



**CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

For the Three and Nine Months Ended September 30, 2019 and 2018

(Unaudited)

Calibre Mining Corp.

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - Expressed in thousands of US Dollars)

	September 30, 2019	December 31, 2018	January 1, 2018
ASSETS		Restated (Notes 4,5)	Restated (Notes 4,5)
Current			
Cash and cash equivalents	\$ 982	\$ 3,493	\$ 2,311
Receivables	69	9	158
Marketable securities	4	4	5
Prepaid deposits and advances	436	59	136
	1,491	3,565	2,610
Non-current			
Property and equipment	213	222	233
Right-of-use asset (Note 6)	238	-	-
Exploration and evaluation assets (Note 7)	23,410	21,838	20,132
	\$ 25,352	\$ 25,625	\$ 22,975
LIABILITIES AND SHAREHOLDER'S EQUITY			
Current			
Trade and other payables	\$ 1,175	\$ 686	\$ 783
Current portion of lease liability (Note 6)	114	-	-
	1,289	686	783
Non-current			
Lease liability (Note 6)	137	-	-
	1,426	686	783
Shareholders' equity			
Share capital	39,189	38,256	35,868
Contributed surplus	16,083	15,919	14,373
Foreign currency translation reserve	1,652	1,552	1,802
Accumulated other comprehensive loss	(5)	(5)	(3)
Accumulated deficit	(32,993)	(30,783)	(29,848)
	23,926	24,939	22,192
	\$ 25,352	\$ 25,625	\$ 22,975

Subsequent events (Note 11)

On behalf of the Audit Committee:

"Douglas B. Forster" Director

"Edward Farrauto" Director

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

Calibre Mining Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Income (Loss)

(Unaudited - Expressed in thousands of US Dollars, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018 Restated (Notes 4,5)	2019	2018 Restated (Notes 4,5)
Expenses				
Amortization (Note 6)	\$ 23	\$ 1	\$ 71	\$ 3
Audit and accounting fees	24	13	69	39
Consulting fees (Notes 9 and 11)	827	192	1,216	276
Interest expense (Note 6)	9	64	27	64
Investor relations	215	23	276	46
Legal fees	5	12	9	21
Other administration charges	71	17	111	58
Rent	-	27	-	54
Salaries and wages	250	49	351	153
Share-based compensation	34	21	153	133
	(1,458)	(419)	(2,283)	(847)
Other Income (Expenses)				
Other income	53	64	119	151
Foreign exchange gain (loss)	13	(13)	(14)	38
Write-down of property (Note 7)	-	-	(60)	-
Interest income	11	-	28	5
	77	51	73	194
Net Loss for the Period	(1,381)	(368)	(2,210)	(653)
Foreign exchange translation effect	(33)	27	100	(85)
Unrealized gain (loss) on marketable securities	-	(3)	-	-
Net Comprehensive Loss for the Period	\$ (1,414)	\$ (344)	\$ (2,110)	\$ (738)
Net Loss per Share - Basic and Diluted	\$ (0.03)	\$ (0.01)	\$ (0.05)	\$ (0.02)
Weighted Average Shares Outstanding* ('000's)	44,822	31,305	44,514	31,280

* During Q4 2018, the Company completed a 10:1 share consolidation of its common shares. All comparative share data presented on these financial statements have been restated to reflect the share consolidation.

