HAPPY CREEK MINERALS LTD.

Financial Statements

For the nine months ended October 31, 2018 and 2017

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL REPORT

The accompanying unaudited interim financial report of the Company has been prepared by and is the responsibility of the Company's management. The Company's independent auditor has not performed a review of this financial report in accordance with securities legislation and the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

HAPPY CREEK MINERALS LTD.
Statements of Financial Position
October 31, 2018 and January 31, 2018

	Note	October 31, 2018	January 31, 2018
ASSETS			
Current assets			
Cash and cash equivalents		$ 407,631	$ 913,482
Amounts receivable	5	18,762	22,808
Prepaid expenses		61,190	88,970
Marketable securities		378,000	138,000
Total current assets		865,583	1,163,260
Non-current assets			
Equipment	6	12,902	14,636
Reclamation deposits	7	89,000	89,000
Exploration and evaluation properties	8	16,054,694	16,110,103
Total non-current assets		16,156,596	16,213,739
Total assets		$ 17,022,179	$ 17,376,999
EQUITY AND LIABILITIES			
Current liabilities			
Trade and other accounts payable	9	$ 15,958	$ 40,857
Flow-through premium liability	10	-	9,635
Total current liabilities		15,958	50,492
Non-current liabilities			
Deferred tax liability	12	1,039,742	1,039,742
Total liabilities		1,055,700	1,090,234
Equity			
Share capital	11	20,687,750	20,712,446
Share option reserve	11	2,545,049	2,545,049
Deficit		(7,323,025)	(7,027,435)
Accumulated other comprehensive income/(loss)		56,705	56,705
Total equity		15,966,479	16,286,765
Total equity and liabilities		$ 17,022,179	$ 17,376,999

Going concern	2
Commitments	16

These financial statements are authorized for issue by the Board of Directors on December 7, 2018.

Approved by the Board of Directors:

"David Blann" Director *"Rodger Gray"* Director

HAPPY CREEK MINERALS LTD.
Statements of Loss and Comprehensive Loss
October 31, 2018 and 2017

	Three months ended October 31,		Nine months ended October 31,	
	2018	2017	2018	2017
Revenue				
Interest income	$ 762	$ 4,006	$ 3,762	$ 5,553
Other expenses				
Advertising and promotion	12,165	17,109	68,005	44,352
Conferences and travel	12,198	610	36,002	15,067
Management fees and salaries	80,264	65,081	263,520	189,986
Share-based payments	-	332,502	-	332,502
Office and administration	30,021	30,953	78,714	93,944
Professional fees	5,082	9,612	17,089	37,552
	139,730	455,867	463,330	713,403
Loss before income taxes	(138,968)	(451,861)	(459,568)	(707,850)
Provision for income taxes:				
Gain on option proceeds	-	-	154,343	-
Deferred income tax recovery (expense)	-	-	9,635	-
Net income (loss) for the period	(138,968)	(451,861)	(295,590)	(707,850)
Unrealized gain on available for sale financial assets	-	-	-	-
Deferred income tax on available for sale financial assets	-	-	-	-
Comprehensive income (loss) for the period	$ (138,968)	$ (451,861)	$ (295,590)	$ (707,850)
Basic and Diluted Earnings (Loss) Per Share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted Average Number of Shares Outstanding	92,221,762	83,150,698	92,221,762	83,150,698

The accompanying notes are an integral part of these financial statements

HAPPY CREEK MINERALS LTD.
Statements of Cash Flows
October 31, 2018 and 2017

	Nine months ended October 31, 2018	2017
CASH AND CASH EQUIVALENTS USED IN OPERATING ACTIVITIES		
Net loss for the period	$ (295,590)	$ (707,850)
Items not involving cash:		
Depreciation	1,734	1,927
Gain on optioned mineral property	(154,343)	-
Share-based payment		332,502
Flow-through recovery	(9,635)	-
	(457,834)	(373,421)
Changes in non-cash working capital items:		
Amounts receivable	4,046	(52,584)
Prepaid expenses	27,780	(47,860)
Marketable securities	(240,000)	-
Trade and other accounts payable	(24,899)	106,404
	(690,907)	(367,461)
FINANCING ACTIVITIES		
Issuance(cancellation) of shares	(24,696)	2,857,556
	(24,696)	2,857,556
INVESTING ACTIVITIES		
Expenditures on exploration and evaluation properties	(162,565)	(1,845,974)
Mineral property payments	(14,000)	(30,000)
Proceeds of Mineral Exploration Tax Credit	146,317	-
Proceeds on optioned property	240,000	-
	209,752	(1,875,974)
Increase(decrease) in cash and cash equivalents	(505,851)	614,121
Cash and cash equivalents, beginning of period	913,482	636,391
Cash and cash equivalents, end of period	$ 407,631	$ 1,250,512
Supplemental Cash Flow Information:		
Accounts payable related to exploration and evaluation expenditures	$ 3,037	$ 111,435
	$ 3,037	$ 111,435
Cash and Cash Equivalents Consist Of:		
Cash	$ 86,986	$ 162,531
Money market fund	320,645	1,087,981
	$ 407,631	$ 1,250,512

The accompanying notes are an integral part of these financial statements

HAPPY CREEK MINERALS LTD.
Statements of Changes in Equity
October 31, 2018 and 2017

	Common Shares					
	Number	Amount	Share Option Reserve	Accumulated other comprehensive income (loss)	Deficit	Total equity
		$	$	$	$	$
February 1, 2017	79,187,789	18,329,962	2,072,658	(25,795)	(6,189,081)	14,187,744
Shares for private placement	13,031,188	2,857,556	-	-	-	2,857,556
Share-based payments	-	-	332,502	-	-	332,502
Net loss for the period	-	-	-	-	(707,850)	(707,850)
October 31,2017	92,218,977	21,187,518	2,405,160	(25,795)	(6,896,931)	16,669,952
February 1, 2018	92,268,976	20,712,446	2,545,049	56,705	(7,027,435)	16,286,765
Shares returned to treasury	(159,500)	(24,696)	-	-	-	(24,696)
Net loss for the period	-	-	-	-	(295,590)	(295,590)
October 31, 2018	92,109,476	20,687,750	2,545,049	56,705	(7,323,025)	15,966,479

The number of shares issued at October 31, 2018 is comprised as follows:

Shares considered previously issued	92,318,976
Shares returned to treasury	(159,500)
Issued and held by the Company	(50,000)
Issued and outstanding with other shareholders	92,109,476

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Happy Creek Minerals Ltd. ("Happy Creek" or the "Company") was incorporated under the laws of British Columbia on November 17, 2004 and is in the exploration stage of the development of its mineral property interests. The Company's registered office is Suite 460 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

The Company's principal business activity is the exploration and development of mineral properties. At the date of these financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of the property. The Company is in the development stage with no source of operating revenue and is dependent upon equity financing on terms that are acceptable to the Company, to maintain its current operations. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "HPY.V".

2. GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties (as described in Note 1) related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

The Company's ability to continue to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and on securing additional financing. There is, however, no assurance that any such initiatives will be sufficient and, as a result, there is significant doubt regarding the going concern assumption and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

3. BASIS OF PRESENTATION

These unaudited financial statements have been prepared on a historical cost basis and include the accounts of the Company and it's wholly owned subsidiaries, Fox Tungsten Inc., South Valley Copper Inc. and Canada Minerals Inc. In addition these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These unaudited interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board("IASB"), applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. The unaudited interim financial statements do not include all of the disclosures required for a complete set of annual financial statements and should be read in conjunction with the audited annual financial statements for the year ended January 31, 2018, which have been prepared in accordance with IFRS as issued by the IASB.

The policies applied in these financial statements are based on IFRS issued and outstanding as of October 31, 2018.

3.1. Basis of measurement

These financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, revenue and expense. Certain items are stated at fair value.

3.2. Significant judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually 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. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(i) Going concern
The assessment of the Company's ongoing viability as an operating entity and determination of the related disclosures require significant judgment.

(ii) Exploration and evaluation properties and impairment
The Company is required to make significant judgments regarding the capitalization of the costs incurred in respect to its exploration and evaluation properties. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, and whether there are indicators that the development of a specific area is unlikely and exploration and evaluation properties should be impaired. Management has assessed impairment indicators on the Company's exploration and evaluation properties and has concluded that no impairment indicators existed as of October 31, 2018.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash within ninety days of purchase.

4.2 Equipment

Equipment is recorded at cost and carried net of accumulated depreciation and accumulated impairment losses. Costs of additions and improvements are capitalized. An item of equipment is derecognized upon disposal, or impaired when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss on disposal of the asset, determined as the difference between the proceeds and the carrying amount of the asset is recognized in profit or loss.

	Depreciation Rate
Computer equipment	45%
Off-road vehicle	12%
Mobile equipment	20%

The Company provides for depreciation using the straight-line method at rates designed to depreciate the cost of individual items over their estimated useful lives. Depreciation on operating assets is included in the statements of loss and comprehensive loss as a component of office and administration expenses. Depreciation on assets utilized in mineral exploration activities is capitalized as a cost of exploration and evaluation properties.

