



(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

(Unaudited)

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

August 28, 2019

ELY GOLD ROYALTIES INC.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian Dollars)

As at	Notes	June 30, 2019 (Unaudited)	December 31, 2018 (Audited)
ASSETS			
Current			
Cash and cash equivalents		\$ 3,404,277	\$ 2,437,736
Marketable securities	5	678,254	830,961
Receivables	6	203,367	107,184
Prepaid expenses		73,630	67,258
		4,359,528	3,443,139
Non-Current			
Reclamation bond		28,680	29,896
Property, plant and equipment	7	69,924	-
Mineral and royalty interests	8	2,071,913	1,795,580
		\$ 6,530,045	\$ 5,268,615
LIABILITIES			
Current			
Accounts payable and accrued liabilities	9 & 13	\$ 146,610	\$ 227,482
Note payable	10	-	183,934
Current portion of capital lease obligation	11	34,042	-
		180,652	411,416
Non-Current			
Capital lease obligation	11	42,192	-
		222,844	411,416
EQUITY			
Share capital	12	28,848,291	28,519,610
Share-based payment reserve	12	993,301	998,942
Cumulative translation adjustment		112,025	158,202
Subscriptions received	12	1,010,782	47,315
Deficit		(24,657,198)	(24,866,870)
		6,307,201	4,857,199
		\$ 6,530,045	\$ 5,268,615

Approved and authorized by the Board:

<u>“Tom Wharton”</u>	Director	<u>“Stephen Kenwood”</u>	Director
Tom Wharton		Stephen Kenwood	

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

ELY GOLD ROYALTIES INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**
(Unaudited – Expressed in Canadian Dollars)

	Notes	Three months ended		Six months ended	
		June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
REVENUE					
Option proceeds	8	\$ 242,319	\$ 242,200	\$ 347,759	\$ 354,651
Gain on disposal of mineral interest	8	918,415	-	918,415	351,324
		1,160,734	242,200	1,266,174	705,975
EXPENSES					
Amortization		10,593	-	21,032	-
Consulting fees		27,707	3,688	45,899	22,952
Exploration and evaluation expenses		19,676	19,974	50,583	70,086
Insurance		3,923	3,761	7,197	12,035
Management fees	13	234,161	132,805	370,075	259,035
Office and administration		45,214	74,990	70,377	108,870
Professional fees		75,196	58,135	127,871	84,814
Rent		-	6,750	-	13,500
Share-based payments	12	334	2,454	530	22,208
Transfer agent and filing fees		15,835	7,488	22,519	14,985
Travel and promotion		122,529	152,129	248,460	283,909
		(555,168)	(462,174)	(964,543)	(892,394)
OTHER INCOME (EXPENSE)					
Interest expense	10	(5,768)	(4,113)	(6,627)	(12,909)
Interest income		232	31	4,351	62
Gain on disposal of marketable securities	5	12,423	-	12,423	60,225
Change in fair value of marketable securities	5	(122,449)	236,938	(85,363)	170,117
Gain (loss) on foreign exchange		16,262	50,908	(16,911)	96,421
		(99,300)	283,764	(92,127)	313,916
Income (loss) for the period		(506,266)	63,790	209,504	127,497
Other comprehensive income (loss) for the period					
<i>Items subject to reclassification into statement of loss</i>					
Currency translation adjustment		31,141	-	(46,177)	-
Comprehensive income (loss) for the period		\$ 537,407	\$ 63,790	\$ 163,327	\$ 127,497
Basic and diluted loss per share		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Weighted average number of common shares outstanding		93,105,475	78,198,332	92,538,808	77,132,823

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

ELY GOLD ROYALTIES INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS**
(Unaudited – Expressed in Canadian Dollars)

	For the six months ended	
	June 30, 2019	June 30, 2018
CASH FLOWS FROM OPERATING ACTIVITIES		
Income for the period	\$ 209,504	\$ 127,497
Items not affecting cash		
Interest expense	3,504	12,909
Amortization	21,032	-
Option proceeds paid in marketable securities	-	(184,783)
Change in fair value of marketable securities	85,467	(170,117)
Gain on disposal of marketable securities	(12,423)	(60,225)
Gain on disposal of mineral interest	(918,415)	(351,324)
Share-based payments	530	22,208
Unrealized foreign exchange	10,513	(17,620)
	(600,288)	(621,455)
Changes in non-cash working capital items		
Receivables	(98,150)	18,104
Prepaid expenses	(6,372)	(72,720)
Accounts payable and accrued liabilities	(80,871)	(290,942)
Net cash used in operating activities	(785,681)	(967,013)
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments for acquisition of mineral and royalty rights	(1,064,282)	(21,260)
Proceeds received from properties under option	83,747	207,273
Proceeds on disposal of marketable securities	56,413	529,408
Proceeds on disposal of mineral and royalty interest	1,635,251	379,410
Net cash provided by investing activities	711,129	1,094,831
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued for cash, net of issuance costs	328,681	-
Subscriptions received	963,467	-
Repayment of loans payable	(183,934)	(728,482)
Lease payments	(24,264)	-
Proceeds received from the exercise of warrants	-	210,000
Net cash provided by (used in) financing activities	1,083,950	(518,482)
Effect on cash of foreign exchange	(42,857)	-
Change in cash and cash equivalents for the period	966,541	(390,664)
Cash and cash equivalents, beginning of period	2,437,736	2,393,322
Cash and cash equivalents, end of period	\$ 3,404,277	\$ 2,002,658
Cash and cash equivalents consists of:		
Cash	\$ 3,379,277	\$ 1,977,658
Term deposits	25,000	25,000
	\$ 3,404,277	\$ 2,002,658

Supplemental disclosure with respect to cash flows (Note 14)

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

ELY GOLD ROYALTIES INC.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY**

(Unaudited – Expressed in Canadian Dollars)

	Number of shares	Share Capital	Share- based payment reserve	Cumulative translation adjustment	Subscriptio ns received	Deficit	Total
Balance, December 31, 2017	76,055,475	\$ 26,917,261	\$ 1,186,671	\$ -	\$ -	\$ (23,816,048)	\$ 4,287,884
Exercised warrants	3,000,000	210,000	-	-	-	-	210,000
Share-based payments allocated to share capital on exercise of warrants	-	267,220	(267,220)	-	-	-	-
Share-based payments	-	-	22,208	-	-	-	22,208
Net income for the period	-	-	-	-	-	127,497	127,497
Balance, June 30, 2018	79,055,475	27,394,481	941,659	-	-	(23,688,551)	4,647,589
Private placement, net of issuance costs	10,000,000	988,629	-	-	-	-	988,629
Subscriptions received	-	-	-	-	47,315	-	47,315
Shares issued for mineral and royalty interests	1,050,000	136,500	-	-	-	-	136,500
Warrants issued for mineral and royalty interests	-	-	55,335	-	-	-	55,335
Share-based payments	-	-	1,948	-	-	-	1,948
Net loss for the period	-	-	-	-	-	(1,178,319)	(1,178,319)
Other comprehensive income	-	-	-	158,202	-	-	158,202
Balance, December 31, 2018	90,105,475	28,519,610	998,942	158,202	47,315	(24,866,870)	4,857,199
Adjustment on adoption of IFRS 16	-	-	-	-	-	(6,003)	(6,003)
Private placement, net of issuance costs	3,000,000	328,681	-	-	(47,315)	-	281,366
Subscriptions received	-	-	-	-	1,010,782	-	1,010,782
Share-based payments	-	-	530	-	-	-	530
Reallocation of reserves of expired options	-	-	(6,171)	-	-	6,171	-
Net income for the period	-	-	-	-	-	209,504	209,504
Other comprehensive loss	-	-	-	(46,177)	-	-	(46,177)
Balance, June 30, 2019	93,105,475	\$ 28,848,291	\$ 993,301	\$ 112,025	\$ 1,010,782	\$ (24,657,198)	\$ 6,307,201

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

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF AND CONTINUANCE OF OPERATIONS

Ely Gold Royalties Inc. (the “Company” or “Ely Gold”) was incorporated under the *Business Corporations Act* (Alberta) on May 10, 1996. The Company was continued into British Columbia in 2002 where it is now domiciled and governed by the *Business Corporations Act* (British Columbia). The Company is listed on the TSX Venture Exchange (“TSX-V”), under the symbol ELY.

The Company is an exploration and development stage natural resource royalty company engaged in the evaluation, acquisition, exploration and development of natural resource projects and royalties. The Company is currently focused on royalties and gold projects, with the potential to generate royalties, in North America.

The Company’s registered office is Suite 2833 – 595 Burrard Street, P.O. Box 49195, Vancouver, British Columbia, Canada, V7X 1J1.

The recovery of the amounts comprising exploration and evaluation assets and royalty interests is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, upon future profitable production, or disposition of its mineral interests.

