CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the three months ended December 31, 2018

(Unaudited – Expressed in Canadian dollars)

Notice to Reader

These condensed consolidated interim financial statements of Azarga Metals Corp. have been prepared by management and approved by the Audit Committee of the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these condensed consolidated interim financial statements, notes to the financial statements or the related quarterly Management Discussion and Analysis.

AZARGA METALS CORP.

Condensed Consolidated Interim Statements of Financial Position

(Unaudited – Expressed in Canadian dollars)

	Note		December 31, 2018		September 30, 2018
ASSETS					
Current					
Cash	*4*	$	2,859	$	20,449
Receivables	*5*		7,030		4,663
Prepaid expenses	*6*		4,163		5,349
			14,052		30,461
Exploration and evaluation assets	*7*		8,012,117		8,012,117
		$	8,026,169	$	8,042,578
LIABILITIES AND SHAREHOLDERS' EQUITY					
Current					
Trade and other payables	*8*	$	635,295	$	681,834
Shareholder loans	*9*		468,400		258,750
			1,103,695		940,584
Shareholder loans	*10*		1,045,945		992,505
			2,149,640		1,933,089
Shareholders' equity					
Share capital	*11*		136,038,548		136,038,548
Share-based reserve	*11*		15,629,747		15,629,747
Deficit			(145,791,766)		(145,558,806)
			5,876,529		6,109,489
		$	8,026,169	$	8,042,578
Nature of operations and going concern	*1*				
Subsequent events	*9 & 15*				

These condensed consolidated interim financial statements were approved for issue by the Audit Committee of the Board of Directors on February 28, 2019.

They are signed on the Company's behalf by:

"Alexander Molyneux"
Alexander Molyneux, Director

"Dorian L. Nicol"
Dorian L. Nicol, Director

AZARGA METALS CORP.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited – Expressed in Canadian dollars)

		Three months ended December 31,	
	Note	**2018**	**2017**
EXPENSES			
Administration		$ 21,819	$ 6,865
Exploration and evaluation expenditures	*7*	39,856	41,413
Investor relations		-	10,152
Professional fees		19,285	14,654
Regulatory fees		1,403	9,496
Salaries and benefits	*12*	49,196	46,387
Share-based compensation		-	35,410
		(131,559)	(164,377)
Foreign exchange loss		(59,567)	(3,447)
Interest expense on due to shareholders - current	*9*	(10,198)	(161)
Interest expense on due to shareholders - non-current	*10*	(31,636)	(29,092)
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		$ (232,960)	$ (197,077)
Basic and diluted loss per common share		$ (0.00)	$ (0.00)
Weighted average number of common shares outstanding		90,398,472	48,231,804

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

AZARGA METALS CORP.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited – Expressed in Canadian dollars)

	Three months ended December 31, 2018	2017
CASH PROVIDED BY (USED FOR):		
OPERATING ACTIVITIES:		
Loss for the period	$ (232,960)	$ (197,077)
Items not affecting cash:		
Share-based compensation	-	35,410
Accrued interest due to shareholders - current	10,198	161
Accrued interest due to shareholders - non-current	31,636	29,092
Unrealized foreign exchange loss	61,996	5,184
Change in non-cash working capital items:		
Receivables	(2,367)	13,518
Prepaid expenses	1,186	(1,416)
Trade and other payables	(96,929)	62,268
	(227,240)	(52,860)
FINANCING ACTIVITIES:		
Shareholder loans	209,650	35,295
	209,650	35,295
DECREASE IN CASH FOR THE PERIOD	(17,590)	(17,565)
CASH, BEGINNING OF THE PERIOD	20,449	36,196
CASH, END OF THE PERIOD	$ 2,859	$ 18,631

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

AZARGA METALS CORP.
Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited – Expressed in Canadian dollars)

	Number of shares	Share capital	Obligation to issue shares	Share-based reserve	Deficit	Shareholders' equity
Balance, September 30, 2018	90,398,472	$ 136,038,548	$ -	$ 15,629,747	$ (145,558,806)	$ 6,109,489
Comprehensive loss for the period	-	-	-	-	(232,960)	(232,960)
Balance, December 31, 2018	90,398,472	$ 136,038,548	$ -	$ 15,629,747	$ (145,791,766)	$ 5,876,529

