Unaudited Condensed Interim Financial Statements of

SONA NANOTECH INC.

(formerly "Stockport Exploration Inc.")

July 31, 2019

(Expressed in Canadian Dollars)

September 27, 2019

Management's Report

The accompanying unaudited condensed interim financial statements of **Sona Nanotech Inc. (formerly "Stockport Exploration Inc.")** are the responsibility of management and have been approved by the Board of Directors. The unaudited condensed interim financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The unaudited condensed interim financial statements include certain amounts and assumptions that are based on management's best estimates and have been derived with careful judgment.

In fulfilling its responsibilities, management has developed and maintains a system of internal accounting controls. These controls are designed to provide reasonable assurance that the financial records are reliable for the preparation of the financial statements. The Audit Committee of the Board of Directors reviewed and approved the Company's unaudited condensed interim financial statements and recommended their approval by the Board of Directors.

These unaudited condensed interim financial statements have not been reviewed by the external auditors of the Company.

(signed) *"Darren Rowles"*
Chief Executive Officer
Halifax, Canada

(signed) *"Robert Randall"*
Chief Financial Officer
Halifax, Canada

Sona Nanotech Inc. (formerly "Stockport Exploration Inc.")
Unaudited Interim Statements of Financial Position
As at July 31, 2019 and October 31, 2018

Expressed in Canadian dollars

	July 31, 2019	October 31, 2018
	$	$
Assets		
Current assets		
Cash	**623,792**	1,803,549
Amounts receivable and other (note 6)	**570,771**	291,037
Marketable securities	**6,000**	5,500
	1,200,563	2,100,086
Resource properties (note 7)	**-**	940,500
Property and equipment (note 8)	**206,755**	136,994
Total assets	**1,407,318**	3,177,580
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (note 9)	**968,774**	1,886,820
Current portion of long-term debt (note 10)	**-**	129,093
Convertible notes and accrued interest (note 11)	**479,505**	419,409
	1,448,279	2,435,322
Long-term debt (note 10)	**723,836**	543,184
Total liabilities	**2,172,115**	2,978,506
Equity		
Shareholders' equity	**(764,797)**	199,074
Total liabilities and equity	**1,407,318**	3,177,580

Basis of presentation and going concern (note 2)
Commitments and contingencies (note 20)
Subsequent events (note 22)

Approved on behalf of the Board of Directors on September 27, 2019.

"Daniel Whittaker"	"*Robert McKay*"
Director	Director

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

Sona Nanotech Inc. (formerly "Stockport Exploration Inc.")
Unaudited Interim Statements of Loss and Comprehensive Loss
For the three and nine-months ended July 31, 2019 and 2018

Expressed in Canadian dollars

	Three-months ended July 31, 2019	Three-months ended July 31, 2018	**Nine-months ended July 31, 2019**	Nine-months ended July 31, 2018
	$	$	**$**	$
Expenses				
Salaries and employee benefits	**130,817**	92,671	**403,074**	226,044
Professional and consulting fees (note 18)	**91,554**	119,680	**285,345**	242,213
Management services (note 18)	**57,000**	54,000	**171,000**	162,000
Research and development	**14,122**	12,387	**43,660**	34,322
Travel	**25,746**	20,392	**50,605**	57,862
Sales and marketing	**7,357**	15,605	**20,669**	28,592
Share based compensation	**82,744**	-	**186,749**	-
Administrative	**15,664**	3,525	**35,358**	12,964
Depreciation expense	**13,238**	7,592	**35,518**	19,040
Securities and regulatory	**16,290**	-	**35,622**	-
Rent and related costs (note 18)	**11,323**	-	**36,229**	11,573
	(465,855)	(325,852)	**(1,303,829)**	(794,610)
Other income (expenses)				
Repayable government loans fair value adjustment	**14,236**	37,038	**118,544**	122,386
Scientific research and experimental development tax credits	**49,816**	-	**74,816**	1,627
Accreted interest on convertible notes (note 11)	**(9,000)**	-	**(27,000)**	-
Interest expense	**(13,154)**	(3,000)	**(41,097)**	(9,519)
Accreted interest on repayable government loans (note 10)	**(8,903)**	(15,000)	**(41,813)**	(33,376)
Loss on disposal of resource properties	**(909,037)**	-	**(909,037)**	-
	(876,042)	19,038	**(825,587)**	81,118
Net loss for the period	**(1,341,897)**	(306,814)	**(2,129,416)**	(713,492)
Items that will be subsequently reclassified to the statement of loss				
Unrealized gain (loss) on available-for-sale securities	**(1,000)**	-	**500**	-
Comprehensive loss for the period	**(1,342,897)**	(306,814)	**(2,128,916)**	(713,492)
Loss per share – basic and diluted	**(0.02)**	(0.01)	**(0.04)**	(0.03)
Weighted-average number of common shares outstanding - basic and diluted	**54,253,907**	22,036,237	**53,723,292**	21,437,839

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

Sona Nanotech Inc. (formerly "Stockport Exploration Inc.")
Unaudited Interim Statements of Changes in Equity
For the nine-months ended July 31, 2019 and 2018