These condensed interim consolidated financial statements have been prepared by management on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the six months ended June 30, 2019, the Company incurred a net loss of \$390,496 (2018 – income \$127,497) and has incurred ongoing losses since incorporation. A number of alternatives, including, but not limited to, selling an interest in one or more of its properties or completing a financing, are being evaluated with the objective of funding ongoing activities and obtaining additional working capital. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

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

2. BASIS OF PREPARATION AND CONSOLIDATION

These condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as applicable to interim financial reports including International Accounting Standard (“IAS”) 34 *Interim Financial Reporting*. Therefore, these condensed interim consolidated financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2018 (“Annual Financial Statements”), which have been prepared in accordance with IFRS.

The accounting policies applied in preparation of these condensed interim consolidated financial statements are the same as those applied in the most recent annual consolidated financial statements and were consistently applied to all the periods presented with the exception of IFRS 16 *Leases* discussed below.

These condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. All dollar amounts presented are in Canadian dollars, the Company’s functional currency, unless otherwise specified.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

2. BASIS OF PREPARATION AND CONSOLIDATION (cont'd...)

These condensed interim consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The Company's wholly owned subsidiaries include, DHI Minerals Ltd. ("DHI") (a Canadian corporation), DHI Minerals (US) Ltd. ("DHI US") (a Nevada corporation), Voyageur Gold Inc. ("Voyageur") (a Canadian corporation) and Nevada Select Royalty, Inc. ("Nevada Select") (a Nevada corporation).

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by the Company.

Adoption of new accounting policies

These condensed interim consolidated financial statements have been prepared on the basis of accounting policies and methods of computation consistent with those applied in the Company's audited Annual Financial Statements for the fiscal year ended December 31, 2018, with the exception of the following:

Adoption of new standards - Leases

The Company adopted the requirements of IFRS 16 effective January 1, 2019. This new standard replaces IAS 17 *Leases* and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to the current accounting for finance leases, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is substantially changed.

On adoption, the Company's lease consisted of two office leases. The Company transitioned to the new standard using the modified retrospective approach and:

- Measured the lease liability based on the present value of the remaining lease payments discounted using the Company's incremental borrowing rate at January 1, 2019;
- Measured the right-of-use asset as if IFRS 16 had been applied since the commencement date, but discounted using the Company's incremental borrowing rate at January 1, 2019; and
- Recorded the cumulative difference to deficit.

The net impact on retained earnings on January 1, 2019 was a decrease of \$6,003.

The following is a reconciliation of total operating lease commitments at December 31, 2018 to the lease liabilities recognized at January 1, 2019:

	\$
Lease liabilities before discounting	110,763
Discounted using incremental borrowing rate	(11,788)
Operating lease liability	98,975

The following is a reconciliation of lease liabilities to right-of-use lease asset at January 1, 2019:

	\$
Operating lease liability at January 1, 2019	98,975
Prepaid lease payment	1,784
Lease payments prior to January 1, 2019	64,457
Depreciation prior to January 1, 2019	(72,244)
Right-of-use lease asset at January 1, 2019	92,972

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

2. BASIS OF PREPARATION AND CONSOLIDATION (cont'd...)

For any new contracts entered into on or after January 1, 2019, the Company considers whether a contract is or contains a lease. A lease is defined as “a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration”. To apply this definition, the Company assesses whether the contract meets three key evaluations, which are whether:

- i. the contract contains an identified asset, which is either explicitly identified in the contract or implicitly specified by being identified at the time the asset is made available to the Company;
- ii. the Company has the right to obtain substantially all of the economic benefits from use of the identified asset throughout the period of use, considering its rights within the defined scope of the contract; and
- iii. the Company has the right to direct the use of the identified asset throughout the period of use. The Company assess whether it has the right to direct “how and for what purpose” the asset is used throughout the period of use.

Measurement and recognition of leases as a lessee

At lease commencement date, the Company recognizes a right-of-use asset and a lease liability on the balance sheet.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

At the commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease if that rate is readily available. If the interest rate implicit in the lease is not readily available, the Company discounts using the Company’s incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in-substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognizing a right-of-use asset and lease liability, the payments in relation to these are recognized as an expense in profit or loss on a straight-line basis over the lease term. On the statement of financial position, right-of-use assets have been included under non-current assets and lease liabilities have been included under current and non-current liabilities.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

3. BASIS OF PREPARATION AND CONSOLIDATION (cont'd...)

New accounting standards issued but not yet effective

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 condensed interim consolidated financial statements.

Use of estimates and judgments

The preparation of these condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim consolidated financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Recovery of deferred tax assets

The Company estimates the expected manner and timing of the realization or settlement of the carrying value of its assets and liabilities and applies the tax rates that are enacted or substantively enacted on the estimated dates of realization or settlement.

Share-based payments

The fair value of share-based payments is subject to the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in certain assumptions. As the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices and expected forfeiture rate, changes in subjective input assumptions can materially affect the fair value estimate.

Impairment of mineral and royalty interests

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's mineral and royalty interests.

In respect of costs incurred for its mineral properties, management has determined that exploratory drilling, evaluation and related costs incurred, which have been capitalized, continue to be appropriately recorded on the condensed interim consolidated statement of financial position at carrying value. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit, including geologic and metallurgic information, economic assessment/studies, accessible facilities and existing permits.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

2. BASIS OF PREPARATION AND CONSOLIDATION (cont'd...)*Critical accounting judgments*

Management must make judgments given the various options available under IFRS for items included in the condensed interim consolidated financial statements. Judgments involve a degree of uncertainty and could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual events differ from a judgment made. Critical judgments have been made by management in arriving at the three above noted critical estimates.

3. FINANCIAL INSTRUMENTS

The Company categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair value of financial assets and financial liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Financial assets and liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

The carrying values of cash and cash equivalents and marketable securities have been based on quoted market prices, a Level 1 measurement according to the fair value hierarchy. The carrying value of accounts payable and accrued liabilities approximates fair value due to the short term to maturity of these financial instruments. The carrying value of note payable approximates fair value, as the note bears market interest rate.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

(a) Credit risk

Credit risk refers to the potential that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company manages credit risk, in respect of cash and cash equivalents, by placing its cash balances at major Canadian and American financial institutions.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents, as all amounts are held at major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	June 30, 2019	December 31, 2018
Cash and cash equivalents	\$ 3,404,277	\$ 2,437,736

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At June 30, 2019, the Company has cash and cash equivalents of \$3,404,277 (December 31, 2018 - \$2,437,736) and current liabilities of \$180,652 (December 31, 2018 - \$411,416).

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

3. FINANCIAL INSTRUMENTS (cont'd...)

(b) Liquidity risk (cont'd...)

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Company:

Due Date	June 30, 2019	December 31, 2018
0 – 90 days	\$ 157,340	\$ 411,416
90 – 365 days	23,312	-
More than 1 year	39,087	-
	\$ 219,739	\$ 411,416

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and equity price risk.

(i) Interest rate risk

Interest rate risk consists of three components:

- (a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.
- (c) Fluctuations in the interest rates impact the value of cash equivalents. As at June 30, 2019, the impact of interest rates on the Company is not deemed significant. The Company's other liabilities are not exposed to interest rate risk, as they are carried at amortized cost.

(ii) Foreign currency risk

The Company incurs expenditures in Canada and the US. Foreign currency risk arises because the amount of the US dollar cash, intercompany balances and payables will vary in Canadian dollar terms due to changes in exchange rates.

As at June 30, 2019 and December 31, 2018, the Company has not hedged its exposure to currency fluctuations.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018

(Unaudited - Expressed in Canadian Dollars)

3. FINANCIAL INSTRUMENTS (cont'd...)

(c) Market risk (cont'd...)

(ii) Foreign currency risk (cont'd...)

At June 30, 2019 and December 31, 2018, the Company is exposed to currency risk through the following assets and liabilities denominated in US dollars:

		June 30, 2019		December 31, 2018
Cash and cash equivalents	US\$	1,671,051	US\$	872,445
Accounts payable and accrued liabilities		(47,708)		(51,583)
Note payable		-		(125,000)
Interest payable		-		(9,829)
Net	US\$	1,623,343	US\$	686,033
Canadian dollar equivalent		\$ 2,124,469		\$ 935,886

Based on the above net exposures as at June 30, 2019, a 5% change in the Canadian/US exchange rate would impact the Company's income (loss) and comprehensive income (loss) by approximately \$106,000 (December 31, 2018 - \$46,000).

(iii) Equity price risk

Equity price risk is the uncertainty associated with the valuation of assets arising from changes in equity markets. The Company's marketable securities consisting of common shares are exposed to significant equity price risk due to the potentially volatile and speculative nature of the businesses in which the investments are held.

Based on the marketable securities held as at June 30, 2019, a 10% change in the market price of these securities would impact the Company's income (loss) and comprehensive income (loss) by approximately \$68,000 (December 31, 2018 - \$83,000).

