

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: **April 30, 2019**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **000-55321**



I-MINERALS INC.

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or other jurisdiction of incorporation or organization)

20-4644299

(I.R.S. Employer Identification No.)

Suite 880, 580 Hornby Street, Vancouver, BC, Canada V6C 3B6

(Address of principal executive offices)(Zip Code)

(877) 303-6573

Registrant's telephone number, including area code

Not applicable

(Former name or former address if changed since last report)

Securities registered under section 12(g) of the Exchange Act: Common shares with no par value.

Indicate by check mark if the registrant is a well-known season issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
(Do not check if a smaller reporting company)		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting stock held by non-affiliates of the registrant was approximately \$6.0 million, based upon the closing sale price of the registrant's common stock as reported by the TSX Venture Exchange on October 31, 2018 and converted to USD based on the Bank of Canada noon rate as of the same date.

As of July 29, 2019, the registrant had 92,676,115 outstanding shares of common stock.

I-Minerals Inc.
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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Annual Report constitute "forward-looking statements." These statements, identified by words such as "plan," "anticipate," "believe," "estimate," "should," "expect" and similar expressions include our expectations and objectives regarding our future financial position, operating results and business strategy. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration and development activities; changes in project parameters as plans continue to be refined; changes in labour costs or other costs of production; future mineral prices; equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section titled "Risk Factors" in this Annual Report.

Forward looking statements are based on a number of material factors and assumptions, including the results of exploration/development and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration/development and drilling activities, that contracted parties provide goods and/or services on the agreed time frames, the equipment necessary for exploration/development is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While we consider these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in the section titled "Risk Factors" in this Annual Report.

We intend to discuss in our Quarterly Reports and Annual Reports any events or circumstances that occurred during the period to which such documents relate that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Annual Report. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on our business or the extent to which any factor, or combination of such factors, may cause actual results to differ materially from those contained in any forwarding looking statement.

CAUTIONARY NOTE TO U.S. INVESTORS REGARDING ESTIMATES OF MEASURED, INDICATED AND INFERRED RESOURCES AND PROVEN AND PROBABLE RESERVES

The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" as used in this Annual Report are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") – CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended (the "CIM Definition Standards"). These definitions differ from the definitions in the United States Securities and Exchange Commission ("SEC") Industry Guide 7 ("SEC Industry Guide 7") under the United States Securities Act of 1933, as amended (the "Securities Act"). Under SEC Industry Guide 7 standards, a "final" or "bankable" feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves, and the primary environmental analysis or report must be filed with the appropriate governmental authority.

In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that all or any part of a mineral deposit in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all, or any part, of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of unit measures in a resource is permitted disclosure under Canadian regulations; however, the SEC only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this Annual Report and any documents incorporated by reference herein contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

As used in this Annual Report, unless the context otherwise requires, “we,” “us,” “our,” the “Company” and “I-Minerals” refers to I-Minerals Inc. All dollar amounts in this Annual Report are in U.S. dollars unless otherwise stated.

PART I

Item 1. Business.

General

We were incorporated under the laws of British Columbia, Canada in 1984. In 2004, we changed our corporate jurisdiction from a British Columbia company to a Canadian corporation. In December 2011, we amended our articles to change our name from “i-minerals inc.” to “I-Minerals Inc.”

The Company is engaged in the exploration, evaluation and development of our Helmer-Bovill industrial minerals property (the “Helmer-Bovill Property”). The Helmer-Bovill Property, in which we hold a 100% interest, is comprised of 11 mineral leases totaling 5,140.64 acres located approximately 6 miles northwest of Bovill, Latah County, Idaho. Since inception, the Company has been in the exploration stage but moved into the development stage in fiscal 2018. In fiscal 2019, the Company reverted back to the evaluation stage.

We acquired the Helmer-Bovill Property from Idaho Industrial Minerals (“IIM”) pursuant to an Assignment Agreement with Contingent Right of Reverter (the “IIM Agreement”) dated August 12, 2002, as amended August 10, 2005, August 10, 2008 and January 21, 2010, between I-Minerals USA (formerly Alchemy Kaolin Corporation), our wholly owned subsidiary, and IIM. Under the terms of the IIM Agreement, we issued a total of 1,800,000 common shares to IIM.

Our principal executive office is located at Suite 880, 580 Hornby Street, Vancouver, British Columbia, Canada and our telephone number is (877) 303-6573. Our operations office is located at 13403 N. Government Way, #102, Hayden, Idaho.

To date, we have not earned significant revenues from the operation of our Helmer-Bovill Property. Accordingly, we are dependent on debt and equity financing as our primary source of operating working capital. Our capital resources are largely determined by the strength of the junior resource markets and by the status of our projects in relation to these markets, and its ability to compete for investor support of its projects.

On February 26, 2018, we appointed John Theobald as President and CEO of the Company to replace outgoing President and CEO, Thomas Conway.

Mr. Theobald has over thirty-five years in the international mining industry and has been involved with exploration, business development, operations, investments and capital markets. Most recently, Mr. Theobald was a director of ASX listed High Peak Royalties Ltd, director, CEO & COO of London and TSX listed royalty company Anglo Pacific Group plc, and served as Chairman of First Coal Corporation which was successfully sold to Xstrata plc for C\$147 million. From 1999 to 2008 he held a number of senior positions with Sibelco, a major industrial minerals group, where he gained significant experience of kaolin, feldspar, clay and quartz markets and operations. Mr. Theobald has a B.Sc. with Honours in Geology from the University of Nottingham, is a Chartered Engineer with the UK Engineering Council, Fellow of the Institute of Materials Minerals and Mining (UK) and Member of the Institute of Directors (UK).

Our Principal Projects

Our activities at the Helmer-Bovill Property are focused on developing the Bovill Kaolin Project and the WBL Tailings Project.

The Bovill Kaolin Project

Our lead project, the Bovill Kaolin Project, is a strategically located long term resource of quartz, potassium feldspar (“K-spar”), halloysite and kaolinite formed through weathering of a border phase of the Idaho Batholith causing all minerals to be contained within a fine white clay-sand mixture referred to as “primary clay.” The Bovill Kaolin Project is located within 3 miles of state highways with electricity and natural gas already at the property boundary.

Since 2010, our exploration work has focused diamond drilling on the Bovill Kaolin Project. To date, a total of 322 diamond drill holes have been drilled totaling 35,909 feet. As a result of these drill campaigns, four deposits have been identified: Kelly’s Hump, Kelly’s Hump South, Middle Ridge and WBL.

In June 2014, we completed an updated pre-feasibility study on the Bovill Kaolin Project (the “2014 PFS”) and on March 8, 2016, we announced the economic results of our initial feasibility study (the “2016 FS”). However, based on the results of an updated independent market study it is apparent that fundamental changes in the businesses that consume our minerals

has taken place over the past several years. These changes include offshoring and reformulation wherein industries that had previously used K-spar for example have reformulated their production batches using alternate minerals. Markets do exist for all of the minerals contained within the Bovill Kaolin Project but not in the volumes contemplated in the 2016 FS. Accordingly, the 2016 FS is considered not to be current and should not be relied upon and previously disclosed proven and probable reserve estimates for the Bovill Kaolin Project should no longer be classified or relied upon as such.

Although the reserves and subsequent financial analyses disclosed in the 2016 FS are no longer current, the mineral resources stated in the 2016 FS remain current and have recently been re-stated in a standalone technical report prepared by SRK Consulting (U.S.) recently completed an updated resource estimate. The updated mineral resource statement from this report contains the same tonnages and grades as were disclosed in the 2016 FS and is summarized below.

In addition, the Company engaged MillCreek Engineering of Salt Lake City, Utah to estimate the capital and operating costs for a smaller plant capable of producing up to 20,000 tons of metakaolin and 10,000 tons of halloysite per year. The estimated Operating Costs and Capital Cost fell in line with expectations and the Company has retained MillCreek to complete a Pre-Feasibility Study of a metakaolin and halloysite operation. It is envisioned that the sand fraction (K-spar and quartz) will be screened and sold into lower value industrial applications.

- *Updated Measured and Indicated Resource Estimate*
 - Measured Resources of 5.7 million tons containing 76.5% quartz/K-spar sand, 12.3% Kaolinite and 4.0% Halloysite.
 - Indicated Resources of 15.5 million tons containing 57.0% quartz/K-spar sand, 15.5% Kaolinite and 2.8% Halloysite.
 - 667,000 tons of contained halloysite, 3,119,000 tons of contained kaolinite and 13,235,000 tons of contained quartz/K-spar.

In May 2017, the Idaho Department of Lands (“IDL”) accepted our operation and reclamation plan. We have since re-engaged with the IDL to discuss changes to the operation and reclamation plan given the reduced impacts of the smaller operation.

Three Year History

During the last three fiscal years, our operations completed a feasibility study on the Bovill Kaolin Project in mid-2016. Subsequent efforts have been focused on optimization of the process flow sheet. This work has included an independent review of the capital and operating costs by MillCreek Engineering of Salt Lake City, Utah that in turn has led to additional pilot plant work including the use of hydro cyclones in the place of a screw classifier for the initial clay (halloysite and Kaolinite) and sand (quartz and k-spar) separation and the testing of a flash calciner as a replacement for the traditional horizontal kiln – calciner. Mineral marketing work in 2019 has indicated the best potential for a start up operation is to focus on the halloysite and kaolin products. The Company has engaged MillCreek Engineering to complete a Pre-Feasibility Study on an operation that would produce 10,000 ton per annum of halloysite and 20,000 ton per annum of metakaolin with the sand fraction sold into construction and related industries.

WBL Tailings Project

In September 2012, we received approval of our MPO from the Idaho Department of Lands. The MPO allows us to mine up to 50,000 tons per annum, or 500,000 tons total production from feldspathic sands from June to October for a period of 10 years.

During 2014 and 2015 approximately 5,000 tons of sand tailings from our WBL Tailings Project were sold generating limited revenues to date due to associated road improvement costs.

During 2016 and 2017 approximately 500 tons of tailings were sold to a third party. Road improvement issues precluded additional sales.

Acquisition of Helmer-Bovill Property

In January 2013, we acquired a 100% interest in our Helmer-Bovill Property. In order to acquire the Helmer-Bovill Property, we issued a total of 1,800,000 common shares, of which 1,300,000 common shares were issued as the final payment to IIM.

Receipt of Permits of Bovill Kaolin Project

In May 2017, the Idaho Department of Lands (the "IDL") accepted our Operation and Reclamation Plan ("ORP"). The approval of the ORP, together with the recently received water rights permit from the Idaho Department of Water Resources ("IDWR") positions us to be able to begin construction, subject to financing and certain bonding requirements.

The ORP was approved subject to standard terms including:

1. All refuse, chemical and petroleum products to be stored in designated location at least 100 feet from any surface water.
2. State water quality standards to be maintained at all times during the life of the operation.
3. Erosions and non-point source pollution shall be minimized by careful design and implementing Best Management practices.
4. A reclamation bond of approximately \$3,000,000 being submitted to, approved by and maintained by the IDL prior to conducting any mining activities;
5. Obtaining all other necessary permits and approvals from state and federal authorities (e.g. Storm Water Pollution Prevention Plan; air quality, consultation with fisheries and US Army Corp of Engineers 404 Permit and Stream Channel Alteration Permits) as required for each production process.

Industrial Minerals

In carrying out our activities at the Bovill Kaolin Project, we are focused on the evaluation of the economic viability of a smaller halloysite and metakaolin operation.

Kaolin and Metakaolin

Kaolin is a raw material used in the ceramic industry, especially in fine porcelains. Large quantities of kaolin are used in paper coating, filler, paint, plastics, fiberglass, catalysts, and other specialty applications. It is also used as a key ingredient in natural pesticides that are suitable for organic farming applications.

When kaolin is heated to about 850°, it is transformed into a dehydrated phase called "metakaolin." Metakaolin is considered a premium pozzolanic material as it adds strength and durability to cement based products. When metakaolin is added to cement-based mortars, it causes an aggressive reaction with calcium hydroxide (lime), turning the lime into a cementitious material yielding cement with enhanced performance characteristics including increased strength; reduced permeability; greater durability; effective control of efflorescence; and control of degradation caused by Alkali-Silica Reaction. A bridge deck in a northern climate where it is subject to the wear and tear associated with plowing and salting is a prime metakaolin application. We are continuing long term testing process of several metakaolin products produced from the Bovill Kaolin deposits and have received ASTM C-618 certification for two of our products indicating the Bovill Metakaolin is an accredited pozzolan that meets all strength and water consumption requirements. ASTM C-618 certification is a prerequisite for sales into the cement industry. Pilot plant testing of flash calcination technologies has lowered water consumption even further below ASTM C-618 standards. Additional testing is focused on optimizing the fineness of the grind or particle size to create the metakaolin product that provides the greatest strength while meeting the water requirement criteria.

Our target market for metakaolin is the North American concrete and infrastructure industry. Premium white metakaolin is currently priced at \$400 - \$500 per ton in the Pacific Northwest due to the transportation costs to bring it from the southeastern USA. We are targeting applications where color is not as important.

Halloysite

We plan to sell Halloysite on a worldwide basis. Halloysite is chemically identical to kaolin but morphologically different. Kaolins tend to form plate like sheets whereas halloysite take on a tubular shape depending on the amount of H₂O present in the interlayer. Much of the value of halloysite is generated by its tubular shape which can only be seen through very powerful microscopes and are commonly referred to as halloysite nanotubes and abbreviated as HNTs.

Historically, the primary use of halloysite has been in the manufacture of porcelain, bone china, and fine china where the combination of low iron and titanium content together with the hollow tubular shape of the mineral grains yields ceramic bodies with exceptional whiteness and translucency. However, the HNTs microscopic tubular shape is rapidly finding uses outside of the ceramics industry. Applications in commercial production would include use as a suspension agent in glaze

preparations as well as in filters and inkjets, and as an ingredient in special paints applied to ships to prevent barnacles from growing on the ships' hull. HNTs are also being increasingly used in plastic and polymer applications where the addition of HNTs increases strength while reducing the weight of these compounds. Perhaps the most exciting uses for HNTs are in life science applications where the inside of the hollow tube can be filled with active ingredients and as the clay tube erodes the active ingredients are released. Used in this manner the HNTs are a delivery vector made of natural materials.

The largest supplier of commercial halloysite product available at present is located in Maturi Bay, New Zealand. There is limited production in Poland, Turkey and China, and a development stage project in Utah with negligible commercial production. The largest halloysite supplier in the ceramics industry sells halloysite at a price from \$135 to \$3,000 per ton. The majority of imported halloysite in the United States for the ceramics industry is sold at a price of approximately \$700 per ton.

Our halloysite is differentiated from those known halloysite deposits due to the high aspect ratio (the ratio of the length of the tube to the diameter of the tube) and by minimal levels of trace elements such as lead. We are not targeting ceramic applications with our halloysite and instead focusing on the life science and plastic and polymer applications. Third party research has indicated we have arguably the best halloysite for life science applications as the New Zealand deposit contains about 10% Cristobalite – a silica oxide that has been categorized as a carcinogen and the other deposits capable of meaningful commercial production have poorer aspect ratios and higher heavy metal / trace element content.

We are planning on producing two halloysite products. The first branded HalloPure® will be about 70% halloysite and 30% kaolinite and will target the plastic and polymer and certain filtration applications. The second is branded ULTRA Hallopure® and will be in excess of 90% halloysite and less than 10% kaolinite. Both are considered high value products.

To date we have received interest in our HNTs from a number of companies in a wide range of industries including: personal care products, nano-composites, fire retardants, biocides, plastic fillers, animal feed, paint, cosmetics, wound care treatment and ceramics. Most of these companies have received samples of our products produced at recent pilot plants with some companies receiving up to 50 kg for bench scale product testing. We have also provided samples free of charge to over twenty universities to help with the development of other new HNT applications. Currently we have non-binding expressions of interest approximately equal to forecast production.

Competition

We compete with other mineral resource exploration and development companies for financing. Many of the mineral resource exploration and development companies with whom we compete have greater financial and technical resources than we do. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford greater geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact our ability to finance further exploration and to achieve the financing necessary for us to develop our mineral properties.

Government Regulations

Mining operations and exploration activities are subject to various national, state, and local laws and regulations in the United States, which govern prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, protection of the environment, mine safety, hazardous substances and other matters. We will obtain the licenses, permits or other authorizations currently required to conduct our exploration program. We believe that we are in compliance in all material respects with applicable mining, health, safety and environmental statutes and the regulations passed thereunder in Idaho and the United States.

In Idaho, our exploration activities are regulated by the Idaho Department of Lands (“IDL”) pursuant to the Idaho Rules Governing Exploration Surface Mining and Closure of Cyanidation Facilities pursuant to the Idaho Administrative Procedure Act. In order to carry out surface exploration and drilling activities, a company is required to file a Notification of Exploration with the IDL. In 2000, we filed our original Notification of Exploration with the IDL, which has been subsequently amended, for our surface exploration and drilling programs on the Helmer-Bovill Property.

In order to carry out mining activities, we are required to obtain a Mine Plan for Operations (“MPO”) and Reclamation Plan (“ORP”). In May 2017, we received an ORP for mining activities on the Bovill Kaolin Project. This ORP permits us to mine Bovill Kaolin for a period of 26 years. In 2012, we received an ORP for the extraction of sand tailings on the WBL Tailings Project. The ORP permits us to mine the sand tailings between May to October for a period of 10 years (2012 – 2022).

All leases are subject to rental fees of US\$1.00 per acre each year and a production royalty of 5.0% based on gross proceeds. The production royalty is prepaid at a rate of US\$500 per lease for the first five years and increases to US\$1,000 per lease for the second five years of the lease.

Mining operations are also regulated by Mine and Safety Health Administration (“MSHA”). MSHA inspectors will periodically visit projects to monitor health and safety for the workers, and to inspect equipment and installations for code requirements. Although we are not engaged in mining operations, we require all of our workers to have completed safety training courses when working on our project.

Other regulatory requirements monitor the following:

- (a) Explosives and explosives handling.
- (b) Use and occupancy of site structures associated with mining.
- (c) Hazardous materials and waste disposal.
- (d) State Historic site preservation.
- (e) Archaeological and paleontological finds associated with mining.

We believe that we are in compliance with all laws and plans to continue to comply with the laws in the future. We believe that compliance with the laws will not adversely affect its business operations. There is however no assurance that any change in government regulation in the future will not adversely affect our business operations.