Expressed in Canadian dollars

	Number of Common Shares	Common Shares	Equity Portion of Convertible Debt	Warrants	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
		$	$				$	$
Balance, November 1, 2017	**30,421,662**	**823,238**	**10,800**	**-**	**-**	**-**	**(1,632,163)**	**(798,125)**
Net loss and comprehensive loss for the period	-	-	-	-	-	-	(713,492)	(713,492)
Shares issued pursuant to private placements	4,400,000	440,000	-	-	-	-	-	440,000
Share issuance costs	-	(40,679)	-	-	-	-	-	(40,679)
Balance, July 31, 2018	**34,821,662**	**1,222,559**	**10,800**	**-**	**-**	**-**	**(2,345,655)**	**(1,112,296)**
Net loss and comprehensive loss for the period	-	-	-	-	-	(2,000)	(4,482,841)	(4,484,841)
Shares of Sona Nanotech exchanged for common shares of	(34,821,662)	-	-	-	-	-	-	-
the Company	22,036,216	-	-	-	-	-	-	-
Shares of the Company deemed to be issued, post four for one share consolidation	22,163,247	3,501,793	-	-	-	-	-	3,501,793
Options issued pursuant to the Transaction	-	-	-	-	102,966	-	-	102,966
Warrants issued pursuant to the Transaction	-	-	-	6,822	-	-	-	6,822
Equity portion of convertible notes	-	-	42,000	-	-	-	-	42,000
Shares issued in Sona Nanotech Inc. pursuant to the Private placement financing	8,000,000	2,000,000	-	-	-	-	-	2,000,000
Share issuance costs	-	(159,063)	-	-	-	-	-	(159,063)
Broker warrants	-	(126,455)	-	126,455	-	-	-	-
Expiry of warrants	-	-	-	(6,822)	6,822	-	-	-
Shares issued in settlement of convertible debenture	1,257,056	301,693	-	-	-	-	-	301,693
Balance, October 31, 2018	**53,456,519**	**6,740,527**	**52,800**	**126,455**	**109,788**	**(2,000)**	**(6,828,496)**	**199,074**
Net loss and comprehensive loss for the period	-	-	-	-	-	500	(2,129,416)	(2,128,916)
Shares issued pursuant to debt settlement	4,067,489	937,047	-	-	-	-	-	937,047
Shares issued pursuant to option exercises	206,250	59,710	-	-	(18,460)	-	-	41,250
Share-based compensation expense	-	-	-	-	186,748	-	-	186,748
Balance, July 31, 2019	**57,730,258**	**7,737,284**	**52,800**	**126,455**	**278,076**	**(1,500)**	**(8,957,912)**	**(764,797)**

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

Sona Nanotech Inc. (formerly "Stockport Exploration Inc.")
Unaudited Interim Statements of Changes in Cash Flows
For the nine-months ended July 31, 2019 and 2018

Expressed in Canadian dollars

	Nine-months ended July 31, 2019	Nine-months ended July 31, 2018
	$	$
Operating activities		
Net loss for the period	**(2,129,416)**	(713,492)
Changes to loss not involving cash:		
Depreciation expense	**35,518**	19,040
Stock-based compensation	**186,749**	-
Repayable government loans fair value adjustment	**(118,544)**	(122,386)
Interest expense	**41,097**	9,519
Accreted interest on repayable government loans	**41,813**	33,376
Accreted interest on convertible notes	**27,000**	-
Loss on disposal of resource properties	**909,037**	-
	(1,006,746)	(773,943)
Decrease (increase) in amounts receivable and other	**(279,734)**	23,415
Increase (decrease) in accounts payable and accrued liabilities	**(83,183)**	39,493
	(1,369,663)	(711,035)
Financing activities		
Proceeds from long-term debt	**257,383**	392,743
Proceeds received from exercise of stock options	**41,250**	-
Repayment of long-term debt	**-**	(45,803)
Proceeds received upon the completion of private placements	**-**	440,000
Share issuance costs associated with private placements	**-**	(40,679)
	298,633	746,261
Investing activities		
Additions to property and equipment	**(105,527)**	(130,226)
Additions to resource properties	**(3,200)**	-
	(108,727)	(130,226)
Decrease in cash during the period	**(1,179,757)**	(95,000)
Cash, beginning of the period	**1,803,549**	173,323
Cash, end of the period	**623,792**	78,323

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

1. NATURE OF OPERATIONS

Sona Nanotech Inc. (formerly "Stockport Exploration Inc."), (the "Company") and Sona Nanotech Ltd. ("Sona Nanotech"), a private company involved in the nanotechnology life sciences industry, entered into a definitive agreement dated March 22, 2018 to amalgamate the two companies to form Sona Nanotech Inc. The boards of directors of the Company and Sona Nanotech each unanimously approved the terms of the Amalgamation (refer to note 4 for details). The Company's corporate office is located at 1969 Upper Water Street, Suite 2001, Halifax, N.S., Canada, B3J 3R7. The research and development office is 1 Research Drive, Bay 2, Dartmouth, N.S., B2Y 4M9. The registered office of Sona is located at Suite 1750, 1185 West Georgia Street, Vancouver, B.C., Canada, V6E 4E6.

The Company's Board of Directors, upon approval by written consents of a majority of the minority shareholders of Stockport, made the decision to voluntarily delist from the TSX Venture Exchange ("TSXV") and list on the Canadian Securities Exchange ("CSE"). The Company received conditional listing approval from the CSE on July 27, 2018. The CSE listing was subject to the completion of the transaction with Sona and approval of the CSE for listing. The Company's common shares were voluntarily delisted from the TSXV on August 7, 2018. The transaction with shareholder approval was completed on August 8, 2018. The Company submitted its listing application to the CSE on September 28, 2018 and commenced trading on October 4, 2018.

2. BASIS OF PRESENTATION AND GOING CONCERN

Basis of presentation and consolidation
These unaudited condensed interim financial statements include the accounts of the Company and its wholly-owned subsidiaries, 6321593 Canada Inc. and Minera Zapoteca, S.A. de C.V up to the date of transfer to Antler Gold Inc. (note 5). All amounts are expressed in Canadian dollars, unless otherwise noted.

Basis of measurement
These unaudited condensed interim financial statements have been prepared on a historical cost basis except for certain financial instruments recorded at fair value

Going concern
The Company's operations have been financed through the sale of common shares, issuance of debt, government funding and funds received from the Transaction (note 4). The Company has incurred significant operating losses since inception and has an accumulated deficit of $8,957,912 as at July 31, 2019 (October 31, 2018 – $6,828,496).

