the Class Portfolio relates; exceeds

(B) the total of:

- the Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in the fiscal year and
- the aggregate Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in prior fiscal years; and

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

## 5. Expenses of the Partnership (continued):

(c) Performance fees (continued):

(i) fourthly, the balance of the unallocated Ordinary Income in respect of the Class Portfolio shall be allocated as follows:

- (a) 30% to the holders of the Class P Units pro rata; and
- (b) 70% to the particular Partners pro rata.

## 6. Increase (decrease) in net assets attributable to partners:

The increase in net assets attributable to Limited Partners per Partnership Unit for the period ended December 31, 2020.

December 31, 2020	Increase (decrease) in net assets attributable to to partners from operations	Weighted average of units outstanding during the period	Increase (decrease) in net assets attributable to partners from operations per unit
Class A – National Class	\$ 1,704,497	\$ 802,552	\$ 2.12
Class A – British Columbia	(89,103)	353,900	(0.25)
Class A – Quebec	174,772	207,460	0.84
Class F – National Class	717,817	288,200	2.49
Class F – British Columbia	1,801	41,500	0.04
Class F – Quebec	93,452	73,120	1.28

No amounts were allocated to Class P in accordance with the ordinary income and ordinary loss allocation policy as defined by the Partnership Agreement dated July 30, 2020 and as outlined in note 1.

## 7. Fair value measurement:

The following table illustrates the classification of the Partnership's investments within the fair value hierarchy as at December 31, 2020. 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.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

## 7. Fair value measurement (continued):

There were no financial instruments that were transferred between levels of the fair value hierarchy during the period ended December 31, 2020.

	Level 1	Level 2	Level 3	Total
Assets:				
Equities	\$ 16,738,307	\$ -	\$ -	\$ 16,738,307
Warrants	-	4,628,051	-	4,628,051
	\$ 16,738,307	\$ 4,628,051	\$ -	\$ 21,366,358

All fair value measurements above are recurring. The carrying values of other financial instruments approximate their fair values due to their short-term nature.

The Manager is responsible for performing the fair value measurements included in the financial statements of the Partnership, including Level 3 measurements. The Manager has engaged SGGG Fund Services Inc. ("SGGG") to value the net assets of the Partnership on a monthly basis including pricing of Level 1 and Level 2 investments. SGGG obtains pricing from a third-party pricing vendor. The Partnership's overall market positions are monitored on a monthly basis by the Manager. The Manager ensures the accuracy of the NAV calculation, prepared by SGGG, by reviewing the NAV on a monthly basis.

The Partnership's equity positions are classified as Level 1 when the security is actively traded, and reliable prices are observable. Certain equities do not trade frequently or have resale restrictions and therefore observable prices may not be available. In such cases, fair value is determined using an observable market date (e.g., transactions for similar securities of the same issuer) and the fair value is classified as Level 2, unless the determination of fair value requires significant unobservable data, in which case the measurement is classified as Level 3.

Certain equity investments held at December 31, 2020 were subject to a hold period and could not be freely traded at the valuation date. The valuation is based on trade activity of identical securities of the same issuer and have been classified as Level 2 in the fair value hierarchy as a result of the trade restriction specific to the units held by the Partnership.

As at December 31, 2020, the level 2 warrants of \$4,628,051 have been valued using the Black-Scholes valuation method.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 8. Financial instruments risk management:

The Partnership's activities expose it to a variety of financial instrument risks including market risk (price risk, interest rate risk and currency risk), credit risk, concentration risk and liquidity risk.

The Partnership's overall risk management strategy focuses on the unpredictability of performance of early stage public resource investments and seeks to minimize potential adverse effects on the Partnership's financial performance.

### (a) Market risk:

#### *Price risk:*

The Partnership's investments are exposed to market price risk due to changing market conditions for equities as well as specific industry changes in the mining sector, such as changes in commodity prices and the level of market demand as well as any changes to the tax environment in which the investee entities operate. All investments in equity securities have an inherent risk of loss of capital.