Environmental Liability

We will have to sustain the cost of reclamation and environmental remediation for all exploration and development work undertaken. Both reclamation and environmental remediation refer to putting disturbed ground back as close to its original state as possible. Other potential pollution or damage must be cleaned up and renewed along standard guidelines outlined in the usual permits. Reclamation is the process of bringing the land back to its natural state after completion of exploration activities. Environmental remediation refers to the physical activity of taking steps to remediate, or remedy, any environmental damage caused. The amount of these costs is not known at this time as we do not know the extent of the exploration program that will be undertaken beyond completion of the recommended work program.

In the application for the MPO, costs are estimated for reclamation after 12 months of work, which would include construction, and for reclamation of the entire project and the IDL must agree to those costs. Once the MPO is granted, I-Minerals must submit a surety or cash bond for the first 12 months to begin activities. After the first 12 months, the bond is increased to the full costs estimated to clean up the entire project.

Permits and regulations will control all aspects of the production program if the project continues to that stage. Examples of regulatory requirements include:

- (i) Water discharge will have to meet drinking water standards;
- (ii) Dust generation will have to be minimal or otherwise re-mediated;
- (iii) Dumping of material on the surface will have to be re-contoured and re-vegetated with natural vegetation;
- (iv) An assessment of all material to be left on the surface will need to be environmentally benign;
- (v) Ground water will have to be monitored for any potential contaminants;
- (vi) The socio-economic impact of the project will have to be evaluated and if deemed negative, will have to be re-mediated; and
- (vii) There will have to be an impact report of the work on the local fauna and flora including a study of potentially endangered species.

A reclamation bond of US\$7,600 has been posted to cover the current plan of operations. The Storm Water Pollution Prevention Plan (SWPPP) has been publicly noted without objection as of November 16, 2012. The Company does not view the current environmental liability to be material as of April 30, 2019 as the amount is estimated to be below \$5,000. Under our ORP, we will be required to pay a reclamation bond of approximately \$3,000,000.

Employees

As of the date of this annual report, we have three full time employees in Idaho, and the Chief Executive Officer in the United Kingdom.

Research and Development

We have not incurred any research and development expenditures since our inception.

Patents and Trademarks

As of June 16, 2017, The United States Patent and Trademark Office issued the company Certificates of Registration for the following marks: Fortispar® (K feldspar), TrueQ® (quartz), HalloPure® (standard halloysite), ULTRA HalloPure® (high purity halloysite) and I-Minerals®.

Item 1A. Risk Factors.

An investment in our common shares involves a high degree of risk. You should carefully consider the risks described below and the other information in this annual report before investing in our common shares. If any of the following risks occur, our business, operating results and financial condition could be seriously harmed. The trading price of our common shares could decline due to any of these risks, and you may lose all or part of your investment.

Risks Related To Our Business

The following are some of the important factors that could affect our financial performance or could cause actual results to differ materially from estimates contained in our forward-looking statements. We may encounter risks in addition to those described below. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, may also impair or adversely affect our business, financial condition or results of operation.

We lack an operating history and have losses which we expect to continue into the future. As a result, we may have to suspend or cease exploration activities and if we do not obtain sufficient financing, our business will fail.

To date, we have been involved primarily in the acquisition, exploration and development of our mineral properties. We have no operating history upon which an evaluation of our future success or failure can be made. Our ability to achieve and maintain profitability and positive cash flow is dependent upon: (i) our ability to locate a profitable mineral property, and (ii) our ability to generate revenues.

In order to carry out longer duration mine building activities and our general continued operations, we will need to raise additional financing. Obtaining financing would be subject to a number of factors, including the market prices for industry minerals. These factors may make the timing, amount, terms or conditions of additional financing unavailable to us. Since our inception, we have relied on equity financings and loans to fund our operations. We have not attained profitable operations and are dependent upon obtaining financing to pursue our plan of operation.

Because we are an exploration/evaluation stage company, our business has a high risk of failure.

We are an exploration/evaluation stage company that has incurred net losses since inception, we have not attained profitable operations and we are dependent upon obtaining adequate financing to complete our exploration activities. The success of our business operations will depend upon our ability to obtain further financing to complete our development of the Bovill Kaolin Project and to attain profitable operations. If we are not able to complete a successful exploration program and attain sustainable profitable operations, then our business will fail.

We have expressed substantial doubt about our ability to continue as a going concern; as a result we could have difficulty finding additional financing.

Our financial statements have been prepared assuming that we will continue as a going concern. We have not generated significant revenues from our main operations since inception and have accumulated losses. As a result, we have expressed substantial doubt about our ability to continue as a going concern. Our ability to continue our operations depends on our ability to complete equity or debt financings or generate profitable operations. Such financings may not be available or may not be available on reasonable terms. Our financial statements do not include any adjustments that could result from the outcome of this uncertainty.

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, we face a high risk of business failure.

You should be aware of the difficulties normally encountered by mineral exploration and development companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the development of our property that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to development, and additional costs and expenses that may exceed current estimates.

There are uncertainties related to mineral reserve and mineralization estimates.

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond our control. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and industrial mineral prices have fluctuated widely in the past. Declines in the market price of industrial minerals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves

Because we have not earned significant revenues, we face a high risk of business failure.

We have not earned any significant revenues from business operations as of the date of this annual report. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral properties that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates.

Because of the inherent dangers involved in mineral exploration and development, there is a risk that we may incur liability or damages as we conduct our business.

The search for and development of valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. At the present time we have no coverage to insure against these hazards. The payment of such liabilities may result in our inability to complete our planned development program and/or obtain additional financing to fund our development program.

Because the prices of minerals fluctuate, if the price of minerals for which we are developing decreases below a specified level, it may no longer be profitable to explore for those minerals and we will cease operations.

The profitability of mining operations is directly related to the market price of the industrial minerals being mined. The market price of industrial minerals may fluctuate widely and is affected by numerous factors beyond the control of any mining company. These factors include expectations with respect to the rate of inflation, the exchange rates of the dollar and other currencies, interest rates, global or regional political, economic or banking crises, and a number of other factors. If the market prices of the mineral commodities we plan to explore decline, this will have a negative effect on the availability of financing to us.

We may be required to defend title to the leases that comprise our Helmer-Bovill Property.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. Although we have taken steps to verify title to mineral leases in which we have an interest, these procedures do not guarantee our title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

If we are unable to commence commercial production or renew our leases on our Helmer-Bovill Property by March 1, 2023, we may lose our entire interest in our Helmer-Bovill Property.

Our interest in the Helmer-Bovill Property is comprised of mineral leases issued by the State of Idaho. The mineral leases are in good standing until March 1, 2023 (the "Expiry Date") and will continue to be in good standing after the Expiry Date provided that we are carrying out mining operations on those mineral leases. If we are unable to commence commercial production or renew our mineral leases by March 1, 2023, we may lose our entire interest in our Helmer-Bovill Property. The loss of our mineral leases would adversely affect our business.

There are environmental risks associated with mineral exploration and development.

Environmental risks are inherent with mining operations. The legal framework governing this area is constantly developing, therefore we are unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). Our proposed activities of, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that our operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to our activities and, in particular, the proposed exploration and mining by us within the State of Idaho.

We face significant competition in the mineral exploration and development industry.

We compete with other mining and exploration companies possessing greater financial resources and technical facilities than we do. Due to our weaker competitive position, we may have greater difficulty in hiring and retaining qualified personnel to conduct our planned exploration and development activities, which could cause delays in our exploration programs.

There may be barriers in entering the market as we will be a new supplier of industrial mineral products.

We will be a new supplier of industrial mineral products. Accordingly, we will be competing with more established industrial mineral companies that currently supply the ceramics and glass industries with industry mineral products. Accordingly, the ceramics, glass and other industries may be reluctant to terminate existing supply relationships and retain our company as a supplier of industrial mineral products to them. In the event that we are unable to be retained by these industries, our operations may be negatively impacted.

If we are unable to hire and retain key personnel, we may not be able to implement our business plan and our business will fail

Our success will largely depend on our ability to hire highly qualified personnel with experience in industrial mineral processing and sales. These individuals may be in high demand and we may not be able to attract the staff we need. In addition, we may not be able to afford the high salaries and fees demanded by qualified personnel, or may lose such employees after they are hired. Currently, we have not hired any key personnel. Our failure to hire key personnel when needed could have a significant negative effect on our business.

Risks Related To The Ownership of Our Shares

There has been a very limited public trading market for our securities in the United States, and the market for our securities in the United States may continue to be limited and be sporadic and highly volatile. Trading in our shares on the TSX Venture Exchange has sometimes been sporadic.

There is currently a limited public market for our common shares. Our common shares trade in Canada on the TSX Venture Exchange and over the counter in the United States on the OTCQB market place. We cannot assure you that an active market for our shares will be established or maintained in the future. The OTCQB is not a national securities exchange, and many companies have experienced limited liquidity when traded through this quotation system. Trading in our shares on the TSX Venture Exchange has sometimes been sporadic. Holders of our common shares may, therefore, have difficulty selling their shares, should they decide to do so. In addition, there can be no assurances that such markets will continue or that any shares, which may be purchased, may be sold without incurring a loss. The market price of our shares, from time to time, may not necessarily bear any relationship to our book value, assets, past operating results, financial condition or any other established criteria of value, and may not be indicative of the market price for the shares in the future.

In addition, the market price of our common shares may be volatile, which could cause the value of our common shares to decline. Securities markets experience significant price and volume fluctuations. This market volatility, as well as general economic conditions, could cause the market price of our common shares to fluctuate substantially. Many factors that are beyond our control may significantly affect the market price of our shares. These factors include:

- (a) price and volume fluctuations in stock markets;
- (b) changes in our operating results;
- (c) any increase in losses from levels expected by securities analysts;
- (d) changes in regulatory policies or law including changes to the laws and policies around mineral leases;
- (e) operating performance of companies comparable to us; and
- (f) general economic trends and other external factors.

Even if an active market for our common shares is established, stockholders may have to sell their shares at prices substantially lower than the price they paid for the shares or might otherwise receive than if an active public market existed.

We will likely conduct further offerings of our equity securities in the future, in which case your proportionate interest may become diluted.

Since our inception, we have relied on such sales of our common shares to fund our operations. We will likely be required to conduct additional equity offerings in the future to finance our current projects or to finance subsequent projects that we decide to undertake. If common shares are issued in return for additional funds, the price per share could be lower than that paid by our current shareholders. We anticipate continuing to rely on equity sales of our common shares in order to fund our business operations. If we issue additional shares, your percentage interest in us could become diluted.

If we are, or were, a U.S. real property holding corporation, non-U.S. holders of our common shares or other security convertible into our common shares could be subject to U.S. federal income tax on the gain from the sale, exchange or other disposition of such security.

If we are or ever have been a U.S. real property holding corporation (a "USRPHC") under the Foreign Investment Real Property Tax Act of 1980, as amended ("FIRPTA") and applicable United States Treasury regulations (collectively, the "FIRPTA Rules"), unless an exception applies, certain non-U.S. investors in our common shares (or options or warrants for our common shares) would be subject to U.S. federal income tax on the gain from the sale, exchange or other disposition of our common shares (or such options or warrants), and such non-U.S. investor would be required to file a United States federal income tax return. In addition, the purchaser of such common shares, option or warrant would be required to withhold from the purchase price an amount equal to 10% of the purchase price and remit such amount to the U.S. Internal Revenue Service.

We have not conducted a formal analysis of whether we are or have ever been a USRPHC. However, we believe that we may be a USRPHC. In general, under the FIRPTA Rules, a company is a USRPHC if its interests in U.S. real property comprise at least 50% of the fair market value of its assets. If we are or were a USRPHC, so long as our common shares are "regularly traded on an established securities market" (as defined under the FIRPTA Rules), a non-U.S. holder who, actually or constructively, holds or held no more than 5% of our common shares not subject to U.S. federal income tax on the gain from the sale, exchange or other disposition of our common shares under FIRPTA. In addition, other interests in equity of a USRPHC may qualify for this exception if, on the date such interest was acquired, such interests had a fair market value no greater than the fair market value on that date of 5% of our common shares. Any of our common shares (or owners of options or warrants for our common shares) that are non-U.S. persons should consult their tax advisors to determine the consequences of investing in our common shares (or options or warrants).

The JOBS Act will allow us to postpone the date by which we must comply with certain laws and regulations and to reduce the amount of information provided in reports filed with the SEC. We cannot be certain if the reduced disclosure requirements applicable to "emerging growth companies" will make our common shares less attractive to investors.

We are and we will remain an "emerging growth company" until the earliest to occur of (i) the last day of the fiscal year during which our total annual revenues equal or exceed \$1 billion (subject to adjustment for inflation), (ii) the last day of the fiscal year following the fifth anniversary of our initial public offering, (iii) the date on which we have, during the previous three-year period, issued more than \$1 billion in non-convertible debt securities, or (iv) the date on which we are deemed a "large accelerated filer" (with at least \$700 million in public float) under the Securities Exchange Act of 1933, as amended (the "Exchange Act"). For so long as we remain an "emerging growth company" as defined in the JOBS Act, we may take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not "emerging growth companies" as described in further detail in the risk factors below. We cannot predict if investors will find our common shares less attractive because we will rely on some or all of these exemptions. If some investors find our common shares less attractive as a result, there may be a less active trading market for our common shares and our stock price may be more volatile. If we avail ourselves of certain exemptions from various reporting requirements, as is currently our plan, our reduced disclosure may make it more difficult for investors and securities analysts to evaluate us and may result in less investor confidence.

As an "emerging growth company" we are permitted to adopt accounting standards within the same timeframes as private companies. This may make it more difficult to compare our financial statements to the financial statements of other public companies.

Pursuant to the JOBS Act, as an "emerging growth company", we are permitted to adopt new or revised accounting standards issued by the Financial Accounting Standards Board ("FASB") and the Securities and Exchange Commission ("SEC") on the same date as private companies rather than other public companies. The JOBS Act permits us to "opt out"

of these extended transition periods, however we have not elected to opt out of these rules. This may make it more difficult to compare of our financial statements with other public companies that are not “emerging growth companies”.

The JOBS Act allows us to postpone the date by which we must comply with certain laws and regulations intended to protect investors and to reduce the amount of information provided in reports filed with the SEC.

We meet the definition of an “emerging growth company” and so long as we continue to qualify as an “emerging growth company,” we will, among other things:

- be exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that its independent registered public accounting firm provide an attestation report on the effectiveness of its internal control over financial reporting;
- be exempt from the “say on pay” provisions (requiring a non-binding shareholder vote to approve compensation of certain executive officers) and the “say on golden parachute” provisions (requiring a non-binding shareholder vote to approve golden parachute arrangements for certain executive officers in connection with mergers and certain other business combinations) of The Dodd–Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank Act) and certain disclosure requirements of the Dodd-Frank Act relating to compensation of Chief Executive Officers;
- be permitted to omit the detailed compensation discussion and analysis from proxy statements and reports filed under the Exchange Act, as amended and instead provide a reduced level of disclosure concerning executive compensation; and
- be exempt from any rules that may be adopted by the Public Company Accounting Oversight Board (“PCAOB”) requiring mandatory audit firm rotation or a supplement to the auditor’s report on the financial statements.

We currently intend to take advantage of all of the reduced regulatory and reporting requirements that will be available to it so long as it qualifies as an “emerging growth company”. We have elected not to opt out of the extension of time to comply with new or revised financial accounting standards available under Section 102(b)(1) of the JOBS Act. Among other things, this means that our independent registered public accounting firm will not be required to provide an attestation report on the effectiveness of our internal control over financial reporting so long as we qualify as an “emerging growth company”, which may increase the risk that weaknesses or deficiencies in the internal control over financial reporting go undetected. Likewise, so long as we qualify as an “emerging growth company”, we may elect not to provide certain information, including certain financial information and certain information regarding compensation of executive officers, which would otherwise have been required to provide in filings with the SEC, which may make it more difficult for investors and securities analysts to evaluate us. As a result, investor confidence in our company and the market price of our common shares may be adversely affected.

Notwithstanding the above, we are also currently a “smaller reporting company”, meaning that we are not an investment company, an asset-backed issuer, or a majority-owned subsidiary of a parent company that is not a smaller reporting company and have either: (i) a public float of less than \$250 million, or (ii) annual revenues of less than \$100 million during the most recently completed fiscal year and (A) no public float, or (B) a public float of less than \$700 million. In the event that we are still considered a “smaller reporting company”, at such time we cease being an “emerging growth company”, the disclosure we will be required to provide in our SEC filings will increase, but will still be less than it would be if we were not considered either an “emerging growth company” or a “smaller reporting company”. Specifically, similar to “emerging growth companies”, “smaller reporting companies” are able to provide simplified executive compensation disclosures in their filings; are exempt from the provisions of Section 404(b) of the Sarbanes-Oxley Act requiring that independent registered public accounting firms provide an attestation report on the effectiveness of internal control over financial reporting; are not required to conduct say-on-pay and frequency votes until annual meetings occurring on or after January 21, 2013; and have certain other decreased disclosure obligations in their SEC filings, including, among other things, only being required to provide two years of audited financial statements in annual reports. Decreased disclosures in our SEC filings due to our status as an “emerging growth company” or “smaller reporting company” may make it harder for investors to analyze the Company’s results of operations and financial prospects.

Our securities are considered a penny stock.

Because our securities are considered a penny stock, shareholders will be more limited in their ability to sell their shares. The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or quotation system. Because our securities constitute “penny

stocks” within the meaning of the rules, the rules apply to us and to our securities. The rules may further affect the ability of owners of shares to sell our securities in any market that might develop for them. As long as the trading price of our common shares is less than \$5.00 per share, the common shares will be subject to Rule 15g-9 under the Exchange Act. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that:

- contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading;
- contains a description of the broker’s or dealer’s duties to the customer and of the rights and remedies available to the customer with respect to a violation to such duties or other requirements of securities laws;
- contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price;
- contains a toll-free telephone number for inquiries on disciplinary actions;
- defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and
- contains such other information and is in such form, including language, type, size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with: (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such shares; and (d) a monthly account statements showing the market value of each penny stock held in the customer’s account. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser’s written acknowledgment of the receipt of a risk disclosure statement, a written agreement to transactions involving penny stocks, and a signed and dated copy of a written suitability statement. These disclosure requirements may have the effect of reducing the trading activity in the secondary market for our shares.