These unaudited condensed interim financial statements have been prepared on a going-concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. For the nine-month period ended July 31, 2019, the Company incurred a net loss of $2,129,416. The Company has negative cash flow from operations. In addition to its working capital requirements, the Company must secure sufficient funding to further develop its gold nanoparticle products and to fund its general operating costs. Such circumstances create material uncertainties that may cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern. Management is evaluating alternatives to secure additional financing so that the Company can continue to operate as a going concern. However, there can be no assurance that these initiatives will be successful or sufficient.

2. BASIS OF PRESENTATION AND GOING CONCERN (continued)

The Company's ability to continue as a going concern is dependent upon its ability to fund its working capital and operating requirements and eventually to generate positive cash flows from operations. These unaudited condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported revenues and expenses and statement of financial position classifications that would be necessary were the going concern assumption determined to be inappropriate and these adjustments could be material.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these unaudited condensed interim financial statements.

a) Statement of compliance

The unaudited condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The Board of Directors approved these financial statements for issue on September 27, 2019.

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34"), as issued by the IASB. Accordingly, certain information normally included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, has been omitted or condensed. The unaudited condensed interim financial statements should be read in conjunction with the Company's audit financial statements for the year ended October 31, 2018.

The policies applied in these unaudited condensed interim financial statements are based on the IFRS as of September 27, 2019, the date the Board of Directors approved the financial statements. Any subsequent changes to IFRS that are given effect in the Company's financial statements for the year ended October 31, 2019 could result in the restatement of these unaudited condensed interim financial statements.

These financial statements have been prepared using the same policies and methods of computation as the audited financial statements of the Company for the year ended October 31, 2018 except as noted below. Refer to note 4, *Significant Accounting Policies*, of the Company's audited financial statements for the year ended October 31, 2018 for information on the accounting policies, significant accounting estimates and judgements, and new accounting standards not yet effective.

These unaudited condensed interim financial statements are presented in Canadian dollars, the Company's functional currency, and have been prepared on the historical costs basis.

b) New accounting standards adopted during the period

IFRS 9, Financial Instruments ("IFRS 9")

<u>Description of IFRS 9</u>
IFRS 9 replaces provisions of the IASB's IAS 39, *Financial Instruments: Recognition and Measurement ("IAS 39")* that relates to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. The Company has adopted IFRS 9 using the retrospective approach from November 1, 2018.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) New accounting standards adopted during the period (continued)

Impact of adoption of IFRS 9
Financial liabilities that are considered modified must be accounted for by discounting the new cash flows at the original effective interest rate, resulting in an immediate impact to the Company's net loss. Management identified one financial liability that was modified prior to January 1, 2018; however, the related gain was considered immaterial.

IFRS 9 requires the Company to use the Expected Credit Loss ("ECL") impairment model in calculating impairment provisions which differs from the incurred credit loss model under IAS 39. The ECL model is a probability weighted estimate of credit losses. Management has determined that there is no impact on the financial statements due to this change in impairment models.

The Company determines the measurement of financial assets and liabilities at initial recognition and classifies them at amortized cost. The Company completed an assessment of its financial assets and liabilities as at November 1, 2018 and concluded that there were no changes in measurement due to the transition to IFRS 9.

Cash and amounts receivable that were classified as loans and receivables under IAS 39 are classified as financial assets measured at amortized cost under IFRS 9. There has been no impact on classification of the Company's financial liabilities.

Accounting policies associated with IFRS 9
Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of a financial instrument. Financial assets and financial liabilities are initially measured at fair value. Financial assets are classified into one of the following specified categories: amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI"). Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities classified as FVTPL) are added to, or deducted from, the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities classified as FVTPL are recognized immediately in the unaudited condensed interim statement of loss.

The Company's financial instruments are classified and subsequently measured as follows:

Financial instrument	**Classification**
Cash	Amortized cost
Amounts receivable	Amortized cost
Marketable securities	FVOCI
Accounts payable	Amortized cost
Long-term debt	Amortized cost
Convertible notes and interest	Amortized cost

Financial Assets
Subsequent to initial recognition, financial assets are classified and measured at amortized cost using the effective interest method.

Financial assets classified as FVOCI are recognized initially at fair values plus transaction costs and are subsequently carried at fair value, with changes in the fair value recorded in other comprehensive income. The fair value measurements are based on level 1 inputs, being quoted prices in active markets for identical instruments.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

b) New accounting standards adopted during the period (continued)

Impairment of financial assets at amortized cost
The Company recognizes an allowance using the ECL model on financial assets classified as amortized cost. The Company has elected to use the simplified approach for measuring ECL by using a lifetime expected loss allowance for all accounts receivable. Under this model, impairment provisions are based on credit risk characteristics and days past due. When there is no reasonable expectation of collection, financial assets classified as amortized cost are written off. Indications of credit risk arise based on failure to pay and other factors. Should objective events occur after an impairment loss is recognized, a reversal of impairment is recognized in the statement of loss.

Financial Liabilities
Financial liabilities are classified as and are measured at amortized cost subsequent to initial measurement at fair value.