(iv) Fair value hierarchy

The following tables summarize the Company's financial instruments under the fair value hierarchy as at June 30, 2019 and December 31, 2018:

June 30, 2019	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 3,404,277	\$ -	\$ -	\$ 3,404,277
Marketable securities	\$ 678,254	\$ -	\$ -	\$ 678,254
December 31, 2018	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 2,437,736	\$ -	\$ -	\$ 2,437,736
Marketable securities	\$ 830,961	\$ -	\$ -	\$ 830,961

ELY GOLD ROYALTIES INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018

(Unaudited - Expressed in Canadian Dollars)

4. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company has not determined whether its exploration and evaluation assets contain economically recoverable reserves of ore and currently has only earned revenues from option proceeds on its exploration and evaluation assets. The Company's primary source of funds comes from the issuance of share capital and debt. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company defines its capital as equity. Capital requirements are driven by the Company's exploration activities on its exploration and evaluations assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

There have been no changes to the Company's approach to capital management during the six months ended June 30, 2019.

5. MARKETABLE SECURITIES

The Company's marketable securities comprise the following common shares. The fair value of the marketable securities has been determined directly by reference to published price quotations in an active market.

	June 30, 2019			December 31, 2018		
	Shares	Cost	Fair Value	Shares	Cost	Fair Value
		\$			\$	
Gold Resource Corporation	104,811	818,668	\$463,623	104,811	818,668	\$571,933
Colorado Resources Ltd.	-	-	-	800,000	178,000	44,000
Solitario Royalty & Exploration Corp.	119,352	144,454	50,029	119,352	144,454	38,193
Bitterroot Resources Ltd.	200,000	30,000	7,000	200,000	30,000	5,000
VR Resources Ltd.	100,000	36,250	15,000	100,000	36,250	18,000
Valterra Resource Corp.	5,254,420	221,831	105,088	5,254,420	221,831	78,816
Fremont Gold Ltd.	500,000	80,000	37,514	500,000	80,000	75,019
Total		\$1,331,203	\$678,254		\$1,509,203	\$830,961

During the six months ended June 30, 2019, the Company recorded an unrealized loss in the change in fair value on marketable securities of \$85,363 (2018 - \$66,821) in the statements of loss and comprehensive loss.

During the six months ended June 30, 2019, the Company:

- (a) sold 800,000 common shares of Colorado Resources Ltd. ("Colorado") for net proceeds of \$56,423. As at December 31, 2018, these shares had a carrying value of only \$44,000, which resulted in a recovery of \$12,423.

ELY GOLD ROYALTIES INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018

(Unaudited - Expressed in Canadian Dollars)

5. MARKETABLE SECURITIES

During the six months ended June 30, 2018, the Company:

- (b) acquired 50,000 common shares of VR Resources Ltd. ("VR Resources"), valued at \$20,000, as part of the consideration for the option of its Kraut claims to VR Resources (Note 6(c)).
- (c) acquired 200,000 common shares of Fremont Gold Ltd. ("Fremont"), valued at \$32,000, as part of the consideration for the option of its North Carlin mineral property to Fremont (Note 6(c)).
- (d) acquired 300,000 common shares of Fremont valued at \$61,613, as part of the consideration for the option of its Hurricane project to Fremont.
- (e) acquired 2,655,740 common shares of Valterra Resource Corp. ("Valterra"), valued at \$92,951, as part of the consideration for the option of its Weepah project to Valterra (Note 6(c)).
- (f) disposed of 85,000 common shares of Gold Resource Corporation ("Gold Resource") for net proceeds of \$529,408 and realized a gain of \$60,225.

5. RECEIVABLES

The Company's receivables are as follows:

	June 30, 2019	December 31, 2018
Trade receivables	\$ 93,793	\$ 6,883
Sales taxes receivable	109,574	100,301
	<u>\$ 203,367</u>	<u>\$ 107,184</u>

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

6. RIGHT-OF-USE LEASE ASSET

The Company's right-of-use asset relates to the lease of office space.

On adoption of IFRS 16, the group recognized lease liabilities in relation to leases that had previously been classified as "operating leases" under the principles of IAS 17. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as of January 1, 2019. The weighted average lessee's incremental borrowing rate applied to the lease liabilities on January 1, 2019 was 8%.

	\$
Cost:	
Balance at January 1, 2019, on adoption of IFRS 16	93,613
Accumulated amortization:	
Balance at January 1, 2019, on adoption of IFRS 16	-
Depreciation for the period	21,032
Balance, March 31, 2019	21,032
Currency translation adjustment	(2,657)
Net book value:	
As at January 1, 2019, on adoption of IFRS 16	93,613
As of June 30, 2019	69,924

7. MINERAL AND ROYALTY INTERESTS

	Green Springs	Cox Claims	Nevada Select Properties	Balmoral Fenelon Royalty	Devon Fenelon Royalty	Total
Balance, December 31, 2017	\$ 28,658	\$ 69,618	\$ 1,534,438	\$ -	\$ -	\$ 1,632,714
Acquisition costs	-	-	21,260	716,836	-	738,096
Option payments received	(28,658)	(36,127)	(522,777)	-	-	(587,562)
Disposition	-	-	(28,086)	-	-	(28,086)
Cumulative translation adjustment	-	-	40,418	-	-	40,418
Balance, December 31, 2018	-	33,491	1,045,253	716,836	-	1,795,580
Acquisition costs	33,442	26,590	404,250	-	600,000	1,064,282
Option payments received	-	-	(83,747)	-	-	(83,747)
Disposition	-	-	-	(716,836)	-	(1,316,836)
Cumulative translation adjustment	-	-	12,634	-	-	12,634
Balance, June 30, 2019	\$ 33,442	\$ 60,081	\$ 1,378,390	\$ -	\$ 600,000	\$ 1,471,913

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)**(a) Green Springs**

On February 4, 2013, the Company, through its wholly owned subsidiary, DHI Minerals (U.S.) Ltd, acquired the Green Springs property in White Pine County, Nevada, for US\$300,000 (paid) and \$50,000 (paid) cash. The Green Springs property is subject to a 2% net smelter return ("NSR") royalty.

On July 7, 2014, the Company entered into an exploration and Option Agreement (the "EMX Agreement") with EMX Royalty Corp., formerly Eurasian Minerals Inc., ("EMX") for the Cathedral Well gold project consisting of 79 unpatented mining claims (the "Cathedral Well Claims"), which surround the Company's Green Springs claims. Pursuant to the EMX Agreement, the Company can earn a 100% interest in the Cathedral Well Project by paying EMX a total of US\$100,000 as follows:

- US\$25,000 upon signing (paid);
- US\$25,000 on the first anniversary (paid);
- US\$25,000 on the second anniversary (paid); and
- US\$25,000 on the third anniversary (see below – traded certain mining claims).

EMX will retain a 2.5% NSR royalty, inclusive of an underlying 0.5% NSR royalty. In addition, after earning the 100% interest in the Cathedral Well Project, the Company will pay EMX annual advance royalties equal to 20 ounces of gold each year beginning in year four of the EMX Agreement. After completion of a feasibility study of the Cathedral Well Project and/or the adjacent Company properties, the annual payment will increase to 35 ounces of gold each year thereafter until commencement of commercial production from either, or both, of the Cathedral Well Project and the adjacent Company properties. The Company may purchase 0.5% of the EMX NSR royalty by paying EMX 500 ounces of gold within 60 days after commencement of commercial production from either, or both, of the Cathedral Well Project and the adjacent Company properties. However, EMX will not retain any royalty on the Company's existing Green Springs project.

In November 2016, the Company and EMX amended the EMX Agreement whereby the Company traded certain mining claims, owned by Nevada Select, (the "Gutsy Claims") in lieu of the final payment of US\$25,000. The Company now owns 100% of the Cathedral Well Claims.

On December 7, 2016, subject to TSX-V approval, the Company entered into an option agreement with Colorado whereby Colorado can acquire a 100% interest in the Company's Green Springs project. Colorado can acquire their 100% interest by making cash payments of US\$3,000,000 and issuing 2,250,000 Colorado common shares to the Company, as follows:

- At closing – US\$50,000 cash (received - \$65,865) and 300,000 Colorado common shares (received 300,000 Colorado common shares valued at \$78,000);
- Year 1 – US\$100,000 cash (received - \$129,860) and 500,000 Colorado common shares (received 500,000 Colorado common shares valued at \$100,000);
- Year 2 – US\$200,000 cash and 600,000 Colorado common shares (not received, see below);
- Year 3 – US\$400,000 cash and 850,000 Colorado common shares; and
- Year 4 – US\$2,250,000 cash (the "Final Option Payment"). Colorado may at its election make the Final Option Payment 50% cash and 50% common shares based on a 30-day volume weighted average price of the Colorado common shares.