FOR ALL OF THE AFORESAID REASONS AND OTHERS SET-FORTH AND NOT SET-FORTH HEREIN, AN INVESTMENT IN OUR SECURITIES INVOLVES A CERTAIN DEGREE OF RISK. ANY PERSON CONSIDERING TO INVEST IN OUR SECURITIES SHOULD BE AWARE OF THESE AND OTHER FACTORS SET-FORTH IN THIS REPORT AND IN THE OTHER REPORTS AND DOCUMENTS THAT WE FILE FROM TIME TO TIME WITH THE SEC AND SHOULD CONSULT WITH HIS/HER LEGAL, TAX AND FINANCIAL ADVISORS PRIOR TO MAKING AN INVESTMENT IN OUR SECURITIES. AN INVESTMENT IN OUR SECURITIES SHOULD ONLY BE ACQUIRED BY PERSONS WHO CAN AFFORD TO LOSE THEIR TOTAL INVESTMENT.

Item 1B. Unresolved Staff Comments.

None

Item 2. Properties.

We currently do not own any real property. We currently sub lease on a month to month basis an office space located at Suite 880, 580 Hornby Street, Vancouver, BC Canada V6C 3B6, consisting of approximately 256 square feet at a cost of \$1,500 per month. We currently lease on a month to month basis an office space located at 13403 N. Government Way, Suite 102, Hayden, ID 83835, consisting of approximately 800 square feet at a cost of \$1,000 per month.

HELMER-BOVILL PROPERTY

We own a 100% interest in our lead mineral project called the Helmer-Bovill Property. Our activities at the Helmer-Bovill Property are focused on developing the Bovill Kaolin Project and the WBL Tailings Project, which are located within the Helmer-Bovill Property.

The mineral leases are in good standing until March 1, 2023 at which time they will be held by us contingent on production pursuant to the statutory language of Idaho Code 47-704(2).

The technical information appearing below concerning the Helmer-Bovill Property is derived from the April 17, 2019 report 43-101 Resource Technical Report Re-issue Bovill Kaolin Project, Idaho Report Prepared by SRK Consulting (U.S.), Inc. SRK Project Number: 165800.110 Signed by Qualified Persons: Matthew Hastings, MSc Geology, MAusIMM (CP) Brooke Miller Clarkson, MSc, CPG Reviewed by: William Cain, BSc Geology

Description of Property

The Helmer-Bovill Property is a development stage open pit mining operation which will produce sand, kaolinite clay and hallosite clay. The area has been mined historically for similar products.

The Helmer-Bovill Property is located at geographical coordinates 46° 53' 14.7" N. latitude and 116° 28' 11.7" W longitude (State Plane, NAD 83, Zone 1103, Idaho West: 1 900 717 N, 2 454 671 E) in Latah County, Idaho, USA. The property currently totals 5,140.6 acres. The mineral leases are not adjoining but are situated within three surveyed townships near the town of Bovill, Idaho.

Figure 1. Location of the Helmer-Bovill Property

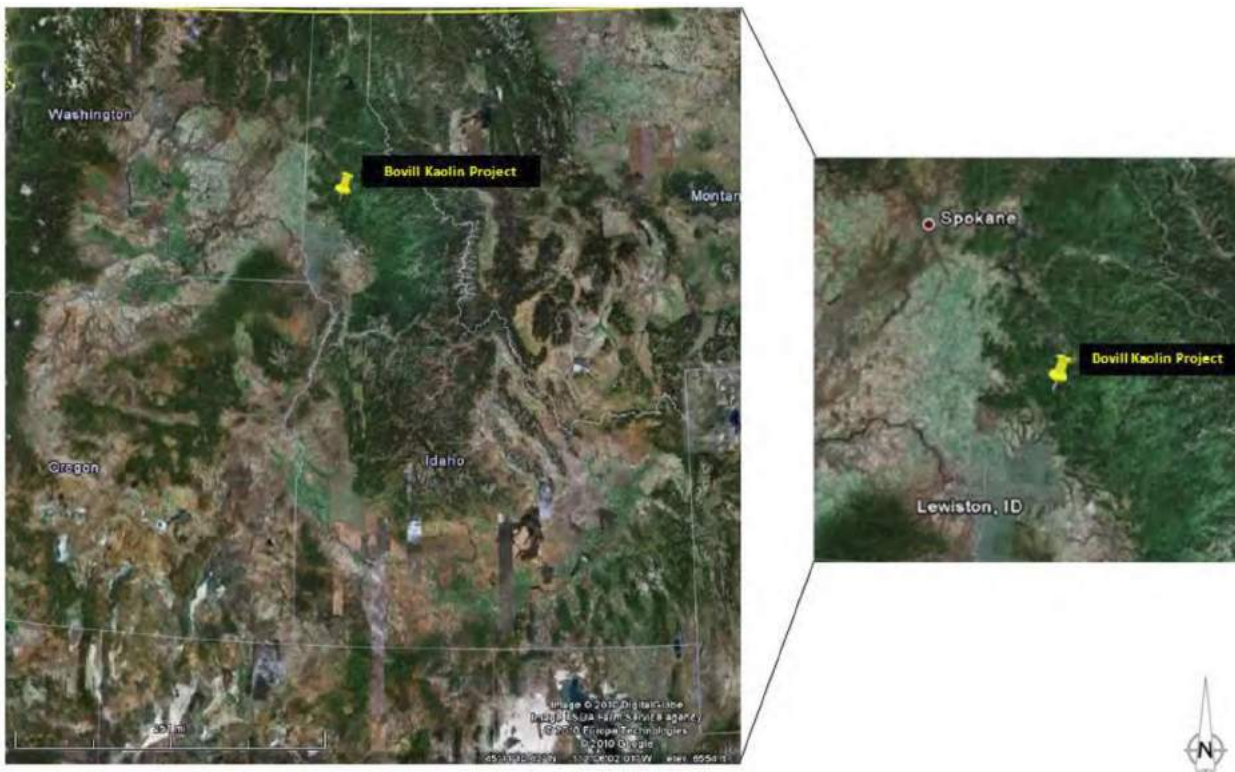
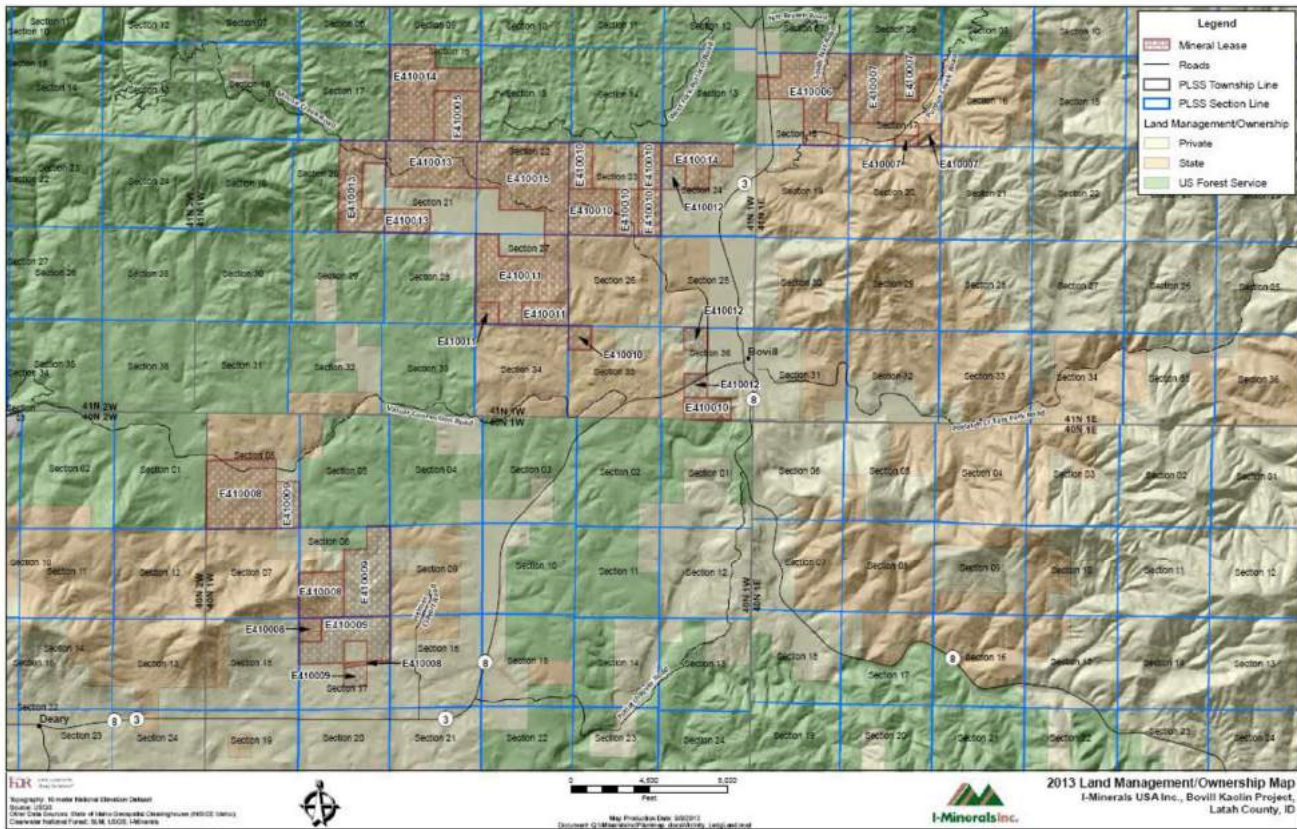


Figure 2. Location of Mineral Leases



The Helmer-Bovill Property area is located on endowment lands owned and administered by the IDL. These and other IDL holdings across the state of Idaho were granted to the state in 1890 by the federal government on the condition they produce maximum long-term financial returns for public schools and other beneficiaries. Therefore, IDL has a mandate for these lands to produce revenue to support the state's public-school system and other state institutions. To achieve this, IDL manages these properties primarily for profit through the production of timber, livestock grazing, and the extraction of mineable materials.

The State of Idaho endowments lands fall in two categories referred to as Fee Simple (FS) and Minerals Only (MO). The FS lands are where the State owns both mineral and surface rights. The MO lands are where the State owns mineral rights but someone else owns surface rights. The majority of the lands held by us are FS. All mineral resources and mineral reserves described in this report are located on FS lands. By way of our mineral leases, we have surface rights and legal access to the Helmer-Bovill Property provided it meets all permitting and bonding requirements administered by IDL. In the State of Idaho, mineral leases are not required to be physically located in the field. The mineral leases are currently described only on paper by the U.S. Public Land Survey Grid.

In 2002, we acquired from IIM, through our wholly owned subsidiary i-Minerals USA Inc., 16 State of Idaho mineral lease applications in Latah County, Idaho, to cover deposits of feldspar, kaolin, and quartz located near Bovill, Idaho. In 2003, we converted these applications to ten mineral leases and subsequently obtained two more mineral leases. Renewal applications for all 12 leases were filed on April 27, 2012 with a US\$3,000 application fee. As part of the renewal process, Idaho converted the 12 mineral leases into 10 revised mineral leases which were issued on February 28, 2013. Subsequently, during 2013 the State of Idaho granted one additional mineral lease to us. At this time, we hold 11 mineral leases totaling 5,140.64 acres. All current leases are valid until 2023. Due to recent changes in the law, we are exploring various options for renewal. All leases are subject to rental fees of US\$1.00/acre/y and a production royalty of 5% of gross proceeds.

The production royalty is prepaid at a rate of US\$500 per lease for the first five years, and increases to US\$1,000 per lease for the second five years of the lease. The surface rights of the 11 mineral leases are owned by both the State of Idaho and some private landowners. However, the surface right of the mineral leases specific to the resource estimation contained in this report are all owned and administered by the State of Idaho. The U.S. Army Corps of Engineers ("USACE") owns the surface rights of all waterways located within the mineral lease boundaries.

The details of the mineral leases that comprise the Helmer-Bovill Property are summarized below:

Mineral Lease No.	FS / MO	Acres
E410005	FS	172.00
E410006	FS	377.75
E410007	FS	140.00
E410007	FS	260.00
E410008	FS	370.80
E410008	FS	160.00
E410008	FS	53.17
E410009	MO	80.00
E410009	MO	280.00
E410009	MO	269.50
E410010	FS	242.44
E410010	FS	242.52
E410010	FS	40.00
E410010	FS	80.00
E410011	FS	117.19
E410011	FS	438.73
E410012	MO	41.41
E410012	MO	80.00
E410013	FS	240.00
E410013	FS	400.00
E410014	FS	413.78
E410014	FS	161.35
E410015	FS	480.00

Location, Access and Infrastructure

The Project is located near the town of Bovill, Idaho, and is accessed by road by following Idaho State Highway 8 (ID-8) west for 0.4 mi, then turning right (west) on Moose Creek Road/National Forest Road 381 and following for 5.5 miles. ID-8 is an improved two-lane road, while Moose Creek Road/National Forest Development Road 381 is a dirt/gravel road that provides access to State and Federal lands. In addition, access to specific areas to be mined will require either upgrades to former logging roads or construction of new access roads.

The nearest, large communities are Moscow, Idaho, which lies about 28 miles west-southwest of the Property, and Lewiston, Idaho, which lies about 33 miles to the southwest. Transport to the Helmer-Bovill Property would utilize standard over-highway vehicles.

Electric power would be provided by Avista Corp. We would be required to share in the costs in the construction of four miles of power lines, including a 2 mile 115 kv line to a substation, and a 2 mile 24 kv line from the substation to the plant site.

Natural gas is available to the Helmer-Bovill Property from a natural gas pipeline that extends from Moscow to Bovill and is available to be utilized for this processing facility. Approximately two miles of pipeline would need to be constructed.

Water required for processing will primarily come from a small reservoir north of the Project site. New wells located at the process plant site will provide potable water. Groundwater from drilled wells is typically used to serve domestic needs within the vicinity of the Project.

The region has a long history of clay production, forestry and farming. A labor force skilled in heavy equipment operation, trucking, and general labor exists within the surrounding communities and rural areas.

There are several suitable locations for potential tailings storage, mining waste disposal, and potential processing plants.

Climate and Physiography

The climate at the Project site, as described by the nearby Natural Resources Conservation Services Sherwin 752 weather station, is characterized by an average annual precipitation of 40.02 inches, with the highest values recorded between October and March. The annual minimum and maximum temperatures are 30.4°F and 55.3°F, respectively; with average monthly minimum and maximum temperatures ranging from 16.4°F to 42.6°F and 30.3°F to 83.2°F, respectively.

Available records (1952 to 2010) from the Elk River weather station indicate an average total snowfall ranging from 0.1 inch in October to 27.5 inches in February, with a monthly maximum snowfall of 88 inches. Average snow depth ranges from 1 inch in November to 75 inches in February.

The average elevation is about 3,000 ft. above mean sea level, with a topographic relief of about 200 ft. The area is largely covered with soil, but old workings (pits and trenches) and road cuts provide exposure to the underlying bedrock geology. The Helmer-Bovill Property is located on the west side of the Potlatch River drainage area.

The Helmer-Bovill Property area consists of low foothills and ridges alternating with relatively wide, flat basins. Forested areas occupy the slopes and ridge tops which are managed primarily for timber production. Conifer forest makes up approximately 50% of the overall Helmer-Bovill Property area. Forest stands were observed to be early seral, highly fragmented, and lacking in the ecological functions and values of older, more contiguous forests. Grasslands occur in the basins alongside sinuous intermittent and perennial stream channels. The Helmer-Bovill Property area is currently permitted for livestock grazing. Most of the Helmer-Bovill Property area has been disturbed by previous mining, forestry and grazing activities and, as such, contain predominantly disturbance oriented plant communities. Non-forested meadows or pasture areas are intensively grazed resulting in a proliferation of non-native vegetation and soil compaction and erosion.

Surface waters primarily consist of small, meandering, intermittent stream channels that flow toward the Potlatch River. These channels are typically located in the level "flats" between low hills or ridgelines and dry up by mid or late summer. Most streams are hydrologically altered by high-density road construction, historic mining, and cattle grazing. Grazing has also eliminated much of the woody growth along most stream channels resulting in eroded channels and sedimentation. Other surface waters include several old clay mining pits and small dams that have developed into water catchment basins as well as emergent wetlands flanking the stream channels. Groundwater appears in scattered locations as either springs or seepage discharge along streams or edges of wetlands. Native soils predominate in the area.

History

U.S. Bureau of Mines ("USBM") and United States Geological Survey ("USGS") (1942-1947)

During World War II, the clays in eastern Washington and northern Idaho were examined as a possible source of alumina and a substitute for foreign bauxite ores. Domestic bauxite reserves were being depleted, and the importation of foreign bauxites was handicapped by transportation difficulties. Both the USGS and USBM conducted extensive field studies that were followed by the drilling of 650 holes that totaled about 20,252 ft.

USBM (1953-1963)

In 1953 the USBM continued their search for viable clay deposits. They also investigated the potential of the contained silica sand for the glass industry. The USBM tested the Benson and Olsen clay deposits between Troy and Deary, and then moved on to the Bovill deposits. Ninety-seven samples were collected from 1,325 ft. of drilling over an area covering 750 ft. x 350 ft. that is located 1.5 miles southwest of Bovill near State Highway 8.

A.P. Green Refractories Company (1956-1993)

In 1956, A.P. Green Refractories Company purchased all the remaining assets of Troy Brick and Clay and acquired a lease, being located north of Helmer, from which they produced refractory clay. They processed the clay by air flotation to produce two grades of refractory clay. Production continued until the early 1990's when Hammond Engineering purchased one pit from A.P. Green. This pit produced transported clay for ceramic applications. Total production from the area during this period is estimated to be 250,000 tons.

J.R. Simplot Company (1956-1974)

In 1956, the J.R. Simplot Company ("Simplot") of Boise, Idaho, acquired leases covering the Bovill deposits. In a cooperative program, Simplot and USBM drilled 240 holes (99 of which were on 50 ft. centers) and conducted washing, pyrometric, mineralogical, and beneficiation tests. By 1962, Simplot had built a clay plant, the Miclasil facility, for the production of paper fillers and specialty ceramics. Production initially came from pits in the Bovill deposit, which are in transported clay of the Latah formation directly south of the plant. Simplot shifted production to residual clay deposits in the granodiorite, as this source proved more satisfactory for paper filler. The pits exploited by Simplot for residual clays were the WBL north and south pits and the Moose Creek Clay Mine, and the Stanford pit. Simplot operated their plant until 1974, when it was sub-leased to Clayburn Industries of British Columbia. Clayburn operated the property only a few years, calcining clay that was shipped to Canada and processed into super-duty and 70% alumina bricks. In 1994 the plant was dismantled and the property partially reclaimed.