	Number of shares	Share capital	Obligation to issue shares	Share-based reserve	Deficit	Shareholders' equity
Balance, September 30, 2017	48,231,804	$ 130,751,882	$ 29,987	$ 15,269,687	$ (144,388,457)	$ 1,663,099
Share-based compensation	-	-	6,145	29,265	-	35,410
Comprehensive loss for the period	-	-	-	-	(197,077)	(197,077)
Balance, December 31, 2017	48,231,804	$ 130,751,882	$ 36,132	$ 15,298,952	$ (144,585,534)	$ 1,501,432

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Azarga Metals Corp. (the "Company" or "Azarga") is a publicly-traded company incorporated under the laws of the Province of British Columbia. The Company's shares are listed on the TSX Venture Exchange ("TSX-V") and trade under the symbol AZR. The corporate office of the Company is located at Unit 1 - 15782 Marine Drive, White Rock, B.C., V4B 1E6.

The Company is engaged in the exploration and, if warranted, development of a mineral resource project in eastern Russia. The Company is considered to be in the exploration stage as it has not placed any of its exploration and evaluation assets into production nor has it generated any revenues from operations.

These condensed consolidated 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 business in the foreseeable future. As at December 31, 2018, the Company had a working capital deficiency of $1,089,643. Additional funding will be required to provide the Company with sufficient financial resources to carry out future exploration and to maintain operations through the next twelve months. Accordingly, the Company will need to seek additional sources of financing to carry on future operations. In February 2019, the Company entered into a binding term sheet to raise up to US$3,500,000 through a convertible loan (Note 15). While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC").

These condensed condensed interim consolidated interim financial statements do not include all of the disclosures required for annual financial statements, and therefore should be read in conjunction with the audited consolidated financial statements for the year ended September 30, 2018.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed consolidated interim financial statements are presented in Canadian dollars, which is the parent company's functional currency as well as the functional currency of the Company's BVI, Cyprus, and Russian subsidiaries. The functional currency of the Company's one dormant Slovakian subsidiary is the Euro.

2. BASIS OF PRESENTATION (continued)

Use of accounting estimates, judgments and assumptions

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

<u>Carrying value and recoverability of exploration and evaluation assets</u>

Management has determined that acquisition 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, scoping and feasibility studies, accessibility of facilities and existing permits.

<u>Share-based compensation</u>

The fair value of stock options issued are subject to the limitation of the Black-Scholes option pricing model which incorporates market data and which involves uncertainty and subjectivity in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in the subjective input assumptions can materially affect the fair value estimate.

<u>Recovery of deferred tax assets</u>

Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

The Company has not recorded any deferred tax assets.

2. BASIS OF PRESENTATION (continued)

Use of accounting estimates, judgments and assumptions (continued)

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are, but are not limited to, the following:

Determination of functional currency

The functional currency for each of the Company's subsidiaries is the currency of the primary economic environment in which the entity operates. Management has determined that the functional currency of the parent Company as well as the functional currency of the Company's BVI, Cyprus, and Russian subsidiaries is the Canadian dollar. The functional currency of the Company's one dormant Slovakian subsidiary is the Euro.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these condensed consolidated interim financial statements are the same as those applied by the Company as at and for the year ended September 30, 2018, except as noted below..

Adoption of new standards, interpretations and amendments

The Company has adopted the new and revised standards and interpretations issued by the IASB or IFRIC listed below effective October 1, 2018. The adoption of this standard did not have a material impact on the Company's condensed consolidated interim financial statements.

- IFRS 9, Financial Instruments

  This new standard is a partial replacement of IAS 39 "Financial Instruments: Recognition and Measurement". IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39.

(Unaudited – Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

New standards, interpretations and amendments not yet effective

A number of new standards, amendments to standards and interpretations are not yet effective as of December 31, 2018 and have not been applied in preparing these condensed consolidated interim financial statements.