On May 10, 2018, Colorado terminated the option agreement with the Company.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)**(a) Green Springs (cont'd...)**

On October 26, 2018, the Company entered into a non-binding term sheet with a private third party (the "Third Party") whereby the Third Party would be granted the right, upon entering into an option agreement, to acquire a 100% interest in the Company's Green Springs and Cox Claims projects for a total purchase price of US\$1,200,000. The purchase price included a non-fundable initial payment of US\$50,000 (received - \$64,785 included in mineral and royalty interest) due on signing of the term sheet with the remaining balance payable in instalments upon the execution of a formal option agreement. During the year ended December 31, 2018, the Company allocated \$28,658 and \$36,127 of the initial non-fundable payment to the carrying cost of the Green Springs project and Cox Claims, respectively.

Subsequent to December 31, 2018, the Third Party provided notice to the Company and terminated the term sheet with no further payments due to the Company.

(b) Cox Claims

On January 16, 2013, the Company acquired a mining lease and a purchase option on mining claims contiguous to the Green Springs property, known as the Cox Claims. The lease on the Cox Claims has a term of 10 years with escalating advance royalty payments and a purchase option to acquire 100% of the property. The AMR payments are payable as follows on each anniversary of the agreement:

- Upon signing, US\$7,500 (paid in 2013);
- January 16, 2014, US\$10,000 (paid in 2013);
- January 16, 2015, US\$12,000 (paid in 2014);
- January 16, 2016, US\$15,000 (paid in 2015);
- January 16, 2017, US\$15,000 (paid in 2017 by Colorado);
- January 16, 2018, US\$15,000 (paid in 2018 by Colorado);
- January 16, 2019, US\$20,000 (paid in 2019); and
- January 16, 2020 and on each subsequent anniversary, US \$25,000.

The Company has the option to purchase the claims for an amount equal to US\$200,000 less the aggregate of the annual AMR payments made prior to the date of exercising the purchase option. Upon exercise of the purchase option, title to the Cox Claims will be taken subject to annual AMR payments of US\$25,000 until commencement of commercial production, after which a 2% NSR will be payable, after recovery of the aggregate AMRs. The Company has the option to buy-down 1% of the NSR for US\$500,000.

In connection with the acquisition of the Cox Claims, the Company entered into an Agency Agreement with Urawest Energy LLC ("Urawest") to compensate Urawest for its involvement in the acquisition of the Cox Claims. Under the terms of the Agency Agreement, the Company will make total aggregate payments of US\$47,500 to Urawest, payable in annual instalments over the 10-year term of the Cox Claims lease:

- Upon signing, US\$2,500 (paid in 2013);
- January 16, 2014, US\$2,500 (paid in 2014);
- January 16, 2015, US\$2,500 (paid in 2015);
- January 16, 2016, US\$5,000 (paid in 2016);
- January 16, 2017, US\$5,000 (paid in 2017 by Colorado); and
- January 16, 2018 to January 16, 2023, US\$5,000 each year (paid in 2018 by Colorado).

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(b) Cox Claims (cont'd...)

In the event the Company exercises the purchase option to acquire 100% of the Cox Claims, any unpaid fees to Urawest as at the date of exercise shall be paid in full. Upon commencement of commercial production from the Cox Claims, the Company shall pay Urawest a 0.25% NSR and a US\$2,500 annual AMR payment (the "Urawest Agreement"). Urawest also negotiated a side agreement with Cox for an additional 0.25% NSR on the Cox Claims, to be deducted from Cox's 2% NSR (the "Cox Side Agreement"). Urawest subsequently changed its name to Nevada Eagle and, as part of the acquisition of the Nevada Eagle Properties, the Company was assigned the Urawest Agreement and the Cox Side Agreement.

On December 7, 2016, the Cox Claims were included as part of the option agreement with Colorado whereby Colorado can acquire 100% of the Green Springs project and the Cox Claims by making the cash payments and share issuances as noted in Note 8(a). Under the option agreement, Colorado must maintain the Cox Claims in good standing during the option period by making the annual AMR payments and the annual payments to Urawest as per the above schedule of payments. On May 10, 2018, Colorado terminated the option agreement with the Company.

On October 26, 2018, the Company entered into a non-binding term sheet with a private third party (the "Third Party") whereby the Third Party would be granted the right, upon entering into an option agreement, to acquire a 100% interest in the Company's Green Springs and Cox Claims projects for a total purchase price of US\$1,200,000. Refer to Note 8(a).

During the three months ended March 31, 2019, the Third Party provided notice to the Company and terminated the term sheet with no further payments due to the Company.

(c) Nevada Select Properties

Nevada Select is the Company's 100% owned U.S. subsidiary that owns title to over 76 mineral properties with 27 deeded royalties and 24 properties under option agreements with third parties.

During the six months ended June 30, 2019, the Company received total net proceeds from option payments and disposition of mineral and royalty interests of \$326,066 (2018 - \$583,705), of which \$83,747 (2018 - \$229,054) is included in mineral and royalty interests and \$242,319 (2018 - \$354,651) is included in the statements of loss and comprehensive loss as option proceeds. In addition, the Company realized a gain on disposition of mineral interest of \$nil (2018 - \$351,324). Cash proceeds received upon the disposition of mineral interests was \$nil (2018 - \$379,410).

During the six months ended June 30, 2019, the Company staked additional claims for total costs of \$nil (December 31, 2018 - \$21,260), which is included in mineral and royalty interests as acquisition costs.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Transactions during the six months ended June 30, 2019:

War Eagle Property

On January 21, 2019, the Company entered into a definitive option agreement with Delamar Mining Company ("Delamar"), a wholly owned subsidiary of Integra Resources Corp., whereby Delamar can acquire a 100% interest in the War Eagle property by making US\$200,000 in option payments to the Company as follows:

- Initial payment – US\$20,000 (received);
- US\$20,000 six months after the closing date (received);
- US\$30,000 one year after the closing date;
- US\$30,000 two years after the closing date;
- US\$30,000 three years after the closing date; and
- US\$70,000 four years after the closing date ("War Eagle Final Option Payment").

If the War Eagle Final Option Payment is made, the Company will retain a 1% NSR on the War Eagle property. Delamar has the right to accelerate the payments and exercise of the option at any time prior to the fourth anniversary. The War Eagle property is subject to an underlying 5% gross royalty payable to the State of Idaho.

Isabella Pearl Royalty

On April 27, 2019, the Company acquired from a private estate a 0.75% gross receipts royalty on the Isabella Pearl Mine, operated by Gold Resource, and located in Mineral County, Nevada. Under the terms of the agreement, the Company acquired the 0.75% gross receipts royalty for cash consideration of US\$300,000 (paid).

Castle West property

On June 17, 2019, the Company entered into an option agreement with Bitterroot Resources Ltd. ("Bitterroot") whereby Bitterroot will have an option to purchase a 100% interest in the Castle West property located in Esmerelda County, Nevada for a purchase price of US\$241,000, payable over five years to the Company as follows:

- Initial payment – US\$1,000 (received);
- US\$15,000 one year after the closing date;
- US\$40,000 on each of the second, third and fourth anniversaries from the date of closing; and
- US\$105,000 on the fifth anniversary from the date of closing.

Bitterroot will make minimum advance royalty payments of US\$5,000 on the first and second anniversaries of exercising of the option and US\$10,000 on subsequent anniversaries.

The Company will retain a 3.0% Net Smelter Return ("NSR") royalty on any precious metals production. Bitterroot has the right to but down 1% of the NSR for a payment of US\$1,000,000.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(d) Nevada Select Properties (cont'd...)

Transactions during the year ended December 31, 2018:

Frost Property

On November 13, 2018, the Company, through its wholly owned subsidiary Nevada Select, entered into a definitive option agreement with Calico Resources USA Corp., a wholly owned subsidiary of Paramount Gold Nevada Corp. (collectively, "Paramount"), whereby Paramount has the option to acquire a 100% interest in the Frost property (the "Frost Property") by making cash payments totaling US\$250,000, as follows:

- Initial payment – US\$10,000 (received - \$12,957);
- US\$15,000 on the date on which Paramount receives a permit for a drill program;
- US\$25,000 one year after the closing date;
- US\$50,000 two years after the closing date;
- US\$50,000 three years after the closing date; and
- US\$100,000 four years after the closing date.

Upon completion of the cash payments and the transfer of the Frost claims, Paramount will grant the Company a 2% NSR on the Frost Property. Paramount has the right to reduce the NSR to 1%, at any time, by paying the Company US\$1,000,000.

