



CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three and Nine Months Ended September 30, 2020 and 2019

(Expressed in Canadian Dollars)

(Unaudited)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars) (unaudited)

As at

	Note	September 30, 2020	December 31, 2019
ASSETS			
Current			
Cash	4	\$ 5,392,230	\$ 1,791,241
Receivables	4	43,077	60,162
Prepays		81,682	197,399
		5,516,989	2,048,802
Equipment	5	37,882	43,840
Exploration and evaluation assets	6	534,194	373,219
Right of use asset	9	66,596	7,712
		\$ 6,155,661	\$ 2,473,573
LIABILITIES			
Current			
Trade and other payables	4	\$ 1,540,718	\$ 521,772
Lease liability	9	23,930	9,245
		1,564,648	531,017
Lease liability – long term	9	44,311	-
		1,608,959	531,017
SHAREHOLDERS' EQUITY			
Share capital	7	17,681,401	12,065,407
Reserves	7	1,855,374	294,524
Deficit		(14,990,073)	(10,417,375)
		4,546,702	1,942,556
		\$ 6,155,661	\$ 2,473,573

Nature of operations and going concern (Note 1)

Approved on behalf of the Board:

“Antonio Reda”

Antonio Reda

“Michael Roper”

Michael Roper

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars) (unaudited)

	Note	3 months ended Sept. 30, 2020	3 months ended Sept. 30, 2019	9 months ended Sept. 30, 2020	9 months ended Sept. 30, 2019
EXPENSES					
Accounting & legal		\$ 51,056	\$ 19,920	\$ 181,708	\$ 122,073
Depreciation	5,9	10,002	8,890	28,723	25,469
Direct listing costs		-	186,055	-	298,859
Employee benefits & salary	8	129,098	121,314	383,544	339,469
Exploration expenses	6,8	2,472,698	2,138,357	2,968,419	2,872,187
Finance cost		1,507	397	2,338	1,548
Foreign exchange loss (gain)		57,188	(2,935)	102,197	(3,952)
General & administration		30,381	13,240	101,836	36,985
Impairment		-	261,860	-	261,860
Insurance		9,938	4,882	29,572	12,425
Listing & filing fees		34,484	1,657	83,496	3,634
Marketing & corporate development		127,613	124,191	393,409	196,593
Share-based compensation	7	96,011	52,135	288,033	52,135
Travel & meals		934	52,925	9,423	98,348
Loss and comprehensive loss for the period		\$ (3,020,510)	\$ (2,982,888)	\$ (4,572,698)	\$ (4,317,633)
Basic and diluted loss per common share		\$ (0.03)	\$ (0.08)	\$ (0.07)	\$ (0.12)
Weighted average number of common shares outstanding		90,142,175	35,933,012	69,751,786	35,279,598

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars) (unaudited)

	SHARE CAPITAL		RESERVES				Deficit	Total
	Number	Amount	Warrants	Special Warrants	Restricted Shares	Stock Options		
At December 31, 2018	35,010,259	\$ 7,032,286	\$ -	\$ -	\$ -	\$ -	\$ (4,578,767)	\$ 2,453,519
Shares issued for option payment	150,000	52,500	-	-	-	-	-	52,500
Special Warrants issued for cash	-	-	-	5,817,696	-	-	-	5,817,696
Share issue costs	-	(826,516)	71,034	25,000	-	-	-	(730,482)
Restricted share issuance	3,350,000	-	-	-	-	-	-	-
Share-based compensation	-	-	-	-	76,927	-	-	76,927
Loss for the period	-	-	-	-	-	-	(4,326,424)	(4,326,424)
At September 30, 2019	38,510,059	\$ 6,258,270	\$ 71,034	\$ 5,842,696	\$ 76,927	\$ -	\$ (8,905,191)	\$ 3,343,736
At December 31, 2019	55,203,675	\$ 12,065,407	\$ 71,034	\$ -	\$ 223,490	\$ -	\$ (10,417,375)	\$ 1,942,556
Share and share purchase warrants issued for cash	35,088,500	5,981,663	1,036,037	-	-	-	-	7,017,700
Shares issued for dataset acquisition	300,000	73,500	-	-	-	-	-	73,500
Share purchase warrants issued for finders' fees	-	(150,972)	150,972	-	-	-	-	-
Share issue costs	-	(288,197)	-	-	-	-	-	(288,197)
Restricted share forfeit	(450,000)	-	-	-	-	-	-	-
Share-based compensation	-	-	-	-	365,082	8,759	--	373,841
Loss for the period	-	-	-	-	-	-	(4,572,698)	(4,572,698)
At September 30, 2020	90,142,175	\$ 17,668,401	\$ 1,258,043	\$ -	\$ 588,572	\$ 8,759	\$ (14,990,073)	\$ 4,546,702

Share Capital (Note 7)

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars) (unaudited)