Offsetting financial instruments
Financial assets and financial liabilities are offset and the net amount reported on the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

IFRS 15, Revenue from contracts with customers ("IFRS 15")
In May 2014, the IASB issued IFRS 15. IFRS 15 replaces IAS 18, *Revenue*; IAS 11, *Construction Contracts*; and some revenue related Interpretations. IFRS 15 establishes a new control-based revenue recognition model and provides a comprehensive framework for recognition, measurement and disclosure of revenue from contracts with customers, excluding contracts within the scope of the standards on leases, insurance contracts and financial instruments. The new standard is effective for annual periods beginning on or after January 1, 2018 and is to be applied retrospectively. Management has completed its assessment and the adaptation of IFRS 15 did not have a significant impact on the unaudited condensed interim financial statements of the Company.

c) Standards, interpretations and amendments to published standards that are not yet effective

IFRS 16, Leases ("IFRS 16")
IFRS 16 was issued on January 13, 2016 and replaces the current guidance in IAS 17, Leases ("IAS 17"). IFRS 16 specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from IAS 17. IFRS 16 is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted. Management is currently assessing the impact of the adoption of IFRS 16 on the unaudited condensed interim financial statements of the Company and the Company does not intend to early adopt this standard.

4. TRANSACTION WITH SONA NANOTECH LTD.

Under the terms of the Amalgamation Agreement (the "Agreement") dated August 8, 2018, the shareholders of the Company received one common share of the amalgamated company for every four shares of the Company held and the shareholders of Sona Nanotech received one common share for every 1.5802 shares of Sona Nanotech held (collectively referred to as the "Transaction"). Upon completion of the Transaction, the Company changed its name to Sona Nanotech Inc. As a result of the Transaction, the shareholders of the Sona Nanotech received a total of 22,036,216 common shares and the shareholders of the Company received a total of 22,163,247 common shares based on the amalgamation ratios.

4. TRANSACTION WITH SONA NANOTECH LTD. (continued)

In substance, the Transaction involves Sona Nanotech shareholders obtaining control of the Company. As the Company does not meet the definition of a business prior to the Transaction, the Transaction is outside the scope of IFRS 3, *Business Combinations*. The Transaction has therefore been accounted for under IFRS 2, *Share-based payment.* Under this basis of accounting, the consolidated financial statements of the combined entity will represent the continuation of Sona Nanotech by which Sona Nanotech acquired the net assets and listing status of the Company as of August 8, 2018. Accordingly, the Transaction will be considered a reverse takeover transaction ("RTO") with Sona Nanotech acquiring the Company.

The excess of the estimated fair value of the equity instruments that Sona Nanotech is deemed to have issued to acquire the Company, plus the transaction costs and the estimated fair value of the Company's net liabilities (collectively the "Consideration"), will be recorded as a charge to the listing expense as a cost of obtaining the Company status as a Reporting Issuer.

The Company adopted a financial year end of October 31 as a result of the closing of the Transaction.

The accounting for this Transaction resulted in the following:

- The consolidated financial statements are issued under the legal parent, Sona Nanotech Inc., but are considered a continuation of the financial statements of the legal subsidiary, Sona Nanotech Ltd.
- Since Sona Nanotech Ltd. is deemed to be the acquirer for accounting purposes, its assets and liabilities are included in the consolidated financial statements at their historical carrying values.
- There has been an elimination of the Company's pre-acquisition share capital of $22,597,563, contributed surplus of $4,747,205, warrants of $30,000, the equity portion of the convertible notes of $90,000, the accumulated other comprehensive loss of $4,500 and the accumulated deficit of $27,820,980.

Since the share and share-based consideration allocated to the former shareholders of the Company on closing the Transaction is considered within the scope of IFRS 2, the value in excess of the net identifiable assets and obligations of the Company acquired on closing is expensed in the consolidated statement of loss and comprehensive loss in the year ended October 31, 2018 as listing expense.

The listing expense in the amount of $4,025,228 is comprised of the fair value of the common shares, options, warrants of the Company retained by the former shareholders of the Company, transaction costs and the net liabilities of the Company at August 8, 2018, as well as other direct expenses of the Transaction. The listing fee expense is summarized as follows:

Net liabilities acquired:	$
Cash	(644,781)
Other current assets	(19,213)
Resource properties	(939,299)
Accounts payable and accrued liabilities	1,411,800
Accrued Transaction costs	131,500
Convertible notes	295,000
Convertible debentures	125,705
Net liabilities acquired	360,712
Equities instruments deemed to be issued:	
Common shares	3,501,793
Warrants	6,822
Options	102,966
Convertible debentures	72,935
	4,045,228

4. TRANSACTION WITH SONA NANOTECH LTD. (continued)

The Company has estimated the fair value of the equity instruments deemed to be issued as a result of the Transaction. The fair value of the 22,163,247 post consolidation common shares amounted to $3,501,793, based on a recent Sona Nanotech private placement financing of $0.158 per share post consolidation. The fair value of the 299,000 post-consolidation warrants, exercisable at $0.40 per share for three months, amounted to $6,822. The fair value of the 912,500 post-consolidation options, exercisable at various prices ranging from $0.20 to $0.28 per option, amounted to $102,966. The fair value of these equity instruments were estimated using the Black-Scholes option pricing model applying a market price of $0.158 per share, exercise price as noted above, a risk free rate of 1%, an expected volatility of 202% and an expected dividend yield of 0%. The fair value of the Company's common shares and equity instruments is recorded as a listing expense. The fair value of the convertible debentures exchangeable at $2.00 per share amounted to $72,935 based on a recent Sona Nanotech private placement financing of $0.158 per share post consolidation.

5. TRANSACTION WITH ANTLER GOLD INC.

During the period ended July 31, 2019, the Company and Antler Gold Inc. ("Antler") entered into an asset purchase agreement ("Purchase Agreement") pursuant to which Antler acquired the Company's 100% title and interest in and to certain mineral claims comprising the Crescent Lake/KM61 molybdenum-copper-silver project located in Armstrong, Ontario (the "Property").