Effective for annual periods beginning on or after January 1, 2019:

- IFRS 16, Leases

  All leases result in the lessee obtaining the right to use an asset at the start of the lease and, if lease payments are made over time, also obtaining financing. Accordingly, from the perspective of the lessee, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 Leases and, instead, introduces a single lessee accounting model. When applying that model, a lessee is required to recognize assets and liabilities. A lessor continues to classify its leases as operating leases or finance leases, and accounts for those two types of leases differently.

  The Company does not currently have any leases.

The Company has not early adopted this new standard and this standard is not expected to have a material effect on the consolidated financial statements.

4. CASH

	December 31, 2018	September 30, 2018
Canadian dollar denominated deposits held in Canada	$ 1,175	$ 8,111
US dollar denominated deposits held in Canada	926	4,363
US dollar denominated deposits held in Cyprus	325	129
Ruble denominated deposits held in Russia	433	7,846
Total	$ 2,859	$ 20,449

(Unaudited – Expressed in Canadian dollars)

5. RECEIVABLES

	December 31, 2018	September 30, 2018
Amounts due from the Government of Canada pursuant to input tax credits	$ 6,880	$ 4,471
Amounts due from the Government of Russia pursuant to value added tax	150	192
Total	$ 7,030	$ 4,663

6. PREPAID EXPENSES

	December 31, 2018	September 30, 2018
Prepaid expenses in Canada	$ 3,346	$ 3,235
Prepaid expenses in Russia	817	2,114
Total	$ 4,163	$ 5,349

Included in prepaid expenses as at December 31, 2018 was $3,346 (September 30, 2018 – $3,235) related to payments made to the Chief Executive Officer for a health insurance reimbursement related to January 2019.

7. EXPLORATION AND EVALUATION ASSETS

	Russia
	Unkur
September 30, 2018	$ 8,012,117
Additions	-
December 31, 2018	$ 8,012,117

The Company's 100% owned Unkur Copper-Silver Project is located in eastern Russia. Details of the Company's Unkur Project are found in Note 7 of the September 30, 2018 annual consolidated financial statements.

The Company recorded the following exploration and evaluation expenditures on its Unkur Project in Russia for the three months ended December 31, 2018 and 2017:

	Three months ended December 31,	
	2018	2017
Licenses and permits	$ 5,996	$ 11,753
Personnel, administration, and travel	10,790	29,660
Studies and evaluations	23,070	-
	$ 39,856	$ 41,413

(Unaudited – Expressed in Canadian dollars)

8. TRADE AND OTHER PAYABLES

		December 31, 2018		September 30, 2018
Trade and other payables in Canada	$	127,757	$	276,534
Trade and other payables in Cyprus		35,989		15,517
Trade and other payables in Russia		8,534		13,406
Interest due to shareholders (Note 9)		21,980		11,782
Interest due to shareholders (Note 10)		199,102		158,910
Director fees owing to a former director		14,333		14,333
Salaries and benefits owing to officers		224,589		184,595
Reimbursement of expenses owing to officers and directors		3,011		6,757
Total	$	635,295	$	681,834

9. SHAREHOLDER LOANS – CURRENT

			December 31, 2018		September 30, 2018
Related shareholders	Relationship				
Alexander Molyneux	Director	$	123,500	$	60,750
Eugene McCarthy	greater than 10% shareholder		27,000		19,500
Blake Steele	Director		38,250		13,500
OC Management Group Ltd.	Principal is a Director		123,750		67,500
Insignia Partners Limited	Principal is an Officer		99,900		67,500
Golden Oak Corporate Services Ltd.	Principal is an Officer		1,000		-
			413,400		228,750
Non-related shareholder			55,000		30,000
Total		$	468,400	$	258,750

On December 6, 2017, the Company entered into a loan facility agreement with certain shareholders of the Company whereby the shareholders agreed to loan the Company up to $550,000. The advances bear interest at a rate of 10% per annum and all advances must be repaid by June 14, 2019 (extended from December 14, 2018).

During the three months ended December 31, 2018, the Company was advanced $209,650. Subsequent to December 31, 2018, the Company was advanced an additional $10,000.

As at December 31, 2018, the amount owing to shareholders was $468,400 (September 30, 2018 - $258,750) plus accrued interest of $21,980 (September 30, 2018 - $11,782) which is included in trade and other payables (Note 8).