	3 months ended Sept. 30, 2020	3 months ended Sept. 30, 2019	9 months ended Sept. 30, 2020	9 months ended Sept. 30, 2019
OPERATING ACTIVITIES				
Loss for the period	\$ (3,020,510)	\$ (2,977,249)	\$ (4,572,698)	\$ (4,326,424)
Items not involving cash:				
Depreciation	10,002	8,377	28,723	24,955
Foreign exchange	68,500	(6,331)	112,730	(1,236)
Finance cost	1,797	512	3,448	1,852
Impairment	-	261,860	-	261,860
Share based compensation	130,453	76,927	373,841	76,927
Shares issued for dataset acquisition	-	-	73,500	-
Changes in non-cash working capital items:				
(Increase) decrease in receivables	(27,926)	(39,012)	17,085	(61,616)
Decrease (Increase) in other current assets	83,172	282,225	115,717	(39,847)
Increase (decrease) in trade and other payables	1,324,436	510,125	1,003,689	924,720
Cash used in operating activities	\$ (1,430,076)	\$ (1,882,566)	\$ (2,843,965)	\$ (3,138,809)
INVESTING ACTIVITIES				
Exploration and evaluation assets	(14,945)	(16,361)	(160,975)	(214,581)
Equipment	(4,175)	106	(4,175)	(27,161)
Cash used in investing activities	\$ (19,120)	\$ (16,255)	\$ (165,150)	\$ (241,742)
FINANCING ACTIVITIES				
Share subscriptions received in advance	-	(21,000)	-	-
Proceeds from share and share purchase warrant issuances	-	-	7,017,700	-
Proceeds from Special Warrant issuance	-	5,817,696	-	5,817,696
Share issuance costs	(38,722)	(605,143)	(288,197)	(635,652)
Lease payments	(7,300)	(6,713)	(21,789)	(15,879)
Cash provided by (used in) financing activities	\$ (46,022)	\$ 5,184,840	\$ 6,707,714	\$ 5,166,165
Effect of foreign exchange on cash	(54,187)	7,746	(97,610)	1,429
Change in cash during the period	(1,549,405)	3,293,765	3,600,989	1,787,043
Cash—beginning of period	6,941,635	572,618	1,791,241	2,079,340
Cash—end of period	\$ 5,392,230	\$ 3,866,383	\$ 5,392,230	\$ 3,866,383

Supplemental cash flow information (Note 10)

01 NATURE OF OPERATIONS AND GOING CONCERN

Tectonic Metals Inc. (the “Company”) was incorporated on April 7, 2017 under the laws of under the British Columbia Business Corporations Act. The Company’s head office is at 312-744 West Hastings Street, Vancouver, British Columbia, V6C 1A5.

The Company’s principal business activities include the acquisition and exploration of mineral exploration and evaluation assets in the United States and Canada. The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These condensed interim consolidated financial statements (the “Financial Statements”) have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. These Financial Statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The continuance of the Company’s operations is dependent on obtaining sufficient additional financing in order to realize the recoverability of the Company’s investments in exploration and evaluation assets which is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. Management closely monitors metal commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur. With the financings completed during the nine months ended September 30, 2020 (Note 7) and working capital of \$3,980,649 as of September 30, 2020, management estimates it has sufficient funds to operate for the upcoming twelve months.

On November 18, 2019, the Company listed all of the Company’s outstanding common shares on the Toronto Venture Stock Exchange (the “TSXV”) under the stock symbol “TECT”. On July 23, 2020, the Company’s common share began on the OTCQB under the symbol “TETOF”.

In March 2020 the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses, including ours. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on its business or results of operations at this time.

02 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) applicable to the preparation of interim financial statements including International Accounting Standard 34: Interim Financial Reporting. Accordingly, certain disclosures included in annual financial statements prepared in accordance with IFRS have been condensed or omitted. These Financial Statements should be read in conjunction with the Company’s audited consolidated financial statements for the year ended December 31, 2019.

The accounting policies applied in the preparation of these Financial Statements are consistent with those applied and disclosed in the Company’s audited consolidated financial statements for the year ended December 31, 2019 with the exception of new accounting policies described below. The Company’s interim results are not necessarily indicative of its results for a full year.

Approval of The Financial Statements

These Financial Statements were authorized for issue by the Board of Directors of the Company on November 6, 2020.

Basis of Presentation

These Financial Statements have been prepared on a historical cost basis. In addition, these Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

Change in Accounting Policies

VALUATION OF EQUITY UNITS ISSUED IN PRIVATE PLACEMENTS

Beginning January 1, 2020, the Company adopted an accounting policy whereby it allocates the proceeds from the issue of units between common shares and share purchase warrants on a pro-rata basis based on the relative fair values at the date of issuance. The fair value of the common shares is based on the market closing price on the date the units are issued and the fair value of the share purchase warrants is determined using the Black-Scholes Option Pricing Model (“BSM”) as of the date of issuance. Previously the Company valued units using the residual value method. As the effect is within equity, no revision to prior year comparatives has been recorded.

03 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS

The preparation of the Company's Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Information about significant areas of estimation uncertainty and judgments made by management in preparing the Financial Statements are described below:

Estimates

ECONOMIC RECOVERABILITY AND PROBABILITY OF FUTURE ECONOMIC BENEFITS OF EXPLORATION AND EVALUATION ASSETS

Management has determined that exploration, evaluation, and related costs incurred, which were capitalized, may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

VALUATION OF RIGHT OF USE ASSET AND LEASE LIABILITY

In determining the valuation of the right of use asset and lease liability, the Company is required to make judgements regarding the interest rate used for discounting future cash flows. The present value of the lease liability was determined using the estimated incremental borrowing rate of the Company.

SHARE-BASED COMPENSATION AND ISSUANCE OF UNITS

The Company issued restricted shares and stock options that vest over time. In consideration of IFRS 2, the Company recorded a \$nil value to the shares at issuance and will recognize amounts over the vesting period to equity and share-based compensation based on the share value at the time of issuance. The Company also issued units under private placements and has used the BSM to determine the relative fair value of the warrant portion.

ASSET RETIREMENT OBLIGATION

In determining the valuation of a reclamation liability, the Company is required to make judgements regarding the interest rate used to discount future cash flows, number of labour hours required, and costs for labour and equipment rental.

Judgements

DETERMINATION OF FUNCTIONAL CURRENCY

The Company determines the functional currency through an analysis of several indicators of autonomy such as financing activities, expenses and cash flow, retention of operating cash flows, and frequency of transactions with the reporting entity.