Rodeo Creek Claims

On November 12, 2018, the Company, through its wholly owned subsidiary Nevada Select, entered into a definitive option agreement with Au-Reka Gold Corporation, a wholly owned subsidiary of Premier Gold Mines Ltd. (collectively, "Premier"), whereby Premier has the option to acquire a 100% interest in the Rodeo Creek claims (the "Rodeo Creek Claims") by making US\$506,572 in option payments to the Company, as follows:

- Initial payment – US\$56,572 (received - \$73,300);
- US\$50,000 six months after the closing date (received);
- US\$50,000 one year after the closing date;
- US\$50,000 two years after the closing date;
- US\$50,000 three years after the closing date;
- US\$125,000 four years after the closing date; and
- US\$125,000 five years after the closing date.

Upon completion of the cash payments and the transfer of the Rodeo Creek Claims, Premier will grant the Company a 2% NSR on the Rodeo Creek Claims.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Stateline Property

On August 8, 2018, the Company entered into a definitive option agreement with Pyramid Gold whereby Pyramid Gold can acquire a 100% interest in the Stateline project by making US\$100,000 in combined option payments to the Company, as follows:

- Initial payment – US\$5,000 (received - \$6,479);
- US\$5,000 six months after the effective date (received - \$6,478);
- US\$15,000 one year after the effective date (received);
- US\$25,000 two years after the effective date;
- US\$25,000 three years after the effective date; and
- US\$25,000 four years after the effective date (the “Stateline Final Option Payment”).

If the Stateline Final Option Payment is made, the Company will retain a 2% NSR on the Stateline claims. There is a one-mile area of interest associated with the NSR.

Pyramid is also required to pay the Company AMR payments as follows:

- US\$15,000 on the first through third anniversary dates of the Stateline Final Option Payment; and
- US\$25,000 on the fourth anniversary date of the Stateline Final Option Payment and on each anniversary thereafter.

Pyramid Gold may terminate the option agreement at any time without further liability for future option payments.

Kraut Claims

On April 27, 2018, the Company closed the sale of the Kraut claim with VR Resources whereby VR Resources acquired 100% of the Kraut claims by making the following payments:

- At closing – US\$10,000 (received - \$12,957), 50,000 shares valued at \$20,000 (received) of VR Resources and the deed of royalty in Nye County, Nevada, for the Danbo Royalty, consisting of 30 unpatented mining claims; and
- An additional US\$50,000 and 50,000 shares of VR Resources once an initial drill program commences on the Kraut claims.

The Company will retain a 2% NSR on the Kraut claims. VR Resources will have the right to buy-down 1% of the royalty for US\$500,000 per 0.5% for a maximum of US\$1,000,000. As a result of the Company selling the Kraut claims, the Company removed the carrying cost of \$nil and recognized a gain on disposition of \$33,224, which is included in the statement of loss and comprehensive loss for the year ended December 31, 2018.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

9. MINERAL AND ROYALTY INTERESTS (cont'd...)

(d) Nevada Select Properties (cont'd...)

Monitor Claims

On March 22, 2018, the Company entered into a definitive option agreement with Monitor Gold Corporation ("Monitor"), a wholly owned subsidiary of Orla Mining Ltd. whereby Monitor has the option to acquire a 100% interest in four unpatented mining claims (the "Monitor Claims") by making US\$527,000 in option payments to the Company as follows:

- Initial payment – US\$2,000 (received - \$2,578);
- US\$5,000 one year after the closing date (received);
- US\$10,000 two years after the closing date;
- US\$15,000 three years after the closing date;
- US\$20,000 four years after the closing date;
- US\$25,000 five years after the closing date;
- US\$50,000 six through nine years after the closing date; and
- US\$400,000 ten years after the closing date (the "Monitor Final Option Payment").

If the Monitor Final Option Payment is made, the Company will retain a 2.5% NSR on the Monitor Claims. There is no area of interest associated with the Monitor Claims and Monitor will have the right to buy-down 1% of the NSR for an aggregate purchase price of US\$1,000,000.

County Line Project

On March 9, 2018, the Company entered into a definitive purchase agreement with Gold Resource whereby Gold Resource has acquired a 100% interest in the County Line project for total consideration to the Company of US\$300,000 (received \$379,410). The Company will retain a 3% NSR on the County Line claims. There is a one-mile area of interest associated with the NSR. Gold Resource will have the right to buy-down 1% of the NSR for an aggregate purchase price of US\$1,000,000. As a result of the Company selling the County Line property, the Company removed the carrying value of \$28,086 and realized a gain on disposition of \$351,324, which is included in the statement of loss and comprehensive loss for the year ended December 31, 2018.

North Carlin Project

On February 21, 2018, the Company entered into a definitive option agreement with Intermont Exploration, LLC ("Intermont"), a wholly owned subsidiary of Fremont, whereby Fremont can acquire a 100% interest in the North Carlin project by making US\$267,500 in option payments to the Company.

On February 17, 2019, Intermont terminated the option agreement. Upon termination, the Company granted Intermont a mineral deed for twelve unpatented mining claims and Intermont granted the Company a 2% NSR royalty on the deeded claims.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Gold Canyon Project

On January 16, 2018, the Company entered into a definitive option agreement with Intermont, a wholly owned subsidiary of Fremont, whereby Fremont can acquire a 100% interest in the Gold Canyon project by making US\$802,500 in option payments to the Company as follows:

- Initial payment – US\$15,000 (received - \$22,399);
- US\$37,500 six months after the closing date (received- \$48,300 included in mineral and royalty interest);
- US\$75,000 one year after the closing date (received - \$96,600 of which \$74,372 included in mineral and royalty interest and \$22,228 in option proceeds);
- US\$112,500 two years after the closing date;
- US\$112,500 three years after the closing date;
- US\$150,000 four years after the closing date; and
- US\$300,000 five years after the closing date (the “Gold Canyon Final Option Payment”).

If the Gold Canyon Final Option Payment is made, the Company will retain a 2% NSR on the Gold Canyon claims and a 1% NSR on any acquired or staked additional claims located within a one-mile area of interest. Fremont will have the right to buy-down 1% of the underlying royalties on all the claims for US\$3,000,000.

Fremont is also required to pay the Company AMR payments as follows:

- US\$25,000 on the first through third anniversary dates of the Gold Canyon Final Option Payment; and
- US\$35,000 on the fourth anniversary date of the Gold Canyon Final Option Payment and on each anniversary thereafter.

Transactions during the year ended December 31, 2017:

During the year ended December 31, 2017, the Company completed the acquisition of six patented mining claims and the related historical data for US\$50,000.

Gold Bar Project

On September 13, 2017, the Company closed the option of the Gold Bar project with Fremont whereby Fremont can acquire 100% of the Gold Bar project by making US\$1,000,000 in option payments to the Company as follows:

- At closing – US\$10,000 (received - \$12,986);
- US\$40,000 six months after the closing date (received - \$50,588);
- US\$100,000 one year after the closing date (received - \$129,570);
- US\$100,000 two years after the closing date;
- US\$100,000 three years after the closing date;
- US\$200,000 four years after the closing date; and
- US\$400,000 five years after the closing date (the “Gold Bar Final Option Payment”).

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Gold Bar Project (cont'd...)

If the Gold Bar Final Option Payment is made, the Company will retain a 2% NSR. Fremont will have the right to buy-down 1% of the underlying royalty on these key claims for US\$5,000,000.

Fremont is also required to pay the Company AMR payments as follows:

- US\$25,000 on the first through third anniversary dates of the Gold Bar Final Option Payment; and
- US\$25,000 on each anniversary date of the Gold Bar Final Option Payment thereafter.

On July 22, 2019, Fremont notified the Company that it was terminating its Gold Bar Option.

New Boston Project

On September 10, 2017, the Company closed the sale of the New Boston project with VR Resources whereby VR Resources can acquire 100% of the New Boston project by making the following payments:

- At closing – US\$10,000 (received - \$12,986 included in mineral and royalty interest) and 50,000 shares of VR Resources valued at \$16,250 (received included in mineral royalty interest); and
- An additional 50,000 shares of VR Resources if VR Resources completes a diamond drill program valued at \$20,000 (received).

If a drill program is not completed by VR Resources within 18 months of closing, the property and any new exploration data will be returned to the Company. The Company was granted a 2% NSR on closing, subject to VR Resources' right to buy down one-half of the royalty for US\$500,000 per 0.5%.

Wolfpack Property and Royalties Acquisition

On September 8, 2017, the Company acquired four deeded royalties and one leased property for US\$40,000 from Wolfpack Gold (Nevada) Corp. The Company must pay AMR on the acquired leased property as follows:

- Years 1-9 US\$10,000 (paid - \$12,986);
- Years 10-14 US\$12,500;
- Years 15-19 US\$15,000; and
- Years 20+ US\$20,000.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Weepah Project

On July 10, 2017, the Company closed the option of the Weepah project with Valterra whereby Valterra can acquire 100% of the Weepah project by making the following option payments to the Company:

- At closing – US\$100,000 cash or through the issuance of Valterra common shares (received 2,598,680 Valterra common shares valued at \$128,880);
- Year 1 – US\$100,000 cash or through the issuance of Valterra common shares (received 2,655,740 Valterra common shares valued at \$92,951);
- Year 2 – US\$200,000 cash;
- Year 3 – US\$200,000 cash; and
- Year 4 – US\$400,000 cash (the “Final Option Payment”).