Pursuant to the Purchase Agreement, Antler acquired the Property (the "Acquisition") in consideration of the assumption of all liabilities of the Company associated with the Property (which are nominal) and the future payment to the Company of contingent consideration if the Company disposes of the Property to a third party, or enters into an agreement or arrangement with a third party to otherwise monetize the Property by way of joint venture, option or other form of transaction (a "Future Transaction"). The amount of the contingent consideration payable to the Company will be equal to 50% of the consideration received by Antler in the Future Transaction (net of Antler's aggregate expenses related to the marketing, selling, upkeep and maintenance of the Property incurred between the acquisition of the Property and the date of such Future Transaction), to a maximum of $3,000,000 ("Future Consideration").

The Acquisition is a non-arm's length transaction pursuant to Exchange policies, as certain officers, directors and insiders of the Company are also insiders of Antler. Pursuant to Exchange requirements, the Acquisition (including the payment of the Future Consideration) required Antler's disinterested shareholder approval. In obtaining disinterested shareholder approval, the resolution must be passed by a simple majority of the votes cast by disinterested shareholders. The resolution covering the acquisition and the obligation to pay Future Consideration was passed at Antler's annual meeting held on June 27, 2019. The transfer of the Property from the Company to Antler was completed during the period ended July 31, 2019.

Antler also agreed to purchase two subsidiaries of Sona that own technical and physical data on historical mineral interests in Mexico, and associated offsetting intercompany receivables, for a nominal purchase price (together with the property Acquisition, the "Transactions"). The assets and third party liabilities other than the data referred to above are nominal for both subsidiaries, and Antler and the subsidiaries will not owe any amounts to Sona in relation to the intercompany receivables following the purchase. The purchase of these subsidiaries was completed prior to the Acquisition during the period ended July 31, 2019.

6. AMOUNTS RECEIVABLE AND OTHER

	July 31, 2019	October 31, 2018
	$	$
Amounts receivable from the government	473,618	276,983
Prepaid expenses and other	97,153	14,054
	570,771	**291,037**

7. RESOURCE PROPERTIES

	Canada KM61
	$
Balance, November 1, 2017	**-**
Net additions as a result of the Transaction	939,299
Net additions during the period	1,201
Balance, October 31, 2018	**940,500**
Additions during the period	3,200
Loss on disposal of resource properties	(943,700)
Balance, July 31, 2019	**-**

The Company sold it's 100% interest in the KM61 property as part of the Purchase Agreement with Antler, which is a molybdenum-copper-silver prospect, located in northwestern Ontario, contiguous with the Seymour Lake project, to Antler. The purchase price was nominal. As a result, the carrying value of the resource properties was written off as a loss on disposal. The loss on disposal was offset by a $34,663 write-off of the accrued liabilities in the subsidiaries disposed of as part of the Purchase Agreement (note 5).

8. PROPERTY AND EQUIPMENT

	Office Equipment	Laboratory Equipment	Furniture and fixtures	Total
Cost	$	$	$	$
As at November 1, 2017	**2,900**	**21,212**	**-**	**24,112**
Additions	2,959	128,383	13,144	144,486
As at October 31, 2018	**5,859**	**149,595**	**13,144**	**168,598**
Additions	6,425	99,102	-	105,527
Adjustments	(651)	-	-	(651)
As at July 31, 2019	**11,633**	**248,697**	**13,144**	**273,474**
Accumulated depreciation				
As at November 1, 2017	**390**	**3,406**	**-**	**3,796**
Depreciation charge	1,057	26,506	245	27,808
As at October 31, 2018	**1,447**	**29,912**	**245**	**31,604**
Depreciation charge	2,354	31,198	1,966	35,518
Adjustments	(403)	-	-	(403)
As at July 31, 2019	**3,398**	**61,110**	**2,211**	**66,719**
Carrying amount				
Balance, October 31, 2018	**4,412**	**119,683**	**12,899**	**136,994**
Balance, July 31, 2019	**8,235**	**187,587**	**10,933**	**206,755**

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	July 31, 2019	**October 31, 2018**
	$	$
Trade accounts payable and accrued liabilities	635,869	727,481
Amounts payable to related parties (note 18)	332,905	1,159,339
	968,774	**1,886,820**

10. LONG-TERM DEBT

	July 31, 2019	**October 31, 2018**
	$	$
Atlantic Canada Opportunities Agency ("ACOA") under the Business Development Program interest-free loan with a maximum contribution of $979,476. Annual repayments are calculated between 3% - 5% of gross product revenue. As at July 31, 2019, the amount drawn down on the loans was $978,332 (October 31, 2018 – $720,949).	723,836	543,184
Blue Ridge Resources Inc. ("Blue Ridge") loan with an interest rate of 1% per month, repayable on demand	-	129,093
Balance – end of period	723,836	672,277
Less: current portion – end of period	-	(129,093)
Long-term portion – end of period	**723,836**	**543,184**

Long-term debt continuity	**July 31, 2019**	**October 31, 2018**
	$	$
Balance – beginning of period	672,277	334,624
Borrowings, net of $118,544 (year-ended October 31, 2018 - $163,331) allocated to other income	138,839	328,118
Debt settlement through share issuance	(137,093)	-
Loan repayment	-	(45,803)
Accreted interest on repayable government loans	41,813	42,819
Accrued interest	8,000	12,519
Balance – end of period	723,836	672,277
Less: current portion – end of period	-	(129,093)
Long-term portion – end of period	**723,836**	**543,184**

The Blue Ridge loan was convertible into common shares of the Company at a deemed value of $0.158 per share for all outstanding principal and interest at Blue Ridge's discretion. The loan was originally made by Brigus Capital Inc., however the loan was transferred to Blue Ridge in 2018. Blue Ridge elected to convert the outstanding balance of the loan and accrued interest, $137,093, on July 16, 2019. See note 13 for details.