GOING CONCERN

In assessing its ability to continue as a going concern for the next twelve months, the Company estimates future cash outflows based off prevailing market prices for goods and services, foreign exchange rates, and number of days to complete field programs with weather constraints.

04 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The value of cash, receivables, and trade and other payables approximates their carrying values as September 30, 2020 and December 31, 2019 due to their short-term nature.

Financial Risk Factors

The Company is exposed to a variety of financial risks by virtue of its activities including credit, liquidity, interest rate, foreign currency, and price risk.

CREDIT RISK

The Company is exposed to industry credit risks arising from its cash and receivables. The Company manages credit risk by holding cash with major Canadian financial institutions. The Company's receivables are due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company has in place a planning and budgeting process to help determine the funds required to support the Company's operating requirements on an ongoing basis and assess available and required sources of additional capital and financing.

INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 1% change in interest rates would result in a nominal difference for the period ended September 30, 2020.

FOREIGN CURRENCY RISK

The Company is exposed to nominally foreign currency risk on fluctuations related to cash and trade and other payables that are denominated in United States Dollars.

PRICE RISK

The Company has exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors the price of precious metals.

05 EQUIPMENT

For the nine months ended September 30, 2020

	COST			ACCUMULATED DEPRECIATION			Net Book Value
	Opening	Additions	Ending	Opening	Depreciation	Ending	
Mining equipment	\$ 22,685	\$ -	\$ 22,685	\$ (8,862)	\$ (3,110)	\$ (11,972)	\$ 10,713
Office & furniture	17,866	-	17,866	(2,680)	(3,417)	(6,097)	11,769
Computer equipment	21,611	4,175	25,786	(6,780)	(3,606)	(10,386)	15,400
Total	\$ 62,162	\$ 4,175	\$ 66,337	\$ (18,322)	\$ (10,133)	\$ (28,455)	\$ 37,882

For the year ended December 31, 2019

	COST			ACCUMULATED DEPRECIATION			Net Book Value
	Opening	Additions	Ending	Opening	Depreciation	Ending	
Mining equipment	\$ 21,409	\$ 1,276	\$ 22,685	\$ (3,211)	\$ (5,651)	\$ (8,862)	\$ 13,823
Office & furniture	-	17,866	17,866	-	(2,680)	(2,680)	15,186
Computer equipment	9,643	11,968	21,611	(2,989)	(3,791)	(6,780)	14,831
Total	\$ 31,052	\$ 31,110	\$ 62,162	\$ (6,200)	\$ (12,122)	\$ (18,322)	\$ 43,840

06 EXPLORATION AND EVALUATION ASSETS

Carrying Amount

The following table represents acquisition costs incurred on the exploration and evaluation assets:

	MCQ, Canada	Tibbs, USA	Seventymile, USA	Northway, USA	Maple Leaf, USA	Carrie Creek & Mt. Harper, USA	Total
At December 31, 2018	\$ 159,360	\$ 114,903	\$ 38,892	\$ 54,842	\$ -	\$ -	\$ 367,998
Cash property payments	50,000	66,620	40,800	40,800	-	-	198,220
Share payments	52,500	-	-	-	-	-	52,500
Staking	-	384	-	-	15,977	-	16,361
Impairment	(261,860)	-	-	-	-	-	(261,860)
At December 31, 2019	\$ -	\$ 181,907	\$ 79,692	\$ 95,643	\$ 15,977	\$ -	\$ 373,219
Cash property payments	-	67,145	38,964	39,921	-	14,945	160,975
At September 30, 2020	\$ -	\$ 249,052	\$ 118,656	\$ 135,564	\$ 15,977	\$ 14,945	\$ 534,194

Expenditures

Details of the Company's exploration and evaluation expenditures are as follows:

	Tibbs	Seventymile	Northway	Maple Leaf	Carrie Creek / Mt. Harper	Project Generation	Project Support	For the 3 months ended Sept 30, 2020
Computer software	\$ 2,161	\$ 5,273	\$ 1,414	\$ 225	\$ 174	\$ -	\$ 2,725	\$ 11,972
Drilling program	937,916	1,091,528	-	-	-	-	-	2,029,444
Geological consulting	-	200	-	-	200	26,905	400	27,705
Mapping program	19,868	12,375	-	26,290	18,379	-	284	77,196
Other	5,123	797	334	53	1,490	-	222	8,019
Reclamation	(7,400)	20,000	-	-	-	-	-	12,600
Registration fees	6,300	75	1,855	2,910	75	-	-	11,215
Salary & legal costs	28,187	29,141	576	2,056	2,413	1,698	7,672	71,743
Sampling program	102,302	-	-	-	-	-	-	102,302
Scholarship fees	-	-	-	-	13,404	-	-	13,404
Share-based compensation (Note 7)	-	-	-	-	-	-	25,683	25,683
Surveying program	81,015	-	-	-	-	-	-	81,015
Total exploration expenditures	\$ 1,175,472	\$ 1,159,389	\$ 4,179	\$ 31,534	\$ 36,135	\$ 28,603	\$ 36,986	\$ 2,472,298

	MCQ	Tibbs	Seventymile	Northway	Maple Leaf	Project Support	For the 3 months ended Sept. 30, 2019
Drilling	\$ -	\$ 1,094,859	\$ -	\$ 111,767	\$ -	\$ -	\$ 1,206,626
Geological consulting	-	-	11,574	11,924	-	11,982	35,480
GeoProbe sampling	-	-	575,128	35,094	-	-	610,222
Other	9,090	30,858	8,307	6,406	2,585	5,349	62,595
Reclamation	-	13,958	-	-	-	-	13,958
Registration fees	-	61	-	-	-	4,277	4,338
Salary & legal costs	8,518	44,702	20,299	16,107	142	13,982	103,750
Share-based compensation	-	-	-	-	-	24,792	24,792
Test pit sampling	71,543	-	-	-	-	385	71,929
Trenching & helicopter	-	-	-	-	-	4,668	4,668
Total exploration expenditures	\$ 89,151	\$ 1,184,438	\$ 615,308	\$ 181,298	\$ 2,727	\$ 65,435	\$ 2,138,357