4.3 Exploration and Evaluation Properties

(i) Pre-license costs:
Costs incurred before the Company has obtained the legal right to explore are expensed as incurred.

(ii) Exploration and evaluation costs:
Once the legal right to explore has been acquired, exploration and evaluation expenditures are capitalized as incurred, unless future economic benefit is not expected to be realized. The Company capitalizes, on a property by property basis, the costs of acquiring, maintaining its interest in, and exploring and evaluating mineral properties until such time as the lease expires, it is abandoned, sold or considered impaired in value. Indirect administrative costs are expensed as incurred. Exploration and evaluation properties are not depreciated during the exploration and evaluation stage.

Recovery of capitalized costs is dependent on successful development of economic mining operations or the disposition of the related mineral property.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company’s title. Such properties may be subject to prior agreements or transfers, non-compliance with regulatory requirements or title may be affected by undetected defects.

4.4 Decommissioning and Restoration

The Company is subject to various governmental laws and regulations relating to the protection of the environment. The environmental regulations are continually changing and are generally becoming more restrictive.

Decommissioning andrestoration obligations encompass legal, statutory, contractual or constructive obligations associated with the retirement of a long-lived tangible asset (for example, mine reclamation costs) that results from the acquisition, construction, development and/or normal operation of a long-lived asset. The retirement of a long-lived asset is reflected by an other-than-temporary removal from service, including sale of the asset, abandonment or disposal in some other manner.

The fair value of a liability for decommissioning and restoration is recorded in the period in which the obligation first arises. The Company records the estimated present value of future cash flows associated with site closure and reclamation as a long-term liability and increases the carrying value of the related assets for that amount. Over time, the liability is increased to reflect an interest element in the estimated future cash flows (accretion expense) considered in the initial measurement of fair value. The capitalized cost is depreciated on either the unit-of-production basis or the straight-line basis, as appropriate. The Company's estimates of its provision for decommissioning and restoration obligations could change as a result of changes in regulations, changes to the current market-based discount rate, the extent of environmental remediation required, and the means of reclamation or cost estimates. Changes in estimates are accounted for in the period in which these estimates are revised.

As at October 31, 2018, the Company has determined that it does not have any decommissioning and restoration obligations related to current or former operations in excess of the reclamation bonds held by the B.C. Ministry of Energy and Mines.

4.5 Impairment of Non-Financial Assets

For the purposes of assessing impairment, the recoverable amount of an asset, which is the higher of its fair value less costs to sell and its value in use, is estimated.

4.6 Provisions

Liabilities are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. A provision is a liability of uncertain timing or amount.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects the current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to the passage of time is recognized as a financing expense.

4.7 Income Taxes

Tax expense recognized in profit or loss comprises the sum of deferred tax and current tax not recognized in other comprehensive income or directly in equity.

Current tax assets and liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects taxable profit or accounting profit. Deferred tax liabilities on temporary differences associated with shares in subsidiaries and joint ventures is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date. Deferred tax assets are recognized for all temporary differences, carry-forward of unused tax credits and unused tax losses to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

4.8 Flow-through Shares

Canadian tax legislation permits a company to issue flow-through shares whereby the deduction for tax purposes relating to qualified resource expenditures canbe claimed by the investors rather than the company.

A flow-through common share comprises both the transfer of income tax deductions equal to the proceeds received on issue, and a common share with a deemed cost for tax purposes of nil. The issuer of these shares allocates the proceeds to their liability and equity components according to the respective fair values of each at the date of issuance, with the tax attribute considered a liability to the extent that a premium to market is obtained for the shares. Upon satisfaction of the spending requirements associated with the flow-through share agreements, a proportionate amount of the related flow-through liability recognized in previous periods in the statement of financial position will be reversed and the related deferred tax liability will be recognized. Any difference between the liability settled and the deferred tax liability recognized is accounted for as other income or income tax expense.

4.9 Share-based Payments

Share-based payment arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled transactions and, when determinable, are recorded at the value of the goods and services received. If the value of the goods and services received isnot determinable, then the fair value of the share-based payment is used.

The Company uses a fair value based method (Black-Scholes Option Pricing Model) for all share options granted to directors, employees and certain non-employees. For directors and employees, the fair value of the share options is measured at the date of grant. For grants to non-employees where the fair value of the goods or services is not determinable, the fair value of the share options is measured on the date the services are received.

The fair value of share-based payments is charged either to profit or loss or exploration and evaluation properties, with the offsetting credit to share option reserve. For directors, employees and consultants, the share options are recognized over the vesting period based on the best available estimate of the number of share options expected to vest. If options vest immediately, the expense is recognized when the options are issued. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognized in the current period. No adjustment is made to any expense recognized in prior periods where vested. For non-employees, the share options are recognized over the related service period. When share options are exercised, the amounts previously recognized in share option reserve are transferred to share capital.

In the event share options are forfeited prior to vesting, the associated fair value recorded to date is reversed. The fair value of any vested share options that expire remain in share option reserve.

4.10 Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

4.11 Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing net income (loss) (the numerator) by the weighted average number of outstanding common shares for the period (denominator). In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments.

In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. Therefore basic and diluted loss per share are the same. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

During the periods ended October 31, 2018 and 2017, all the outstanding share options and warrants were anti-dilutive.

4.12 Financial Instruments - Recognition and Measurement

Non-derivative financial assets and financial liabilities
The Company classifies financial assets as financial assets at fair value through profit or loss, held-to-maturity investments or loans and receivables. Available-for-sale financial assets are those financial assets that are not classified as any of the above. Financial liabilities are either classified as financial liabilities at fair value through profit or loss or as other financial liabilities.

Financial assets and financial liabilities are recognized initially at fair value.

Financial assets and financial liabilities at fair value through profit or loss are subsequently measured at fair value with changes in fair values recognized in profit or loss.

Financial assets classified as available for sale are subsequently measured at fair value with changes in fair value recognized in other comprehensive income.

Loans and receivables, held-to-maturity investments and other financial liabilities are subsequently measured at amortized cost using the effective interest method.

The Company's financial instruments consist of cash and cash equivalents, amounts receivable (excluding GST receivable), reclamation deposits, marketable securities, and trade and other accounts payable.

Cash and cash equivalentsand reclamation deposits are classified as fair value through profit or loss and amounts receivable are classified as loans and receivables. Marketable securities are classified as available for sale. Trade and other accounts payable are classified as other financial liabilities.

Transaction costs, other than those related to financial instruments classified as financial assets and financial liabilities at fair value through profit or loss, are added to the fair value of the financial asset and financial liability on initial recognition.

4.13 Share Issuance Costs

Share issuancecosts, which include commissions, facilitation payments, professional fees and regulatory fees, are charged directly to share capital. Share issue costs incurred from the issuance of flow-through shares are charged directly to share capital and expense in proportion to the value of the Company's shares at time of issue and any flow-through share premium.

4.14 Comprehensive Income (Loss)

Total comprehensive income comprises all components of profit or loss and other comprehensive income. Other comprehensive income includes gains and losses on re-measuring available-for-sale financial assets.

4.15 Changes in Accounting Standards

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting Standards Issued and Effective for Annual Periods Beginning After January 1,2018

- IFRS 9 Financial Instruments;
- IFRS 16 Leases; and
- IAS 12 Income Taxes – Annual Improvements to IFRS Standards.

5. AMOUNTS RECEIVABLE

The Company has amounts receivable from the Province of British Columbia and the Government of Canada due to statutory credits and refunds. These receivables are not financial assets.

6. EQUIPMENT

	Computer equipment	Off-road vehicle	Mobile equipment	Total
Cost				
Balance, February 1, 2018	$ 5,101	$ 38,078	$ 23,965	$ 67,144
Balance, October 31, 2018	5,101	38,078	23,965	67,144
Accumulated depreciation				
Balance, February 1, 2018	5,101	23,442	23,965	52,508
Depreciation for the period	-	1,734	-	1,734
Balance, October 31, 2018	5,101	25,176	23,965	54,242
Net book value	$ -	$ 12,902	$ -	$ 12,902

	Computer equipment	Off-road vehicle	Mobile equipment	Total
Cost				
Balance, February 1, 2017	$ 5,101	$ 38,078	$ 23,965	$ 67,144
Balance, January 31, 2018	5,101	38,078	23,965	67,144
Accumulated depreciation				
Balance, February 1, 2017	4,908	21,130	23,965	50,003
Depreciation for the year	193	2,312	-	2,505
Balance, January 31, 2018	5,101	23,442	23,965	52,508
Net book value	$ -	$ 14,636	$ -	$ 14,636

7. RECLAMATION DEPOSITS

As at October 31, 2018, the Company had reclamation deposits held in trust by the Province of British Columbia totalling $89,000 (January 31, 2018 - $89,000) with regards to its exploration of properties in British Columbia.