If the Final Option Payment is made, the Company will retain a 3% NSR on ten unpatented claims and one patented claim. Valterra will have the right to buy-down 1% of the underlying royalty on these claims for US\$1,000,000. Sixty-six unpatented claims are subject to a 2% NSR to a third party and Ely will retain a 1% NSR on those claims.

Valterra will pay the Company AMR payments as follows:

- US\$25,000 on the first through third anniversary dates of the Final Option Payment; and
- US\$25,000 on each anniversary date of the Final Option Payment thereafter.

Eastfield Claim Acquisition

On June 29, 2017, the Company closed a transaction with Eastfield Resources Ltd. (“Eastfield”) whereby the Company will acquire an interest in 18 patented claims located in Nevada for \$50,000 cash (paid) and by issuing 300,000 common shares (issued with a fair value of \$34,500) of the Company to Eastfield.

Platoro West Properties and Royalties Acquisition

On June 23, 2017, the Company closed the transaction with Platoro West Incorporated (“Platoro West”) whereby the Company acquired Platoro West’s portfolio of 14 mineral properties in Nevada, a portfolio of 8 deeded royalties, and legal and beneficial rights to geological information covering precious metals properties throughout the western United States (together, the “Platoro Properties”). Under the terms of the agreement, the Company will pay Platoro West US\$500,000 as follows:

- US\$25,000 upon signing (paid - \$34,280);
- US\$225,000 upon closing (paid - \$298,158);
- US\$125,000 cash on the first anniversary together with 5% per annum interest compounded quarterly from the date of closing (paid - \$160,629); and
- US\$125,000 cash on the second anniversary together with 5% per annum interest compounded quarterly from the date of closing.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Platoro West Properties and Royalties Acquisition (cont'd...)

The Company also issued 1,000,000 shares purchase warrants to Platoro West with a fair value of \$73,337, which is included in acquisition costs. Each share purchase warrant is exercisable to purchase one common share of the Company for \$0.125 for a period of three years from the date of closing (Note 12(d)).

During the year ended December 31, 2018, the Company received \$116,794 (2017 - \$32,465) in option payments related to the Platoro Properties, which has been included in the statement of loss and comprehensive loss, which included 300,000 common shares of Fremont valued at \$48,000 (Note 6(c)).

Redlich, Moho and Olympic Projects

On May 26, 2017, the Company entered into definitive option agreements with Pyramid Gold (US) Corp. ("Pyramid Gold") whereby Pyramid Gold can acquire a 100% interest in the Redlich, Moho and Olympic projects ("RMO") by making US\$600,000 in combined option payments to the Company, as follows:

- Initial payment – US\$22,000 (received - \$28,569);
- US\$33,000 six months after the closing date (received - \$42,854, included in mineral and royalty interest);
- US\$70,000 one year after the closing date (received - \$88,604);
- US\$75,000 two years after the closing date (received US\$50,000 from Moho and Redlich);
- US\$75,000 three years after the closing date; and
- US\$325,000 four years after the closing date (the "RMO Final Option Payments").

If the RMO Final Option Payments are made, the Company will retain a 2.5% NSR on the RMO claims. On the first three anniversaries of the option exercise, Pyramid Gold will pay combined AMR payments of US\$30,000 per year on the Redlich and Moho projects. On the fourth anniversary and every year after, Pyramid Gold will pay combined AMR payments of US\$50,000 per year. On the Redlich and Moho projects. Pyramid Gold will have the right to buy-down 1% of the NSR on each of the Redlich and Moho projects for an aggregate purchase price of US\$1,000,000 per project. On February 7, 2018, Pyramid assigned the option agreements for Moho and Redlich to Hochschild Mining PLC with the terms of the option agreement remaining the same.

On April 26, 2019, Pyramid Gold notified the Company that it was terminating the option agreement for the Olympic Project.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Cimarron Project

On May 26, 2017, the Company entered into a definitive option agreement with 1082223 BC Ltd. ("1082 BC") whereby 1082 BC can acquire a 100% interest in the Cimarron project by making US\$250,000 in option payments to the Company as follows:

- Initial payment – US\$10,000 (received - \$12,986 included in loss and comprehensive loss);
- US\$15,000 six months after the closing date (received - \$19,479 included in loss and comprehensive loss);
- US\$25,000 one year after the closing date (received - \$31,838);
- US\$25,000 two years after the closing date (received - \$32,705);
- US\$25,000 three years after the closing date; and
- US\$150,000 four years after the closing date (the "Cimarron Final Option Payment").

If the Cimarron Final Option Payment is made, the Company will retain a 2.5% NSR on the Cimarron claims. On the first three anniversaries of the option exercise, 1082 BC will pay AMR payments of US\$15,000 per year. On the fourth anniversary and every year after, 1082 BC will pay AMR payments of US\$25,000 per year. On May 17, 2017, 1082 BC assigned its interest in the Cimarron project to Ridgestone Mining Inc.

Bald Peak Project

On February 17, 2017, the Company sold its 100% interest in the Bald Peak Project to Radius Gold Inc. ("Radius") for total proceeds of US\$35,115 (received – \$46,710). The Company recorded a gain on the disposition of \$46,710 in relation to the sale of its interest in Radius, as it had a \$nil carrying value at the date of sale. The Company issued, to Radius, a Deed with Reservation of Royalty to Radius that provides for:

- a 3% NSR on certain claims of the Bald Peak Project;
- a 1% NSR on certain claims of the Bald Peak Project;
- an area of interest of two miles;
- an annual AMR payment of US\$25,000 beginning on the date an exploration permit is issued; and
- Radius may buy-down 1% of the 3% NSR for US\$1,000,000.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Hackberry North Project

On January 20, 2017, the Company closed the transaction with Bitterroot Resources Ltd. (“Bitterroot”) whereby Bitterroot can acquire a 100% interest in the Company’s Hackberry North Project by making cash payments of US\$150,000 and issuing 600,000 Bitterroot common shares to the Company. At closing the Company received \$25,972 (US\$20,000) cash and 200,000 Bitterroot common shares valued at \$30,000.

On July 31, 2018, Bitterroot terminated the option agreement. Upon termination, the Company granted Bitterroot a mineral deed for three unpatented mining claims and Bitterroot granted the Company a 3% NSR royalty on the deeded claims.

Isabella Project

On January 6, 2017, the Company executed an agreement for the sale of its 100% owned Isabella property to Walker Lane Minerals Corporation, a wholly owned subsidiary of Gold Resource, for US\$460,000. The Company will retain a NSR (the “Isabella NSR”) of 2.5%. Gold Resource has the option to buy-down 0.5% of the Isabella NSR for US\$500,000. The Isabella NSR includes an area of interest (the “Isabella AOI”) on claims not already held by Gold Resource in their Isabella Pearl property package. The Isabella AOI royalty will be 2%, of which Gold Resource can buy-down 1% for US\$1,000,000. The total purchase is payable to the Company as follows:

- US\$100,000 cash (received - \$134,483);
- US\$60,000 cash (received - \$80,689) as a one-time AMR payment; and
- US\$300,000 (received - \$396,720) in Gold Resource restricted common stock, which equated to 59,642 shares (received).

As a result of the Company selling the Isabella property, the Company removed the carrying value of \$68,488 and realized a gain on disposition of \$543,404, which is included in the statement of loss and comprehensive loss.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

8. MINERAL AND ROYALTY INTERESTS (cont'd...)

(c) Nevada Select Properties (cont'd...)

Lincoln Hill Royalty

On April 24, 2019, the Company entered into a binding letter agreement with a private individual whereby the Company will acquire 100% of all rights and interests to a 1% NSR royalty on the Lincoln Hill Property, operated by Coeur Mining Inc., for cash consideration of \$755,000 and by issuing 500,000 common share purchase warrants entitling the holder to purchase one common share of the Company for a period of two years from the closing date at an exercise price of \$0.18. The transaction is expected to close in the third quarter 2019.

Jerritt Canyon Royalty

On May 23, 2019, the Company signed a binding letter of intent with a private individual whereby the Company will acquire 100% of rights and interests to a Per Ton Royalty Interest ("PTR") on the Jerritt Canyon Processing Facilities by paying the owner a total cash consideration of US\$650,000 and by issuing 500,000 common share purchase warrants entitling the holder to purchase one common share of the Company for a period of three years from the closing date at an exercise price of \$0.18. The transaction is subject to certain closing conditions including approval by the TSX-V.