Several Companies (1983-1986)

During the mid-1980's, a number of companies began exploration work in the Helmer-Bovill area to identify clays suitable for use as paper fillers and coaters. The University of Indiana, Nord Resources, Miles Industrial Mineral Research, and Cominco American conducted work on the Helmer-Bovill area deposits. In 1985-1986, the Erikson- Nisbet Partnership formed a consortium of companies to develop new processes for beneficiation of the clays, but the introduction of precipitated calcium carbonate fillers for paper reduced the demand for kaolin fillers.

Regional Geology

The regional geology is dominated by Precambrian sedimentary rocks of the Belt Supergroup ("Belt"), which have been strongly deformed and intruded with granitic phases of the Idaho Batholith during the Cretaceous age Sevier Orogeny.

During the Middle Proterozoic, the area was dominated by a large intra-cratonic basin that was subsiding along syn-sedimentary faults. The basin sediments comprise the Belt which range in age from about 1,470 to 1,400 Ma. The oldest units consist of the Lower Belt sequence, these are overlain by the Middle Belt Carbonates and the youngest are the Missoula Group.

The Belt sediments are believed to have remained relatively stable until approximately 1,350 Ma when portions of the basin were affected by compressional tectonics of the East Kootenay Orogeny. This orogeny was followed by rifting of the basin during the late Proterozoic-early Paleozoic when large portions of the sediments were transported away and the western margin of North America was developed.

The next major tectonic event occurred during the Cretaceous Sevier Orogeny. Early compressional tectonics dominated the area forming large-scale folds, reverse and thrust faults. During the late Cretaceous, the Bitterroot Lobe of the Idaho Batholith was emplaced in the region. The intrusive rocks described below were formed during this event.

The most recent, significant, geologic event was the deposition of the Columbia River Basalts ("CRB"). The CRB consist of a large plateau flow sequence of Miocene age (6 to 17 Ma). The lavas are distributed over an extensive area covering portions of Idaho, Oregon, and Washington. Minor extensional block faulting has resulted in much of the present landscape.

Local Geology

Belt Series

The Precambrian metasediments of the Belt series are the oldest rocks in the Bovill-Moscow area and form the basement for the entire area. The Belt series rocks crop out primarily in the northern and eastern sections of the Helmer-Bovill Property. They form a high-grade metamorphic facies assemblage that includes gneiss, schist, and minor meta-quartzite, meta-argillite, and meta-siltite.

Thatuna Granodiorite

Granitoid intrusive rocks of Cretaceous age underlie a large portion of the Helmer-Bovill area and form part of the Thatuna batholith. Thatuna lithologies consist predominantly of granodiorite with subordinate adamellite, tonalite, and granite. The principal mineral constituents are quartz, plagioclase feldspar, K-spar, and biotite with trace to minor amounts of muscovite, garnet, and epidote. The batholith is medium- to coarse-grained granular, and porphyritic textures are common. Erosion of the Thatuna batholith developed a mature topography where it is exposed in Latah County.

Recent geological mapping identified a previously undescribed phase of the Thatuna batholith, referred to as the Kmcp. The Kmcp is interpreted to be a border zone of the intrusion that occurs along the interface between the main-stage, coarse-grained, and porphyritic Thatuna batholith and the Precambrian Belt series roof rocks. Intrusion into cooler roof rocks resulted in a distinctive and texturally diverse unit characterized by dominant granular medium-grained and subordinate coarse-grained and pegmatoid textures, the lack of well-developed porphyritic textures and the presence of Precambrian xenolithic paragneiss, paraschist and metasiltite blocks inherited from the roof rocks. Where unaltered, the Kmcp intrusive rocks contain a primary assemblage of plagioclase, K-spar, quartz, biotite, and muscovite, and are predominantly of granodioritic to granitic composition. The porphyritic main body of the Thatuna batholith does not appear to crop out within the mapped part of the Helmer-Bovill area.

The Kmcp derives its distinctive character from high-level interaction with the Precambrian metasedimentary roof rocks. More rapid cooling in the contact zone produced a dominant medium-grained, non-porphyritic, granodioritic unit in contrast to the coarser-grained, porphyritic granodiorite lithology that characterizes the deeper main stage of the batholith. In the roof zone, hydrous mineral-bearing xenolithic blocks of the Precambrian Belt series metasediments were entrained by the

intruding magma and outgassed of their volatile component. The outgassing contributes to the creation of pockets of hydrous granitic liquid proximal to the Precambrian blocks. These pockets crystallized subsequently into coarse-grained to pegmatoid granite pods that are distributed within the larger body of medium-grained granodiorite. Owing to the physicochemical conditions of crystallization within the hydrous pods of granitic liquid, the resultant solidified rocks show a stronger tendency toward higher proportions of K-feldspar relative to plagioclase and higher K₂O/Na₂O ratios than does the dominant medium-grained granodiorite.

Weathered Thatuna Granitoid

The exposed Thatuna batholith was subjected to intense weathering in a tropical or near-tropical climate during the Miocene epoch, while the Columbia River basalts were erupted and the Latah formation sediments were deposited. In response to the strong weathering, much of the feldspar and at least some of the mica in the igneous body were altered to one or more varieties of clay minerals. The depth limit of weathering may initially have been fairly consistent; however, subsequent erosion has left a variable weathering profile with thickness roughly dependent on topography. At present, the depth of weathering may exceed 100 ft. along ridges and be less than 3 ft. in some valleys.

Of particular importance is the weathering of the feldspar in the granitoids to halloysitic to kaolinitic clays. It was the presence of kaolinitic clay deposits that provided the initial impetus for economic mineral development in north Idaho. Plagioclase feldspar is the least stable phase in the weathering environment, and it alters to form clay well before K-spar and muscovite. K-spar and the micas are relatively resistant to alteration during all but the most intense weathering. Quartz is impervious to alteration throughout the weathering cycle. In the Helmer-Bovill area, pits that were mined for kaolin in residual deposits contained mostly quartz, halloysite, kaolinite, and K-spar. The waste material is primarily quartz and K-feldspar, with plagioclase accounting for only a minor proportion of the total feldspar.

Potato Hill Volcanics

The Potato Hill volcanic rocks are silicic to intermediate volcanic rocks and include lava flow and pyroclastic flow units, as well as hypabyssal intrusive rocks. They form much of the rock along the western edge of the Helmer embayment at Potato Hill, and along the southern edge of the Thatuna. Many of the pyroclastic flows contain abundant xenolithic clasts of older granodiorite and Belt metasediments.

The individual flows are 3 to 50 ft. thick and the complete sequence exceeds 900 ft. in thickness. The flow units generally contain 3% to 10% phenocrysts of feldspar and quartz distributed in an aphanitic matrix of devitrified volcanic glass. Accessory minerals include magnetite, hornblende, apatite, and zircon. Some lithic-rich pyroclastic flow units carry up to 20% fragments. The saprolitic weathering that is well-developed in the older rocks has not appreciably affected the Potato Hill volcanics.

Columbia River Basalts

The First Normal member of the Grande Ronde formation, the Priest Rapids member of the Wanapum formation, and the Onaway member of the Saddle Mountain formation (oldest to youngest, respectively) are all Columbia River basalt flows mapped in the Helmer-Bovill area. The Grande Ronde formation flow occurs in the southern portion of the Helmer-Bovill area and consists of fine-grained to very fine-grained aphyric basalt. The Priest Rapids flow is a medium to coarse-grained basalt with microphenocrysts of plagioclase and olivine in a groundmass of intergranular pyroxene, ilmenite, and devitrified glass. It crops out in increasing abundance to the southwest toward Deary. Saddle Mountain basalts are found much further to the west. The importance of the Columbia River basalts to the genesis of the Latah formation is that the episodic basaltic extrusion dammed streams and formed lakes into which kaolin-rich sediments eroded from weathered granitoid and Precambrian metasediments were deposited.

Latah Formation

The Latah formation can be described as lake bed sediments that, although local in origin and distributed in disconnected basins, occur over an area 175 miles long and 75 miles wide in eastern Washington and northern Idaho. Episodic flows of the Columbia River basalts blocked streams and formed lakes that collected sediments eroded from surrounding rocks. In the Helmer-Bovill area, a major basin termed the Helmer embayment occurs over an area of approximately 25 to 30 square miles. Latah formation sediments are described as clay, silt, sand and minor gravel deposits that are laterally equivalent with and overlie flows of Columbia River basalts. The clays are white, yellow, red and brown in color, kaolinite-rich, and range from a few feet to several tens of feet in thickness.

Palouse Formation

The Palouse Formation comprises mixed loess and flood plain sediments of Pleistocene age. It ranges in thickness from 3 to 35 ft. in thickness and averages 10 ft. thick in the Helmer embayment. The unconsolidated layers also include volcanic ash from the eruption of various Cascade Range volcanoes.

Mineralization

The Helmer-Bovill Property hosts four different deposit types. These include primary Na-feldspar deposits, residual K-spar-quartz-kaolinite+/-halloysite deposits, transported clay deposits and K-spar-quartz tailings deposits (which are located at the WBL Tailings Project).

The primary Na-feldspar deposits are hosted within granitic border phases of the Thatuna granodiorite. The transported clay deposits are hosted primarily within the Latah formation. This formation was deposited primarily in shallow lakes dammed by Columbia River Basalts. Extensive weathering of feldspathic source terrains constitutes the provenance of these clays. The residual deposits are derived from saprolitic weathering of the Thatuna granodiorite-granitic phases. In general, Na-feldspar alters to kaolinite and halloysite. These clays are accompanied by residual K-spar and quartz and are the subject of this report.

The WBL Tailings Project hosts K-spar and quartz, some clay and mica, and minor amounts of plagioclase. The tailings were deposited on a gently east-northeast sloping hillside and also with an impoundment structure located at the base of the slope. Exploration trenches indicate the tailings are in excess of 17 ft. deep in most places. In general, the sloping portions of the tailings are composed of coarser material and the flat lying portions at the base of the slope are composed of relatively finer materials. The tailings appear to be continuous based on observations from test pits.

Feldspars

The unweathered Thatuna Batholith represents a source carrying a high total feldspar abundance, of which a significant proportion is Na-feldspar. In the strongly weathered Thatuna Batholith rocks plagioclase (Na-feldspar) shows nearly complete alteration to a kaolin mineral, but much of the K-spar survives alteration.

Quartz

Exploration and drilling results indicate that the quartz in the Thatuna batholithic rocks is relatively free of Fe-bearing mica or oxide inclusions. The analytical values for the trace elements in the quartz are very near or below detection limits for the electron microprobe and indicate that quartz from the Moose Meadows area is essentially free of impurities. This data suggests that the area has excellent potential to produce a glass-grade product that might be processed further into feed stocks for the high purity quartz market.

Clay Minerals

The kaolinite group of clay minerals includes four minerals that are similar chemically, but differ with regard to crystal structure. Two of these kaolinite group minerals, kaolinite and halloysite are the major clay minerals in the Helmer-Bovill area clay deposits. Crystal structure differences are important and control properties relevant to their commercial applications. Kaolinite occurs as distinct platelets, whereas halloysite forms tubes and spheroids. Although halloysite also has a plate-like crystal form, imperfections in its crystal lattice cause the crystal to "roll up" into the tubular forms. There are two varieties of halloysite, the four-water variety and the two-water variety. The two-water variety is a dehydrated version of the four-water halloysite and is almost impossible to distinguish from poorly crystallized kaolinite. Both varieties of tubular halloysite and poorly crystallized kaolinite exhibit poor viscosity.

Residual clays developed on weathered granitoid in the Helmer-Bovill area are a mixture of halloysite and kaolinite, with the concentration of total each dependent upon the degree of weathering. Drilling shows that halloysite content decreases with depth as the effects of weathering diminish. In tests on two samples from the WBL north pit, GMT (2005) demonstrated that there is a significant halloysite fraction in the residual clay. The work done by GMT indicates that the quality of the residual clay from the WBL pit is high enough to be used in some high-end specialty paper, paint, and ceramic markets. Work done by I-Minerals and further continued by GMT show that a wet process using proven gravity separation equipment can produce a high-quality halloysite product that will gain attention of halloysite markets.

Deposit Type

The mineral deposit consists of residual deposits containing primarily K-spar, quartz and clays. The mineral deposit is underlain by the Thatuna Batholith, composed mainly of plagioclase feldspar, K-spar and quartz. Weathering has created

a residual saprolite horizon which directly overlies the bedrock from which it was derived. During the natural processes of weathering, the original plagioclase feldspars have preferentially broken down to produce the clays kaolinite and halloysite. The K-spars have resisted weathering to a degree and much of the original component remains as free grains. Similarly, the quartz component of the host rock remains as free grains in the weathered material.

Exploration, Drilling and Bulk Sampling/Pilot Testing

Exploration Programs

During the period from 1999 through the end of 2001, the exploration work included the acquisition of over 6,000 acres of mineral lease applications, the compilation of an extensive file on the results of previous operations, and new drilling programs.

During 2002 and 2003, geologic mapping and petrographic studies were performed. An electron microprobe analytical study was conducted on field samples, quartz products and feldspar products from earlier work. Following petrographic and microprobe studies, select intervals of residual deposits from the 2000-2001 drilling program were sent to Mineral Resource Laboratory (MRL) for process testing.

Since 2003, all exploration work completed on the property has involved diamond core drilling. The Mineral Resource estimate included in the 2016 FS is based on data and information gathered during these diamond drilling programs.

The exploration work we conducted was used to target generalized rock types and their weathering by-products. The work was successful in defining four target areas which were subsequently tested by diamond drilling. SRK Consulting (SRK) reviewed the exploration procedures and sampling methods as part of the pre-feasibility study completed in 2014 and found that the work was conducted by trained professionals to industry standards for a deposit of this type. SRK also stated that the exploration methods were successful in defining their intended targets and that similar techniques would be appropriate to expand the resource base if necessary.

Drilling Programs

During 2000-2001, a 41-hole diamond drill program was completed at the Project, focused on both bedrock feldspar deposits and residual deposits. Approximately 50% of the drill holes penetrated residual deposits at or very near the surface. A total of 4,063 ft. were drilled during this program. All holes were surveyed by Rim Rock Surveying.

In 2003, a 12-hole, diamond drill program was completed at the Project, testing for residual deposits over a broad area. A total of 1,333 ft. were drilled in this program. The core was split, sampled, and described in detail within a previous Technical Report and in petrographic reports prepared for I-Minerals. All holes were surveyed with a hand held GPS with an accuracy of several meters.

In 2007, a 28-hole, diamond drill program was conducted to further evaluate the residual deposits. Six holes were located in the WBL Pit area on 200 to 600 ft spacing. The remaining holes were spread over the entire property to test those areas believed to be underlain by the weathered Thatuna granodiorite, establishing several new prospective areas. A total of 3,529 ft were drilled during this program. The six holes located at WBL Pit were surveyed by Jamar and Associates and all remaining holes were surveyed by handheld GPS with an accuracy of several meters.

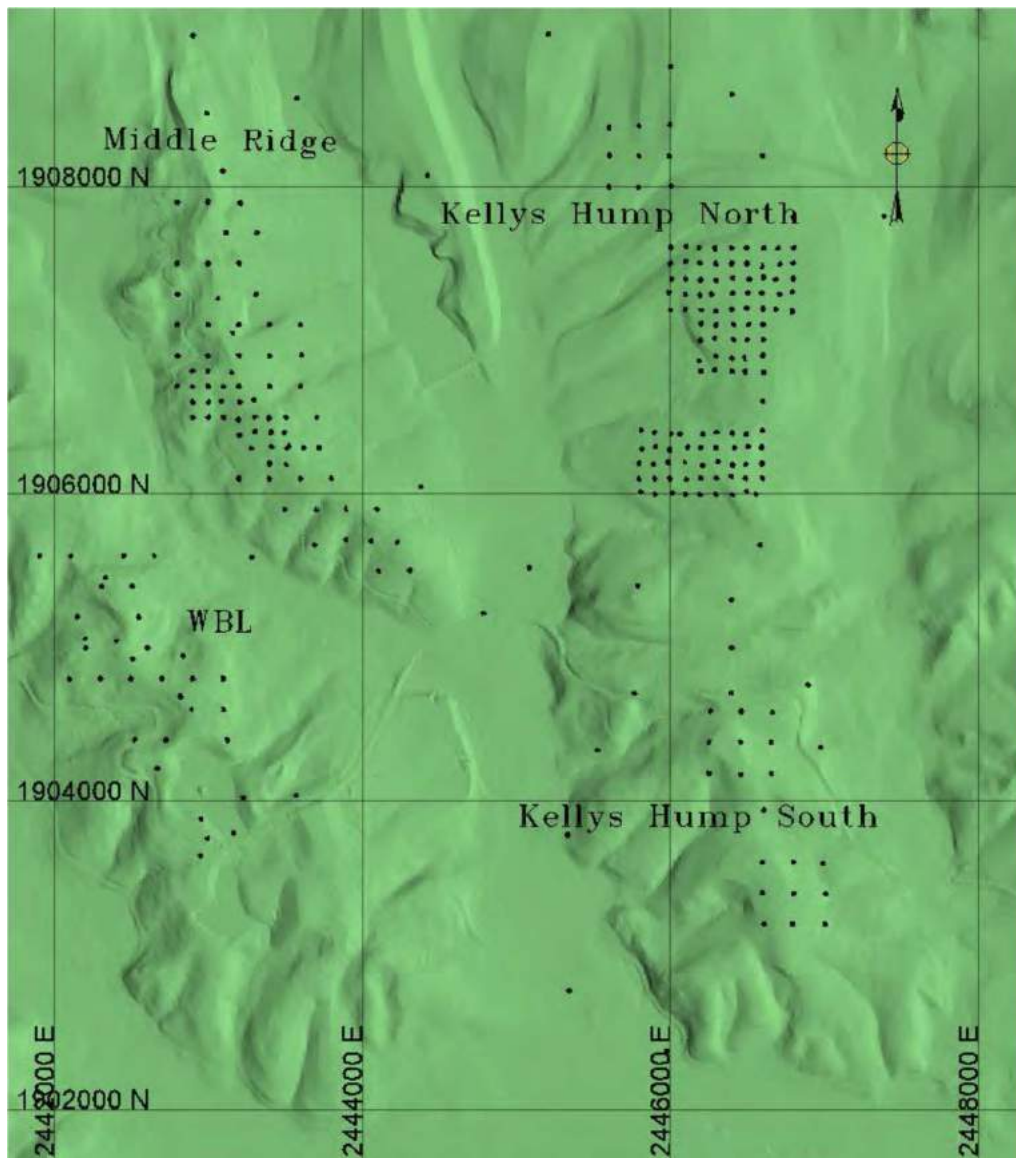
In 2010, a 10-hole, diamond drilling program was completed in the WBL Pit and Middle Ridge areas. Five holes were completed in each area, on 400 to 900 ft spacing. A total of 1,195 ft were drilled in this program. All holes were surveyed by Taylor Engineering with a differential GPS with centimetre accuracy.