8. EXPLORATION AND EVALUATION PROPERTIES

The following table summarizes the capitalized costs associated with the Company's exploration and evaluation properties:

	Cariboo properties British Columbia	Highland Valley properties British Columbia	Revelstoke properties British Columbia	Total
February 1, 2017	$ 6,904,561	$ 7,092,260	$ 143,887	$ 14,140,708
Acquisition Costs				
Option and acquisition costs	-	40,000	-	40,000
Exploration Costs				
Assaying and petrographic	68,217	27,947	-	96,164
Communications	21,635	1,296	-	22,931
Field supplies	5,594	12,549	-	18,143
Geological and consulting	204,286	20,338	(8,730)	215,894
Mineral tenure costs	5,613	2,093	-	7,706
Field support and drilling	1,267,071	346,237	-	1,613,308
Travel and accommodation	3,220	1,529	-	4,749
BC METC	-	-	-	-
Option payments received	-	-	(49,500)	(49,500)
January 31, 2018	8,480,197	7,544,249	85,657	16,110,103
Acquisition Costs				
Option and acquisition costs	-	14,000	-	14,000
Exploration Costs				
Assaying and petrographic	18,252	2,666	-	20,918
Communications	147	27	-	174
Field supplies	1,662	1,058	-	2,720
Field support and drilling	9,539	10,924		20,463
Geological and consulting	84,124	19,897	-	104,021
Mineral tenure costs	5,062	2,093	-	7,155
Travel	379	6,735	-	7,114
BC METC	(146,317)	-	-	(146,317)
Option payments received	-	-	(85,657)	(85,657)
October 31, 2018	$ 8,453,045	$ 7,601,649	$ -	$ 16,054,694

As at October 31, 2018, cumulative METC rebates offset against deferred exploration and evaluation property coststotalled$1,157,396(January 31, 2018 - $1,011,079).

The Company is required by the Government of British Columbia to incur a minimum amount of expenditures to maintain concessions. The minimum expenditure amount is based on the number of tenures and the length of time that the right to each concession has been held. Expenditures in excess of the required annual minimum may be carried over to future years and, subject to certain conditions, to other mineral tenures located in B.C.

8.1 Highland Valley Mineral Property

The Highland Valley property is located northwest of Merritt and southwest of Logan Lake in south central B.C. In prior years, the Highland Valley Properties were presented as Rateria, West Valley, Abbott Lake Property and Tyner Lake Property. In 2018,Abbott Lake Property was grouped with West Valley and Tyner Lake Property was grouped with Rateria. Together Rateria and West Valley surround the south east, south and southwest sides of Teck Resources' Highland Valley copper mine property.

8.1.1Rateria

During the nine months ended October 31, 2018 the Company purchased an additional 4 mineral claim tenures for cash payments of $14,000. During the year ended January 31, 2018, the Company purchased 3 mineral claim tenuresadjoining the Rateria property for cash payments totalling $30,000 and issuing 50,000 common shares of the Company at a deemed price of $0.20 per share.In addition, the Company acquired by staking for its own account, additional mineral claim tenures.TheRateriaproperty is comprised of 36mineral tenures totaling approximately 12,682 hectares.

Net Smelter Returns ("NSR") royalties on the Rateria property are as follows:

Rateriaclaims- seven claims are subject to a 2.5% NSR royalty, payable to a maximum of $3,000,000. The Company has the exclusive right to purchase 1% of the NSR royalty for $2,000,000.

Sho claims - one claim is subject to a 2% NSR royalty with the Company having the exclusive right to purchase theNSR royalty at any time for $3,000,000.

Tyner claims - 18 mineral claims are subject to a 2% NSR royalty with the Company having the exclusive right to purchase theNSR royalty for $2,000,000.

8.1.2 West Valley

The West Valley property consists of 29 mineral tenures totaling approximately 12,232 hectares.

The NSR royalty on the West Valley property is as follows:

Abbott claims - 8 claims are subject to a 0.5% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for $1,000,000.

8.2 Cariboo Mineral Property

The Company has a 100% interest in a group of mineral properties located northeast of 100 Mile House, in south central B.C. The Silverboss property surrounds the former past-producing Boss Mountain molybdenum mine property.

In prior years, the Cariboo Mineral Property was presented as:

- Silver Boss, Fox, Hen, Art-DL and Hawk Property;
- Gus Property;
- Grey Property; and
- Eye Property

In 2018, Gus Property was grouped with Silver Boss and Grey Property was grouped with Hawk Property.

8.2.1 Silver Boss, Hen-Art-DL, Fox and Black Riders Property

The Silverboss property consists of 37 mineral tenures totalling approximately 10,592 hectares. The Hen-Art-DL property consists of 11 mineral tenures totalling approximately 5,113 hectares and the Fox property consists of 32 mineral tenures totalling approximately 14,086 hectares. The Black Riders property consists of 6 mineral tenures totaling 2,564 hectares and adjoins to the east and considered part of the Fox property. See 8.2.4.

The Silverboss, Hen, Art-DL and Fox property mineral tenure all adjoin and are contiguous and together total 32,355 hectares.

Three of these mineral claims (Gus Property) are subject to a 1.5% NSR royalty which the Company can buy back for $1,500,000.

8.2.2Hawk Property

The Hawk property consists of 23 mineral tenures totaling approximately 2,176 hectares.

Three of these mineral claims (Grey Property) are subject to a 2% NSR royalty of which the Company can buy back 1% for $1,000,000.

8.2.3Eye Property

This property consists of one mineral tenure and totals approximately 119 hectares.

8.2.4 NSR Royalties

In 2005, the Company acquired a property comprised of five groups of mineral claims – Silver Boss (32 claims), Fox (38 claims), Hen and Art-DL (12 claims) and Hawk (22 claims). These mineral claims are subject to a 2.5% NSR royalty of which the Company can buy back 1% for $2,000,000. See 8.2.1.

8.3 Revelstoke District Properties

8.3.1 Silver Dollar Property

In 2013, the Company acquired a 100% interest in 17 claims known as the Silver Dollar Property, located in the Revelstoke Mining District, British Columbia. Currently, this property is comprised of 27 mineral tenures totaling approximately 3,304 hectares.

On May 11, 2016, the Company entered into the Silver Dollar Property Option Agreement (the “Option Agreement”) with Explorex Resources Inc. (“Explorex”). The Option Agreement was amended on November 8, 2016 and again on April 11, 2017. Pursuant to the Option Agreement, as amended, the Company granted to Explorex the sole and exclusive right and option to acquire an undivided 100% interest in and to the Silver Dollar Property subject to a 1% NSR royalty. Explorex can exercise the option by completing the following cash payments, share issuances and exploration work commitments:

- Paying $20,000 (paid);

- Incurring $100,000 in mining work expenditures by July 31, 2018 (within the period from the date of the Option Agreement to July 31, 2018 becoming the Due Diligence Period) (completed);
- Issuing 300,000 common shares of Explorex to the Company on or before May 11, 2017 (issued);
- Issuing an additional 300,000 common shares of Explorex to the Company within 12 months after the end of the Due Diligence Period (July 31, 2018)(issued); and
- Issuing an additional 500,000 common shares of Explorex to the Company within 18 months after Due Diligence Period(issued).

Pursuant to the Option Agreement:

- The Company transferred legal title to, but not any beneficial interest in, the claims comprising the property to Explorex by way of a bill of sale. Explorex was authorised to, and subsequently did, record itself as legal owner over the claims. Concurrent with the execution of the bill of sale, Explorex executed an additional bill of sale authorizing the transfer of legal title to the claims back to the Company in the event that the Option Agreement is terminated before Explorex earns its interest in the property or fails to earn its interest in accordance with the terms of the Option Agreement for any other reason;
- Explorex granted a right of first refusal to the Company for any future financings that Explorex carries out to finance the mining work to be carried out on the property; and
- If the Company stakes any claim that is located, in whole or in part, within two kilometers of the perimeter of the property it shall be offered to Explorex at the staking cost.

9. TRADE AND OTHER ACCOUNTS PAYABLE

		October 31, 2018		January 31, 2018
Financial Liabilities				
Trade payables	$	3,331	$	19,654
Payroll accruals		(1,373)		4,203
Accrued liabilities		14,000		17,000
	$	15,958	$	40,857

All amounts are short term. The carrying value of trade payables, payroll accruals and accrued liabilities is considered a reasonable approximation of fair value.

10. FLOW THROUGH SHARE PREMIUM LIABILITY

The Company periodically issues flow through shares, to fund Canadian exploration programs, with any resulting flow through premium recorded as a flow through share premium liability. The liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of flow through premium is recorded as income. Based on Canadian tax law, the Company is required to spend the amounts raised on eligible exploration expenditures by the end of the year subsequent to the date the expenditures were renounced. This obligation has been met at October 31,2018.

The following is a continuity schedule of the liability portion of the flow-through share issuances:

	Issued on		
	June 30, 2017	July 7, 2017	Total
Balance February 1, 2017	$ **-**	$ -	$ -
Premium liability incurred on flow-through shares issued	126,970	280,500	407,470
Reduction of flow-through share liability on incurring qualifying expenditures	(126,970)	(280,500)	(407,470)
Balance October 31, 2018	$ -	$ -	$ -

11. EQUITY

11.1 Authorized Share Capital

Unlimited number of common shares with no par value.

11.2 Shares Issued

Shares issued and outstanding as at October 31, 2018 are 92,109,476(January 31, 2018– 92,318,976).