During the three months December 31, 2018, the Company accrued interest of $10,198 (2017 – $161) on the amounts advanced by shareholders.

(Unaudited – Expressed in Canadian dollars)

10. SHAREHOLDER LOANS – NON-CURRENT

		December 31, 2018	September 30, 2018
Related shareholders	Relationship		
Alexander Molyneux	Director	$ 332,037	$ 315,072
Eugene McCarthy	greater than 10% shareholder	332,584	315,591
Blake Steele	Director	73,847	70,074
OC Management Group Ltd.	Principal is a Director	150,250	142,574
Insignia Partners Limited	Principal is an Officer	157,227	149,194
Total		$ 1,045,945	$ 992,505

The amounts due are unsecured, bear interest at the rate of 12% per annum payable annually on each anniversary date and the principal must be paid by May 31, 2023.

Accrued interest due to shareholders from June 1, 2017 to May 31, 2018 totalled $119,100 (US$92,005) and was not paid. In December 2018, the shareholders agreed to amend the repayment date of this interest to May 31, 2019.

As at December 31, 2018, the amount owing to shareholders was $1,045,945 (US$766,709) (September 30, 2018 - $992,505 (US$766,709)) plus accrued interest of $199,102 (US$145,948) (September 30, 2018 - $158,910 (US$122,757)) which is included in trade and other payables (Note 8).

During the three months ended December 31, 2018, the Company accrued interest of $31,636 (US$23,190) (2017 - $29,092 (US$23,190)) on the shareholder loans.

11. SHARE CAPITAL

a) Authorized

The Company has an unlimited number of common shares without par value authorized for issuance.

b) Issued and outstanding

As at December 31, 2018, the Company had 90,398,472 common shares issued and outstanding (September 30, 2018 – 90,398,472).

c) Options

The Company has a shareholder approved rolling stock option plan (“the Plan”) which is applicable to directors, officers, employees and consultants. Under the Plan, the total outstanding stock options that may be granted are limited to 10% of the outstanding common shares of the Company at any one time. The exercise price of an option shall not be less than the discounted market price at the time of granting as prescribed by the policies of the TSX-V. The maximum term of stock options is ten years from the grant date. Vesting terms are at the discretion of the directors.

(Unaudited – Expressed in Canadian dollars)

11. SHARE CAPITAL (continued)

c) Options (continued)

The continuity of stock options for the three months ended December 31, 2018, is as follows:

Expiry date	Exercise price	Balance, September 30, 2018	Granted	Exercised	Expired	Balance, December 31, 2018
July 8, 2021	$ 0.20	2,100,000	-	-	-	2,100,000
August 9, 2021	$ 0.20	125,000	-	-	-	125,000
October 5, 2021	$ 0.32	225,000	-	-	-	225,000
January 5, 2023	$ 0.15	2,320,000	-	-	-	2,320,000
		4,770,000	-	-	-	4,770,000
Weighted average exercise price		$ 0.18	$ -	$ -	$ -	$ 0.18

As at December 31, 2018, all of the outstanding stock options were exercisable.

As at December 31, 2018, the weighted average remaining contractual life of the stock options outstanding was 3.26 years.

12. RELATED PARTY TRANSACTIONS AND BALANCES

Except as disclosed elsewhere in these condensed consolidated interim financial statements, the Company incurred the following related party transactions:

a) Consulting fees

During the three months ended December 31, 2018, the Company accrued $12,500 (2017 - $12,500) of consulting fees to Golden Oak Corporate Services Ltd. ("Golden Oak"). Golden Oak is a consulting company controlled by the Corporate Secretary of the Company. Golden Oak provides the services of a Chief Financial Officer, Corporate Secretary, and accounting and administrative staff to the Company.

b) Compensation of key management personnel

Key management includes members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and the Corporate Secretary. The aggregate compensation paid or accrued to key management personnel, which includes the amounts disclosed above, during the three months ended December 31, 2018 and 2017 were as follows:

	Three months ended December 31, 2018	Three months ended December 31, 2017
Consulting fees *	$ 12,500	$ 12,500
Salaries and benefits	36,696	33,887
Share-based compensation	-	27,722
	$ 49,196	$ 74,109

* included in salaries and benefits on the statement of loss and comprehensive loss

Included in trade and other payables as at December 31, 2018 was $462,602 (September 31, 2018 – $374,646) due to related parties (Note 8).