In 2011, a 66-hole, diamond drilling program was conducted in the WBL Pit and Middle Ridge areas. At Middle Ridge, 45 holes were drilled and at WBL, 21 holes were drilled. These holes were mostly located on 200 ft spacing with a few on 400 ft. A total of 7,747 ft were drilled during this program. All holes were surveyed by Taylor Engineering with a differential GPS with centimetre accuracy.

In 2013, a 167-hole, diamond drilling program was conducted in the Middle Ridge deposit and in two new areas referred to as Kelly's Hump North and South. At Middle Ridge, 21 additional holes were completed to provide a drill pattern on 100 ft spacing in the area hosting higher halloysite grades. In the Kelly's Hump area, a phase one program was completed with 17 holes spread though out the elevated area of the north south trending ridge. These were generally spaced at approximately 400-800 ft with all but one, located in the northern area. A Phase two program was completed with 113 additional holes on 100 ft spacing in the Kelly's Hump North area, and 16 holes on 200 ft spacing in the Kelly's Hump South area. A total of 17,811 ft. were drilled during this program. The drill hole locations were first laid out by Taylor Engineering with a differential GPS and then once the drill rig was set up any offsets were measured with a tape measure.

The drillhole database supporting the resource estimation of this report consists of 322 diamond core drillholes totaling 35,909 ft. The shallowest hole is 20 ft, the deepest is 260 ft, and the average is 112 ft. All drillholes are oriented vertically and none of the holes have down hole deviation surveys. Since all of the drilling is relatively shallow the lack of down hole deviation survey has no material impact on the sample location. Since many of the older drillholes are located with a hand held GPS their elevations do not match the current, high resolution topographic surface. For this reason, all drillhole supporting the resource estimation of this report, are draped onto the high resolution topography to provide a uniform basis of elevation control. Typically, the sample recovery was very good ranging from 60 to 100%. The average core recovery is 87%.

Figure 3. Drill Hole Locations



Mineral Processing and Historical Testing

Various investigators have undertaken mineralogical, beneficiation, and product characterization testing programs on material taken from our Helmer-Bovill property. This testing includes primary material from the Bovill deposit, as well as secondary material—referred to as WBL Tailings—that was generated from a previous kaolin clay mining operation at the site during the 1960s and 1970s.

Much of the process developed to recover the minerals was conducted by two principal investigators: Ginn Mineral Technology (GMT) and the Mineral Research Laboratory (MRL) of North Carolina State University. GMT completed the developmental work on the clay (halloysite and kaolinite) circuit, using bench-scale (pounds of material) and pilot plant (hundreds of pounds) process demonstrations. Similarly, MRL carried out the development work on the sand circuit (k-spar and quartz), also employing bench-scale and pilot plant process demonstrations. Both service providers produced products of a suitable grade and quality for detailed characterization, and suitable for commercial production.

The bench-scale testwork conducted by GMT demonstrated the responsiveness of the clay to conventional physical and chemical beneficiation methods. The bench-scale testing results were further reinforced with five pilot plant demonstrations. The first two were conducted in July 2008 and July 2010 and were modest in scale. Subsequently, three additional small-scale pilot tests were conducted to explore alternative process flowsheet arrangements. The data generated from these tests confirmed the results of the previous tests, both quantitatively and qualitatively, including definition of the circuit for the recovery of halloysite.

Additional testing and development was conducted in 2011 and 2012 on bulk samples and composites to confirm previous work and generate material for product development. Process development work focused on assessing alternative physical separation technologies for the kaolinite/halloysite separation preparation. The results from this more recent testing confirmed the previous work, which improves the confidence in the viability of the process to generate saleable products.

Historical kaolinite mining activities on the property generated a feldspathic sand tailings material, which is referred to as WBL Tailings. These tailings are considered representative of the sand fraction of the material derived from the Bovill resource. Primary material from the historical WBL pit was also used in testing. The sand material was prepared from the sand separated from the clay as part of the clay testwork programs undertaken by GMT.

Initial testing on the WBL Tailings focused on recovery of K-feldspar from quartz including unit operations, operating conditions, and general equipment arrangement. A basic set of parameters for conventional beneficiation methods was established at the bench test level. Later, a comprehensive pilot plant campaign was undertaken based on the findings of the bench-scale testing. The objective was to determine engineering and operating data that would facilitate the design of a commercial process plant. A 35-ton bulk sample of WBL Tailings was processed on a continuous basis, facilitating the preparation of a sizable quantity of product concentrates as well as the optimization of unit operations. The process employed conventional unit operations and was successful in achieving the stated objectives.

MRL was also retained to provide design the quartz purification process. Mirroring previous development work on the K-feldspar flowsheet, MRL performed bench-scale testing to provide preliminary data to design and plan a more comprehensive pilot plant campaign. Pilot campaigns were conducted in late 2011 and again mid-2012, which demonstrated the ability to produce suitable quartz products from both WBL Tailings and primary material. Due to constraints on material, budget, and time, the processing regime was not optimized during these campaigns.

Current Testing

The current testwork is mainly focused on the development of both sand and clay circuits, further product definition and characterization, and initial Original Equipment Manufacturer (OEM) equipment testing in preparation for detailed engineering. Previous testwork on the feldspathic sands provided engineering definition sufficient for the completion of engineering and feasibility assessment. Additional testing in 2015 confirmed earlier results, optimized the processing scheme, and added some refinements regarding purification of the products.

Representative Sample Collection

In mid-2014, bulk metallurgical samples were collected from 10 trenches using an excavator. The trench locations were selected based on the local geology and results from adjacent drill holes.

The mineral composition of the deposit is relatively homogeneous with the exception of halloysite content. The selected sample locations are in the expected mining areas, and either rich in halloysite (seven locations in the Kelly's Hump area and two locations in the Middle Ridge area) or void of halloysite (one location in the Kelly's Hump South area).

Depth of the ore-bearing layer, and depth of the overburden were also considered when selecting the sample locations. The depth to the ore layer (weathered granodiorite) was determined for each hole, and an excavator dug through the overburden to the top of the mineralized layer to approximately 5 feet below. The samples were collected, placed in large bulk bags, and shipped to GMT for clay and sand separation. The samples were not blended in the field, but were sent to GMT in three discrete samples; Kelly's Hump (halloysite rich), Kelly's Hump South (halloysite void), and Middle Ridge (halloysite rich). GMT processed the clay fraction and shipped the sand to MRL for additional bench and pilot scale testing.

While these samples cannot be considered statistically representative of the entire ore body, they are characteristic of the minable material that is expected to be encountered during the mining and processing of the Bovill Project during the initial mining phase. The sampling techniques, and the metallurgical samples collected are considered suitable for bench and pilot plant metallurgical testing to define and confirm the process recovery scheme and final product quality.

GMT reported on a clay processing pilot plant trial that used material sourced from the Kelly's Hump location (Drill Hole RC13-5263). The sample was extracted from a depth of 10 ft to 15 ft and totaled about 12,000 lbs.

The primary purpose of the testwork was to optimize the separation of halloysite from kaolinite. Other stated objectives of the work were to optimize the brightness of the halloysite by employing physical and chemical beneficiation methods, and to produce a metakaolin product and assess its pozzolanic properties. The testing undertaken by GMT was conducted using American Society for Testing and Materials (ASTM) and Technical Association of the Pulp and Paper Industry (TAPPI) standards in line with previous testing campaigns and industry practice.

The bulk sample was processed to remove the sand component (+325 mesh). Reconciliation and mass balancing determined that approximately 78% of the feed mass reports to the +325 mesh sand fraction, with the other 22% reporting to the fine clay fraction. The sand fraction was then shipped to MRL for further feldspathic sand testing.

A two-stage beneficiation process employing both centrifugation and differential flotation yielded the brightest product. Differential flotation also produced the highest grade halloysite, exceeding 90%. Final product processing then explored cleaning the concentrates with either acid leaching or magnetic separation, or cleaning them with a combined magnetic separation with acid leaching step. A single-stage processing route with magnetic separation alone was the most effective in improving the brightness of the finished products by removing mica gangue from the concentrate. Further improvements were realized with the inclusion of an acid leaching stage for the non-magnetic product. Finally, a coarse kaolinite product was prepared from the 3" hydrocyclone underflow for conversion into metakaolin. The sample was prepared by calcining the kaolinite at 850°C for appraisal as a pozzolanic material.

The clay testwork demonstrated the ability to produce varying grades of halloysite and kaolinite concentrates. The extent of the process to be deployed in the commercial plant will largely be determined by the size and value of the halloysite product markets. Market research indicates that there is a market for both standard-grade and high-purity halloysite, and therefore, differential flotation is incorporated in the process flowsheet. Market research also shows that while there is a limited market for the type of kaolin produced from Bovill ores, there is a robust market for metakaolin. Therefore, all of the Bovill kaolin will be converted to metakaolin.

Comminution

Comminution testing consisted of a rod mill grinding test on sand to determine a work index and testing of ROM samples in an impact crusher to determine specific power requirements and the ability to produce crushed ore of the required size specification.

In 2008, a sample was collected from drill core from three drillholes in the Kelly's Basin area. In total, 34 intervals were sampled and composited into feldspar/quartz sand sample. Although Kelly's Basin is not considered as feed for the clay processing plant, the sand derived from this area is considered to be representative of the sand in the Project feed, since all of the materials in the area are a result of surface weathering of the Thatuna Batholith.

The 2008 sample of feldspar/quartz sand was tested by Hazen Research in Golden, Colorado using a modified Bond Rod Mill Work Index (RWi) determination procedure. There was a screen mesh modification made from the standard procedure in order to represent the product size required for the process.

In 2015, an approximately 2,000 lb bulk sample of material of similar composition to ores from the proposed mining areas was collected from the proposed plant site area and provided to Stedman Machine Company for impact crushing testing, as well as determination of the angle of repose, drawdown angle, and other crushed ore physical characteristics. The sample was successfully crushed to a passing size. The information was used to specify the type and size of the appropriate machine for crushing service.

Clay Processing

Clay samples were shipped to GMT in Sandersville, Georgia, USA. GMT received 26.3 tons of Kelly's Hump (halloysite-rich) material, 4.4 tons of Kelly's Hump (void of halloysite) material, and 6.3 tons of Middle Ridge (halloysite-rich) material for production scale trials. Results of the trials were reported in January 2015.

Each of the three samples was treated individually. The halloysite-rich samples from Kelly's Hump and Middle Ridge were treated in a similar manner, whereas the Kelly's Hump South sample was treated using an abbreviated program due to its lack of contained halloysite.

The most significant difference in the products is the brightness values. At greater than 70% brightness, the Middle Ridge products were much higher than the other two resource products. Product from Kelly's Hump South had the lowest brightness, at 47%.

Sand Processing

In the current testing program, two distinct projects were assigned to MRL to process the sand provided from the pilot plant work performed at GMT. The first project was to produce quartz products on a bench-scale from each of the three ore bodies (designated Kelly's Hump North or Kelly's Hump, Middle Ridge, and Kelly's Hump South or Kelly's Hump Void) while the second project was to produce quartz products on a pilot scale using a composite consisting of all three ore bodies. Combining all of the ores for the pilot plant was required because the amount of sand material received from the GMT pilot plant clay/sand separation suitable for MRL processing was insufficient for individual ore processing.

Once processing commenced, the sample results had a lower K-feldspar to quartz ratio than prior testing. This is considered to be a result of the sample coming from upper portions of the ore body and inefficiencies in the clay/sand separation at pilot scale at GMT. However, suitable K-feldspar grade was recovered during the course of several trial runs and used for further product development.

The lower K-feldspar recoveries were further examined through additional evaluation work to ensure that adequate K-feldspar is contained in the deposits. This work was performed by Process Mineralogical Consulting Ltd. and their results confirmed the ample presence of K-feldspar throughout the deposit.

Quartz processing data was not as affected by these issues although more residual K-feldspar was present in the feedstock to the quartz circuit as a result of difficulties incurred with the K-feldspar circuit.

Tailings Thickening and Filtration

A tailings composite sample was prepared by combining various tailing streams produced from pilot and bench testing in representative proportions to create a tailings sample for further testing. This procedure was necessary since the pilot testing for clays and sands were conducted in different laboratories, physically separated by significant distance, and treated at different processing rates. As a result, there was no combined tailings stream from which a representative sample could be collected. Considerable care was taken to make sure each of the many tailings streams from the proposed full scale processing facility was represented in the sample in their respective ratios.

The combined tailing sample was created primarily for pressure filtration testing to gather design information for equipment selection and to produce tailings filter cake to be used in testwork to determine they type of design that could be accomplished.

Bilfinger Water Technologies Inc., (Italy), Bilfinger was selected to do thickening and filtration testwork on the composite sample. Bilfinger conducted many analyses on the composite and found using a membrane-type plate and frame filter press produced the driest cake, suitable for the anticipated DST disposal method.

Recovery of Clay Products

Combined clay products (halloysite together with kaolinite) in the ore account for 16-18% of the total feed. The clays are separated from the other constituents in the ore based on particle size and apparent density. Virtually 100% of the clay is recovered as standard purity halloysite, high purity halloysite or kaolinite (metakaolin).

The split of recovery between standard grade halloysite and high purity halloysite is dictated more by market conditions than any inherent differences in the products. The market for high purity halloysite will be satisfied first with the market for standard grade being satisfied on a secondary basis. If necessary, any remaining halloysite can be blended with kaolinite and calcined to create metakaolin.

Kaolinite recovery is 100% of this constituent in the ore with the only loss being in the calcining step. The conversion of kaolinite to metakaolin by calcining removes most of the water of hydration and results in approximately 10% loss of mass. As a result, the recovery of kaolinite is effectively 90% of the amount of kaolinite in the feed.

Sand Recovery

Feldspathic sand makes up approximately 75% of the material in the ore. Processing of the sand involves separation of the quartz from the potassium feldspar and purification of the resulting separate streams. In this process there is removal and rejection of iron bearing minerals (primarily muscovite and biotite micas) and losses of fines to the tailings stream. Testwork results show that the recovery of quartz and potassium feldspar from the ore feed is approximately 58.5% each which is equivalent to approximately 78% recovery from the sand component in the feed.

Overall Product Recovery

The sum of all products recovered from the feed ore is approximately 61%. The remaining 39% is lost to tailing as sand fines or impurities removed in the upgrading of the clay and sand products.

CIM Mineral Resource Estimate

We have prepared a CIM measured and indicated resource estimate on the Bovill Kaolin Project as set out in the table below. The resource estimate does not utilize a cut-off grade as all recovered material in the resource estimation contains sufficient sand, kaolinite or halloysite that can be mined for profit.

- Measured Resources of 5.7 million tons containing 76.5% quartz/K-spar sand, 12.3% Kaolinite and 4.0% Halloysite.
- Indicated Resources of 15.5 million tons containing 57.0% quartz/K-spar sand, 15.5% Kaolinite and 2.8% Halloysite.
- 667,000 tons of contained halloysite, 3,119,000 tons of contained kaolinite and 13,235,000 tons of contained quartz/K-spar.

Cautionary Note to U.S. Investors: This section and other sections of this document contain the terms “measured mineral resources,” “indicated mineral resources,” “inferred mineral resources,” “proven mineral reserves,” and “probable mineral reserves” as defined in accordance with Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”) and the Canadian Institute of Mining, Metallurgy and Petroleum (the “CIM”) – CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended (the “CIM Definition Standards”). These definitions differ from the definitions in the United States Securities and Exchange Commission (“SEC”) Industry Guide 7 (“SEC Industry Guide 7”) under the United States Securities Act of 1933, as amended (the “Securities Act”). Under SEC Industry Guide 7 standards, a “final” or “bankable” feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves, and the primary environmental analysis or report must be filed with the appropriate governmental authority. Please note the following regarding these terms:

- **“Mineral resource”, “Measured mineral resources” and “indicated mineral resources”.** We advise U.S. investors that although these terms are recognized and required by Canadian regulations, these terms are not defined in SEC Industry Guide 7 and the SEC does not normally permit such terms to be used in reports and registration statements filed with the SEC. U.S. investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves.
- **“Inferred mineral resources”.** We advise U.S. investors that although this term is recognized by Canadian regulations, the SEC does not recognize it. “Inferred mineral resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of a feasibility study or pre-feasibility study, except in rare cases. The SEC normally only permits an issuer to report mineralization that does not constitute “reserves” as in-place tonnage and grade without reference to unit measures. U.S. investors are cautioned not to assume that any part or all of an inferred mineral resource exists or is economically or legally minable.
- **“Proven mineral reserves” and “probable mineral reserves”.** The definitions of proven and probable mineral reserves used in NI 43-101 differ from the definitions for “proven reserves” and “probable reserves” as found in SEC Industry Guide 7. Accordingly, our disclosures of mineral reserves herein may not be comparable to information from U.S. companies subject to reporting and disclosure requirements of the SEC.

Accordingly, information contained in this annual report and any documents incorporated by reference herein contain descriptions of our mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

Cautionary Note To All Investors Concerning Economic Assessments That Include Mineral Resources: Mineral resources that are not mineral reserves have no demonstrated economic viability.

Current Activities

Bovill Kaolin Project

The following activities are recommended to be undertaken:

- A clay pilot plant to confirm the increased clay yield (30% vs 22% in feasibility study) through the use of hydrocyclone technologies for the initial sand / clay separation (vs screw classifier technology in the feasibility study)
- Kaolin product development optimize grind and calcine temperature to make the most reactive product
- Complete transportation and market studies for current understanding of markets, competition and transportation costs
- Pump tests to confirm water availabilities and other water related work
- Continued marketing and engineering efforts

Item 3. Legal Proceedings.