	Tibbs	Seventymile	Northway	Maple Leaf	Carrie Creek / Mt. Harper	Project Generation	Project Support	For the 9 months ended Sept 30, 2020
Computer software	\$ 4,539	\$ 10,280	\$ 7,945	\$ 299	\$ 174	\$ 6,670	\$ 5,915	\$ 35,822
Drilling program	941,147	1,094,052	-	-	-	-	-	2,035,199
Geological consulting	450	950	300	-	200	49,543	4,450	55,893
Geologist dataset acquisition	7,350	-	-	44,100	-	22,050	-	73,500
Mapping program	19,868	12,375	-	26,290	18,379	-	284	77,196
Other	6,941	2,928	2,630	414	1,490	196	748	15,347
Reclamation	(7,400)	20,000	-	-	-	-	-	12,600
Registration fees	25,161	263	27,316	13,905	75	-	1,283	68,003
Salary & legal costs	43,711	77,892	19,160	9,310	2,413	39,035	89,245	280,766
Sampling program	103,244	-	4,216	-	-	-	-	107,460
Scholarship fees	-	35,165	-	-	13,404	-	-	48,569
Share based compensation (Note 7)	-	-	-	-	-	-	77,049	77,049
Surveying	81,015	-	-	-	-	-	-	81,015
Total exploration expenditures	\$ 1,226,026	\$ 1,252,905	\$ 61,567	\$ 94,318	\$ 36,135	\$ 117,494	\$ 178,974	\$ 2,968,419

	MCQ	Tibbs	Seventymile	Northway	Maple Leaf	Project Support	For the 9 months ended Sept. 30, 2019
Drilling	\$ -	\$ 1,094,859	\$ -	\$ 111,767	\$ -	\$ -	\$ 1,206,626
Geological consulting	-	335	16,807	20,095	-	66,847	104,084
GeoProbe sampling	-	-	577,511	327,384	-	-	904,895
Other	11,149	33,371	15,731	25,885	2,585	19,927	108,648
Reclamation	-	13,958	-	-	-	-	13,958
Registration fees	-	61	-	19,976	-	4,277	24,314
Salary & legal costs	19,774	60,564	63,547	107,700	142	89,431	341,158
Scholarship fees	-	-	33,558	33,558	-	-	67,116
Share based compensation	-	-	-	-	-	24,792	24,792
Test pit sampling	71,543	-	-	-	-	385	71,928
Trenching & helicopter	-	-	-	-	-	4,668	4,668
Total exploration expenditures	\$ 102,466	\$ 1,203,148	\$ 707,154	\$ 646,365	\$ 2,727	\$ 210,327	\$ 2,872,187

Property Agreements

NORTHWAY

In June 2018 and subsequently amended January 1, 2020, the Company entered into a mining lease agreement with Doyon, Limited (“Doyon”), an Alaska Native Regional Corporation, for a 100% interest in an area of the Alaska Native regional corporation mineral estate in the southern Fortymile Mining District, Alaska (the “Northway Property”). The lease covers the mineral estate and a portion of the surface estate and grants the Company rights to conduct mineral exploration and, if warranted, mineral development and production activities. Doyon is granted a 2% net smelter returns royalty (“NSR”) for precious minerals and a 1% NSR for base minerals until the end of the fourth year of commercial production. Doyon is granted a 4% NSR for precious minerals and a 3% NSR for base minerals from the fifth to tenth anniversary of commercial production. After the tenth anniversary of commercial production, the production royalty for precious minerals is the greater of a 4% NSR or 15% of net proceeds and the production royalty for base minerals is the greater of a 3% NSR or 15% of net proceeds. The initial lease term is for fifteen years, and the lease agreement includes renewal clauses to extend the lease period up to the entire operational period of a mine.

In consideration the Company paid Doyon \$79,692 to December 31, 2019 and \$39,921 in March 2020 (\$30,000 USD each year) and pursuant to the option agreement is required to pay:

- I. \$30,000 USD January 2021
- II. \$60,000 USD each January 2022–2027
- III. \$200,000 USD each January 2028 and thereafter. If the Company exercises an option to extend the lease term by another five years after completion of a feasibility study, this annual payment shall be increased to \$300,000 USD.
- IV. \$600,000 USD upon completion of a feasibility study

Pursuant to the option agreement, the Company is required to incur the following amounts for exploration expenditures on the Northway Property:

Calendar Years	Amount of annual exploration expenditures (USD\$)
2018 (commitment fully met)	400,000
2019 (commitment fully met) ¹	600,000
2020	-
2021-2022	750,000
2023	1,500,000
2024-2027	1,500,000
2028 and each calendar year thereafter	2,000,000

1. Eligible expenditures include all actual, direct costs, expenses, and charges related to exploration and development conducted on or for the benefit of the Northway Property, including without limitation costs and expenses off the property and reasonably allocated to operations on the property. The Company is permitted to carry forward excess expenditures and apply them against a future year. As of September 30, 2020, the Company incurred \$1,314,147 USD in cumulative eligible expenditures on the Northway Property.