During the year ended January 31, 2018, the following share transactions occurred:

i. On July 7, 2017, the Company completed a non-brokered private placement, issuing 6,791,152 flow-through common shares (each a “FT Share”) at a price of $0.26 per FT Share for gross proceeds of $1,765,702and 6,240,035 non-flow-through shares (each a “NFT Share”) at a price of $0.20 for gross proceeds of $1,248,007, for combined proceeds of $3,013,709. A cash finder’s fee of $185,521 was paid and 524,171 finder’s warrants were issued as part of the financing. Each warrant entitles the holder to purchase one additional common share for a two year period at a price of $0.30. The finder’s warrants were ascribed a value of $48,234.

11.3 Warrants

The following warrants were outstanding:

	Warrants	**Exercise Price**
February 1, 2017	5,812,375	**$** 0.17
Issued – finder’s	524,171	0.30
January 31, 2018	6,336,546	0.17
Expired	(5,812,375)	0.15
October 31, 2018	524,171	**$** 0.30

Expiry date	**Warrants**	**Exercise Price**
June 30, 2019	302,171	**$** 0.30
July 7, 2019	222,000	0.30
	524,171	**$** 0.30

At October 31, 2018, the weighted-average remaining life of the outstanding warrants was 0.66 years (2018–0.63 years).

The fair value of the share purchase warrants granted during the year ended January 31, 2018 and the year ended January 31, 2017 was estimated on the date of grant using the Black-Scholes Pricing Model with the following weighted average assumptions:

	Year Ended January 31, 2018	**Year Ended January 31, 2017**
Strike price	$ 0.30	$ 0.16
Risk free interest rate	1.09 – 1.16%	0.57%
Expected warrant life (years)	2.00 years	2.00 years
Expected stock price volatility	105.80 - 106.77%	81.1667%
Dividend payments during life of option	Nil	Nil
Expected forfeiture rate	Nil	Nil

11.4 Share-based Compensation

The Company has adopted an incentive share option plan for the benefit of directors, officers and employees, which options, to acquire up to 10% of the issued share capital at the award date, may be granted to eligible optionees from time to time. Additional shares have also been issued to consultants of the Company, as part of their compensation arrangement. Share options granted have a term of between one and five years, vest immediately or over time and have an exercise price determined by the directors. The Company's policy is that the exercise price may not be less than the closing quoted price of the Company's common shares traded through the facilities of the exchange on which the Company's common shares are listed.

Total share options granted during the year ended January 31, 2018 were 2,650,000 (year ended January 31, 2017–3,050,000). Total share-based payments recognized for the fair value of share options granted, vested and approved by the shareholders during the year ended January 31, 2018 was $424,157 (year ended January 31, 2017 - $256,822). No share purchase options were granted during the period ended October 31, 2018.

The fair value of the share options granted during the year ended January 31, 2018 and the year ended January 31, 2017 was estimated on the date of grant using the Black-ScholesPricing Model with the following weighted average assumptions:

	Year Ended January 31, 2018	**Year Ended January 31, 2017**
Strike price	$0.24	0.18 – $ 0.22
Risk free interest rate	1.66%	0.58 – 0.83%
Expected option life (years)	5.00 years	3.00 years
Expected stock price volatility	115.44%	80.85 – 79.34%
Dividend payments during life of option	Nil	Nil
Expected forfeiture rate	Nil	Nil

Option pricing models require the input of highly speculative assumptions, including the expected future price volatility of a company's shares. Expected volatility has been estimated based on historical volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, existing models do not necessarily provide a reliable single measure of the fair value of the Company's share options.

The following stock options issued under the employee stock option plan were outstanding:

	Options	Exercise price
February 1, 2016	2,725,000	$ 0.18
Issued	3,050,000	0.19
January 31, 2017	5,775,000	0.19
Issued	2,650,000	0.24
Expired	(2,225,000)	0.18
Cancelled	(500,000)	0.18
January 31 and October 31, 2018	5,700,000	$ 0.21

At July 31, 2018, the weighted average remaining life of the outstanding options was 2.35 years (2018 – 3.09 years).

Outstanding			Vested		
Number of Options	**Exercise price**	**Remaining contractual life (years)**	**Number of Options**	**Exercise price**	**Remaining contractual life (years)**
2,300,000	$ 0.18	0.35	2,300,000	$ 0.18	0.35
750,000	0.22	0.15	750,000	0.22	0.15
2,650,000	0.24	1.85	2,425,000	0.24	1.85
5,700,000	$ 0.21	2.35	5,475,000	$ 0.21	2.35

11.5 Normal Course Issuer Bid

On May 7, 2018, the Company received approval to conduct a normal course issuer bid (the "Bid") through facilities of the TSX Venture Exchange to purchase up to 4,615,948 of the 92,318,976 issued and outstanding common shares of the Company, representing 5% of the Company's issued and outstanding common shares. The Company will pay the market price at the time of acquisition for any Common Shares acquired under the Bid. The Bid will take place beginning May 7, 2018 and will terminate on May 7, 2019. At October 31, 2018 the Company had repurchased 159,500 shares at a cost of $24,696.

12. INCOME TAXES

The income tax provision differs from the amount computed by applying the statutory rates to pre-tax income as a result of the following:

For the year ended January 31,	**2018**	**2017**
Expected tax recovery at a rate of 27.00% (2017 – 26.00%)	$ 137,349	$ 154,261
Increase (decrease) resulting from:		
Non-deductible expenses, net	(6,844)	(50,255)
Temporary differences, net	47,584	10,846
Deferred taxes applicable to flow-through expenditures	(310,090)	25,966
Valuation allowance	(178,089)	(114,852)
Income tax recovery (expense)	$ (310,090)	$ 25,966

The deferred tax liability is comprised of the following tax affected temporary differences:

As at January 31,	**2018**	**2017**
Exploration and evaluation properties	$ (2,884,472)	$ (2,406,366)
Non-capital losses carried forward	1,791,788	1,649,649
Marketable securities	(6,890)	3,835
Equipment	13,875	13,084
Cumulative eligible capital carried forward	-	140
Share issuance costs	45,956	10,006
Net recognized deferred tax liability	$ (1,039,743)	$ (729,652)

The Company has Canadian non-capital losses of approximately $6,891,000 for income tax purposes which expire as follows:

Year of origin	**Non-capital loss**	**Year of expiry**
2006	$ 34,000	2026
2007	348,000	2027
2008	647,000	2028
2009	609,000	2029
2010	574,000	2030
2011	772,000	2031
2012	639,000	2032
2013	666,000	2033
2014	633,000	2034
2015	613,000	2035
2016	394,000	2036
2017	415,000	2037
2018	547,000	2038
	$ 6,891,000	

13. RELATED PARTY TRANSACTIONS AND BALANCES

Relationships	**Nature of the relationship**
Standard Metals Exploration Ltd. (“Standard”)	Standard is a private company controlled by an officer and director of the Company. Standard provides geological exploration and management consulting services to the Company.
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer,Chief Financial Officer, and Senior Geologist.

	Geological exploration services		Management services	
Services provided for the period ended October31, 2018:				
Chief operating officer	$	-	$	85,000
Chief financial officer		-		51,000
Director		-		-
Standard		-		-
	$	-	$	136,000

	Geological exploration services		Management services	
Services provided for the period ended October 31, 2017:				
Chief operating officer	$	-	$	45,000
Chief financial officer		-		48,000
Standard		31,546		-
	$	31,546	$	93,000

Key management compensation includes:

	Nine months ended October 31			
		2018		2017
Management fees and salaries	$	136,000	$	93,000
Share-based payments		-		69,025
	$	96,000	$	162,025

These transactions were in the normal course of operations and measured at their exchange amounts, being the amounts agreed to by the parties to the transactions.

14. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as its cash and cash equivalent and share capital.
The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; to perform mineral exploration activities on the Company's exploration projects; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no long-term debt or bank credit facility. The Company is not subject to any externally imposed capital requirements.

There have not been any changes to the Company's capital management policy during the year.

15. RISK MANAGEMENT

15.1 Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. Capital Risk
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain title to and explore its mineral properties. The capital structure of the Company consists of cash and cash equivalents and share capital.

b. Credit Risk
Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. Management's assessment of the Company's exposure to credit risk is low.

c. Liquidity Risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at October 31, 2018, the Company's working capital is $849,625, and it does not have any long-term monetary liabilities. The Company may seek additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at October 31, 2018, the Company had cash and cash equivalents of $407,631 to settle trade and other accounts payable of $15,958.

d. Market Risk
Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its properties and the futureprofitability of the Company is related to the market price of certain minerals such as copper, molybdenum, tungsten, gold and silver.

15.2 Fair Values

The carrying values of cash and cash equivalents, amounts receivable (excluding GST), reclamation deposits, marketable securities and trade and other accounts payable approximate fair values due to their short-term to maturity nature or the ability to readily convert to cash.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. All financial instruments are classified as Level 1 items.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

16. COMMITMENTS

16.1 Lease Commitment

The Company has an operating lease for office premises that has a two-year term, expiring on November 30, 2018. This lease was renewed effective December 1, 2018 and will expire on November 30, 2020. Monthly lease payments include rent, operating costs and property taxes. The minimum annual payments for the remaining periodare as follows:

Fiscal Year	Amount
2019	$ 10,964
2020	33,406
2021	28,330

16.2 Termination of Service Agreements

The Company has a management and administrative services agreement with its President and CEO. In the event that the Company terminates this agreement without cause, it must make a lump sum payment of $120,000, based on his current salary, to the President and CEO.