11. CONVERTIBLE NOTES

The convertible notes were acquired as part of the Transaction (see note 4 for details). On February 25, 2015, the Company completed a $295,000 bridge loan financing from various directors and other private investors of the Company by the issuance of unsecured convertible promissory notes (the "Notes"). The Notes bear an interest rate of 15% per annum, payable quarterly. During the prior year, the maturity date of the Notes was extended to September 27, 2019.

The principal amount of the Notes is convertible into common shares of the Company at the election of the holder at the rate of $0.20 of principal converted per share (the "Conversion Price"). If the Notes are not repaid within three days of the maturity date, they will be automatically converted into common shares of the Company at the Conversion Price. If interest is not paid each quarter, any accrued interest can be converted, at the option of the holder, into shares of the Company at a conversion price of $0.20 per share or a five-day volume weighted-average price ("VWAP") preceding the date of conversion, whichever is higher. The holders of the Notes have not yet elected to convert any unpaid accrued interest to common shares of the Company.

The Company has assessed the respective value of the Notes and accrued interest at the date of the Transaction and the conversion component. The Notes have been initially recorded at a value of $399,255 and the equity component of the Notes has been valued at $42,000. The initial recorded value of the Notes will be accreted to the face value of the Notes over the remaining term. During the period ended October 31, 2018 and the nine-month period ended July 31, 2019, the change in the recorded value of the Notes was as follows:

Convertible note continuity	$
Net additions as a result of the Transaction – principal balance	295,000
Net additions as a result of the Transaction – accrued interest balance	146,255
Equity component of convertible notes	(42,000)
Recorded value of the Notes, August 8, 2018	399,255
Accreted interest	9,000
Interest expense	11,154
Recorded value of the Notes, October 31, 2018	**419,409**
Accreted interest	27,000
Interest expense	33,096
Recorded value of the Notes, July 31, 2019	**479,505**

In preparing the allocation of value between the Notes and the equity component of the Notes, the Company estimated an interest rate of 25% for a similar debt instrument with no conversion option. If the Company had used an interest rate of 20%, the recorded value of the equity component of the Notes would have been $20,000 lower. If the Company had used an interest rate of 30%, the recorded value of the equity component of the Notes would have been $24,000 higher.

12. CONVERTIBLE DEBENTURES

The Company acquired the convertible debenture liability as at the date of the Transaction. The convertible debenture liability acquired is based upon the full settlement obligation to issue 1,257,056 common shares on October 31, 2018, the maturity date. As of the date of the Transaction, the Company estimated the fair value of these shares as $198,640, based on a price of $0.158 per share (see note 4 for details).

The Company's settled the convertible debenture liability through the issuance of common shares on October 31, 2018, the maturity date. The fair value of the shares issued of $301,693 was determined based on the market trading price of $0.24 per share as at October 31, 2018 with $103,053 recorded as a fair value adjustment expense to convertible debentures.

13. SHARE CAPITAL

Authorized share capital of the Company consists of an unlimited number of fully paid common shares without par value.

Escrowed Shares
As at July 31, 2019, 15,405,427 common shares of the Company are subject to an escrow agreement pursuant to the terms of the Transaction which states 10% of the escrowed shares were released from escrow on the Initial Release date, being September 28, 2018, and an additional 15% will be released every six months thereafter.

Share Exchange
The legal capital of the Company has been restated at an exchange ratio of 1.5802 common shares of the Company as a result of the Transaction described in note 4. The effect of the share conversion has been applied retrospectively in line with IAS 33, *Earnings per share*.

Private Placement Financings
During the year ended October 31, 2018, the Company completed non-brokered private placement financings for aggregate gross proceeds of $440,000. The Company issued 2,784,549 common shares at a price of $0.158 per share. Total costs associated with the private placement financings, consisting of finders fees paid to a related party of 8% and professional fees, were $40,679.

On September 28, 2018, the Company completed a private placement financing for aggregate gross proceeds of $2.0 million. The Company issued 8.0 million shares at a price of $0.25 per common share (the "Offering"). In connection with the Offering, total costs, consisting of finders fees of 7.5% paid to a related party and professional fees, were $159,063. In addition, the Company issued finder's share purchase warrants to a private company controlled by a director of Sona. The share purchase warrants give the right to purchase up to 596,250 common shares at an exercise price of $0.25 per share until September 27, 2020 (see note 15 for additional details).

Option Exercise
During the nine-month period ended July 31, 2019, consultants exercised 81,250 options with an exercise price of $0.20 per share for proceeds of $16,250; directors exercised 125,000 options with an exercise price of $0.20 per share for proceeds of $25,000. On the exercise date the share price was $0.275 per common share.

Debt conversion
The Company arranged a debt settlement of $799,953 in amounts owed to certain non-arm's length creditors, previously included in accounts payable to related parties in the financial statements of Sona (the "Debts"). The Debts were settled in full by the issuance to these creditors of an aggregate of 3,199,812 common shares at a deemed price of $0.25 per share. The Company also arranged a debt conversion of $137,093 in amounts owed to an arm's length creditor as shown in the financial statements of Sona (the "Convertible Debt"). The Convertible Debt has been settled in full based on its conversion price of $0.158 per share resulting in the issuance of 867,677 common shares to the debt holder. The 4,067,489 shares issued are subject to resale restrictions prohibiting resale for a period of 4 months and a day from their date of issue, being July 16, 2019.

14. STOCK OPTIONS

The Company has adopted a stock option plan, providing the Board of Directors with the discretion to issue an equivalent number of options of up to 10% of the issued and outstanding share capital of the Company. Stock options are granted with an exercise price of not less than the closing share price the date preceding the date of grant. As at July 31, 2019, 3,825,526 remain available for grant under the terms of the stock option plan.