Additionally, the Company contributes to the Doyon Foundation a \$25,000 USD scholarship each May for the term of the lease. For the year ended December 31, 2020, the scholarship payment has been deferred to the year ended December 31, 2021. The scholarship amount increases to \$50,000 USD each year following the commencement of commercial production at the Northway Property.

SEVENTYMILE

In June 2018, the Company entered into a mining lease agreement with Doyon for a 100% interest in the area of the Alaska Native regional corporation mineral estate in the Eagle Mining District, Alaska (the "Seventymile Property"). The lease covers the mineral estate and the surface estate and grants the Company rights to conduct mineral exploration and, if warranted, mineral development and production activities. Doyon is granted a 2% NSR for precious minerals and a 1% NSR for base minerals until the end of the fourth year of commercial production. Doyon is granted a 4% NSR for precious minerals and a 3% NSR for base minerals from the fifth to tenth anniversary of commercial production. After the tenth anniversary of commercial production, the production royalty for precious minerals is the greater of a 4% NSR or 15% of net proceeds and the production royalty for base minerals is the greater of a 3% NSR or 15% of net proceeds. The initial lease term is for fifteen years, and the lease agreement includes renewal clauses to extend the lease period up to the entire operating operation period of a mine.

In consideration, the Company paid Doyon \$79,692 to December 2019 and \$38,964 in January 2020 (\$30,000 USD each year) and pursuant to the option agreement is required to pay:

- I. \$30,000 USD January 2021
- II. \$60,000 USD each January 2022-2027

- III. \$200,000 USD each January 2028 and thereafter. If the Company exercises an option to extend the lease term by another five years after completion of a feasibility study, this annual payment shall be increased to \$300,000 USD.
- IV. \$600,000 USD upon completion of a feasibility study

Pursuant to the option agreement, the Company is required to incur the following amounts for exploration expenditures on the Seventymile Property:

Calendar Years	Amount of annual exploration expenditures (USD\$)
2018 (commitment fully met)	400,000
2019 (commitment fully met)	600,000
2020 (commitment fully met) ¹	750,000
2021-2023	750,000
2024-2027	1,500,000
2028 and each calendar year thereafter	2,000,000

1. Eligible expenditures include all actual, direct costs, expenses, and charges related to exploration and development conducted on or for the benefit of the Seventymile Property, including without limitation costs and expenses off the property and reasonably allocated to operations on the property. The Company is permitted to carry forward excess expenditures and apply them against a future year. As of September 30, 2020, the Company incurred \$2,060,995 USD in cumulative eligible expenditures on the Seventymile Property.

Additionally, the Company contributes to the Doyon Foundation, a \$25,000 USD scholarship each May for the term of the lease. The scholarship amount increases to \$50,000 USD each year following the commencement of commercial production at the Seventymile Property. The Company paid Doyon \$25,000 USD for a scholarship payment during the nine months ended September 30, 2020.

TIBBS

In June 2017, the Company entered into a mining lease and option agreement with Tibbs Creek Gold, LLC. ("Tibbs") for a 100% interest in the surface and subsurface rights to State of Alaska Mining Claims in the Fairbanks Recording District, Alaska (the "Tibbs Property"). The agreement grants Tibbs a 2.5% NSR, of which 1.5% can be purchased for \$1,500,000 USD. The initial term of the lease is ten years.

In consideration the Company paid Tibbs a total of \$239,098 (\$180,000 USD) to September 30, 2020. Pursuant to the option agreement, the Company is required to pay a \$50,000 USD option payment each June in 2021-2027 and is required to incur an aggregate amount of \$1,000,000 USD in exploration expenditures by June 2022. As of September 30, 2020, the Company has fulfilled this exploration expenditure commitment.

During the year ended December 31, 2019, the Company received a notice from a junior mining company that seven of the claims on Tibbs wholly or partially overstate their claims, and they are asserting the senior claim. Tectonic considers the disputed claims to be non-core, and this notice will not impact Tectonic's exploration efforts going forward on the rest of the Company's Tibbs claims.

CARRIE CREEK & MT. HARPER

In August 2020, the Company entered into a mining lease agreement with Doyon for a 100% interest in the area of the Alaska Native regional corporation mineral estate in the Goodpastor District, Alaska (the “Carrie Creek and Mt. Harper Properties”). The lease covers the mineral estate and the surface estate and grants the Company rights to conduct mineral exploration and, if warranted, mineral development and production activities. Doyon is granted a 2% NSR for precious minerals and a 1% NSR for base minerals until the end of the fourth year of commercial production. Doyon is granted a 3% NSR for precious minerals and a 2% NSR for base minerals from the fifth to tenth anniversary of commercial production. After the tenth anniversary of commercial production, the production royalty for precious minerals is the greater of a 4% NSR or 15% of net proceeds and the production royalty for base minerals is the greater of a 3% NSR or 15% of net proceeds. The initial lease term is for fifteen years, and the lease agreement includes renewal clauses to extend the lease period up to the entire operating operation period of a mine.

In consideration, the Company paid Doyon \$13,405 during the nine months ended September 30, 2020 (\$10,000 USD) and pursuant to the option agreement is required to pay:

- V. \$10,000 USD each January 2021-2024
- VI. \$40,000 USD each January 2025–2029
- VII. \$100,000 USD each January 2030 and thereafter. If the Company exercises an option to extend the lease term by another five years after completion of a feasibility study, this annual payment shall be increased to \$200,000 USD.
- VIII. \$150,000 USD upon completion of a feasibility study

Pursuant to the option agreement, the Company is required to incur the following amounts for exploration expenditures on the Carrie Creek and Mt. Harper Properties:

Calendar Years	Required aggregate exploration expenditures over period (USD\$) ¹
2020-2022	1,000,000
2023-2026	1,200,000
2027-2030	2,000,000
Each four-lease year period commencing 2031	2,000,000

1. Eligible expenditures include all actual, direct costs, expenses, and charges related to exploration and development conducted on or for the benefit of the Carrie Creek and Mt. Harper Properties, including without limitation costs and expenses off the property and reasonably allocated to operations on the property. The Company is permitted to carry forward excess expenditures and apply them against a future year. Tectonic is required to spend at least 25% of its required aggregate expenditures for each expenditure period for the benefit of each the Carrie Creek Property and Mt. Harper Property.