Calibre Mining Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the Nine Months Ended September 30, 2018 and 2019

(Unaudited - Expressed in thousands of US Dollars)

	Common Shares		Contributed Surplus	Foreign Currency Translation Reserve	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total
	Shares ('000's)*	Amount					
	Restated (notes 4,5)						
Balance – December 31, 2017	31,267	\$ 35,868	\$ 14,373	\$ 1,802	\$ (3)	\$ (29,848)	\$ 22,192
Share-based compensation	-	-	156	-	-	-	156
Interest paid in shares	133	61	-	-	-	-	61
Foreign exchange translation	-	-	-	(85)	-	-	(85)
Loss for the period	-	-	-	-	-	(653)	(653)
Balance – September 30, 2018	31,400	\$ 35,929	\$ 14,529	\$ 1,717	\$ (3)	\$ (30,501)	\$ 21,671
	Restated (notes 4,5)						
Balance – December 31, 2018	42,822	\$ 38,256	\$ 15,919	\$ 1,552	\$ (5)	\$ (30,783)	\$ 24,939
Issued for property (Note 8)	2,000	933	-	-	-	-	933
Share-based compensation	-	-	164	-	-	-	164
Foreign exchange translation	-	-	-	100	-	-	100
Loss for the period	-	-	-	-	-	(2,210)	(2,210)
Balance – September 30, 2019	44,822	\$ 39,189	\$ 16,083	\$ 1,652	\$ (5)	\$ (32,993)	\$ 23,926

* During Q4 2018, the Company completed a 10:1 share consolidation of its common shares. All comparative share data presented on these financial statements have been restated to reflect the share consolidation.

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

Calibre Mining Corp.

Condensed Interim Consolidated Statements of Cash Flows

For the Nine Months Ended September 30

(Unaudited - Expressed in thousands of US Dollars)

	2019	2018
		Restated (Notes 4,5)
Operating Activities		
Net loss for the period	\$ (2,210)	\$ (653)
Items not affecting cash:		
Amortization	71	3
Cash items reclassified to financing activities	(3)	2
Interest paid in shares	-	61
Share-based compensation	153	133
Unrealized foreign exchange	21	(80)
Write-down of property	60	-
Net changes in non-cash working capital:		
Receivables	(60)	128
Accounts payable and accrued liabilities	837	(52)
Prepaid expenses	(377)	(57)
	<u>(1,508)</u>	<u>(515)</u>
Investing Activities		
Interest income	28	-
Option payment received from optionee	150	150
Purchase of equipment	(16)	(5)
Exploration and evaluation expenditures, net of recoveries	(1,193)	(1,493)
	<u>(1,031)</u>	<u>(1,348)</u>
Financing Activities		
Principal lease payments	53	-
Proceeds from loans	-	310
Interest paid	(25)	(2)
	<u>28</u>	<u>308</u>
Net Decrease in Cash and Cash Equivalents	(2,511)	(1,555)
Cash and cash equivalents - Beginning of Period	3,493	2,311
Cash and cash equivalents - End of Period	\$ 982	\$ 756
Supplemental Disclosure of Non-Cash Investing Activities		
Amortization included in exploration and evaluation assets	\$ 18	\$ 12
Shares issued for acquisition of property	\$ 933	\$ -
Share-based compensation included in exploration and evaluation assets	\$ 12	\$ 21
Exploration and evaluation costs included in accounts payable	\$ 245	\$ 240

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

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

1. Nature of Operations

Calibre Mining Corp. ("Calibre" or the "Company") is incorporated under the laws of British Columbia, Canada and maintains its corporate head office at Suite 413 - 595 Burrard Street, Vancouver, British Columbia, Canada. As at September 30, 2019, the Company's common shares were listed on the TSX Venture Exchange (TSX.V: CXB) in Canada. On October 21, 2019, the Company's common shares were delisted on the TSX Venture Exchange and commenced trading on the Toronto Stock Exchange under the same symbol.

On October 15, 2019, the Company completed its transformational purchase of certain gold producing mining operations in Nicaragua from B2Gold Corp. As a result, subsequent to September 30, 2019, the Company now owns two operating gold mines, while maintaining and increasing its portfolio of exploration concessions in Nicaragua. For further information, refer to the details contained in Note 11.

2. Basis of Preparation and Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards 34, *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB").

The accounting policies applied in the preparation of these unaudited condensed interim consolidated financial statements are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2018, except as otherwise noted in Note 4 and Note 5. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018, which have been prepared in accordance with IFRS as issued by the IASB.