None.

Item 4. Mine Safety Disclosures.

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act (The "Dodd-Frank Act"), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities. During the fiscal year ended April 30, 2019, our U.S. exploration properties were not subject to regulation by the Federal Mine Safety and Health Administration ("MSHA") under the Federal Mine Safety and Health Act of 1977 (the "Mine Act").

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Holders of Our Shares

As of the date of this Form 10-K, there were 140 registered shareholders.

Market Information

Our common shares trade in Canada on the TSX Venture Exchange under the symbol "IMA," and over-the-counter in the United States on the OTCQB marketplace under the symbol "IMAHF." The following is the high and low close information for our common stock during each fiscal quarter of our last two fiscal years on the TSX Venture Exchange and the OTCQB.

	TSXV		OTCQB*	
	High	Low	High	Low
	CAD	CAD	USD	USD
Q1 ended Jul. 31, 2017	\$ 0.60	\$ 0.27	\$ 0.443	\$ 0.2657
Q2 ended Oct. 31, 2017	\$ 0.43	\$ 0.285	\$ 0.3549	\$ 0.22
Q3 ending Jan. 31 2018	\$ 0.36	\$ 0.235	\$ 0.258	\$ 0.177
Q4 ending Apr. 30, 2018	\$ 0.345	\$ 0.255	\$ 0.2609	\$ 0.2065
Q1 ended Jul. 31, 2018	\$ 0.27	\$ 0.20	\$ 0.23	\$ 0.142
Q2 ended Oct. 31, 2018	\$ 0.23	\$ 0.15	\$ 0.1682	\$ 0.12
Q3 ending Jan. 31 2019	\$ 0.18	\$ 0.09	\$ 0.14135	\$ 0.0703
Q4 ending Apr. 30, 2019	\$ 0.11	\$ 0.065	\$ 0.0788	\$ 0.045
Q1 ending Jul 31, 2019**	\$ 0.19	\$ 0.06	\$ 0.1396	\$ 0.0434

* High and low bid information for the OTCQB was not available for the above periods. For the periods presented, prices represent high and low closing prices during the period.

** Through July 26, 2019.

Bid quotations entered on the OTCQB reflect inter-dealer prices, without retail mark-up, markdown or commission and may not represent actual transactions.

Dividend Rights

We have never declared, nor paid, any dividend since our incorporation and we do not foresee paying any dividend in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on our financing requirements and financial condition and other factors which the board of directors, in its sole discretion, may consider appropriate.

Under the Canada Business Corporations Act, we are prohibited from declaring or paying dividends if there are reasonable grounds for believing that:

- (a) We are, or after the payment of the dividend, we would be, unable to pay our liabilities as they become due; or
- (b) The realizable value of our assets would, after giving effect to the dividend, be less than the aggregate of our liabilities and the stated capital of all classes.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth details of all our equity compensation plans as of April 30, 2019. As at April 30, 2019, our equity compensation plans consisted solely of our Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	5,625,000	CAD\$0.26	3,642,612
Equity compensation plans not approved by security holders	-	-	-
Total	5,625,000	CAD\$0.26	3,642,612

Stock Option Plan

We received shareholder approval, on November 27, 2018, of our “rolling” stock option plan (the “Stock Option Plan”) whereby 10% of the number of our issued and outstanding shares at any given time may be reserved for issuance pursuant to the exercise of options. The TSX Venture Exchange requires that listed companies that have “rolling” stock option plans in place receive shareholder approval of such plans on a yearly basis at the Company’s annual general meeting.

The Stock Option Plan was established to provide incentive to directors, officers, employees, management company employees and consultants who are eligible to participate in the Stock Option Plan.

Terms of the Stock Option Plan

Options may be granted under the Stock Option Plan to such service providers of us and our affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but cannot be lower than the price permitted by the TSX Venture Exchange. The Stock Option Plan provides that the number of common shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a consultant or engaged in providing investor relations services, on a yearly basis. Subject to earlier termination, all options granted under the Stock Option Plan will expire not later than the date that is five years from the date that such options are granted. In the event that an optionee ceases to be a director, officer, employee or consultant, the option will terminate within ninety days. In the event of the death of an optionee, the options will only be exercisable within 12 months of such death. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Sale of Unregistered Securities

All unregistered sales of equity securities during the period covered by the Annual Report were previously disclosed in our current reports on Form 8-K and our Quarterly Reports on Form 10-Q.

Item 6. Selected Financial Data.

None.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those set forth under "Risk Factors and Uncertainties" and elsewhere in this document. See "Cautionary Note Regarding Forward-Looking Statements" above.

Plan of Operation

During the next twelve months, our plan of operation is to complete the longer lead time engineering tasks such as the electricity and gas planning. In May 2017, the IDL accepted our Operation and Reclamation Plan on the Bovill Kaolin Project. Avista, the local utility, has started the initial scoping studies to bring electricity and gas the last five miles from its current terminus to the proposed mill site. In the interim we will continue to strengthen our customer list and continue discussions to raise the capital to fund the mine construction

Outlook

Our focus continues to be the detailed assessment of all of our mineral assets and advancing the Bovill Kaolin Project towards production. The Company has elected to initially focus on the development of a metakaolin and halloysite operation. After receiving operating cost and capital cost estimates from MillCreek Engineering it has engaged MillCreek to complete a prefeasibility study. The envisaged plant would produce 10,000 tons of halloysite and 20,000 tons of metakaolin annually. Mine Development Associates of Reno have been engaged to amend the mine plan to target the shallower more clay rich (kaolin and halloysite) sections of the deposit. Completion of the prefeasibility study is expected in the fourth calendar quarter of 2019.

With respect to work at GMT, a bulk sample of approximately 60 tons of primary clay material is being processed. Changes to the process flow sheet as compared with prior GMT pilot plants include the installation of a hammer mill at the front end of the circuit and the incorporation of a new hydrocyclone processing step to improve clay/sand separation. Pilot scale hydrocyclone test work resulted in the clay yields increasing to about 30% as compared with a yield of 22% as demonstrated in previous pilot plant work. Successful implementation of the hydrocyclone processing should result in increased production of ULTRA Hallopure® and HalloPure® halloysite products and kaolin for metakaolin production beyond the rates achieved in pilot plant work associated with the feasibility study. Results from the current pilot plant will be incorporated into the ongoing pre-feasibility study by MillCreek Engineering.

Concrete test results using our fine ground metakaolin have been received from CTL | Thomson. Excellent strength numbers were generated while staying within the ASTM C-618 water demand requirements. This batch of metakaolin being tested was produced using flash calcination technologies and then fine ground. Management believes a highly reactive metakaolin would be an attractive pozzolan in the Pacific Northwest as pozzolans with comparable characteristics are too expensive for use in many cement applications.

At present we have, or will have shortly, inventory of all minerals for distribution to customers.

Sample requests for halloysite have come from North America, Europe, the Middle East, South America and Asia showing both the scarcity of halloysite in general and the quality of I-Minerals halloysite in particular. While we currently have inventory of ULTRA Hallopure® and HalloPure® several companies have advanced their halloysite consuming products to near commercialization and have indicated a need for multiple tons of halloysite to complete the commercialization process.

We are currently assessing the logistics and cost of completing an additional large pilot plant to make multiple tons of ULTRA Hallopure® and HalloPure® available to customers in life science, clean tech and plastic / polymer industries

Results of Operation

Year ended April 30, 2019

We recorded a loss of \$3,709,657 (\$0.04 per share) for the year ended April 30, 2019 as compared to a loss of \$2,683,649 (\$0.03 per share) for the year ended April 30, 2018. The increase in the loss recorded for the year ended April 30, 2019 as compared to the year ended April 30, 2018 is the net result of changes to a number of expenses. Of note are the following items:

- Management and consulting fees of \$195,132 (2018 - \$207,861) are comprised of fees to manage our Company and stock-based compensation. The stock-based compensation recognized in the current period was \$4,434 (2018 - \$108,591). Approximately 75% of the fees to manage our Company are charged to management and consulting fees and the other 25% is charged to mineral property expenditures and/or capitalized to mineral property interest.
- Mineral property expenditures of \$556,945 (2018 - \$440,619) are costs incurred on our Helmer-Bovill Property. The expenditures in the current period are pre-development costs that have been expensed during the period. The Company also capitalized \$746,504 of development costs to the balance sheet during the 2019 period. The main components of capitalized costs during the current period included engineering and consulting (\$177,820) and metallurgy (\$263,056). During the current period, the Company continued to optimize the metallurgical processes and detailed engineering. Effective January 31, 2019, the Company returned to the evaluation stage for accounting purposes and therefore stopped capitalizing development costs.
- General and miscellaneous expenses of \$502,437 (2018 - \$532,439) are comprised of office and telephone expenses, payroll taxes, medical benefits, insurance premiums, travel expenses, promotional expenses, shareholder communication fees, transfer agent fees and filing fees.
- Professional fees of \$178,308 (2018 - \$197,560) include legal fees, audit fees and financial consulting fees.
- Accretion expense of \$281,800 (2018 - \$455,014) is the amortization of the fair value of bonus shares and bonus warrants issued to the lenders of the promissory notes. The bonus shares and bonus warrants are amortized over the life of the promissory notes.
- Interest expense of \$2,321,619 (2018 - \$1,917,386) is from promissory notes that bear interest at the rates of 12%-14% per year. Interest increased as additional funds were advanced.
- We recorded a gain on change in fair value of derivative liabilities of \$276,563 (2018 - gain of \$1,079,668). The change in fair value of derivative liabilities is based on the change in remaining term of derivative instruments and our stock price. The derivatives include warrants as well as stock options granted to non-employees. The derivative liabilities do not represent cash liabilities. During Q3 fiscal 2019, the derivative warrants expired unexercised.
- We recorded a gain on debt settlement of \$57,760 (2018 - \$2,712) from settling the Fourth Promissory Notes principal and interest in common shares with a fair value less than the book value of the notes.

Three months ended April 30, 2019

We recorded a loss of \$1,122,253 for the three months ended April 30, 2019 as compared to a loss of \$868,980 for the three months ended April 30, 2018. The increase in the loss recorded for the three months ended April 30, 2019 as compared to the three months ended April 30, 2018 is the net result of changes to a number of expenses as noted above under the years ended April 30, 2019 and 2018. In particular, there was an increase in interest expense of \$157,700 and an increase in mineral property expenditures of \$172,327 as a result of ceasing to capitalize development costs at January 31, 2019.

Liquidity and Capital Resources

Our aggregate operating, investing and financing activities during the year ended April 30, 2019 resulted in a net cash inflow of \$28,399 (2018 - outflow of \$73,960). As at April 30, 2019, we had a working capital deficiency of \$23,854,860.

During the year ended April 30, 2019, \$3,760,503 was used in operations before changes in non-cash operating working capital items (2018 - \$3,184,959). During the year ended April 30, 2019, we spent \$834,322 on investing activities (2018 - \$721,457) and we received \$2,271,084 from financing activities (2018 - \$1,825,000).

We have been financed by advances pursuant to promissory notes advanced by BV Lending LLC, an entity controlled by Allen L. Ball, a member of our Board of Directors and our largest shareholder (the "Lender"). During the year ended April 30, 2019, the Company was receiving advances pursuant to the Third Promissory Notes and the Fifth Promissory Notes. As at April 30, 2019, the balance of the promissory notes was \$22,745,885.

On September 11, 2018, the Company entered into a loan agreement with the Lender pursuant to which up to \$2,500,000 will be advanced to the Company in tranches (the "Fifth Promissory Notes"). As at April 30, 2019, the Company had received \$1,820,000. Subsequent to April 30, 2019, the Company received an additional \$245,000.

The Third Promissory Notes have a maturity date of October 31, 2019. The Fifth Promissory Notes have a maturity date of December 31, 2019.

An additional CAD\$250,000 promissory note was issued in March 2017 by an arm's-length lender. On January 22, 2019, the promissory note was settled by issuing 1,882,503 common shares at the fair value of \$155,229.

We have not as yet put into commercial production any mineral properties and as such have no operating revenues. Accordingly, we are dependent on debt and equity financing as its primary source of operating working capital. Our capital resources are largely determined by the strength of the junior resource markets and by the status of our projects in relation to these markets, and our ability to compete for investor support of our projects.

We remain dependent on additional financing to fund development requirements on the Helmer-Bovill property and for general corporate costs. With respect to funds required for capital cost items, State-sponsored debt financing instruments may be available on attractive terms, and we intend to pursue such financial instruments to cover portions of the capital costs associated with placing the Bovill Kaolin deposits into production.

We do not have the ability to internally generate sufficient cash flows to support our operations for the next twelve months. We have been receiving funds from a company controlled by a director of the Company through promissory notes. We have no formal plan in place to address this going concern issue but consider that we will be able to obtain additional funds by equity financing and/or debt financing; however, there is no assurance of additional funding being available. As a result, our auditors included an emphasis of matter note in their report on the financial statements for the year ended April 30, 2019 about our ability to continue as a going concern.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to shareholders.

Critical Accounting Policies

Measurement Uncertainty

The preparation of these consolidated financial statements in conformity with US GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. We regularly evaluate estimates and assumptions related to the useful life and recoverability of long lived assets, stock-based compensation, valuation of convertible debentures and derivative liabilities, and deferred income tax asset valuation allowances. We base our estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by us may differ materially and adversely from our estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected. The most significant estimates with regard to our condensed consolidated financial statements relate to the determination of fair values of derivative liabilities and stock-based transactions.

Stock-based Compensation

We account for all stock-based payments and awards under the fair value based method. Stock-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measurable.

The fair value of stock-based payments to non-employees is periodically re-measured until the counterparty performance is complete, and any change therein is recognized over the vesting period of the award and in the same manner as if we had paid cash instead of paying with or using equity based instruments. The cost of the stock-based payments to non-employees that are fully vested and non-forfeitable as at the grant date is measured and recognized at that date, unless there is a contractual term for services in which case such compensation would be amortized over the contractual term.

We account for the granting of stock options to employees using the fair value method whereby all awards to employees will be recorded at fair value on the date of the grant. The fair value of all stock options is expensed over their vesting period with a corresponding increase to additional paid-in capital.

Compensation costs for stock-based payments that do not include performance conditions are recognized on a straight-line basis. Compensation cost associated with a share based award having a performance condition is recognized on the probable outcome of that performance condition during the requisite service period. Share based awards with a performance condition are accrued on an award by award basis.

We use the Black-Scholes option valuation model to calculate the fair value of stock options at the date of the grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimates.

Derivative Liabilities

We evaluate our financial instruments and other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 815. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market at each balance sheet date and recorded as a liability and the change in fair value is recorded in the consolidated statement of loss. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Derivative instruments that become subject to reclassification are reclassified at the fair value of the instrument on the reclassification date. Derivative instrument liabilities are classified in the balance sheet as current as settlement of the derivative instruments are at the option of the holder.

We use the Black-Scholes option valuation model to value derivative liabilities. This model uses Level 3 inputs in the fair value hierarchy established by ASC 820 Fair Value Measurement.

Mineral Property Acquisition and Exploration Costs

Mineral property acquisition costs are capitalized when incurred. Acquisition costs include cash consideration and the fair market value of shares issued on the acquisition of mineral property claims.

Costs related to the development of our mineral reserves are capitalized when it has been determined an ore body can be economically developed. The development stage begins when an ore body is determined to be economically recoverable based on proven and probable reserves and appropriate permits are in place, and ends when the production stage or exploitation of reserves begins. Major mine development expenditures are capitalized, including primary development costs such as costs of building access ways, tailings impoundment, development of water supply and infrastructure developments.

Exploration costs include those relating to activities carried out (a) in search of previously unidentified mineral deposits, or (b) at undeveloped concessions. Pre-development activities involve costs incurred in the exploration stage that may ultimately benefit production that are expensed due to the lack of evidence of economic development, which is necessary to demonstrate future recoverability of these expenses. Secondary development costs are incurred for preparation of an ore body for production in a specific ore block or work area, providing a relatively short-lived benefit only to the mine area they relate to, and not to the ore body as a whole.

Once production has commenced, capitalized costs will be depleted using the units-of-production method over the estimated life of the proven and probable reserves. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to the Consolidated Statements of Loss in that period.

We assess the carrying cost of our mineral properties for impairment whenever information or circumstances indicate the potential for impairment. Such evaluations compare estimated future net cash flows with our carrying costs and future obligations on an undiscounted basis. If it is determined that the future undiscounted cash flows are less than the carrying value of the property, a write down to the estimated fair value is charged to the Consolidated Statements of Loss for the period. Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses if the carrying value can be recovered.

For significant exploration and development projects, interest is capitalized as part of the historical cost of developing and constructing assets in accordance with ASC 835-20. Interest is capitalized until the asset is ready for service. Capitalized interest is determined by multiplying the Company's weighted-average borrowing cost on general debt by the average amount of qualifying costs incurred. Once an asset subject to interest capitalization is completed and placed in service, the associated capitalized interest is expensed through depletion or impairment.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk. Not applicable



I-Minerals Inc.

Consolidated Financial Statements
April 30, 2019 and 2018
(Expressed in US dollars)



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Report of Independent Registered Public Accounting Firm

Shareholders and Board of Directors
I-Minerals Inc.
Vancouver, Canada

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of I-Minerals Inc. (the “Company”) as of April 30, 2019 and 2018, the consolidated statements of loss, capital deficit, and cash flows for the years then ended and related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at April 30, 2019 and 2018, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Material Uncertainty Related to Going Concern

We draw attention to Note 1, which indicates that the Company had not yet achieved profitable operations as at April 30, 2019, had an accumulated deficit of \$43,010,566 at April 30, 2019 and the Company expects to incur further losses in the development of its business. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that casts substantial doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Further, we are required to be independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and to fulfill our other ethical responsibilities in accordance with these requirements.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ “BDO CANADA LLP”

Chartered Professional Accountants
Vancouver, Canada
July 29, 2019

We have served as the Company’s auditor since 2004.