The Company has a professional services agreement with its CFO. In the event that the Company terminates this agreement, it must make a final payment of $5,000 to the CFO.

17. SUBSEQUENT EVENT

Subsequent to the period end the Company announced that it intends to carry out a non-brokered private placement to raise up to $800,000 through the sale of 2,500,000 flow-through shares at a price of $0.20 and 2,000,000 non flow-through shares at a price of $0.15.

Overview

This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial condition of Happy Creek Minerals Ltd. ("Happy Creek" or the "Company") for periods ended October 31, 2018 and 2017. This MD&A has been prepared by management as of December 11, 2018 and includes information up to that date.

The MD&A supplements, but does not form part of, the interim financial statements of the Company for the period endedOctober 31, 2018 and 2017. The following MD&A should be read in conjunction with the interim financial statements and related notes of the Company for the nine months ended October 31, 2018 and the Company's audited financial statements for the years endedJanuary 31, 2018 and 2017. The financial statements and the notes therein have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A and in the financial statements are expressed in Canadian dollars unless otherwise stated. Additional information may be found on SEDAR at www.sedar.com, and www.happycreekminerals.com .

The MD&A may contain "forward-looking information" within the meaning of applicable securities laws, including statements that address capital costs, recovery, grade, and timing of work or plans at the Company's mineral projects. Forward-looking information may be, but not always, identified by the use of words such as "seek", "anticipate", "plan", "planned", "continue", "expect", "thought to", "project", "predict", "potential", "targeting", "intends", "believe", "opportunity", "further" and others, or which describes a goal or action, event or result such as "may", "should", "could", "would", "might" or "will" be undertaken, occur or achieved. Statements also include those that address mineral production, reserve potential, potential size or scale of a mineralized zone, potential expansion of mineralization, potential type(s) of mining, potential grades as well as to Happy creek's ability to fund ongoing expenditure, or assumptions about future metal or mineral prices, currency exchange rates, metallurgical recoveries and grades, favourable operating conditions, access, political stability, obtaining or renewal of existing or required mineral titles, licenses and permits, labour stability, market conditions, availability of equipment, accuracy of any mineral resources, anticipated costs and expenditures. Assumptions may be based on factors and events that are not within the control of Happy creek and there is no assurance they will prove to be correct. Such forward-looking information involves known and unknown risks, which may cause the actual results to materially differ, and/or any future results expressed or implied by such forward-looking information. Additional information on risks and uncertainties can be found within Financial Statements, Prospectus and other materials found on the Company's SEDAR profile at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company withholds any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by law.

Under NI43-101 (2001), the reader is cautioned that results or information from an adjacent property does not infer or indicate similar results or information will or does occur on the subject property. Historical information from the subject or adjacent property cannot not be relied upon as the Company's Qualified Person ("QP"), a term which was created and defined under NI-43-101 has not prepared nor verified the historical information.

Overall Performance

Happy Creek Minerals Ltd. (the "Company") is engaged in the business of acquisition and exploration of mineral properties in British Columbia, Canada. The Company's objective is to make new mineral deposit discoveries in proximity to mines and infrastructure, and partner or sell such deposits to a larger mining company for development and production. Under certain conditions the Company may carry a project to production. The Company owns a 100% interest in 7 properties totalling approximately 617square kilometres of mineral tenure located in British Columbia, Canada. It also holds a 1% NSR on the Silver Dollar property in the Cambourne mining district of southeast B.C. The Rateria-West Valley copper and Fox tungsten properties are now at more advanced stages of exploration, including resource definition and expansion as well as preliminary engineering and economic evaluation stage for the Fox. Although the Company's other properties are thought to warrant additional exploration, the current focus is on advancing the Fox and Rateria-West Valley properties.

Fox property: Ownership 100%. The Fox is a new discovery with tungsten occurring in a mineral system that is overall 10 km by 3 km in dimensions and located northeast of 100 Mile House, south-central B.C. The Company discovered the Ridley Creek, BN and BK zones and approximately 12,500 metres of drilling has delineated 582,400 tonnes grading 0.826% WO_3(Indicated) and 565,000 tonnes grading 1.231% WO_3(Inferred). These resources are open and contain among the highest grade in the western world. A portion of the indicated resource is within a low-strip ratio open pit. New prospects continue to be found on the property and at the Nightcrawler and South Grid prospects, drilling returned intercepts that are above cut-off grade that remain open and provide further potential to expand the project resources. The Fox project is a new large-scale tungsten discovery, with high grades in a near-surface setting. These qualities along with proximity to infrastructure are thought to make the Fox a rare and exceptional tungsten find. Plans include increasing the resource base and performing a preliminary economic assessment.

Rateria and West Valley property: Ownership 100%. The Company's Rateria and West Valley property (approximately 250 square km) adjoin and surround the southern end of Teck Resource's Highland Valley copper mine property, Canada's largest copper producer. It also adjoins the north side of the past-producing Craigmont copper mine property. At the Rateria property, the Company has discovered two new copper zones located approximately 6.5 km from a currently producing open pit and contain geology and drill results with similar copper grade to other highland valley deposits. Drilling at both zones have identified continuous and positive grade approximately one km in length and 50 to 150 metres in width and over 350 metres in depth. These zones occur within a larger envelope of lower-grade material and remain open. Drill highlights include 95.0 metres of 0.67% copper and 250.0 metres of 0.25% copper from Zone 1, and 152.5 metres of 0.35% copper, 0.06 g/t Au, and 105.5m of 0.37% copper, 0.14 g/t gold, 0.005% molybdenum and 0.63 g/t rhenium in Zone 2. Approximately 200 metres east of Zone 2, F17-02 returned positive copper values over a significant interval with a particularly higher-grade section of 5.0 metres containing 4.4% copper, 0.21 g/t gold, 20.0 g/t silver, 0.03% molybdenum and 6.86 g/t rhenium. There is thought to be clear resource potential in both Zone

1 and Zone 2 and due to the low pyrite and dominantly bornite-chalcocite copper minerals, preliminary metallurgy tests indicate excellent recoveries and clean concentrates containing around 39% copper. It is the first time that the current 250 square km of contiguous mineral tenure is owned by one company and provides a quality exploration opportunity to discover new deposits in this world class mining district.

In addition to the above more advanced staged projects, the Company has several other 100% owned properties with well-defined, quality targets that are thought to be ready for drill testing:

Silverboss property: Ownership 100%. With approximately 91 square kilometres of mineral tenure surrounding the past-producing Boss Mountain molybdenum mine, the Company has conducted systematic surface rock and soil sampling, geology and geophysics. This work has identified several new bulk-tonnage copper-molybdenum-gold-silver targets that are untested by drilling. Highlights include 53.01 g/t gold, 343.0 g/t silver in grab samples and 9.29 g/t gold, 27.3 g/t silver over 1.17 metres at the Dogtooth zone and 9.25 g/t gold, 514.8 g/t silver over 0.25 metres and 2.52 percent copper, 6.21 g/t gold, 295 g/t silver and 6.76 g/t indium in grab samples at the Silverboss shaft. To the north, the Gus prospect is underlain by positive copper values in soil approximately 2 kilometres by 1 kilometre in dimension. In addition to the potential for molybdenum deposits adjacent to the former molybdenum mine, the underlying geology and presence of copper and gold in rocks provide opportunity to discover typical Quesnel Trough style porphyry copper-gold deposits beneath glacial till covered areas.

Silver Dollar property: This property was optioned to and recently purchased by Explorex Resources Inc. Happy Creek holds a 1% net smelter return royalty on the property.

Hawk property: The property is underlain by geology of the Quesnel Terrane, which hosts numerous copper, copper-gold deposits and mines in B.C. The Company has conducted systematic geochemistry, geology, geophysics, trenching with limited drilling. Property results include chip sampling at the Main zone with 0.88% copper and 1.07 g/t gold across 5.0 metres and boulders nearby contain up to 4.5% copper and 18.0 g/t gold. Historical drilling approximately 100 metres north of the Main zone returned 3.0 metres grading 0.79% copper, 1.73 g/t gold, 9.43g/t silver and 1.83 metres containing 0.93% copper, 3.1 g/t gold and 12.34 g/t silver.The Company's exploration work has confirmed the property holds good potential for bulk tonnage copper-gold-silver (alkalic porphyry) and is ready for drill testing.

Hen & Art-DL property: Prospecting, rock and soil sampling, trenching and reconnaissance drilling has identified several new gold skarn prospects at the Hen property. Trenching returned 2.1 meters of 3.98 g\t gold and 2.0 metres of 4.20 g/t gold and up to 35.06 g/t gold in grab samples at the Hen and Dyke zones, respectively. The DL property contains sediment-hosted gold-silver prospects sharing geological similarities with the Spanish Mountain or Eureka Peak deposits to the north. Up to 42 g/t gold over 1.0 metre in a quartz vein occur at the DL adit, and to the southwest, drill hole GL10-3 returned 72.5 metres of 4.03 g/t silver including 20.0 metres of 8.5 g/t silver and is thought to warrant further exploration.