(Unaudited – Expressed in Canadian dollars)

13. SEGMENTED INFORMATION

The Company operates in one business and geographical segment being the exploration of mineral properties in Russia. The total assets attributable to the geographical location relate primarily to exploration and evaluation assets and have been disclosed in Note 7.

14. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

Financial instruments are classified into one of the following categories: fair value through profit or loss ("FVTPL"); fair value through other comprehensive income (loss); or at amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instruments	Category	December 31, 2018	September 30, 2018
Cash	FVTPL	$ 2,859	$ 20,449
Receivables	Amortized cost	7,030	4,663
Trade and other payables	Amortized cost	635,295	681,834
Shareholder loan - current	Amortized cost	468,400	258,750
Shareholder loan - non-current	Amortized cost	1,045,945	992,505

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

The carrying values for receivables and trade and other payables approximate their fair value due to their short-term nature. The fair value of cash is determined based on Level 1 of the fair value hierarchy. Amounts due to shareholders are measured using the effective interest method.

Risk Management

The Company's risk management objectives and policies are consistent with those disclosed by the Company for the year ended September 30, 2018.

15. SUBSEQUENT EVENT

On February 14, 2019, the Company entered into a binding term sheet with Baker Steel Capital Managers LLP acting on behalf of its discretionary client funds, principally Baker Steel Resources Trust Ltd. (together the "Investor"), setting out the proposed terms for an investment of a minimum of US$3,000,000 and up to US$3,500,000 in three tranches via a convertible loan with an 8.0% per annum interest rate and conversion price of $0.14 per share ("Convertible Loan"). As part of the transaction, Azarga will issue between US$1,700,000 and US$2,000,000 of common share purchase warrants (depending on the final convertible loan size) with an exercise price of $0.17 per share (the "Warrants").

The Convertible Loan will be repayable by December 31, 2022 in cash or shares at the Company's election or convertible at the Investor's election at $0.14 per share. The Convertible Loan will be secured via a negative pledge against the Company's shareholding in its wholly-owned subsidiary Azarga Metals Limited (BVI), the ultimate owner of the Unkur Copper-Silver Project. The Investor will be provided typical anti-dilution rights, including a mechanism to adjust the conversion price of the Convertible Loan for: payouts of share dividends; share splits; share reclassifications; share issuances; capital returns; or any combination of such events.

The Convertible Loan will be available in tranches: US$1,000,000 on completion and US$2,000,000 between four and six months following the first tranche. A third tranche of up to US$500,000 will be drawable between four and twelve months following the second tranche if the overall final investment size exceeds US$3,000,000.

The Company will issue the Warrants on draw of the first Convertible Loan tranche. The amount of the final Warrants issue will be determined by the final amount of the Convertible Loan.

The parties intend to satisfy the conditions to completion by March 31, 2019 or such other date mutually agreed (the "Drop Dead Date").

In the event Azarga agrees a change of control transaction with a third party for either the Company or the Unkur Copper-Silver Project prior to the Drop Dead Date, then Azarga will pay a break fee to the Investor of US$250,000, or if Azarga fails to achieve any of the conditions of the transaction, other than the Investor not being satisfied with confirmatory due diligence on or before the Drop Dead Date, Azarga will pay a break fee of US$100,000.

The transaction is conditional upon

- the Investor completing legal and confirmatory due diligence to its satisfaction;
- TSX-V or regulatory approvals;
- The Investor entering into an agreement, to its satisfaction, to acquire an option from the Unkur net smelter return royalty ("Unkur NSR") holders to acquire a 40% interest in the Unkur NSR for US$5,000,000;
- Preparation and execution of definitive documentation;
- Approval of the Azarga board of directors; and
- Shareholder approval (if required).

The Company may pay a finder's fee in connection with this transaction within the guidelines of the TSX-V.