I-Minerals Inc.
Consolidated Balance Sheets
April 30, 2019 and 2018

(Expressed in US dollars)
(Prepared in accordance with US GAAP)

	Notes	2019 \$	2018 \$
ASSETS			
Current assets			
Cash		241,721	213,322
Receivables		5,708	6,801
Prepays		54,163	35,725
		301,592	255,848
Equipment			
Mineral property interest and deferred development costs	3	14,517	14,118
Deposits		1,892,410	1,145,906
		28,728	28,728
TOTAL ASSETS		2,237,247	1,444,600
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	4,9	1,464,724	1,475,121
Promissory notes	5	22,685,537	18,240,855
Derivative liabilities	2,6,7	6,191	300,690
		24,156,452	20,016,666
CAPITAL DEFICIT			
Capital Stock			
Authorized:			
Unlimited common shares with no par value			
Issued and fully paid: 92,676,115 (April 30, 2018 – 89,831,955)	7	19,118,229	18,787,998
Additional paid-in capital		1,866,274	1,890,220
Commitment to issue shares	5	106,858	50,625
Deficit		(43,010,566)	(39,300,909)
TOTAL CAPITAL DEFICIT		(21,919,205)	(18,572,066)
TOTAL LIABILITIES AND CAPITAL DEFICIT		2,237,247	1,444,600

Going concern (Note 1)

On behalf of the Board

“John Theobald” Director

“W. Barry Girling” Director

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

I-Minerals Inc.
Consolidated Statements of Loss
For the years ended April 30, 2019 and 2018
(Expressed in US dollars)

	Notes	2019 \$	2018 \$
<i>OPERATING EXPENSES</i>			
Amortization		4,602	3,138
Management and consulting fees	7,9	195,132	207,861
Mineral property expenditures	9	556,945	440,619
General and miscellaneous		502,437	532,439
Professional fees		178,308	197,560
		(1,437,424)	(1,381,617)
<i>OTHER (EXPENSE) INCOME</i>			
Foreign exchange loss		(3,137)	(12,012)
Accretion expense	5	(281,800)	(455,014)
Interest expense	5	(2,321,619)	(1,917,386)
Change in fair value of derivative liabilities	2,6,7	276,563	1,079,668
Gain on debt settlement	5	57,760	2,712
<i>LOSS FOR THE YEAR</i>		(3,709,657)	(2,683,649)
Loss per share – basic and diluted		(0.04)	(0.03)
Weighted average number of shares outstanding		91,056,189	89,554,420

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

I-Minerals Inc.
Consolidated Statements of Cash Flows
For the years ended April 30, 2019 and 2018

(Expressed in US dollars)

	2019	2018
	\$	\$
OPERATING ACTIVITIES		
Loss for the year	(3,709,657)	(2,683,649)
Items not involving cash:		
Amortization	4,602	3,138
Stock-based compensation	4,434	108,591
Accretion expense	281,800	455,014
Change in fair value of derivative liabilities	(276,563)	(1,079,668)
Unrealized foreign exchange (gain) loss	(7,359)	8,903
Gain on settlement of debt	(57,760)	2,712
Change in non-cash operating working capital items:		
Receivables	1,093	368
Prepays	(18,438)	29,534
Accounts payable and accrued liabilities	2,369,485	1,977,554
Cash flows used in operating activities	(1,408,363)	(1,177,503)
INVESTING ACTIVITIES		
Additions to mineral property interest and deferred development	(829,321)	(699,495)
Purchase of equipment	(5,001)	(8,166)
Deposits	-	(13,796)
Cash flows used in investing activities	(834,322)	(721,457)
FINANCING ACTIVITIES		
Proceeds from exercise of stock options and warrants	46,084	-
Promissory notes received	2,225,000	1,825,000
Cash flows from financing activities	2,271,084	1,825,000
INCREASE (DECREASE) IN CASH	28,399	(73,960)
CASH, BEGINNING OF THE YEAR	213,322	287,282
CASH, END OF THE YEAR	241,721	213,322
SUPPLEMENTAL CASH FLOW INFORMATION (Note 11)		
Interest paid	-	-
Taxes paid	-	-

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

I-Minerals Inc.
Consolidated Statements of Capital Deficit
For the years ended April 30, 2019 and 2018
(Expressed in US dollars)

	Number of Shares #	Amount \$	Commitment to Issue Shares \$	Additional Paid-in Capital \$	Accumulated Deficit \$	Total Capital Deficit \$
Balance at April 30, 2017	89,372,359	18,658,118	29,625	1,948,384	(36,617,260)	(15,981,133)
Issued during the year:						
Shares issued as a debt discount	403,844	115,875	(115,875)	-	-	-
Shares issuable as a debt discount	-	-	136,875	-	-	136,875
Shares issued as a debt settlement	55,752	14,005	-	-	-	14,005
Share-based payments – vesting	-	-	-	108,591	-	108,591
Reallocation of vested options to liabilities	-	-	-	(166,755)	-	(166,755)
Loss for the year	-	-	-	-	(2,683,649)	(2,683,649)
Balance at April 30, 2018	89,831,955	18,787,998	50,625	1,890,220	(39,300,909)	(18,572,066)
Issued during the year:						
Shares issued on exercise of options	600,000	94,002	-	(24,878)	-	69,124
Shares issued as a debt discount	361,657	81,000	(81,000)	-	-	-
Shares issuable as a debt discount	-	-	137,233	-	-	137,233
Shares issued pursuant to settlement of debt and interest	1,882,503	155,229	-	-	-	155,229
Share-based payments – vesting	-	-	-	4,434	-	4,434
Reallocation of vested options to liabilities	-	-	-	(3,502)	-	(3,502)
Loss for the year	-	-	-	-	(3,709,657)	(3,709,657)
Balance at April 30, 2019	92,676,115	19,118,229	106,858	1,866,274	(43,010,566)	(21,919,205)

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

I-Minerals Inc.
Notes to the Consolidated Financial Statements
For the years ended April 30, 2019 and 2018
(Expressed in US dollars except where otherwise indicated)

1. NATURE OF BUSINESS AND BASIS OF PRESENTATION AND LIQUIDITY:

I-Minerals Inc. (the “Company”) was incorporated under the laws of British Columbia, Canada, in 1984. The Company is listed for trading on the TSX Venture Exchange under the symbol “IMA” and the OTCQB marketplace under the symbol “IMAHF”.

The Company’s principal business is the development of the Helmer-Bovill industrial mineral property (“the Property”) located in Latah County, Idaho. Since inception, the Company has been in the exploration and evaluation stage but moved into the development stage in fiscal 2018. In fiscal 2019, the Company reverted back to the evaluation stage as management determined that the Feasibility Study on the property should be considered non-current. The Helmer-Bovill property is comprised of eleven mineral leases that host potentially economic deposits of feldspar, quartz and kaolinitic clays, primarily kaolinite and hallosite.

Basis of Presentation and Liquidity

The accompanying consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“US GAAP”) on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for the next year. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At April 30, 2019, the Company had not yet achieved profitable operations, had an accumulated deficit of \$43,010,566 since inception and expects to incur further losses in the development of its business, all of which casts substantial doubt upon the Company’s ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to develop the Property and to meet its obligations and repay its liabilities arising from normal business operations when they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. The Company has been receiving funds from a company controlled by a director of the Company through promissory notes (Notes 5 and 12). Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or promissory notes; however there is no assurance of additional funding being available. The Company has historically satisfied its capital needs primarily by issuing equity securities and/or promissory notes. Management plans to continue to provide for its capital needs by issuing equity securities and/or promissory notes.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation and Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, i-Minerals USA, Inc. and CKD Ventures Ltd. All inter-company accounts and transactions have been eliminated. The Company’s fiscal year-end is April 30th.

Use of Estimates

The preparation of these consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the useful life and recoverability of long lived assets, stock-based compensation, amortization of promissory notes financing fees, valuation of derivative liabilities, and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience

I-Minerals Inc.
Notes to the Consolidated Financial Statements
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and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

Cash

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents. As at April 30, 2019 and 2018, the Company had no cash equivalents.

Equipment

Equipment is carried at cost and is amortized over the estimated useful economic lives using the declining balance method at an annual rate of 30%.

Mineral Property Acquisition and Exploration Costs

Mineral property acquisition costs are capitalized when incurred. Acquisition costs include cash consideration and the fair market value of shares issued on the acquisition of mineral property claims.

Costs related to the development of our mineral reserves are capitalized when it has been determined an ore body can be economically developed. The development stage begins when an ore body is determined to be economically recoverable based on proven and probable reserves and appropriate permits are in place, and ends when the production stage or exploitation of reserves begins. Major mine development expenditures are capitalized, including primary development costs such as costs of building access ways, tailings impoundment, development of water supply and infrastructure developments.

Exploration costs include those relating to activities carried out (a) in search of previously unidentified mineral deposits, or (b) at undeveloped concessions. Pre-development activities involve costs incurred in the exploration stage that may ultimately benefit production that are expensed due to the lack of evidence of economic development, which is necessary to demonstrate future recoverability of these expenses. Secondary development costs are incurred for preparation of an ore body for production in a specific ore block or work area, providing a relatively short-lived benefit only to the mine area they relate to, and not to the ore body as a whole.

Once production has commenced, capitalized costs will be depleted using the units-of-production method over the estimated life of the proven and probable reserves. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to the Consolidated Statements of Loss in that period.

We assess the carrying cost of our mineral properties for impairment whenever information or circumstances indicate the potential for impairment. Such evaluations compare estimated future net cash flows with our carrying costs and future obligations on an undiscounted basis. If it is determined that the future undiscounted cash flows are less than the carrying value of the property, a write down to the estimated fair value is charged to the Consolidated Statements of Loss for the period. Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses if the carrying value can be recovered.

For significant development projects, interest is capitalized as part of the historical cost of developing and constructing assets in accordance with ASC 835-20. Interest is capitalized until the asset is ready for service. Capitalized interest is determined by multiplying the Company's weighted-average borrowing cost on general debt by the average amount of qualifying costs incurred. Once an asset subject to interest capitalization is completed and placed in service, the associated capitalized interest is expensed through depletion or impairment.

I-Minerals Inc.
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Debt Issuance Costs

Debt issuance costs paid to the purchaser of the debt are considered to be a reduction of the debt proceeds and a component of debt discount. Subsequently, the costs comprising this debt discount are amortized as financing fees over the term of the promissory notes using the effective interest method. During the year ended April 30, 2019, the Company amortized financing fees totaling \$281,800 (2018 – \$455,014).

Financial Instruments and Fair Value Measures

The book value of cash, receivables, accounts payable and accrued liabilities approximate their fair values due to the immediate or short-term maturity of those instruments. The fair value hierarchy under US GAAP is based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value which are the following:

- Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - observable inputs other than Level 1, quoted prices for similar assets or liabilities in active prices whose inputs are observable or whose significant value drivers are observable; and
- Level 3 - assets and liabilities whose significant value drivers are unobservable by little or no market activity and that are significant to the fair value of the assets or liabilities.

The Company's promissory notes are based on Level 2 inputs in the ASC 820 fair value hierarchy. The Company calculated the fair value of these instruments by discounting future cash flows using rates representative of current borrowing rates. At April 30, 2019, the promissory notes had a fair value of \$22,602,379 (2018 – \$17,797,330).

The Company had certain Level 3 liabilities required to be recorded at fair value on a recurring basis in accordance with US GAAP as at April 30, 2019 and 2018. As at April 30, 2019, the Company's Level 3 liabilities consisted of the warrants issued in connection with the Company's offering of equity units in a private placement and warrants issued as financing fees as well as the grant of share purchase options to non-employees.

The resulting Level 3 liabilities have no active market and are required to be measured at their fair value each reporting period based on information that is unobservable.

A summary of the Company's Level 3 liabilities for the years ended April 30, 2019 and 2018 is as follows:

	2019	2018
	\$	\$
Warrants (Note 6)		
Beginning fair value	95,570	742,583
Issuance	1,602	24,666
Change in fair value	(97,172)	(671,679)
Ending fair value	-	95,570
Non-employee options (Note 7(c))		
Beginning fair value	205,120	446,354
Transfer value on exercise	(23,040)	-
Fair value of options granted	-	99,959
Fair value of options on vesting	3,502	66,796
Change in fair value	(179,391)	(407,989)
Ending fair value	6,191	205,120
Total Level 3 liabilities	6,191	300,690

I-Minerals Inc.
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Certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments only in certain circumstances (for example, when there is evidence of impairment). There were no assets or liabilities measured at fair value on a nonrecurring basis during the years ended April 30, 2019 and 2018.

Earnings (Loss) Per Share

The basic loss per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding. Diluted loss per common share is computed similar to basic loss per common share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. For the year ended April 30, 2019, loss per share excludes 6,679,097 (2018 – 10,514,033) potentially dilutive common shares (related to outstanding options and warrants as well as shares committed to be issued pursuant to the Fifth Promissory Notes) as their effect was anti-dilutive.

Foreign Currency Translation

The Company's functional and reporting currency is the US dollar. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate prevailing at the balance sheet date and non-monetary items are translated at exchange rates prevailing when the assets were acquired or obligations incurred. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income.

Income Taxes

The Company accounts for income taxes using the asset and liability method. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

The Company has adopted the provisions of FASB ASC 740 "Income Taxes" regarding accounting for uncertainty in income taxes. The Company initially recognizes tax positions in the financial statements when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon ultimate settlement with the tax authority, assuming full knowledge of the position and all relevant facts. Application requires numerous estimates based on available information. The Company considers many factors when evaluating and estimating its tax positions and tax benefits, and its recognized tax positions and tax benefits may not accurately anticipate actual outcomes. As additional information is obtained, there may be a need to periodically adjust the recognized tax positions and tax benefits. These periodic adjustments may have a material impact on the consolidated statements of operations. When applicable, the Company classifies penalties and interest associated with uncertain tax positions as a component of income tax expense in its consolidated Statement of Loss.

Stock-Based Compensation

The Company accounts for all stock-based payments and awards under the fair value based method. Stock-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measurable.

The fair value of stock-based payments to non-employees is periodically re-measured until the counterparty performance is complete, and any change therein is recognized over the vesting period of the award and in the same manner as if the Company had paid cash instead of paying with or using equity based instruments. The cost of the stock-based payments to non-employees that are fully vested and non-forfeitable as at the grant date

I-Minerals Inc.
Notes to the Consolidated Financial Statements
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is measured and recognized at that date, unless there is a contractual term for services in which case such compensation would be amortized over the contractual term.

The Company accounts for the granting of stock options to employees using the fair value method whereby all awards to employees will be recorded at fair value on the date of the grant. The fair value of all stock options is expensed over their vesting period with a corresponding increase to additional paid-in capital.

Compensation costs for stock-based payments that do not include performance conditions are recognized on a straight-line basis. Compensation cost associated with a share based award having a performance condition is only recognized over the requisite service period if it is probable. Share based awards with a performance condition are accrued on an award by award basis.

The Company uses the Black-Scholes option valuation model to calculate the fair value of stock options at the date of the grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimates.

Derivative Liabilities

The Company evaluates its financial instruments and other contracts to determine if those contracts or embedded components of those contracts qualify as derivatives to be separately accounted for in accordance with ASC 815. The result of this accounting treatment is that the fair value of the embedded derivative is marked-to-market at each balance sheet date and recorded as a liability and the change in fair value is recorded in the consolidated statement of loss. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity.

The classification of derivative instruments, including whether such instruments should be recorded as liabilities or as equity, is re-assessed at the end of each reporting period. Derivative instruments that become subject to reclassification are reclassified at the fair value of the instrument on the reclassification date. Derivative instrument liabilities will be classified in the balance sheet as current or non-current based on whether or not settlement of the derivative instrument is expected within 12 months of the balance sheet date.

The Company uses the Black-Scholes option valuation model to value derivative liabilities. This model uses Level 3 inputs in the fair value hierarchy established by ASC 820 Fair Value Measurement.

Concentration of Risk

The Company is subject to interest rate risk on its debt financings. The Company generally uses fixed interest rates.

New Accounting Pronouncements

Leases

In February 2016, ASU No. 2016-02 was issued related to leases, which was further amended in September 2017 by ASU No. 2017-13 and in January 2018 by ASU 2018-01. The new guidance requires lessees to recognize lease assets and corresponding lease liabilities on the balance sheet for all leases with terms of more than 12 months. The update, which supersedes existing lease guidance, will continue to classify leases as either finance or operating, with the classification determining the pattern of expense recognition in the income statement.

The ASU will be effective for the Company's annual and interim periods beginning May 1, 2019, with early adoption permitted, and is applicable on a modified retrospective basis with various optional practical expedients. The Company expects an increase in assets and liabilities on adoption of ASU No. 2018-01.

I-Minerals Inc.
Notes to the Consolidated Financial Statements
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(Expressed in US dollars except where otherwise indicated)

Fair Value Measurements

In August 2018, the FASB issued ASU No. 2018-13, "Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement" which adds the disclosure of the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. Certain alternatives apply. This ASU is effective for interim and annual reporting periods beginning after December 15, 2019. The Company is assessing the impact of this standard.

3. MINERAL PROPERTY INTEREST AND DEFERRED DEVELOPMENT COSTS:

Helmer-Bovill Property – Latah County, Idaho

The Company has an undivided 100% interest in 11 State of Idaho mineral leases. The State of Idaho mineral leases are subject to a 5% production royalty on gross sales. The mineral leases are in good standing until March 1, 2023 at which time they will be held by us contingent on production.

In May 2017, the Idaho Department of Lands accepted our operation and reclamation plan. Together with a water rights permit from the Idaho Department of Water Resources, we were able to proceed with development and construction of the mine, subject to obtaining sufficient financing. As a result, Management made the decision to begin capitalizing all development expenditures directly related to the Helmer-Bovill Property. In February 2019, the Company determined that the Feasibility Study should be considered non-current and accordingly, the Company has returned to the evaluation stage for accounting purposes.