These condensed interim consolidated financial statements were approved and authorized for issue by the Audit Committee on November 12, 2019.

3. Significant Judgments, Estimates and Assumptions

The preparation of these financial statements in accordance with IFRS requires the Company to make assumptions, estimates and judgments that affect the reported amounts of assets, liabilities, and expenses, and the related disclosure of contingent assets and liabilities. The Company evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Company believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of expenses that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Significant areas of estimation uncertainty considered by management in preparing the financial statements are as follows:

Impairment of exploration and evaluation assets

The Company is required to review the carrying value of its exploration and evaluation properties for potential impairment when impairment indicators exist. Impairment exists when the carrying value of the Company's exploration and evaluation assets is not recoverable. If impairment is indicated, the amount by which the carrying value of exploration and evaluation assets exceeds their estimated fair value is charged to the statement of loss and comprehensive loss.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

3. Significant Judgments, Estimates and Assumptions - cont'd.

Evaluating for recoverability during the exploration and evaluation phase requires judgment in determining whether future economic benefits from future exploitation, sale or otherwise are likely. Evaluations may be more complex where activities have not reached a stage which permits a reasonable assessment of the existence of reserves or resources. Management must make certain estimates and assumptions about future events or circumstances including, but not limited to, the interpretation of geological, geophysical and seismic data, the Company's financial ability to continue exploration and evaluation activities, contractual issues with joint venture partners, the impact of government legislation and political stability in the region, and the impact of current and expected future metal prices to potential reserves. As at September 30, 2019, the Company did not identify any impairment indicators for its exploration and evaluation assets.

4. Change in Accounting Policy and Accounting Estimates

Except as described below, the accounting policies applied in these interim consolidated financial statements are the same as those applied in the Company's 2018 consolidated financial statements.

IFRS 16, "Leases" was adopted by the Company effective January 1, 2019. The impact of the adoption of IFRS 16, "Leases", and the Company's new accounting policies are disclosed in Note 6 (Leases).

Change in Accounting Estimate - Depreciation Method

Prior to January 1, 2019, the Company has depreciated its property and equipment using the declining balance method. Effective January 1, 2019, the Company elected to change its depreciation method for its property and equipment from declining balance to straight-line method. The change was made in order to have the Company's depreciation method align with the depreciation method of the Nicaraguan Mines (Note 11). The Company has accounted for the change in depreciation method prospectively, as provided for under IAS 8 with no impact of this change on prior year comparative information.

Foreign Currency Translation – Presentation Currency

The Company has changed its presentation currency from the Canadian Dollar ("CAD") to US Dollars ("\$\$") and accordingly the comparative periods have been restated to reflect the change in presentation currency. Refer to Note 5 for more information.

5. Change in Presentation Currency

The Company changed its presentation currency to US dollars from CAD. This change in presentation currency was made to better reflect the Company's current business activities and acquisition of the operating mines in Nicaragua as described in Note 11, which completed in October 2019. The Company applied the change to USD presentation currency retrospectively and restated the comparative financial information as if the new presentation currency had always been the Company's presentation currency in accordance with the guidance in IAS 21 and IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors.

The Company's current subsidiaries, including all its exploration entities, have the US dollar as their functional currency so their functional currency financial statement amounts have been carried forward into the consolidated results.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

5. Change in Presentation Currency - cont'd.

The financial statements of entities with a functional currency of CAD have been translated in accordance with IAS 21, as follows:

- Assets and liabilities presented and previously reported in CAD have been translated into US dollars using period end exchange rates;
- For equity, Management has opted to translate the balance as at January 1, 2018 (Opening balance sheet) at the period end exchange rate. All equity transactions post January 1, 2019 are translated using prevailing historical exchange rates;
- Other components of equity have been translated using historical foreign exchange rates in effect on the date that transactions occurred;
- Consolidated statements of income and other comprehensive income have been translated using the applicable average foreign exchange rates prevailing during the periods presented; and
- Resulting exchange differences have been recorded within the foreign currency translation reserve accounts.