Additionally, the Company contributes to the Doyon Foundation, an annual \$10,000 USD scholarship for the term of the lease. The scholarship amount increases to \$50,000 USD each year following the commencement of commercial production at either the Carrie Creek or Mt. Harper Property. The Company paid Doyon \$10,000 USD for a scholarship payment during the nine months ended September 30, 2020.

MAPLE LEAF

The Company staked certain claims in the State of Alaska located near the Tibbs Property (the “Maple Leaf Property”).

DATASET ACQUISITION

On June 25, 2020, the Company issued 300,000 common shares valued at \$73,500 to Rubicon Minerals (“Rubicon”) in exchange for a geological, geophysical and geochemical dataset from exploration work conducted at multiple prospects including the Tibbs and Maple Leaf Properties (Note 7).

MCQ

In January 2018 and amended January 2019, the Company entered into an option agreement with Shawn Ryan and Wildwood Holdings Inc. (the “MCQ Option Holders”) for a 100% interest in the Mayo District of Yukon Canada (the “MCQ Property”). On September 30, 2019, the Company delivered a notice to terminate the MCQ option agreement. The Company has no further obligations under the MCQ option agreement other than an obligation to deliver a report on all work carried out by the Company on the MCQ Property to the MCQ Option Holders, which was completed January 2020.

During the year ended December 31, 2019, the Company issued 150,000 common shares valued at \$52,500 (Note 7) and paid a \$50,000 option payment. The Company’s total capitalized costs of \$261,860 has been written off as of December 31, 2019.

07 SHARE CAPITAL AND RESERVES

Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued Share Capital

2019 TRANSACTIONS

- a) On January 19, 2019, the Company issued 150,000 common shares valued at \$52,500 pursuant to the MCQ Property Agreement (Note 6).
- b) On July 29, 2019, the Company issued 2,400,000 restricted common shares to employees and directors under its Restricted Share Plan (see Restricted Shares).
- c) On September 17, 2019, the Company issued 950,000 restricted common shares to directors under its Restricted Share Plan (see Restricted Shares).
- d) On November 11, 2019, 16,693,416 Special Warrants were automatically converted into one common share and one warrant (see Special Warrants). The value attributed to the common shares was \$5,817,696.

2020 TRANSACTIONS

- e) On April 17, 2020, the Company issued 10,473,000 units at a price of \$0.20 per unit for gross proceeds of \$2,094,600 to Doyon (the "Doyon Private Placement"). Each unit comprised of one common share and half a warrant. Each full warrant is convertible into one common share at an exercise price of \$0.40 and expires April 17, 2022 ("Doyon Warrants"). The value attributed to the warrants was \$243,410.
- f) On June 25, 2020, the Company issued 300,000 common shares at a price of \$0.245 per common share for an aggregate issuance price of \$73,500 to Rubicon in exchange for a geological dataset from exploration work conducted at multiple prospects including the Tibbs and Maple Leaf Properties (Note 6).
- g) On June 30, 2020, the Company issued 24,615,500 units at a price of \$0.20 per unit for gross proceeds of \$4,923,100 (the "Non-Brokered Private Placement"). Each unit comprised of one common share and half a warrant. Each full warrant is convertible into one common share at an exercise price of \$0.40 and expires June 30, 2022 ("Non-Broker Warrants"). The value attributable to the warrants was \$792,627.

Doyon Private Placement

Doyon has agreed not to exercise any Doyon Warrants if as a result of such exercise it causes Doyon to hold greater than 19.99% of the total outstanding common shares of Tectonic, unless and until the shareholders of Tectonic have passed a resolution approving such exercise of the Doyon Warrants in accordance with the applicable rules and policies of the TSXV.

The Doyon Warrants are subject to an acceleration clause whereby if the volume-weighted average trading price of Tectonic's common shares on the TSXV is \$0.56 or greater for a period of 10 consecutive trading days, Tectonic has the right to accelerate the expiry day of the Doyon Warrants to 30 days from the date of issuance of a news release by Tectonic announcing the accelerated exercise period (the "Acceleration Clause").

Doyon was granted a pre-emptive right to maintain its pro-rata interest for as long as Doyon owns more than 10% of the common shares of Tectonic, calculated on a partially diluted basis. As of September 30, 2020, Doyon owns approximately 16.5% of the common shares of Tectonic on a partially diluted basis.

Non-Brokered Private Placement

The Non-Broker Warrants are subject to the Acceleration Clause.

In connection with the Non-Brokered Private Placement, the Company paid finders' fees of \$194,826 and issued 956,130 warrants (each a "Finders Warrant") valued at \$150,972. Each Finders Warrant is exercisable for a common share of Tectonic at an exercise price of \$0.20 and expires June 30, 2022.

Special Warrants

During the year ended December 31, 2019, the Company completed a private placement of 16,621,988 special warrants at \$0.35 per special warrant (the "Special Warrants") in two tranches. The financings were completed in connection with the Company's direct listing on the TSXV. Each Special Warrant entitled to the holder to one common share of the Company and one warrant exercisable into one common share of the Company with an expiry of two years after the closing of the private placement and an exercise price of \$0.50

(the "Underlying Warrant"). Each Special Warrant was automatically converted for no additional consideration into one common share and the Underlying Warrant on November 11, 2019.