Under the terms of the agreement, Ely Gold will make the following payments:

- US\$300,000 cash and issue 500,000 warrants at closing;
- Deferred Payments:
- US\$150,000 cash on the first anniversary of Closing;
 - US\$150,000 cash on the second anniversary of Closing; and
 - US\$50,000 cash on the third anniversary of Closing.

The Deferred Payments will accrue simple annual interest at 5% and be secured by the PTR Interest. If production or PTR Payments cease at the Facility for two consecutive months or greater, Deferred Payments will be delayed by an amount equal to the time the production is halted. The warrants will be priced at \$0.18 and have a term of three years.

(d) Fenelon Royalty

i. Balmoral Fenelon Royalty

On October 17, 2018, the Company acquired from Balmoral Resources Ltd. ("Balmoral") 100% of all rights and interests in a 1% NSR royalty on the Fenelon Mine Property located in west-central, Quebec ("Balmoral Fenelon Royalty"), operated by Wallbridge Mining Company Ltd. Under the agreement, the Company is to pay Balmoral cash consideration of \$500,000 (paid), issue 1,000,000 common shares valued at \$130,000 (issued) and grant Balmoral 1,000,000 share purchase warrants entitling Balmoral to acquire 1,000,000 common shares of the Company for a period of 18 months at an exercise price of \$0.10 per unit valued at \$52,700 (issued). In connection with the transaction with Balmoral, the Company paid success fees of \$25,000 in cash (paid), issue 50,000 common shares of the Company valued at \$6,500 (issued) and issued 50,000 full share purchase warrants entitling the holder to acquire 50,000 common shares of the Company for a period of 18 months at an exercise price of \$0.10 per unit valued at \$2,636 (issued).

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
 (Unaudited - Expressed in Canadian Dollars)

9. MINERAL AND ROYALTY INTERESTS (cont'd...)

(e) Fenelon Royalty (cont'd...)

i. Balmoral Fenelon Royalty (cont'd...)

During the period ended June 30, 2019 the Company completed the sale of 100% of all rights and interests in its 1% NSR Balmoral Fenelon Royalty on the Fenelon Mine Property to 2176423 Ontario Ltd., a company controlled by Eric Sprott ("Sprott"). Under the terms of the Agreement, Sprott paid Ely Gold a cash consideration of US\$1,250,000, (received) for the Fenelon Royalty.

ii. Devon Fenelon Royalty

On April 18, 2019, the Company acquired from Devon Canada Corporation ("Devon") 100% of all rights and interests in a 2% NSR royalty on the Fenelon Mine Property, the Devon Fenelon Royalty, operated by Wallbridge Mining Company Ltd., and located in west-central, Quebec. This 2% NSR royalty is separate and distinct from the 1% NSR royalty acquired on October 17, 2018. Under the agreement, the Company acquired the additional 2% Fenelon royalty for cash consideration of \$600,000 (paid).

Subsequent to the sale of the Balmoral Fenelon Royalty, Ely Gold holds a 2% NSR royalty on the Fenelon Mine Property from the purchase of the Devon Fenelon Royalty.

10. ACCOUNTS PAYABLE AND ACCURED LIABILITIES

Accounts payable and accrued liabilities comprise the following:

	June 30, 2019	December 31, 2018
Trade payables	\$ 98,610	\$ 188,558
Accrued liabilities	48,000	38,000
Due to related parties	-	924
Total	\$ 146,610	\$ 227,482

11. NOTE PAYABLE

On June 23, 2017, the Company issued a promissory note in the amount of US\$250,000 (the "Platoro Note") in connection with the acquisition of the Platoro West Properties and Royalties Acquisition (Note 8(c)). The Platoro Note accrues interest at 5% per annum, compounding every three months from the date of issuance.

On January 2, 2018, the Company repaid the first tranche of the Platoro Note (US\$125,000 in principal plus accrued interest of US\$3,329) for an amount of \$160,629.

As at December 31, 2018, the carrying value of the Platoro Note is \$183,934 (US\$134,829) (2017 - \$321,888 (US\$256,587)), including accrued interest of \$13,409 (2017 - \$8,263).

For the six months ended June 30, 2019, \$859 (2018 - \$2,024) of interest is included in the statement of loss and comprehensive loss relating to the Platoro Note.

During the six months ended June 30, 2019, the second tranche of the Platoro Note plus all accrued interest was repaid.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

12. LEASE LIABILITY

	\$
Balance at January 1, 2019, on adoption of IFRS 16	99,634
Interest expense	3,505
Lease payments	(24,904)
Currency translation adjustment	(2,001)
Balance, June 30, 2019	76,234
Which consist of:	
Current lease liability	34,042
Non-current lease liability	42,192
	76,234

On March 1, 2017, the Company entered into a lease agreement for its Vancouver head office premises for three years, expiring February 28, 2020. Pursuant to this lease, the Company is obligated to pay basic rent of \$2,250 and operating costs including electricity and related taxes on a monthly basis.

On July 1, 2017, the Company entered into a lease agreement for its Reno office for five years, expiring June 30, 2022. Pursuant to this lease, the Company is obligated to pay basic rent of US\$1,308 and operating costs including electricity and related taxes on a monthly basis. The basic rent commitment will increase to US\$1,347 per month for the second year, US\$1,388 the third year, US\$1,430 the fourth year and US\$1,472 in the last year.

13. SHARE CAPITAL AND RESERVES**(a) Authorized share capital**

As at June 30, 2019 and December 31, 2018, the authorized share capital of the Company is an unlimited number of common shares without par value.

(b) Issued share capital

- On January 17, 2019, the Company closed the second and final tranche of a non-brokered private placement issuing 3,000,000 units (each a "Unit") at \$0.11 per Unit for gross proceeds of \$330,000. Each Unit comprised one common share of the Company and one non-transferrable share purchase warrant ("Tranche Two Warrant"). Each Tranche Two Warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.22 for a period of five years, subject to an acceleration provision under which, if at any time after May 17, 2019 the daily volume weighted average trading price of the Company's common shares is higher than \$0.60 per share on the TSX-V for more than 20 consecutive trading days, the Company may, within three trading days, issue a news release announcing that the Warrants will expire on the date that is 30 calendar days after such 20th trading day. The Company incurred shares issuance costs of \$1,319. As at December 31, 2018, the Company had received \$47,315 in advanced subscription receipts.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
 (Unaudited - Expressed in Canadian Dollars)

13. SHARE CAPITAL AND RESERVES (cont'd...)

(b) Issued share capital (Cont'd...)

- On December 31, 2018, the Company closed the first tranche of a non-brokered private placement issuing 10,000,000 units (each a "Unit") at \$0.11 per Unit for gross proceeds of \$1,100,000. Each Unit comprised one common share of the Company and one non-transferrable share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.22 for a period of five years, subject to an acceleration provision under which, if at any time after April 30, 2019 the daily volume weighted average trading price of the Company's common shares is higher than \$0.60 per share on the TSX-V for more than 20 consecutive trading days, the Company may, within three trading days, issue a news release announcing that the warrants will expire on the date that is 30 calendar days after such 20th trading day. The Company incurred share issuance costs of \$111,371.
- On October 31, 2018, the Company issued 1,050,000 common shares with a fair value of \$136,500 for the acquisition of the Fenelon Royalty (Note 8(d)).
- On April 26, 2018, the Company issued 3,000,000 common shares upon the exercise of warrants for total proceeds of \$210,000.

(c) Stock options

The Company has an incentive stock option plan (the "Plan") in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. In addition, the aggregate number of shares reserved for issuance to any one person shall not exceed 5% of the issued and outstanding shares (2% if the participant is a consultant). Under the Plan, the exercise price of each option may not be less than the market price of the Company's share capital as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

As at June 30, 2019 and December 31, 2018, the Company had outstanding stock options enabling the holders to acquire further common shares as follows:

Expiry Date	Exercise Price	June 30, 2019	December 31, 2018
February 15, 2019*	\$ 0.10	-	250,000
January 5, 2021	\$ 0.06	500,000	500,000
September 22, 2021	\$ 0.06	850,000	850,000
June 26, 2022	\$ 0.19	125,000	-
January 30, 2023	\$ 0.14	250,000	250,000
January 28, 2024	\$ 0.12	600,000	600,000
November 27, 2024	\$ 0.06	550,000	550,000
March 11, 2026	\$ 0.09	250,000	250,000
August 18, 2026	\$ 0.15	1,200,000	1,200,000
June 19, 2027	\$ 0.125	500,000	500,000
November 22, 2027	\$ 0.10	1,725,000	1,725,000
February 15, 2028	\$ 0.10	200,000	200,000
Total outstanding and exercisable		6,750,000	6,875,000

* On February 15, 2019, 250,000 stock options with an exercise price of \$0.10 expired unexercised.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
 FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
 (Unaudited - Expressed in Canadian Dollars)

13. SHARE CAPITAL AND RESERVES (cont'd...)

(c) Stock options (cont'd...)