The impact of the changes in presentation currency on the consolidated financial statements are as follows:

Consolidated Statement of Financial Position

<i>As at</i>	January 1, 2018		December 31, 2018	
	<i>(Reported in CAD)*</i>	<i>(Restated in US)</i>	<i>(Reported in CAD)*</i>	<i>(Restated in US)</i>
ASSETS				
Current	\$ 3,275	\$ 2,610	\$ 4,860	\$ 3,565
Non-current	25,559	20,365	30,192	22,060
Total assets	\$ 28,834	\$ 22,975	\$ 35,052	\$ 25,625
LIABILITIES				
Current				
Trade and other payables	\$ 984	\$ 783	\$ 937	\$ 686
Total liabilities	984	783	937	686
SHAREHOLDER'S EQUITY				
Share Capital	45,016	35,868	48,171	38,256
Contributed surplus	16,278	14,373	18,315	15,919
Foreign currency translation reserve	1,905	1,802	4,192	1,552
Accumulated other comprehensive loss	(5)	(3)	(6)	(5)
Accumulated deficit				
Opening	(35,344)	(29,848)	(35,344)	(29,848)
Net income (loss)	-	-	(1,213)	(935)
Total shareholder's equity	27,850	22,192	34,115	24,939
Total liabilities and shareholder's equity	\$ 28,834	\$ 22,975	\$ 35,052	\$ 25,625

* Figures noted in CAD \$, were as previously reported, prior to change in presentation currency.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

5. Change in Presentation Currency – cont'd

Consolidated Statement of Income (Loss) and Comprehensive Income (Loss)

	Three Months Ended		Nine Months Ended	
	September 30, 2018		September 30, 2018	
	(Reported in CAD)*	(Restated in US)	(Reported in CAD)*	(Restated in US)
General and administrative expenses	\$ (540)	\$ (419)	\$ (1,088)	\$ (847)
Other income	84	64	195	151
Foreign exchange gain (loss)	(17)	(13)	49	38
Interest income	-	-	5	5
Net loss for the period	\$ (473)	\$ (368)	\$ (839)	\$ (653)
Other comprehensive income (loss)				
Foreign exchange translation effect	(523)	27	\$ 670	(85)
Unrealized loss on marketable securities	(4)	(3)	\$ -	-
Net comprehensive income (loss) for the period	\$ (1,000)	\$ (344)	\$ (169)	\$ (738)

* Figures noted in CAD \$, were as previously reported, prior to change in presentation currency.

Consolidated Statement of Cash Flow

	September 30, 2018	
	(Reported in CAD)*	(Restated in US)
Net cash used in operating activities	\$ (664)	\$ (515)
Net cash used in investing activities	(1,659)	(1,348)
Net cash provided by financing activities	398	308
Decrease in cash and cash equivalents	(1,925)	(1,555)
Cash and cash equivalents, beginning of period	2,900	2,311
Cash and cash equivalents, end of period	\$ 975	\$ 756

* Figures noted in CAD \$, were as previously reported, prior to change in presentation currency.

6. Leases

The Company adopted IFRS 16, "Leases" using a modified retrospective approach from January 1, 2019. Under the modified approach, the Company is not required to restate comparatives for the 2018 reporting period and it applied the standard prospectively.