TRANCHE 1

On July 12, 2019, the Company issued 6,809,370 Special Warrants for gross proceeds of \$2,383,280. The 6,809,370 Underlying Warrants expire July 12, 2021. As a financing fee, the Company issued 227,936 compensation warrants valued at \$38,614 with each warrant entitling the holder to acquire one common share with an exercise price of \$0.35 expiring July 12, 2021, a finance fee of \$25,000 in cash and 71,428 Special Warrants valued at \$25,000, and paid a \$105,411 cash commission.

TRANCHE 2

On September 26, 2019, the Company issued 9,812,618 Special Warrants for gross proceeds of \$3,434,416. The 9,812,618 Underlying Warrants expire September 26, 2021. As a financing fee, the Company issued 235,978 compensation warrants valued at \$32,420 with each warrant entitling the holder to acquire one common share with an exercise price of \$0.35 expiring September 26, 2021 and paid a \$165,034 cash commission.

In addition to the issue costs above, the Company incurred \$470,595 of share issue costs during the year ended December 31, 2019. Total share issue costs incurred during the year ended December 31, 2019 for the private placement was \$862,074.

A summary of the private placement is as follows:

	Special Warrants #	Special Warrants \$	Compensation Warrants #	Compensation Warrants \$ ¹	Share issue costs \$
Tranche 1 Issuance	6,809,370	2,383,280	227,936	38,614	38,614
Corporate Finance Fee	71,428	25,000	-	-	50,000
Tranche 1 Cash Commissions	-	-	-	-	105,411
Tranche 2	9,812,618	3,434,416	235,978	32,420	32,420
Tranche 2 Cash Commissions	-	-	-	-	165,034
Other share issue costs	-	-	-	-	470,595
	16,693,416	5,842,696	463,914	71,034	862,074

1. The fair value of the Compensation Warrants was determined using a Black-Scholes model using the following assumptions: grant date share price of \$0.35, exercise price of \$0.50, expected volatility of 90%, risk-free interest rate of 1.57% and expected life of 2 years.

Share Purchase Warrants

2019 TRANSACTION

- On November 11, 2019, 16,693,416 Special Warrants were automatically converted into one common share and a warrant (see Special Warrants) for a total number of warrants of 16,693,416. The value attributed to the warrants was \$nil.

2020 TRANSACTIONS

The value of the warrants issued during the nine months ended September 30, 2020 were determined using a BSM with the following assumptions:

	Fair Value Attributed \$	Grant Date Share Price \$	Exercise Price \$	Expected Volatility	Risk-Free Interest Rate	Expected Life (years)
Doyon Warrants	243,410	0.17	0.40	90%	0.35%	2
Non-Broker Warrants	792,627	0.28	0.40	90%	0.26%	2
Finders Warrants	150,972	0.28	0.20	90%	0.26%	2

A summary of the Company's warrants and the changes during the period are as follows:

	Number of warrants	Shares to be issued upon exercise of the warrants	Weighted-average exercise price (\$)
Balance – December 31, 2018	4,100,000	4,100,000	0.22
Broker warrants issued in Special Warrant financing	463,914	463,914	0.35
Special Warrant conversion	16,693,416	16,693,416	0.50
Balance – December 31, 2019	21,257,330	21,257,330	0.44
Doyon Warrants issued	5,236,500	5,236,500	0.40
Non-Broker Warrants issued	12,307,750	12,307,750	0.40
Finders Warrants issued	956,130	956,130	0.20
Balance – September 30, 2020	39,757,710	39,757,710	0.42

Warrants outstanding as at September 30, 2020 are as follows:

Number outstanding	Exercise price per share (\$)	Expiry date
227,936	0.35	July 12, 2021
6,880,798	0.50	July 12, 2021
235,978	0.35	September 26, 2021
9,812,618	0.50	September 26, 2021
5,236,500 ¹	0.40	April 17, 2022
720,000	0.10	June 16, 2022
3,380,000	0.25	June 16, 2022
12,307,750 ¹	0.40	June 30, 2022
956,130	0.20	June 30, 2022
39,757,710		

1. Warrants are subject to the Acceleration Clause

Stock Options

On April 10, 2019, the Company adopted a stock option plan (the “Stock Option Plan”). The Company may grant share options to eligible employees, officers, directors and consultants at an exercise price, expiry date, and vesting conditions to be determined by the Company’s board of directors. The maximum expiry date is ten years from the grant date. The Stock Option Plan permits the issuance of stock options, which, together with the Restricted Share Plan, may not exceed 10% of the Company’s issued common shares as at the date of grant.

On July 27, 2020, the Company granted 400,000 stock options to an employee. Each stock option has an exercise price of \$0.33 and vest over a three-year period as follows: 100,000 stock options will vest July 27, 2021, 100,000 stock options will vest July 27, 2022, and 200,000 stock options will vest July 27, 2023. The stock option vesting is contingent upon continued employment with Tectonic. The stock options expire July 27, 2025. All 400,000 stock options remain issued and outstanding as of September 30, 2020 and had a remaining contractual life of 4.82 years.