14. STOCK OPTIONS (continued)

The estimated fair value of options recognized has been estimated at the grant date using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions, including the expected volatility. Changes in the assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable estimate of the fair value of the Company's stock options. The following are the weighted-average assumptions used in calculating the value of the stock options granted during the nine-month period ended July 31, 2019 and the year ended October 31, 2018:

	July 31, 2019	October 31, 2018
Risk-free interest rate	1.8%	1.0%
Expected life	5.00	1.96
Expected volatility	141.9%	202.0%
Expected dividend per share	0.0%	0.0%
Exercise price	$0.35	$0.21

The following table reconciles the stock option activity during the nine-month period ended July 31, 2019 and the year ended October 31, 2018:

	Number of options	Weighted-average exercise price
	#	$
Balance, November 1, 2017	-	-
Granted as a result of the transaction	912,500	0.21
Expired	(12,500)	(0.20)
Balance, October 31, 2018	**900,000**	**0.21**
Issued	1,410,000	0.35
Exercised	(206,250)	0.20
Expired	(156,250)	0.23
Balance, July 31, 2019	**1,947,500**	**0.31**

The following table summarizes information relating to outstanding and exercisable stock options as at July 31, 2019:

Expiry date	Weighted-average remaining contractual life (in years)	Number of options outstanding	Number of options exercisable	Weighted-average exercise price
September 11, 2019	0.1	50,000	50,000	$0.28
February 16, 2021	1.6	50,000	50,000	$0.20
July 11, 2021	1.9	437,500	437,500	$0.20
January 21, 2024	4.5	1,410,000	352,500	$0.35

15. WARRANTS

The following are the weighted-average assumptions used in calculating the value of the warrants granted during the year ended October 31, 2018. There were no warrants issued during the nine-month period ended July 31, 2019.

	October 31, 2018
Risk-free interest rate	1.0%
Expected life	1.42
Expected volatility	202.0%
Expected dividend per share	0.0%
Weighted-average exercise price	$0.30

15. WARRANTS (continued)

Warrant activity during the nine-month period ended July 31, 2019 and year ended October 31, 2018 was as follows:

	Number of warrants	**Weighted-average exercise price**
	#	$
Balance, November 1, 2017	-	-
Granted	895,250	$0.30
Expired	(299,000)	$0.40
Balance, October 31, 2018 and July 31, 2019	**596,250**	**$0.25**

As at July 31, 2019, 596,250 broker warrants are outstanding, exercisable at $0.25 per share into common shares of the Company and expire on September 28, 2020.

16. INCOME TAXES

The provision for income taxes reported differs from the amounts computed by applying the applicable income tax rates to the net loss before tax provision due to the following:

	October 31, 2018	**October 31, 2017**
	$	$
Loss before income taxes	5,196,333	450,777
Statutory rate	31.0%	31.0%
Tax recovery at statutory rate	1,610,864	139,741
Recovery for losses and deductible temporary differences not recognized in current and prior years	(6,164,619)	(157,343)
Permanent differences and other	4,553,755	17,602
Income tax recovery	-	-

	2018	**2017**
	$	**$**
Deferred income tax assets		
Losses carried forward	3,510,117	516,299
Capital assets	9,798	1,177
Share issuance costs	90,644	5,521
	3,610,559	522,997
Deferred income tax liabilities	-	-
	3,610,559	522,997
Unrecognized deferred income tax assets	(3,610,559)	(522,997)
Net deferred income tax assets	-	-

16. INCOME TAXES (continued)

Non-capital losses

As at October 31, 2018, the Company had approximately $11,322,963 in losses available to reduce future taxable income for Canadian Income Tax Purposes. The benefit of these losses has not been recorded in the accounts as realization is not considered probable. These losses may be claimed no later than:

		$
During the year ended	2026	71,266
	2027	851,632
	2028	1,290,035
	2029	672,313
	2030	675,742
	2031	824,951
	2032	842,323
	2033	351,862
	2034	215,446
	2035	1,061,930
	2036	682,911
	2037	1,992,985
	2038	1,789,567

17. KEY MANAGEMENT COMPENSATION

Effective October 1, 2017, key management of the Company includes the Company's directors and Chief Executive Officer. Effective August 8, 2018, key management was updated to include the Chief Financial Officer. Compensation awarded to key management is summarized as follows:

	July 31, 2019	**July 31, 2018**
	$	$
Salaries and consulting fees earned	149,529	116,121
Share-based compensation expense	120,604	-
	270,133	**116,121**

18. RELATED PARTY TRANSACTIONS

During the nine-month period ended July 31, 2019, the Company incurred costs for service fees from a related party, Numus Financial Inc. ("Numus"), a company controlled by significant shareholders, including one Director of Sona, in the amount of $171,000 (period ended July 31, 2018 – $162,000), controller services of $22,500 (period ended July 31, 2018 – $nil) and incurred rent and administrative costs from Numus in the amount of $22,953 (period ended July 31, 2018 – $456). On July 16, 2019, $153,000 of the outstanding amounts owning to Numus were settled through the issuance of shares (note 13). As at July 31, 2019, the amount owing to Numus was $263,250 (July 31, 2018 – $490,595).

As outlined in the Services Agreement ("Agreement") between Numus and the Company, dated October 31, 2018, if the Agreement is cancelled by the Company, a break fee of eighteen months of remuneration, being $342,000, will be payable to Numus, in addition to the service fees applicable for the 90 day notice period. If the Financial Controller services are cancelled by the Company, a break fee of six months of remuneration, being $15,000, will be payable to Numus, in addition to the Financial Controller services fee applicable for the 90 day notice period. If the Office Services are cancelled by the Company with six months' notice to Numus, a break fee of six months of remuneration, being $15,300, will be payable to Numus.

18. RELATED PARTY TRANSACTIONS (continued)

In addition, Numus shall have a first right of refusal to act as an advisor on a Sona transaction for a fee of 1.25% of the value of the transaction and Numus, or its subsidiary, shall have a first right of refusal to act as an agent on all financings conducted by Sona.