Practical Expedients Applied

On adoption, the Company used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- reliance on previous assessments on whether leases are onerous;
- account for lease payments as an expense and not recognize a right-of-use ("ROU") asset if the underlying asset is of low dollar value;

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

6. Leases – cont'd.

- account for leases with a remaining lease term of less than 12 months as at January 1, 2019, as short-term leases,
- account for lease and non-lease components as a single lease component for lease liabilities; and
- the use of hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Leasing Activities and Policies

The Company only has one lease which relates to its Vancouver head office. The office lease has a 5 year term and is subject to expire on May 2022. Lease payments are comprised of two components – basic rent and operating costs. Basic rent for the term of the lease is fixed with only the operating portion subject to fluctuations. Prior to January 1, 2019, leases were accounted for under IAS 17, “Leases” and were classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the term of the lease.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The ROU asset is depreciated over the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments less any lease incentives receivable;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

ROU assets are measured at cost comprising of the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Adjustments Recognized on Adoption of IFRS 16, “Leases”

On adoption of IFRS 16, “Leases” the Company recognized a lease liability in relation to its office lease which had previously been classified as ‘operating leases’ under the principles of IAS 17, “Leases”. This liability was measured at the present value of the remaining lease payments, discounted using the Company's incremental borrowing rate of 12%.

The change in accounting policy affected the following items in the Consolidated Balance Sheet on January 1, 2019:

- ROU asset – increased by \$305 due to the adoption of IFRS 16, “Leases”; and
- Lease liability – increased by \$305 due to the adoption of IFRS 16, “Leases.”

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

6. Leases – cont'd.

Reconciliation of Commitments to Lease Liability

The following table provides a reconciliation of the commitments as at December 31, 2018 to the Company's lease liabilities as at January 1, 2019 and September 30, 2019.

Disclosed commitments as at December 31, 2018	\$	387
Impact of discounting		(82)
Lease liability as at January 1, 2019		305
Lease payments		(79)
Amortization of discount		25
Current portion of lease liability		251
Lease liability as at September 30, 2019	\$	137

The table below analyzes the Company's lease liabilities into relevant contractual maturity groupings based on the remaining period at the Consolidated Balance Sheet date to the contractual maturity date of the lease. The amounts shown in the table below are the contractual undiscounted cash flows related to the liability.

	Remaining in 2019	2020 to 2021	2022 and later	Total contractual cash flows	Carrying amount
Lease liability	\$ 28	\$ 227	\$ 47	\$ 302	\$ 251

The difference between the total contractual undiscounted cash flows related to lease payments to lessors and the carrying amount of the lease liability is the amortization of the discount related to the lease liability.

Right-of-Use Asset

The ROU asset was measured as if the standard had been applied since the commencement date of the lease but discounted using the Company's incremental borrowing rate as at the date of initial application (January 1, 2019). There were no onerous lease contracts that would have required an adjustment to the ROU assets at the date of initial application.

Continuity of ROU Asset

	Balance at January 1, 2019	Amortization for the period	Balance at September 30, 2019
Office property	\$ 305	\$ 67	\$ 238

7. Exploration and Evaluation Assets

On February 11, 2019, the Company purchased the 51% interest of Centerra Gold Inc. ("Centerra") in the La Luz Project by issuing 2,000,000 common shares of Calibre to Centerra and granting Centerra a 2.0% net smelter return royalty ("NSR Royalty") on future production from the La Luz Project. The value of the common shares issued to Centerra was \$933, which was based on the Company's share price on the date of the transaction. Calibre has the right to (i) purchase 1.0% of the NSR Royalty for CAD \$2 million; and (ii) being granted a right of first refusal on the remaining 1.0% NSR Royalty. Including transaction costs, the total acquisition costs associated with the transaction amounted to \$940.

During the nine months ended September 30, 2019, the Company wrote-off exploration costs associated with a concession that it relinquished during the period. The write-down during the period amounted to \$60.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

7. Exploration and Evaluation Assets – cont'd.

During the nine months ended September 30, 2019, the Company received an option payment of \$150 from Iamgold Corporation, which represents the final option payment in accordance with the option agreement.