The value of the stock options granted during the nine months ended September 30, 2020 were determined using a BSM with the following assumptions:

	Fair Value at Date of Grant	Grant Date Share Price \$	Exercise Price \$	Expected Volatility	Risk-Free Interest Rate	Expected Life (years)
July 27, 2020 Grant	\$80,786	0.30	0.33	90%	0.33%	5

The Company incurred share-based compensation as follows:

	3 months ended September 30, 2020		3 months ended September 30, 2019		9 months ended September 30, 2020		9 months ended September 30, 2019	
Marketing expense	\$	8,759	\$	-	\$	8,759	\$	-
Total share-based compensation	\$	8,759	\$	-	\$	8,759	\$	-

Restricted Shares

On July 29, 2019, the Company adopted a restricted share plan (the “Restricted Share Plan”). The Company may grant common shares to eligible employees, officers, directors and consultants with performance conditions to be determined by the Company’s board of directors (a “Restricted Share”). No cash consideration is received for Restricted Shares. Performance restrictions are placed on the Restricted Shares as determined by the Board. If employees fail to meet the restrictions, the Restricted Shares are subsequently cancelled and returned to the Company’s treasury. The Restricted Share Plan permits the issuance of restricted shares, which, together with the Stock Option Plan, may not exceed 10% of the Company’s issued common shares as at the date of grant.

At the date of issuance, no value is recorded in Share Capital. Based on the share price at the date of issuance, the Company records share-based compensation as the shares vest with an offsetting amount recorded to Reserves. Upon completing of the vesting restriction, the amount in Reserves will be transferred to Share Capital.

On July 29, 2019, the Company granted 2,400,000 Restricted Shares, and on September 17, 2019, the Company granted 950,000 Restricted Shares for a total fair value on grant of \$1,172,500. Both grants were to certain employees and directors at a value of \$0.35 per Restricted Share. The restriction set by the Board was a two-year employment period from the date of grant. On April 3, 2020, 450,000 Restricted Shares were forfeited and the shares were cancelled.

The Company incurred share-based compensation as follows:

	3 months ended September 30, 2020	3 months ended September 30, 2019	9 months ended September 30, 2020	9 months ended September 30, 2019
Administration expense	\$ 96,011	\$ -	\$ 288,033	\$ -
Exploration expense (Note 6)	25,683	-	77,049	-
Total share-based compensation	\$ 121,694	\$ -	\$ 365,082	\$ -

Escrow

The Company entered into an escrow agreement pursuant to which 19,272,071 common shares and 4,275,642 warrants have been placed in escrow. The escrow agreement provides that 10% of the escrowed securities will be released upon the Company's listing date and that an additional 15% will be released every six months after, over a period of 36 months. As of September 30, 2020, there were 14,454,053 (December 31, 2019 - 17,344,863) common shares and 3,206,732 (December 31, 2019 - 3,848,077) warrants held in escrow.

Base Shelf Prospectus

During the nine months ended September 30, 2020, the Company filed a short form base shelf prospectus (the "Prospectus"). The Prospectus allows the Company to offer up to \$100 million of common shares, warrants, subscription receipts, debt securities, share purchase contracts and units from time to time until June 29, 2022.

08 RELATED PARTY TRANSACTIONS

The Company defines key management personnel as its directors and officers. The Company entered into the following transactions with its key management:

	9 months ended Sept. 30, 2020	9 months ended Sept. 30, 2019
Employee salaries and benefits – administration expense	\$ 300,694	\$ 270,406
Employee salaries and benefits – exploration expense	116,597	116,453
Share based compensation – restricted shares	325,016	54,323
Direct listing costs	-	4,276
Exploration expense	800	138,126

09 LEASE OBLIGATION

During the year ended December 31, 2018, and renewed during the nine months ended September 30, 2020, the Company signed an office lease agreement to pay rent as follows:

Calendar Years	Rental Payment
2020	\$ 7,301
2021	29,985
2022	30,376
2023	10,126
Total	\$ 77,788

The Company recognized a right of use asset based on the present value of the lease payments over the initial term lease discounted at a discount rate of 10%.

	Right of use asset – office lease
Net book value – December 31, 2019	\$ 7,712
Additions	77,337
Depreciation	(18,590)
Adjustment to finance cost	137
Net book value – September 30, 2020	\$ 66,596

	Lease liability
Balance — December 31, 2019	\$ 9,245
Lease liability recognized during the period	77,337
Lease payments during the period	(21,789)
Interest expense on lease liability	3,448
Balance — September 30, 2020	\$ 68,241
Current	\$ 23,930
Long-Term	44,311
Total — September 30, 2020	\$ 68,241

10 SUPPLEMENTAL CASH FLOW INFORMATION

	3 months ended Sept. 30, 2020	3 months ended Sept. 30, 2019	9 months ended Sept. 30, 2020	9 months ended Sept. 30, 2019
Cash paid for interest	\$ 1,798	\$ 512	\$ 3,448	\$ 1,852
Non-cash financing and investing activities:				
Right to use asset and lease liability	-	-	77,337	30,027
Shares issued for exploration & evaluation asset option payment	-	-	-	52,500
Shares issued for exploration & evaluation asset dataset	-	-	73,500	-
Compensation Warrants issued for financing fees	-	71,034	150,972	71,034
Special Warrants issued for share issue costs	-	-	25,000	-
Trade and other payables used for share issue costs	-	94,830	18,354	94,830

11 SEGMENTED INFORMATION

The Company's reportable operating segments, which are components of the Company's business where separate financial information is available and which are evaluated on a regular basis by the Company's Chief Executive Officer, who is the Company's chief operating decision maker, for the purpose of assessing performance. The Company's operating segments are its exploration and evaluation assets and expenditures which are disclosed by geographic location in Note 6. All corporate expenses are incurred in Canada.

12 CAPITAL MANAGEMENT

The Company manages its capital structure based on the funds available to the Company in order to support the acquisition and exploration of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as components of shareholders' equity.

The properties in which the Company currently has an interest are in the exploration stage and are not positive cash-flow generating; as such, the Company has historically relied on the equity markets to fund its activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions.

There has been no significant change in the Company's objectives, policies, and processes for managing its capital during the nine months ended September 30, 2020.