During the year ended October 31, 2018, Numus Capital Corp. ("Numus Capital"), an exempt market dealer and a wholly owned subsidiary of Numus, assisted the Company with private placement financings completed by the Company. The Company incurred finders' fees of 8%, or $35,200 from Numus Capital during the nine-month period ended July 31, 2018. There were no finders fees incurred during the nine-month period ended July 31, 2019. As at July 31, 2019, the amount owing to Numus Capital was $nil (July 31, 2018 - $nil).

As a result of the Transaction, the Company acquired convertible notes (the "Notes") of $295,000 with accrued interest of $146,255. Certain directors and significant shareholders of the Company contributed $195,000 towards the Notes financing. During the nine-month period ended July 31, 2019, the Company accrued $16,268 of related party interest (nine-month period ended July 31, 2018 – $nil). As at July 31, 2019, accrued interest on the Notes in the amount of $93,638 was payable to related parties (July 31, 2018 – $nil).

As at October 31, 2017, the Company had a loan outstanding from Brigus Capital Inc. ("Brigus"), a company controlled by a Director of Sona. In 2018 the loan was transferred to Blue Ridge, a non-related third party. Prior to the transfer, the Company accrued interest of $10,634 during the year ended October 31, 2018. During the year ended October 31, 2018, Brigus earned $1,130 in consulting fees. On July 16, 2019, $268,203 of the outstanding amount owning to Brigus was settled through the issuance of shares (note 13). As at July 31, 2019, the amount owing to Brigus was $8,192 (July 31, 2018 – $126,093).

On July 16, 2019, $30,000 of the outstanding amounts owning to Randall Consulting Inc. ("RCI") were settled through the issuance of shares (note 13). As at July 31, 2019, the amount owing to RCI was $61,363 (July 31, 2018 – $nil).

19. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Capital Management

The Company's capital structure consists of share capital, the equity portion of convertible debt, warrants and contributed surplus, which at July 31, 2019 was approximately $8.2 million (October 31, 2018 - $7.0 million). The Company's objective when managing capital is to maintain adequate levels of funding to support the research and development of its nanorod technology products and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing and government funding. Future financings are dependent on market conditions, and there can be no assurance the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

b) Fair Values of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The carrying amounts reported in the statement of financial position for cash, amounts receivable, marketable securities, accounts payable, and long-term debt and accrued interest approximate their fair values based on the immediate or short-term maturities of these financial instruments.

19. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

c) Financial Risk Management Objectives

The Company examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk and interest rate risk. Where material, these risks are reviewed and monitored.

d) Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The carrying amounts of financial assets best represent the maximum credit risk exposure at the reporting date.

Cash is held with a reputable bank in Canada. The long-term credit rating of these banks, as determined by Standard and Poor's, was A+.

e) Liquidity Risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they become due. The Company has a planning and budgeting process to monitor operating cash requirements, including amounts projected for capital expenditures, which are adjusted as input variables change. These variables include, but are not limited to, the ability of the Company to generate revenue from current and prospective customers, general and administrative requirements of the Company and the availability of capital markets. As these variables change, liquidity risks may necessitate the need for the Company to issue equity or obtain debt financing. Refer to note 2 for further details related to the ability of the Company to continue as a going concern.

The Company is currently pursuing financing alternatives and completed private placement financings of $2.4 million during the year ended October 31, 2018. There can be no assurance that additional future financings will be available on acceptable terms or at all. If the Company is unable to obtain additional financing when required, the Company may have to substantially reduce or eliminate planned expenditures.

Accounts payables are paid in the normal course of business generally according to their terms.

In the normal course of business, the Company enters into contracts that give rise to commitments for future minimum payments. The following table summarizes the remaining contractual maturities of the Company's financial liabilities as at July 31, 2019, excluding the ACOA loan repayments which are not determinable at this time, are as follows:

	Within 1 year	2-3 years	4-5 years	Over 5 years	Total
	$	$	$	$	$
Accounts payable	574,774	-	-	-	574,774
Convertible notes and accrued interest	479,505	-	-	-	479,505
	1,054,280	**-**	**-**	**-**	**1,054,280**

f) Currency Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Currency risk exposure arises from the Company entering into transactions which are denominated in currencies other than its functional currency.

The Company is not exposed to material currency risk on its cash, accounts payable that are held in currencies that are not in the transacting entity's functional currency.

19. FAIR VALUE OF FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

g) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market interest rates.

An immaterial amount of interest rate exposure exists in respect of cash balances, the long-term debt and the convertible notes on the unaudited interim statement of financial position. The long-term debt and convertible notes have a nil or fixed interest rate and the interest on the cash balances is insignificant. As a result, the Company is not exposed to material cash flow interest rate risk on its cash balances.

h) Fair Value Measurements Recognized in the Statement of Financial Position

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

At July 31, 2019, the Company's marketable securities were measured and recognized on the unaudited condensed interim statement of financial position at fair value. The fair value was based on level 1 inputs. There were no transfers between levels during the period.

20. COMMITMENTS AND CONTINGENCIES

The Company has an employment agreement with the Chief Executive Officer ("CEO") which provide that, should a change in control event occur, as defined in the employment agreements, the CEO will receive lump sum payments equal to six months of his then current base salary during the first two years of employment and 12 months of his then current base salary following the two year anniversary of the agreement.

At July 31, 2019, the Company has a Services Agreement with Numus. See note 17 for further details.

21. COMPARITIVE FIGURES

Certain comparative figures in the unaudited condensed interim financial statements have been reclassified in order to conform with current period presentation.

22. SUBSEQUENT EVENTS

On September 11, 2019, 50,000 stock options expired with an exercise price of $0.28.