The following table outlines the expenditures at the concessions during the period ended September 30, 2019, in which the Company has an interest in:

	Joint Venture Santa Rita	Option Property to IAMGOLD	Option Property to Centerra	Calibre 100% Owned Property	Total
Cost, December 31, 2018	\$ 434	\$ 5,263	\$ 497	\$ 15,644	\$ 21,838
Acquisition of Centerra interest	-	-	-	940	940
Administration and maintenance	-	85	-	86	171
Amortization	-	6	-	12	18
Assaying	-	62	-	-	62
Camp, supplies and logistics	-	116	-	28	144
Drilling and related	-	660	-	-	660
Geological consulting	-	17	-	43	60
Professional fees	-	-	-	7	7
Property maintenance	18	116	-	478	612
Salary and wages	-	310	-	191	501
Share-based compensation	-	4	-	8	12
Travel	-	13	-	131	144
Recovery of value-added taxes	-	(93)	(73)	-	(166)
Recovery of costs and option payment	-	(1,533)	-	-	(1,533)
Total expenditures during the period	18	(237)	(73)	1,924	1,632
Reclassification of Centerra costs	-	-	(424)	424	-
Write-down of property	-	-	-	(60)	(60)
Cost, September 30, 2019	\$ 452	\$ 5,026	\$ -	\$ 17,932	\$ 23,410

8. Share Capital

a) Authorized

The Company is authorized to issue an unlimited number of common shares with no par value.

b) Stock options

A summary of the status of the Company's stock options as at September 30, 2019 is presented below:

Exercise price	January 1, 2019 (‘000)	Expired (‘000)	September 30, 2019 (‘000)	Expiry date	Remaining contractual life in years	Number of options vested (‘000)
CAD \$1.00	170	-	170*	November 5, 2019*	0.10	170
CAD \$1.20	50	-	50*	November 5, 2019*	0.10	50
CAD \$1.60	625	-	625*	November 5, 2019*	0.10	625
CAD \$1.40	50	(50)	-	December 1, 2019	-	-
CAD \$1.00	252	(23)	229	August 27, 2020	0.91	229
CAD \$1.60	50	-	50	September 7, 2021	1.94	50
CAD \$2.70	20	-	20	February 20, 2022	2.39	20
CAD \$0.45	1,400	-	1,400	November 6, 2023	4.10	700
CAD \$0.45	75	-	75	November 16, 2023	4.13	38
	2,692	(73)	2,619			1,882
	CAD \$0.87	CAD \$1.28	CAD \$0.86	Weighted average exercise price		

* The original expiry date of these stock options fell during the Company's blackout period and as a result, the expiry dates were amended to November 5, 2019. These stock options expired subsequent to the period ended September 30, 2019.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

8. Share Capital – cont'd.

The Company amortizes the total fair value of options granted over a graded vesting schedule. The total compensation expense recognized for options granted during the nine months ended September 30, 2019 was \$164 (2018 - \$156). Of the total compensation recorded, \$153 (2018 - \$133) was charged to operations expense and \$12 (2018 - \$21) was capitalized to exploration and evaluation assets.

c) Warrants

As at September 30, 2019, the following warrants were outstanding and exercisable:

Exercise price	January 1, 2019 ('000)	Expired ('000)	September 30, 2019 ('000)	Expiry date	Remaining contractual life in years
CAD \$1.60	2,660	(2,660)	-	April 21, 2019	-
CAD \$1.50	1,970	-	1,970	January 12, 2020	0.28
CAD \$0.55	379	-	379	October 30, 2020	1.08
CAD \$0.95	11,421	-	11,421	October 30, 2023	4.08
	16,430	(2,660)	13,770		
	CAD \$1.11	CAD \$1.60	CAD \$1.02	Weighted average exercise price	

9. Related Party Transactions

Key management personnel

Key management personnel of the Company are members of the Board of Directors, as well as the President and CEO, CFO and Corporate Secretary, and Vice President-Corporate Development. Key management compensation includes salaries and benefits and various consulting fees as follows:

	Nine Months Ended September 30, 2019	Nine Months Ended September 30, 2018
Short-term benefits ⁽ⁱ⁾	\$ 288	\$ 140
Share-based payments ⁽ⁱⁱ⁾	\$ 117	\$ 118
Consulting and advisory fees to key persons	\$ 140	\$ 102

⁽ⁱ⁾ Short-term benefits include salaries and benefits paid to the Company's key management.