Exploration updates

The following is an overview of the Company's properties with a summary of results from the most recent year. Please refer to the Company's website, news releases and filings on SEDAR for additional details, maps, photos and other information.

Fox Tungsten Property

On July 12, 2017, the Company announced that drilling has started at the Fox tungsten property. Drilling was focused on expanding the BN and Ridley Creek deposits, as well as further exploring the South Grid and Nightcrawler zones.

On October 24, 2017, the Company announced results from the BN zone. Results include F17-29 with 5.05 metres of 2.980% WO_3, F17-36 with 7.81 metres of 1.36% WO_3, and F17-23 with 4.0 metres of 0.963% WO_3.

On November 21, 2017, the Company announced results from the Ridley Creek, South Grid and Nightcrawler zones. Results from Ridley Creek include 2.59 metres of 5.824% WO_3 in F17-44 and 0.72 metres of 4.653% WO_3 in F17-48, and 0.85 metres of 4.16% WO_3 in F17-56. At South Grid, drill hole F17-61 returned 3.07 metres of 0.496% WO_3 starting at 12.6 metres below surface and is thought to indicate the potential for near-surface resources in this 1.5km by 500m geochemical target area.

An updated resource estimate was announced on February 27, 2018. The total Indicated Resources for the Ridley Creek zone amount to 582,400 tonnes grading 0.826% WO_3 and the total Inferred Resource is now 565,000 tonnes grading 1.231% WO_3 for the Ridley Creek, BN and BK Zones combined. Hand-trenching returned positive tungsten values.

On September 25 2018, the Company announced that the mapping at higher elevations above the Ridley Creek deposit has traced three calc silicate-skarn layers continuously for 500 metres which connect with layers previously mapped. These layers are confirmed to be continuous for 2 km and contain tungsten and locally zinc and molybdenum values. The findings also suggest the resource-bearing layer of the Ridley Creek deposit is likely to extend over 500 metres to the west, beneath Deception Mountain and remains untested by drilling.

On November 21, 2018 the Company announced that surface sampling located to the south of the Ridley Creek deposit on the Fox property returned up to 0.35m of 7.43% W03, and improves the potential to expand current resources between the Ridley Creek and BN deposits, one km in distance.

Highland Valley Property

On June 6,2017, the Company announced that drilling was underway at the Rateria property. On August 29, 2017, the Company announced that it completed five holes at the Zone 2 prospect and returned positive results including R17-05 containing 255.5 metres of 0.21% copper including 105.5 metres of 0.37% copper, 0.14 g/t gold and 0.63 g/t rhenium. This result is located approximately 100 metres south of drill hole R12-02 (152.5metres of 0.35% copper). In addition, drill hole R17-02 returned

5.0 metres of 4.4% copper, 0.21 g/t gold, 20.0 g/t silver 0.03% molybdenum and 6.86 g/t rhenium. This result is located approximately 200 metres east of the main area of Zone 2 and together with R17-05, have expanded the area of mineralization in Zone 2 and it remains open.

On February 8, 2018, the Company announced new results from Zone 2 including R17-07 whichreturned 208.5 metres of 0.24% copper to the end of the hole at 263.5 metres. This interval includes 82.5 metres of 0.29% copper and 66 metres of 0.35% copper.

On May 29th, 2018 the Company announced that it has begun geological fieldwork on the Rateria-West Valley property. On July 20th, the Company announced that the more felsic, younger phases of the Guichon batholith are more frequent and extend further east onto the Rateria property than historical regional maps indicate. Further, favorable geology and copper showings occur in several large-scale corridors that extend through the property. Tourmaline and sericite hydrothermal breccia containing bornite in the cement occurs in at least one of the areas that remains untested by drilling. Having the favorable geology and identifying batholith-scale structures containing copper showings is thought to increase the potential for the development of large-scale porphyry systems. On September 25, 2018 the Company announced that an historical access trail was opened-up and revealed five areas of copper mineralization in an area 20-40 metres in width and 200 metres in length. The average of 19 selected mineralized samples collected from veins in this area returned 1.68% copper. The results contribute to the targeting for new, large scale porphyry copper deposits.

Hen and Art-DL property

During July until early September 2018, the Company begun prospecting along newly constructed logging roads that revealed rock outcrops within areas that have never seen any form of exploration. On September 25 2018 the Company announced that a new prospect was located where the only sample collected returned 7.6 g/t gold, 2.08% lead, 4.02% zinc and 0.16% copper.

Mineral property Transactions

The Company is active in its exploration and prospecting business, which requires from time to time, the acquisition or disposition of mineral claims depending on relative opportunity cost, market conditions and financial resources available. The Company is registered as a Free Miner in British Columbia that allows it to stake its own mineral claims. The Company may see an appropriate opportunity to increase its existing mineral properties by staking claims directly itself, or may acquire from arm's length individuals, mineral claims for cash-only payments of less than $10,000. These transactions are conducted in the normal course of its business activity. Property acquisitions involving larger payments or an option with payments, work commitments and share issuance are described below.

Highland Valley District

Rateria

In 2004 the Company acquired an option to earn a 100% interest in the Rateria Property located approximately 10 kilometres southeast of Teck's Highland Valley copper-molybdenum mine concentrator near Logan Lake, British Columbia. To earn its interest, the Company paid $155,000 to the Optionor, issued 950,000 shares and spent $500,000 on exploration. The Company's interest in the Property is also subject to a 2.5% net smelter royalty ("NSR"). The Company at its own option may buy down the NSR by 1% for a payment of $2,000,000 or purchase 100% of the NSR for $3,000,000. On June 24, 2008 the Company paid the final $50,000 and issued 250,000 shares to acquire a 100% interest in the Rateria property.

During the year ended January 31, 2009 the Company purchased a 100% interest from an arm's length individual, mineral claims totalling approximately 1340 hectares (13.4 square kilometres) that adjoin the Rateria property to the south. The Company paid $25,000 in cash and granted a NSR of 2% with the Company having the right to purchase the NSR for a lump sum of $3,000,000.

On June 5th, 2012 the Company announced it had acquired by staking or paying less than $5,000 cash to arm's length vendors for a 100% interest in 309 hectares of mineral claims on the south side of the Rateria property.

On October 8th, 2013 and pursuant to the terms of an Option agreement with an arm's length vendor, the company acquired the right to a 100-per-cent interest in certain minerals claims known as the Tyner Lake property. The Tyner Lake property consists of 18 mineral claims that total approximately 22.5 square kilometres in area. By way of consideration, the company will make cash payments totalling $30,000 ($10,000 paid) and will issue 500,000 shares (250,000 issued) at a deemed price of 15 cents per share by September 15th, 2014. The property is subject to a 2-per-cent net smelter return (NSR) in favour of the Optionor, which may be repurchased by the company for $2-million. On February 8th,2014 the Company announced the completion of the Tyner Lake option under an amendment. Under the amended agreement, the company paid a total of $25,000 cash and issued 250,000 shares, and the vendor retains the NSRR as above, while all other terms and conditions remain the same.

Between 2013 and April 2016, the Company staked claims for its own account that joined the Rateria and West Valley property. On April 6, 2016, the Company acquired by staking, a 454.15 Ha claim that adjoins the south end of the Rateria (Tyner) property.

On September 8, 2017, The Company announced that is has expanded the Rateria property by 14.52 square kilometres, through purchasing from two arm's length vendors a 100% interest for a combined total of $30,000 in cash and issuing 50,000 shares of the Company, and by staking 11.95 square kilometres for the Company's account. The new mineral tenure covers a large part of an area historically known as the Chataway property which contains a number of known mineral prospects.

On April 3, 2018, the Company announced that it acquired a 100% interest in 330 hectares of mineral claims located within the existing Rateria property. In total, the Company paid $10,000 in cash to the arms-length vendor. In total, the West Valley and Rateria property now consists of 237.8 square km of mineral tenure within the Highland Valley copper district.

West Valley

In October 2008 the Company purchased a 100% interest for $25,000 in 49 mineral claims totaling approximately 9,175 hectares (91.75 square kilometres) that are located approximately four kilometres west of the Rateria property. Several additional claims were also acquired for less than $5,000 in cash.

On June 5th 2012, the Company announced it has acquired the Abbot property, consisting of 2,911 hectares (29.1 square kilometres) adjoining the south side of the company's West Valley property.To earn a 100-per-cent interest in the Abbot property, the company must pay to an arm's-length vendor a total of $15,000 in cash and issue 350,000 shares by May 30, 2013. The vendor retains a 0.5-per-cent net smelter return (NSR), with the company having the right to purchase the NSR for $1-million.

On May 27th, 2013 the Company announced it has completed the payments and obtained title for a 100% interest into the Abbot property which will be a part of the West Valley property going forward.