The maximum risk resulting from investments is determined by the fair value of the financial instruments. The Manager seeks to manage market risks by careful selection of securities prior to making an investment in an early stage company and by regular ongoing monitoring of the investment performance of the individual investee companies. The Manager also sets thresholds on individual investments to mitigate the risk of exposure to any one investment. The Partnership's overall market positions are monitored on a monthly basis by the Partnership's Manager.

The Partnership's overall exposure is managed by investment restrictions which include a requirement for investments to be invested in resource issuers that are listed on a stock exchange.

As at December 31, 2020, the Partnership's market risk is impacted directly by changes in equity prices and indirectly by changes in minerals and other commodity prices. The immediate impact on equities of a 10% increase or decrease in the fair value of investments would be approximately \$1,673,831.

Unexpected volatility or illiquidity in the markets in which positions are held, including due to legal, political, regulatory, economic or other developments, such as public health emergencies, including an epidemic or pandemic, natural disasters, war and related geopolitical risks, may impair the Portfolio Manager's ability to carry out the objectives of the Portfolios or cause the Portfolios to incur losses. The recent spread of the coronavirus disease (also known as COVID-19) has caused a significant slowdown in the global economy and volatility in global financial markets. These developments are constantly evolving, and the duration and impact of COVID-19 pandemic is highly uncertain and may have a material impact on the future performance of the Funds. In the face of the current environment of heightened uncertainty and market volatility, the Manager continues to closely monitor its impact on the Funds' risk exposure from the portfolio holdings.

# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 8. Financial instruments risk management (continued):

### (a) Market risk (continued):

#### *Interest rate risk*

The monetary financial assets and liabilities of the Partnership are non-interest bearing. Consequently, the Partnership has no significant direct exposure to interest rate risk.

#### *Currency risk*

The monetary financial assets and liabilities of the Partnership are all denominated in Canadian dollars. Consequently, the Partnership has no significant direct exposure to currency risk.

### (b) Credit risk:

The Partnership has exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due.

Credit risk associated with cash is minimized by ensuring that these balances are held by high-quality financial institutions.

The Partnership is exposed to counterparty risk from the potential failure of the issuer of the warrants to settle its exercised warrants. The maximum risk of loss from counterparty risk to the Partnership is the fair value of the contracts. The Partnership considers the effects of counterparty risk when determining the fair value of its investments in warrants.

When the Partnership trades in listed or unlisted securities which are settled upon delivery, the risk of default is considered minimal since delivery of securities is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The Partnership only transacts with reputable brokers with a high credit rating.

The Manager monitors the Partnership's credit position regularly, and the board of directors of the General Partner reviews it on a periodic basis.

### (c) Concentration risk:

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The Partnership's investments are entirely in Canadian companies involved in the mining sector, and as a result, the Partnership is exposed to a concentration of risk related to these holdings.



# PROBITY MINING 2020 II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

Period from commencement of operations on September 3, 2020 to December 31, 2020

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## 8. Financial instruments risk management (continued):

### (d) Liquidity risk:

The Partnership is a closed-end partnership and therefore it does not have exposure to early redemptions of Partnership units. There is no market for units of the Partnership, and it is unlikely that any public market will develop through which units may be sold. The Partnership's Level 2 investments are subject to four-month resale restrictions from the date of purchase. The Partnership holds sufficient cash to cover operating expenses and issue costs due in this period. The General Partner intends to implement a liquidity alternative. It is anticipated that this will be the sale of the Partnership's assets for cash whereupon the proceeds shall be distributed to Limited Partners, pro rata, up to and upon the dissolution of the Partnership.

At December 31, 2020, all of the Partnership's financial liabilities were due within 30 days of the statement of financial position date, with the exception of net assets attributable to partners which mature at the end of the life of the Partnership or at the liquidation date.

The Partnership manages liquidity risk by maintaining sufficient liquid cash resources and investing the Partnership's assets in investments which are traded in an active market and can be readily disposed of when liabilities become due.

## 9. Capital risk management:

Units issued and outstanding are considered to be capital of the Partnership. The Partnership does not have any internally or externally imposed restrictions on its capital.