⁽ⁱⁱ⁾ Share-based payments are the fair value of options granted to key management personnel and consultants as at the grant date.

All of the above transactions were incurred in the normal course of operations and are recorded at the exchange amount, being the amount agreed upon by the related parties. All of the above transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

10. Segmented Information

The Company currently operates in one reportable operating segment, being the acquisition, exploration, and development of natural resource properties, which is conducted principally in Nicaragua. As at September 30, 2019, the Company was in the exploration stage (see Note 11) and, accordingly, has no reportable segment revenues for any of the periods presented in these financial statements. The following geographic data includes assets based on location:

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

10. Segmented Information – cont'd.

As at September 30, 2019

	Canada	Nicaragua	Total
Cash and cash equivalents	\$ 899	\$ 83	\$ 982
Other current assets	310	199	509
Property and equipment	17	196	213
Right-of-use asset	238	-	238
Exploration and evaluation assets	-	23,410	23,410
Total assets	\$ 1,464	\$ 23,888	\$ 25,352

As at December 31, 2018

	Canada	Nicaragua	Total
Cash and cash equivalents	\$ 3,350	\$ 143	\$ 3,493
Other current assets	33	39	72
Property and equipment	7	215	222
Exploration and evaluation assets	-	21,838	21,838
Total assets	\$ 3,390	\$ 22,235	\$ 25,625

11. Subsequent Events

- (a) On October 15, 2019, the Company completed the closing of the transaction with B2Gold Corp. (“B2Gold”) pursuant to which Calibre has acquired B2Gold’s interest in the El Limon and La Libertad gold mines, the Pavon gold project and additional mineral concession in Nicaragua (collectively, the “Nicaragua Assets”) for aggregate consideration of \$100 million (the “Purchase Price”), which was paid with a combination of cash, common shares, a convertible debenture, and a \$10 million cash payment, or at the option of B2Gold, a portion in common shares of Calibre, which will be payable one year from the date of closing (the “Transaction”). Following the completion of the Transaction, B2Gold will own an approximate 30% direct equity interest in Calibre. On closing, the Purchase Price under the Transaction was paid as follows:
- (i) The Company paid B2Gold a total of \$40 million in cash;
 - (ii) Issued a total of 87,986,666 common shares to B2Gold, priced at CAD \$0.60 per share, using an exchange rate of US to CAD of \$1 to \$1.3198 and equating to a total value of \$40 million;
 - (iii) Issued a \$10 million convertible debenture (the “Debenture”). The principal amount owing under the Debenture will bear interest at 2% per annum and will be payable in cash on that date which is two years from closing of the Transaction (the “Maturity Date”) provided that (i) at any time prior to the close of business on the last business day immediately preceding the Maturity Date, the Debenture will be convertible at the option of B2Gold at a conversion price equal to CAD \$0.75; and (ii) in the event that prior to the Maturity Date the volume weighted average price of the Calibre Shares is equal to or greater than CAD \$0.81 for 10 consecutive trading days on a recognized North American stock exchange on which the majority of Calibre’s trading occurs, Calibre can force conversion of the Debenture. The Debenture will be a direct, unsecured obligation of Calibre, ranking equally with all other existing and future unsecured indebtedness of Calibre and will be a non-voting security.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