BX

On June 6th, 2011, the Company announced it has negotiated an Option agreement with an arm's length party to earn a 100% interest in the BX property located in Highland Valley, BC. The BX property is approximately 11.5 square kilometres in area and adjoins Teck's Highland Valley Copper mine property, approximately six kilometres from the former Bethlehem deposits, the first copper mine in the camp. The Company has been granted the exclusive right to acquire an undivided 100% interest in the BX property over a three year period, by paying a total of $130,000 in cash, issuing a total of 500,000 in shares and incurring a total of $400,000 in exploration expenditures on the BX property. Upon vesting of the Company's interest, the Optionor will hold a 2% NSR (Net Smelter Royalty), and the Company has the right to purchase 1% of the NSR by paying $1,000,000 in cash to the Optionor.

On February 9, 2012 the Company was notified that the vendor of the BX property had lost title to the property. On April 2, 2012, the Company announced a settlement whereby the Company received from the BX property vendor, $35,000 in cash, return of 50,000 shares of the company, and a 100% interest in the Silver Dollar and Windflower properties located approximately 45 kilometres southeast of Revelstoke, B.C. These properties are described hereafter as the "Revelstoke Property".

<u>Cariboo Property</u>

In 2005 the Company acquired from three individuals, including one current director of the Company, a 100% interest in five mineral properties located in the South Central Cariboo Region, approximately 80 kilometers northeast of 100 Mile House, British Columbia. To acquire its interest, the Company issued 5,000,000 common shares and paid $25,000 to the Optionors and spent $160,000 on exploration. The Company's interest in the Property is subject to a 2.5% NSR, of which 1% can be purchased by the Company for $2,000,000. The Property is comprised of 5 groups of claims known as the Silverboss, Fox, Hen, Art-DL and Hawk claim groups.

Grey

During the year ended January 31, 2008 the Company entered into an option agreement to earn a 100% interest in the Grey property ("Grey Option"), approximately 6.0 square kilometres in area that adjoin to the south of the Company's Hawk property. Under the terms of the Grey Option, the Company has the right to earn a 100% interest in the Grey property by making staged cash and share payments over 5 years that total $100,000 cash and 300,000 common shares of the Company.During the period ended July 31, 2010, the Company completed its final payment of $60,000 and issued 150,000 shares and now owns a 100% interest in the Grey property, subject to a 2.0% NSR. Under the terms of the Grey Option with the Vendor, the Company may purchase half of the NSR from the vendor for $1,000,000. The Grey property is combined with the Hawk property and together is now referred to as the Hawk property.

Gus

During the year ended January 31, 2008 the company entered into an option agreement to earn a 100% interest in the Gus Property that is approximately 25 square kilometres in area and adjoins the Company's Silverboss property. The property also includes the single Eye claim, located by itself and 4 kilometres to the northwest of the Gus property. To acquire its interest the Company must issue to the vendor 300,000 common shares and pay $50,000 over a three-year period. The Property is subject to a 1.5% NSR, which the Company can buy back at any time for $1,500,000.

As of April 30, 2010, the Company had completed its earn-in and now owns a 100% interest in the Gus and Eye Property, subject only to the NSR disclosed above. In the future, results from the property will be included as part of the Silverboss property.

On December15, 2008 the Company purchased from an arm's length party a 100% interest in five mineral claims totaling approximately 1,867 hectares (18.67 square kilometres) that adjoin the Company's Silverboss property and in part the former Boss mountain molybdenum mine. These mineral claims were purchased for a total of $15,000 cash and the issuance of 50,000 shares from treasury. The Company also acquired from arm's length individuals a 100% interest in several mineral claims adjoining the Silverboss, Hen and Fox properties for less than a total of $5,000.

Golden Ledge

During the year ended January 31, 2010, the Company entered into an option agreement with an unrelated third party to acquire one additional mineral claim (Golden Ledge) adjacent to the south side of the Art-DL property, and adjoins to the north, Spanish Mountain Gold's Thunder Ridge property. Under the terms of this new option agreement, the Company must make aggregate cash payments of $150,000 ($25,000 paid) issue an aggregate 850,000 common shares (150,000 issued) of the Company to the vendor, and incur $700,000 in exploration expenditures over four years in order to earn a 100% interest in this additional claim, subject to a 2% NSR. The NSR may be purchased by the Company for $1,000,000 for the first 1% NSR and $1,500,000 for the second 1% NSR. During the period ending October 31, 2010, the company completed detailed soil sampling, prospecting, rock sampling and six drill holes on the property. As the drill results from the Golden Ledge property were not satisfactory, the Option has been dropped and the property returned to the vendor.

Hawk and Grey property Joint Venture

During the year ended January 31, 2010, the Company signed an Option Agreement with Jiulian Resources Inc. (TSX-V:JLR) whereby Jiulian can earn up to a 65% interest into the Hawk and Grey property by paying the Company $150,000 in cash, issuing 700,000 shares and conducting $1.2 million in exploration expenditures on the property over four years. Jiulian relinquished its option and returned the property to the Company in March 2011. The Company has received data collected by Jiulian for work conducted during 2009 and 2010.

Eye Property Option

On July 20th, 2011 the Company announced it hasan Option agreement with Newmont Mining Corporation (Newmont) for the Company's Eye mineral claim (1.2 square kilometres) in south central British Columbia (B.C.) Canada. To earn a 100% interest in the Eye property, Newmont must pay the Company a total of $368,000 in cash and perform $280,000 in exploration, in annual stages over a five-year period. If Newmont elects to purchase the property it will grant to the Company an NSR (Net Smelter Royalty) of 0.5%, with payments up to a collective maximum of $1.5 million. In addition, Newmont will cover the underlying Royalty obligations to the previous owner. On June 18th, 2012 the Company announced that Newmont has made its first anniversary (second) payment to continue its Option on the Eye property. On June 17th, 2013, the Company announced that Newmont has dropped the Eye property Option and returned the property in good standing until August 22, 2022.

Silver Dollar Property Option

On May 12th, 2016, the Company announced that it has optioned the Silver Dollar property to Explorex Resources Inc.("Explorex"). Under the Terms of the Option Agreement, Explorex can earn a 100%interest in the Property, subject to a 1% Net Smelter Royalty retained by the Company, by making the following payments, share issuance and exploration work commitment: $20,000 cash within the earlier date of 5 days of TSX Exchange approval of closing a proposed Explorex financing, or by June 30th 2016 (completed) a minimum $100,000 work commitment within 6 months of signing (the "Due Diligence Period"), 300,000 shares within 20 days after the Due Diligence Period, 300,000 shares within 12 months after the Due Diligence Period, and 1,000,000 shares within 18 months after the Due Diligence Period. After the Period ending October 31 2016, the Company and Explorex amended terms of the agreement to extend the due diligence period by six months, and reduce the final share issuance to 500,000 shares (from 1,000,000), for a total share issuance of 1,100,000 should the option be completed. On April 21,2017, a further amendment to the Silver Dollar Option was announced by Explorex that extends the due diligence period from May 11, 2017 to July 31, 2017 to allow more field time during snow-free conditions but will still issue 300,000 shares of Explorex to Happy Creek on or before May 11, 2017. These shares have been received by the Company. On August 21, 2017, Explorex announced that it has spent $100,000 on due diligence and exploration on the Silver Dollar property by July 31, 2017 (due diligence period), fulfilling that part of the agreement, and that it must issue to Happy Creek a further 800,000 shares by January 31 2019 to earn a 100% interest in the Silver dollar property. On July 11, 2018, the Company announced that Explorex had accelerated its earn-in for the Silver Dollar property. Explorex has spent a minimum $100,000 on the property, paid $20,000 in cash and issued a total of 1.1 million Explorex shares to the Company. Explorex has now earned a 100% interest in the Silver Dollar property, subject to Happy Creek retaining a 1% NSR.

Financial Results of Operations

The following is a summary of selected financial data for the Company for the three most recently completed years, accompanied by a discussion of those factors affecting the comparability of the data, including, where applicable, discontinued operations, changes in accounting policies, significant acquisitions or disposals and major changes in the direction of the Company's business.

	Prepared in accordance with IFRS		
As at and for the year ended	**Jan. 31, 2018**	**Jan. 31, 2017**	**Jan. 31, 2016**
Interest revenue	$ 7,681	$ 4,032	$ 14,018
Net loss	$ 755,854	$ 567,344	$ 321,645
Basic net loss per share	$ 0.01	$ 0.01	$ 0.00
Total assets	$ 17,376,999	$ 14,950,547	$ 14,232,785
Basic weighted average number of shares outstanding	83,208,151	75,228,110	65,888,342

The following is a summary of selected financial data for the Company for the eight most recently completed quarters.

	Prepared in accordance with IFRS for interim reporting							
For the quarter ended	**Oct 31 2018 $**	**Jul 31 2018 $**	**Apr 30 2018 $**	**Jan 31 2018 $**	**Oct 31 2017 $**	**Jul 31 2017 $**	**Apr 30 2017 $**	**Jan 31 2017 $**
Interest revenue	762	1,376	1,624	2,128	4,006	715	832	876
Administrative expenses	(139,730)	(164,096)	(159,504)	(220,377)	(455,867)	(153,726)	(103,810)	(252,061)
Net loss	(138,968)	(8,377)	(148,245)	(130,504)	(451,861)	(153,011)	(102,978)	(161,685)
Basic net loss per share	(0.00)	(0.00)	(0.00)	(0.01)	(0.0 0)	(0.00)	(0.00)	(0.01)

The Company has no dividend policy and has no intention of developing a dividend policy in the foreseeable future. The Company has paid no dividends and has no retained earnings from which it might pay dividends.