Stock option transactions are summarized as follows:

	June 30, 2019		December 31, 2018	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of period	6,875,000	\$ 0.10	6,425,000	\$ 0.10
Granted	125,000	\$ 0.19	450,000	\$ 0.10
Expired	(250,000)	\$ 0.10	-	\$ -
Options exercisable, end of period	6,750,000	\$ 0.10	6,875,000	\$ 0.10

On June 26, 2019, the Company granted incentive stock options to the CFO and a consultant of the Company entitling them to purchase 125,000 common shares at a price of \$0.19 per share for a period of three years vesting 25% every three months from the date of grant and expiring June 26, 2022. The fair value of these options was calculated at \$14,500 using the Black-Scholes option pricing model. For the six months ended June 30, 2019, \$334 is included in the statement of loss and comprehensive loss as a share-based payment expense.

On February 15, 2018, the Company granted incentive stock options to a consultant of the Company entitling them to purchase 250,000 common shares at a price of \$0.10 per share for a period of one year vesting 25% every three months from the date of grant and expiring February 15, 2019. The fair value of these options was calculated at \$6,171 using the Black-Scholes option pricing model. For the six months ended June 30, 2019, \$196 (2018 - \$4,027) is included in the statement of loss and comprehensive loss as a share-based payment expense.

On February 15, 2018, the Company granted incentive stock options to a consultant of the Company entitling them to purchase 200,000 common shares at a price of \$0.10 per share for a period of ten years vesting 100% on the date of grant and expiring February 15, 2028. The fair value of these options was calculated at \$18,181 using the Black-Scholes option pricing model and is included in the statement of loss and comprehensive loss as a share-based payment expense for the six months ended June 30, 2018.

During the six months ended June 30, 2019, 250,000 (2018 – none) options expired unexercised and the relating fair value of \$6,171 (2018 - \$nil) was transferred from share-based payment reserve to deficit.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018

(Unaudited - Expressed in Canadian Dollars)

12. SHARE CAPITAL AND RESERVES (cont'd...)

(c) Warrants

As at June 30, 2019 and December 31, 2018, the following share purchase warrants were outstanding:

Expiry Date	Exercise Price	June 30, 2019	December 31,
May 1, 2020	\$ 0.10	1,050,000	1,050,000
June 23, 2020	\$ 0.125	1,000,000	1,000,000
December 31, 2023	\$ 0.22	10,000,000	10,000,000
January 17, 2024	\$ 0.22	3,000,000	-
Total		15,050,000	12,050,000

On January 17, 2019, the Company issued 3,000,000 share purchase warrants relating to the non-brokered private placement (Note 10(b)). Each share purchase warrant is exercisable to purchase one common share of the Company for \$0.22 for a period of five years. These warrants were determined to have a fair value of \$nil.

On December 31, 2018, the Company issued 10,000,000 share purchase warrants relating to the non-brokered private placement (Note 10(b)). Each share purchase warrant is exercisable to purchase one common share of the Company for \$0.22 for a period of five years. These warrants were determined to have a fair value of \$nil.

On October 31, 2018, the Company issued 1,050,000 share purchase warrants relating to the Fenelon royalty acquisition (Note 8(d)). Each share purchase warrant is exercisable to purchase one common share of the Company for \$0.10 until May 1, 2020. The fair value of \$55,335 is included as acquisition costs in mineral and royalty interests.

Share purchase warrant transactions are summarized as follows:

	June 30, 2019		December 31, 2018	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	12,050,000	\$ 0.20	9,000,000	\$ 0.147
Issued	3,000,000	\$ 0.22	11,050,000	\$ 0.21
Exercised	-	\$ -	(3,000,000)	\$ 0.07
Expired	-	\$ -	(5,000,000)	\$ 0.20
Balance, end of period	15,050,000	\$ 0.21	12,050,000	\$ 0.20

As at June 30, 2019, the weighted average remaining contractual life for the outstanding warrants at is 4.03 (December 31, 2018 – 4.39) years.

ELY GOLD ROYALTIES INC.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018

(Unaudited - Expressed in Canadian Dollars)

12. SHARE CAPITAL AND RESERVES (cont'd...)

(d) Warrants (cont'd...)

The fair values of stock options and warrants are estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	June 30, 2019		December 31, 2018	
	Options	Warrants	Options	Warrants
Risk-free interest rate	1.42%	n/a	2.03%	2.33%
Expected dividend yield	0.00	n/a	0.00	0.00
Expected stock price volatility	99.94%	n/a	79.85%	62.20%
Expected life in years	3	n/a	5	1.5
Weighted average fair value	.11	n/a	\$0.05	\$0.05

The Company has estimated the forfeiture rate to be 0.00%. Expected volatility was determined based on the historical movements in the closing price of the Company's common shares for a length of time equivalent to the expected life of each option and warrant.

13. RELATED PARTY TRANSACTIONS

Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management:

	For the three months ended June 30,		For the six months Ended June 30	
	2019	2018	2019	2018
Management fees	\$ 234,161	\$ 132,805	\$ 370,075	\$ 259,035
Share-based payments	200	-	200	-
Total	\$ 234,361	\$ 132,805	\$ 370,275	\$ 259,035

As at June 30, 2019, \$16,250 (December 31, 2018 - \$924) is owing to directors and officers of the Company, which is included in accounts payable and accrued liabilities.

All other amounts due to related parties are payable on demand. Interest is not charged on outstanding balances.

The Company has in place termination clause agreements with three of the Company's officers and directors, whereby the officers and directors are entitled to a cumulative amount of \$922,333 in the event they are terminated without cause, or \$1,576,683 in the event there is a change of control.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018
(Unaudited - Expressed in Canadian Dollars)

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

For the six months ended June 30,	2019	2018
Significant non-cash investing activities consisted of:		
Marketable securities received for mineral claims	\$ -	\$ 32,000

15. SEGMENT INFORMATION

The Company has one reportable operating segment, the acquisition and exploration of mineral properties and option of those assets, in one geographic location: the United States.

16. EVENTS AFTER THE REPORTING PERIOD

- (a) On July 2, 2019, the Company closed a private placement consisting of 5,615,454 units at a price of \$0.18 per Unit for gross proceeds of \$1,010,782. Each Unit comprises one common share and one-half of one non-transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share for a period of three years at an exercise price of \$0.30. The Company paid a 6% placement arrangement fee and 6% in warrants to Medalist Capital Ltd., an arm's length registered dealer. At June 30, 2019, the Company received \$1,010,782 and has recorded these funds as subscriptions received.
- (b) On August 22, 2019 Fremont Gold Ltd sold its interest in the Gold Canyon Property to McEwen Mining Inc. (note 8(c))
- (c) On August 2019 the Company received final approval from the TSX-V and closed the Jerritt Canyon Royalty purchase.
- (d) On July 22, 2019, Fremont Gold notified the Company that it was terminating its Gold Bar Option. (note 8(c))
- (e) On July 24, 2019, the Company through its wholly owned subsidiary DHI US signed a purchase option agreement with Contact Gold Corp. and its U.S. operating entity, Clover Nevada II LLC, to acquire an undivided 100% interest in the past-producing Green Springs gold project, located in White Pine County, Nevada.

To acquire a 100% interest in the Green Springs project, Contact Gold shall make the following payments and share consideration:

- 2,000,000 common shares of Contact Gold, US\$25,000, and the reimbursement of prepaid claims fees relating to Green Springs upon entry into the Purchase Option (the "Closing");
- US\$50,000 on the first anniversary of the Purchase Option;
- US\$50,000 on the second anniversary of the Purchase Option;
- US\$50,000 on the third anniversary of the Purchase Option; and
- US\$100,000 on the fourth and final anniversary of the Purchase Option.

Anniversary payment amounts may be made in cash or in Contact Gold's common shares at Contact Gold's election. Payment of all amounts can be accelerated and completed at any time. One million of the shares issued at Closing will be restricted for 24 months. The issuance of all common shares is subject to statutory hold periods pursuant to U.S. and Canadian securities regulations, and conditional upon the approval of any required governmental or regulatory authority, including the TSX-V. Besides making claim fee payments, Contact Gold will assume all Cox lease payments and the EMX advance royalty payments for the term of the Option.

ELY GOLD ROYALTIES INC.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED JUNE 30, 2019 and 2018

(Unaudited - Expressed in Canadian Dollars)

17. EVENTS AFTER THE REPORTING PERIOD (cont'd...)

- (f) Subsequent to June 30, 2019, 700,000 common shares were issued from the exercise of stock options for total proceeds of \$74,500.
- (g) Subsequent to June 30, 2019, 775,000 common shares were issued from the exercise of share purchase warrants for total proceeds of \$123,000.
- (h) Subsequent to June 30, 2019 the Company granted 2,050,000 stock options to directors, officers and consultants at an exercise price of \$0.27 per share and paid a total of \$271,740 in bonuses to Key Management.