11. Subsequent Events – cont'd.

- (iv) Agreed to a deferred payment of \$10 million (the "Deferred Payment") to B2Gold to be paid 12 months from the closing of the Transaction. Under the terms of an amendment to the Transaction agreement, B2Gold will maintain a right to convert, all or a portion of the Deferred Payment into common shares of the Company, in order to allow B2Gold's equity ownership of Calibre to be no less than 31%. The option to convert the outstanding amount can only be made immediately prior to the Deferred Payment due date (being October 15, 2020) and can only be exercised if B2Gold's equity ownership in Calibre is less than 31% at that time. The price of the conversion will be based on a 5-day volume weighted average price of Calibre's common shares immediately prior to the Deferred Payment due date. On the date of closing the Transaction, B2Gold owned approximately 30.1% of Calibre's issued and outstanding common shares; and
- (v) Pursuant to the terms of the Transaction agreement, the Company agreed to reimburse B2Gold for the value of certain current assets acquired in the Transaction (defined under the term of the agreement as the "Closing Adjustment Cash"). The current assets for which payment would apply would include the total value ("Estimated Statement") of the following:
- Cash and cash equivalents;
 - Accounts receivable, less a reasonable allowance for doubtful accounts;
 - Prepaid expenses and deposits; and
 - Specified inventory, which would include inventory-in-circuit, dore, and finished product, including bullion, refined gold, or refined silver (dore, finished products, and refined gold and silver to be valued based on the payable metal at spot prices).

Calibre shall pay to B2Gold the Closing Adjustment Cash on or before 15 business days after the closing date, provided that, if the Closing Adjustment Cash exceeds an amount equal to \$12 million plus the amount of cash shown on the on the Estimated Statement, Calibre shall pay the portion of the Closing Adjustment Cash equal to \$12 million plus the amount of cash shown on the Estimated Statement in cash and the deferred consideration, discussed in (iv) above shall be increased by such excess.

Subsequent to September 30, 2019, the total Closing Adjustment Cash was determined to be \$18.6 million and as a result, Calibre issued a total payment of \$12.8 million in accordance with the terms of this adjustment clause and the remaining \$5.8 million cash payment is being deferred and payable one year after the closing date.

The Company has determined that this acquisition is a business combination for accounting purposes. The purchase price allocation process resulting from a business combination requires management to estimate the fair value of identifiable assets acquired including intangible assets and liabilities assumed including any contingently payable purchase price obligations due over time. The Company uses valuation techniques, including forecasted future net cash flows discounted to present value. These valuations are closely linked to the assumptions used by management on the future performance of the related assets and the discount rates applied. The determination of fair value involves making estimates relating to acquired assets and liabilities, property and equipment and mineral property interests. The Company is currently in the process of completing its analysis for the purposes of allocating the total purchase price.

During the nine months ended September 30, 2019, the Company expensed a total of \$1,037 in transaction costs in relation to the acquisition of the Nicaragua Assets. These amounts were classified as consulting fees on the statement of loss.

Calibre Mining Corp.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended September 30, 2019

(Unaudited - All amounts are in thousands of US Dollars unless otherwise stated)

11. Subsequent Events – cont'd.

- (b) The Company completed a brokered private placement of 175,256,480 common shares at a price of CAD \$0.60 per common share for total gross proceeds of CAD \$105.2 million (the "Private Placement"). In connection with the Private Placement, the Company paid certain finders commission equal to 3.0% of the gross proceeds of any orders solicited by certain finders (the "Finder's Fee"). In respect of these Finder's Fees, the Company paid \$65 in cash and issued 702,669 common shares. The Private Placement was led by Canaccord Genuity Corp. and Sprott Capital Partners LP with a syndicate of agents (collectively, the "Agents"). The Agents received a commission of 5.0% of the gross proceeds from the Private Placement, except for that portion of the gross proceeds which is subject to Finder's Fees, where the commission payable to the Agents was 2.0% of the gross proceeds.
- (c) The Company granted 27,575,000 stock options (the "**Options**") and 4,725,000 restricted share units pursuant to the Company's long-term incentive plan. The Options have an exercise price of CAD \$0.60 and have a term ranging from 2 to 8 years.
- (d) The Company also issued 1,387,812 common shares at a price of CAD \$0.60 per common share to a financial advisor for services rendered for total fair value of \$625.