Results of Operations

Nine months ended October 31, 2018

The Company incurred a net loss of $295,590 for the nine months ended October 31, 2018 compared to a loss of $707,850 for the same period in 2017. The following accounts for the reduction in the loss between 2018 and 2017;

- Management fees and salaries increased by $73,534 due to certain geological services not being capitalized to property accounts and an increase in staff.
- Advertising and promotion increased by $23,653 due to managements efforts to bring awareness to our projects.
- Office and administrative costs declined by $15,230 compared to the same period in 2017 due to managements efforts to cut costs.
- The Company recorded a flow-through recovery of $9,635 compared to $Nil for the three months ended April 30, 2017.
- The Company recorded a gain of $154,343 on the fulfillment of the Explorex Resources Inc. option agreement to acquire the Silver Dollar property.
- The Company did not have any share-based payments in 2018 as compared to $332,502 being recorded in 2017 for the granting of options.

Normal Course issuer Bid

On May 7, 2018, the Company received approval to conduct a normal course issuer bid (the "Bid") through facilities of the TSX Venture Exchange to purchase up to 4,615,948 of the 92,318,976 issued and outstanding common shares of the Company, representing 5% of the Company's issued and outstanding common shares. The Company will pay the market price at the time of acquisition for any Common Shares acquired under the Bid. The Bid will take place beginning May 7, 2018 and will terminate on May 7, 2019. At October 31, 2018 the Company had repurchased 159,500 shares at a cost of $24,696.

Deferred Income Taxes

Deferred taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are likely to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that includes the substantive enactment date.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realization, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognized to the extent that it is probable that they will be able to be utilized against future taxable income.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to offset current tax assets and liabilities from the same taxation authority and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same entity or different entities which intend to settle current tax assets and liabilities on a net basis or simultaneously in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in profit or loss, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

The Company has financed a portion of its exploration activities through the issue of flow-through shares. Canadian tax legislation permits a company to issue flow-through instruments whereby the deduction for tax purposes relating to qualified resource expenditures could be claimed by the investors rather than the company.

A flow-through instrument comprises transfer of income tax deductions and common shares. Proceeds from an issuance of a flow-through instrument are allocated to liability and equity components in proportion, according to their respective fair values at the date of issuance. Upon renunciation of the flow-through expenditures for Canadian income tax purposes, the related flow through liability recognized in previous periods in the statement of financial position will be reversed and the related deferred tax liability will be recognized. Any difference between the liability settled and the deferred tax liability recognized is accounted for as other income or expense in profit and loss.

Liquidity and Capital Resources

The ability of the Company to continue to operate as a going concern is dependent upon its ability to obtain necessary financing to meet the Company's obligations and liabilities as they become due. As of October 31, 2018 the Company had cash and cash equivalents of $407,631 (January 31, 2018 - $913,482). The Company's working capital surplus as of October 31, 2018 was $849,625 (January 31, 2018 – surplus of $1,112,768). During the nine months ended October 31, 2018 the Company received from the Canadian government $146,317 for it's METC claim for fiscal 2017. During the year ended January 31, 2018 the Company completed a private placement raising $3,013,709 by issuing 6,791,152 flow-through shares at a price of $0.26 per share and 6,240,035 non-flow-through shares at a price of $0.20 per share.

The Company is a mining exploration and development company with no producing resource properties, and consequently, does not generate operating income or cash flow of a significant nature at this time. To date the Company has relied primarily upon the sale of Common Shares to provide working capital for exploration activities and to fund the administration of the Company. Since the Company does not expect to generate any revenues in the near future, it will continue to rely primarily upon the sale of Common Shares to raise capital. There can be no assurance that financing will be available to the Company when required. The Company has no debt instruments. The Company has no externally imposed capital requirements.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS AND BALANCES

Relationships	Nature of the relationship
Standard Metals Exploration Ltd. ("Standard")	Standard is a private company controlled by an officer and director of the Company. Standard provides geological exploration and management consulting services to the Company.
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer,Chief Financial Officer, and Senior Geologist.

	Geological exploration services	Management services
Services provided for the nine months ended		
October 31, 2018:		
Chief operating officer	$ -	$ 85,000
Chief financial officer	-	51,000
Standard	-	-
	$ -	$ 136,000

	Geological exploration services		Management services	
Services provided for the nine months ended				
October 31, 2017:				
Chief operating officer	$	-	$	45,000
Chief financial officer		-		48,000
Director		-		
Standard		31,546		-
	$	31,546	$	93,000

Key management compensation includes:

	Nine months ended October 31,			
		2018		2017
Management fees and salaries	$	136,000	$	93,000
Share-based payments		-		69,025
	$	136,000	$	162,025

These transactions were in the normal course of operations and measured at their exchange amounts, being the amounts agreed to by the parties to the transactions.

Subsequent Events

Subsequent to the period end $74,829 was received for the Company's fiscal 2018 METC claim.

In addition the Company announced that it intends to carry out a non-brokered private placement to raise up to $800,000 through the sale of up to 2,500,000 flow-through shares at a price of $0.20 and up to 2,000,000 non flow-through shares at a price of $0.15.

Risk Factors

Happy Creek's success depends upon a number of factors, many of which are beyond the Company's control. Typical risk factors and uncertainties include the ability to raise financing, mineral title matters, exploration permitting or weather delays, skilled labour shortage, operating cost inflation, metal price and currency rate fluctuations, and changing legislation, regulations or the administration thereof. There is uncertainty in judging future potential value of a mineral property or claims that are deemed unnecessary and allowed to lapse or returned to a vendor. Risk factors could materially affect the

Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Financial Instruments

Non-derivative financial assets and financial liabilities

The Company classifies financial assets as financial assets at fair value through profit or loss, held-to-maturity investments or loans and receivables. Available-for-sale financial assets are those financial assets that are not classified as any of the above. Financial liabilities are either classified as financial liabilities at fair value through profit or loss or as other financial liabilities.

Financial assets and financial liabilities are recognized initially at fair value.

Financial assets and financial liabilities at fair value through profit or loss are subsequently measured at fair value with changes in fair values recognized in profit or loss.

Financial assets classified as available for sale are subsequently measured at fair value with changes in fair value recognized in other comprehensive income.

Loans and receivables, held-to-maturity investments and other financial liabilities are subsequently measured at amortized cost using the effective interest method.

The Company's financial instruments consist of cash and cash equivalents, receivables, reclamation bonds, marketable securities, trade and other accounts payable.

Cash and cash equivalents and reclamation deposits are classified as fair value through profit or loss and amounts receivable are classified as loans and receivables. Marketable securities are classified as available for sale. Trade and other accounts payable are classified as other financial liabilities.

Transaction costs, other than those related to financial instruments classified as financial assets and financial liabilities at fair value through profit or loss, are added to the fair value of the financial asset and financial liability on initial recognition.

Significant judgements, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually 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. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(i) Going concern

The assessment of the Company's ongoing viability as an operating entity and determination of the related disclosures require significant judgment.

(ii) Exploration and evaluation properties and impairment

The Company is required to make significant judgments regarding the capitalization of the costs incurred in respect to its exploration and evaluation properties. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, and whether there are indicators that the development of a specific area is unlikely and exploration and evaluation properties should be impaired. Management has assessed impairment indicators on the Company's exploration and evaluation properties and has concluded that no impairment indicators existed as of October 31, 2018.

(iii) Deferred taxes

The Company recognizes the deferred tax benefit related to deferred losses and resource tax assets to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions from deferred income and resource tax assets.

The Company recognizes deferred tax liabilities when there are taxable temporary differences that will reverse and result in a future outflow of funds to a taxation authority. The Company records a provision for the amount that is expected to be settled, which requires the application of judgement as to the ultimate outcome. Deferred tax liabilities could be impacted by changes in the Company's estimate of the likelihood of a future outflow, the expected settlement amount, and future changes in tax laws.

(iv) Share-based payments

Share-based payments are determined using the Black-Scholes option pricing model based on estimated fair values of all share-based awards at the date of grant and is expensed to the statement of loss and comprehensive income (loss) over each award's vesting period. The Black-Scholes option pricing model utilizes subjective assumptions such as expected price volatility and expected life of the option. Changes in these input assumptions can significantly affect the fair value estimate.

Share Capital

Common shares, stock options, warrants, and agent's warrants as at December 11, 2018 are as follows:

	December 11, 2018
Common shares	**92,109,476**
Stock Options	**5,700,000**
Warrants	**524,171**
Agents options	**Nil**

Future Outlook

Management monitors the currently uncertain global financial market conditions, especially pertaining to commodities and resources. It evaluates and adjusts budgets and work performed as results are received, market conditions, financial resources, or government exploration permit requirements change. It may adjust property expenditure allocation, acquire, hold or dispose of mineral tenure on an on-going basis.

David Blann, P.Eng. is a Qualified Person as defined by National Instrument 43-101 and is responsible for the preparation and approval of the geological and technical information disclosed above. All monetary amounts are in Canadian currency unless otherwise indicated.