	\$
Balance at April 30, 2017	305,850
Engineering and consulting	289,307
Metallurgy	246,679
Permitting and environmental	115,730
Licenses and fees	18,470
Interest on Promissory Notes	85,861
Other direct costs	84,009
	840,056
Balance at April 30, 2018	1,145,906
Engineering and consulting	177,820
Metallurgy	263,056
Permitting and environmental	17,684
Interest on Promissory Notes	207,266
Other direct costs	80,678
	746,504
Balance at April 30, 2019	1,892,410

I-Minerals Inc.
Notes to the Consolidated Financial Statements
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4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES:

	April 30, 2019 \$	April 30, 2018 \$
Trade payables	150,766	314,343
Amounts due to related parties (Note 9)	190,480	268,801
Interest payable on promissory notes (Note 5)	1,123,478	891,977
Total accounts payable and accrued liabilities	1,464,724	1,475,121

5. PROMISSORY NOTES:

	April 30, 2019 \$	April 30, 2018 \$
Third promissory notes	20,908,690	18,053,412
Fourth promissory notes	-	187,443
Fifth promissory notes	1,776,847	-
Total promissory notes	22,685,537	18,240,855

First, Second and Third Promissory Notes

On September 13, 2013, January 27, 2014 and December 4, 2014, the Company entered into agreements with a company controlled by a director of the Company (the "Lender") pursuant to which \$5,787,280 was advanced to the Company in tranches (the "First Promissory Notes"). On February 18, 2015 and December 1, 2015, the Company entered into agreements with the Lender pursuant to which \$5,457,000 was advanced to the Company in tranches (the "Second Promissory Notes"). On June 1, 2016, October 25, 2017, January 19, 2018 and March 30, 2018, the Company entered into agreements with the Lender pursuant to which \$4,045,000 was advanced to the Company in tranches (the "Third Promissory Notes"). In addition, the First Promissory Notes and the Second Promissory Notes were amended and combined with the Third Promissory Notes with a modified maturity date of March 31, 2019 (now October 31, 2019).

On October 25, 2017, the Company entered into an amending agreement with the Lender to extend the maturity date of the outstanding Promissory Notes from December 2, 2017 to March 31, 2019. In consideration for the extension, the Company agreed to pay a 1% extension fee in the amount of \$168,152 with the fee deemed as advances (not subject to bonus shares or bonus warrants). On March 27, 2019, an amending agreement was entered into extending the maturity date of the Promissory Notes from March 31, 2019 to June 30, 2019 for no consideration. Subsequent to April 30, 2019, the Third Promissory Notes maturity date was extended to October 31, 2019 for no consideration.

In accordance with the guidance of ASC 470-50 and ASC 470-60, the Company determined that the October 25, 2017 and March 27, 2019 agreements resulted in debt modifications, not debt extinguishments or troubled debt restructurings. The aggregate finance fees relating to the promissory notes are being amortized to the Statement of Loss over the revised life of the promissory notes using the effective interest method.

As at April 30, 2018, the Company had received \$3,640,000 in advances pursuant to the Third Promissory Notes. During the year ended April 30, 2019, the Company received the final \$405,000 in advances.

Certain conditions may result in early repayment including immediate repayment in the event a person currently not related to the Company acquires more than 40% of the outstanding common shares of the Company.

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The Third Promissory Notes bear interest at the rate of 12% per annum and during the year ended April 30, 2019, the Company recorded interest of \$2,409,966 (2018 - \$1,976,595), of which \$207,266 was capitalized to mineral property interest (2018 - \$85,861) and \$2,202,700 (2018 - \$1,890,734) was expensed. Interest is payable semi-annually as calculated on May 31st and November 30th of each year. Interest is to be paid either in cash, in common shares or deemed an advance of principal at the option of the Lender. As part of the Third Promissory Notes agreement dated June 1, 2016, interest payable of \$640,130 was transferred to the promissory notes balance as a deemed advance. This balance transferred was not subject to bonus shares or bonus warrants. The \$640,130 of interest was for the period from December 1, 2015 to May 31, 2016. The lender also elected to have interest payable from June 1, 2016 to November 30, 2018 of \$4,811,128 deemed as advances (not subject to bonus shares or bonus warrants).

The Company and the Lender agreed that the Lender was to receive bonus shares equal to 7.5% of each loan tranche advanced under the Second and Third Promissory Notes divided by the Company's common share market price. In addition, the Company issued the Lender an equal number of share purchase warrants for each loan tranche advanced. Each bonus share purchase warrant entitled the Lender to purchase one common share of the Company at a price equal to the greater of (a) the market price of the Company's common shares on the date of the advance and (b) the volume weighted average price of the Company's common shares over the twenty trading days immediately prior to the date of the advance. The bonus share purchase warrants expired on December 31, 2018.

During the year ended April 30, 2019, the Company issued 361,657 bonus shares to the Lender at the fair value of \$81,000, based on their quoted market price at the date the advances were received, including 221,673 shares having a fair value of \$50,625 that the Company had committed to issue as at April 30, 2018. At April 30, 2019, the Company was committed to issuing an additional 1,054,097 bonus shares to the Lender at the fair value of \$106,858. The fair value of the bonus shares was determined by reference to the trading price of the Company's common shares on the date the advances were received.

During the year ended April 30, 2018, the Company issued 403,844 bonus shares to the Lender at the fair value of \$115,875, based on their quoted market price at the date the advances were received, including 88,089 shares having a fair value of \$29,625 that the Company had committed to issue as at April 30, 2017. At April 30, 2018, the Company was committed to issuing an additional 221,673 bonus shares to the Lender at the fair value of \$50,625. The fair value of the bonus shares was determined by reference to the trading price of the Company's common shares on the date the advances were received.

The fair value of 139,984 bonus share purchase warrants committed to be issued (based on advances received during the period) during the year ended April 30, 2019 of \$1,602 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: stock price – CAD\$0.239; exercise price – CAD\$0.290; expected risk-free interest rate – 0.73%; expected life – 0.57 years; expected volatility – 43% and expected dividend rate – 0%.

The fair value of 537,428 bonus share purchase warrants committed to be issued (based on advances received during the period) during the year ended April 30, 2018 of \$24,666 was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: stock price – CAD\$0.322; exercise price – CAD\$0.337; expected risk-free interest rate – 1.33%; expected life – 1.05 years; expected volatility – 46% and expected dividend rate – 0%.

The aggregate finance fees (bonus shares and bonus warrants) are recorded against the promissory notes balance and are being amortized to the Statement of Loss over the life of the promissory notes using the effective interest method. The accretion expense in respect of the debt discount recorded on the issuance of bonus shares and warrants totalled \$227,968 for the year ended April 30, 2019 (2018 - \$444,394). The unamortized debt discount as at April 30, 2019 is \$nil (2018 – \$195,991).

Fourth Promissory Notes

On March 13, 2017, the Company entered into a loan agreement with an arm's-length lender pursuant to which CAD\$250,000 (\$186,846) was advanced to the Company (the "Fourth Promissory Notes"). The loan bore interest

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at a rate of 12% per annum and was due on or before December 31, 2018. The Company issued 40,761 bonus shares at the fair value of \$14,013 and 40,761 bonus share purchase warrants at the fair value of \$4,814. The fair value of the share purchase warrants was estimated using the Black-Scholes option pricing model with the following assumptions: stock price – CAD\$0.470; exercise price – CAD\$0.460; expected risk-free interest rate – 1.15%; expected life – 1.77 years; expected volatility – 62% and expected dividend rate – 0%.

On January 22, 2019, the Company issued 1,882,503 common shares at the fair value of \$155,229 as full settlement of CAD\$283,699 (\$212,989) of principal and accrued interest, resulting in a gain on debt settlement of \$57,760.

During the year ended April 30, 2018, the Company issued 55,572 common shares at the fair value of \$14,005 pursuant to the settlement of \$20,630 of interest payable.

During the year ended April 30, 2019, the Company recorded interest of \$16,233 (2018 - \$26,652). The aggregate finance fees (bonus shares and bonus warrants) were recorded against the Fourth Promissory Notes balance and were being amortized to the Statement of Loss over the life of the Fourth Promissory Notes using the effective interest method. The accretion expense in respect of the debt discount totalled \$7,322 for the year ended April 30, 2019 (2018 - \$10,620).

Fifth Promissory Notes

On September 11, 2018, the Company entered into a Loan Agreement the Lender pursuant to which up to \$2,500,000 will be advanced to the Company in tranches (the “Fifth Promissory Notes”).

As at April 30, 2019, the Company had received \$1,820,000 in advances pursuant to the Fifth Promissory Notes. Subsequent to April 30, 2019, the Company received an additional \$245,000 in advances (Note 12).

The Fifth Promissory Notes bear interest at the rate of 14% per annum payable semi-annually as calculated on May 31st and November 30th of each year. Interest is to be paid either in cash, in common shares or deemed an advance of principal at the option of the Lender. During the year ended April 30, 2019 the Company recorded interest of \$102,686. The lender elected to have interest payable of \$17,195 from September 11, 2018 to November 30, 2018 deemed as advances (not subject to bonus shares).

The Company and the Lender agreed that the Lender is to receive bonus shares equal to 6% of each loan tranche advanced under the Fifth Promissory Notes divided by the Company’s common share market price. The Fifth Promissory Notes are due on or before December 31, 2019.

At April 30, 2019, the Company was committed to issuing 1,054,097 bonus shares to the Lender at the fair value of \$106,858. The fair value of the bonus shares was determined by reference to the trading price of the Company’s common shares on the date the advances were received.

The aggregate finance fees (bonus shares) are recorded against the promissory notes balance and are being amortized to the Statement of Loss over the life of the promissory notes using the effective interest method. The accretion expense in respect of the debt discount recorded on the issuance of bonus shares totalled \$46,511 for the year ended April 30, 2019 (2018 - \$nil). The unamortized debt discount as at April 30, 2019 is \$60,348 (2018 – \$nil).

The Third Promissory Notes and the Fifth Promissory Notes are collateralized by the Company’s Helmer-Bovill Property.

The following table outlines the estimated cash payments required, by calendar year, in order to repay the principal balance of the Third Promissory Notes and the Fifth Promissory Notes:

2018	2019	2020	2021	2022	Total
\$	\$	\$	\$	\$	\$
-	22,745,885	-	-	-	22,745,885

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6. WARRANT LIABILITIES:

The Company had share purchase warrants exercisable into common shares at an exercise price denominated in Canadian dollars. As a variable amount of US dollars were exercisable into a fixed number of common shares, the share purchase warrants were classified as derivative liabilities.

The Company recorded the fair value of the share purchase warrants in accordance with ASC 815, "Derivatives and Hedging". The Company used the Black-Scholes option pricing model to calculate the fair values of the derivative liabilities. The fair value of the derivative liability was revalued on each balance sheet date with corresponding gains and losses recorded in the consolidated statement of loss. All of the warrants expired during the year ended April 30, 2019.

	\$
Balance, April 30, 2017	742,583
Bonus warrants issuable pursuant to promissory notes (Note 5)	24,666
Change in fair value of warrant derivatives	(671,679)
Balance, April 30, 2018	95,570
Bonus warrants issuable pursuant to promissory notes (Note 5)	1,602
Change in fair value of warrant derivatives	(97,172)
Balance, April 30, 2019	-

7. SHARE CAPITAL:

Common shares

a) Authorized:

Unlimited number of common shares, without par value.

The holders of common shares are entitled to receive dividends which are declared from time to time, and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets.

b) Stock transactions:

During the year ended April 30, 2019, the Company completed the following stock transactions:

- i) On July 30, 2018, the Company issued 600,000 common shares on the exercise of stock options with an exercise price of CAD\$0.10 per common share resulting in gross proceeds of CAD\$60,000 (\$46,085).
- ii) On August 10, 2018, the Company issued 361,657 common shares with a fair value of \$81,000. The common shares were issued as debt discounts pursuant to the Third Promissory Notes (Note 5).
- iii) On January 22, 2019, the Company issued 1,882,503 common shares with a fair value of \$155,229. The common shares were issued as settlement of principal and accrued interest pursuant to the Fourth Promissory Notes (Note 5).

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During the year ended April 30, 2018, the Company completed the following stock transactions:

- i) On July 11, 2017, the Company issued 112,433 common shares with a fair value of \$39,375 including 88,089 common shares having a fair value of \$29,625 which the Company had committed to issue at April 30, 2017. The common shares were issued as debt discounts pursuant to the Third Promissory Notes (Note 5).
 - ii) On January 24, 2018, the Company issued 291,411 common shares with a fair value of \$76,500. The common shares were issued as debt discounts pursuant to the Third Promissory Notes (Note 5).
 - iii) On January 24, 2018, the Company issued 55,752 common shares with a fair value of \$14,005. The common shares were issued as settlement of accrued interest pursuant to the Fourth Promissory Notes (Note 5).
- c) Stock options:

The Company has granted stock options under the terms of its Stock Option Plan (the "Plan"). The Plan provides that the directors of the Company may grant options to purchase common shares to directors, officers, employees and service providers of the Company on terms that the directors of the Company may determine are within the limitations set forth in the Plan. The maximum number of shares available under the Plan is limited to 10% of the issued common shares. The maximum term of stock options is ten years. All stock options vest on the date of grant, unless otherwise stated. As at April 30, 2019, the Company had 3,642,612 stock options available for grant pursuant to the Plan (2018 - 2,578,196).

The Company's stock options outstanding as at April 30, 2019 and 2018 and the changes for the years then ended are as follows:

	Number Outstanding	Weighted Average Exercise Price (in CAD\$)
Balance, outstanding at April 30, 2017	6,555,000	0.22
Granted	1,000,000	0.25
Expired	(1,150,000)	0.25
Balance outstanding at April 30, 2018	6,405,000	0.22
Granted	1,450,000	0.25
Exercised	(600,000)	0.10
Expired	(1,630,000)	0.17
Balance outstanding at April 30, 2019	5,625,000	0.26
Balance exercisable at April 30, 2019	4,275,000	0.26

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Summary of stock options outstanding at April 30, 2019:

Security	Number Outstanding	Number Exercisable	Exercise Price (CAD\$)	Expiry Date	Remaining Contractual Life (years)
Stock options	300,000	300,000	0.25	⁽²⁾ May 23, 2019	0.06
Stock options	1,975,000	1,975,000	0.25	January 29, 2020	0.75
Stock options	200,000	200,000	0.25	August 4, 2020	1.27
Stock options	300,000	300,000	0.30	July 21, 2021	2.23
Stock options	400,000	400,000	0.30	November 3, 2021	2.52
Stock options	1,000,000	1,000,000	0.25	April 20, 2022	2.98
Stock options	⁽¹⁾ 1,450,000	⁽¹⁾ 100,000	0.25	August 9, 2023	4.28

Notes:

- ⁽¹⁾ 1,250,000 stock options vest on the completion of certain milestones including equity financing, project financing, mine construction and achieving commercial production. 200,000 stock options vest as to 25% every three months from the date of grant.
- ⁽²⁾ Subsequent to April 30, 2019, these stock options expired unexercised.

The weighted average grant date fair value of stock options granted during the year ended April 30, 2019 of CAD\$0.09 (2018 – CAD\$0.13) was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2019	2018
Stock price (CAD\$)	0.20	0.25
Exercise price (CAD\$)	0.25	0.25
Risk-free interest rate (%)	1.6	1.6
Expected life (years)	5.0	4.0
Expected volatility (%)	58	66
Expected dividends (\$)	Nil	Nil

Expected volatility was determined by reference to the historical volatility of the Company's common shares trading on the TSX Venture Exchange.

Non-Employee Stock Options

In accordance with the guidance of ASC 815-40-15, stock options awarded to non-employees that are fully vested and exercisable in Canadian dollars are required to be accounted for as derivative liabilities because they are considered not to be indexed to the Company's stock due to their exercise price being denominated in a currency other than the Company's functional currency. Stock options awarded to non-employees that are not vested are accounted for as equity awards until the terms associated with their vesting requirements have been met. As at April 30, 2019, there were 100,000 (2018 – nil) non-employee stock option awards that had not yet vested.

The non-employee stock options are accounted for at their respective fair values and are summarized as follows for the years ended April 30, 2019 and 2018:

	2019	2018
	\$	\$
Fair value of non-employee options, beginning of the year	205,120	446,354
Transfer value on exercise of options	(23,040)	-
Fair value of options granted	-	99,959
Fair value of options on vesting	3,502	66,796
Change in fair value of non-employee stock options during the year	(179,391)	(407,989)
Fair value of non-employee options, end of the year	6,191	205,120

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The Company determined the fair value of its non-employee stock options as at April 30, 2019 and 2018 using the Black-Scholes option pricing model with the following weighted average assumptions:

	2019	2018
Stock price (CAD\$)	0.07	0.26
Exercise price (CAD\$)	0.26	0.23
Risk-free interest rate (%)	1.52	1.07
Expected life (years)	2.23	1.86
Expected volatility (%)	64	49
Expected dividends (\$)	Nil	Nil

The non-employee options are required to be re-valued with the change in fair value of the liability recorded as a gain or loss on the change of fair value of derivative liability and included in other items in the Company's Consolidated Statements of Loss at the end of each reporting period. The fair value of the options will continue to be classified as a liability until such time as they are exercised, expire or there is an amendment to the respective agreements that renders these financial instruments to be no longer classified as a liability.

As at April 30, 2019, the unamortized compensation cost of options is \$94,372 and the intrinsic value of options expected to vest is \$nil.

Share-based payments are classified in the Company's Statement of Loss during the years ended April 30, 2019 and 2018 as follows:

	2019	2018
	\$	\$
Management and consulting fees	4,434	108,591
	4,434	108,591

d) Share purchase warrants:

A summary of fully-exercisable share purchase warrants as at April 30, 2019 and 2018 and the changes for the years then ended are as follows:

	Number Outstanding	Weighted Average Exercise Price (CAD\$)
Balance at April 30, 2017	4,349,932	0.31
Issued	537,428	0.34
Balance at April 30, 2018	4,887,360	0.32
Issued	139,984	0.29
Expired	(5,027,344)	0.31
Balance at April 30, 2019	-	-

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8. INCOME TAXES:

A reconciliation of the income tax provision computed at statutory rates to the reported income tax provision for the years ended April 30, 2019 and 2018 is as follows:

	2019 \$	2018 \$
Statutory tax rate	27%	26.33%
Loss before income taxes	(3,709,657)	(2,683,649)
Expected income tax recovery	(1,002,000)	(707,000)
Increase (decrease) in income tax recovery resulting from:		
Derivative liability	(73,000)	(284,000)
Other permanent differences	76,000	149,000
Share issue costs	-	(31,000)
Effect of change in statutory rate and other	(19,000)	2,870,000
Foreign income taxed at foreign rates	66,000	(26,000)
Impact of under provision in previous year	(120,000)	(199,000)
Change in valuation allowance	1,072,000	(1,772,000)
Income tax recovery (expense)	-	-

As a result of tax legislation enacted in the U.S. at the end of 2017, the federal U.S. corporate tax rate applicable to years subsequent to 2017 was substantially reduced. The Company recorded deferred income tax expense in respect of its U.S. operations during the year ended April 30, 2019 using the federal rate of 21% (2018 – 21%).

The Company also revalued its deferred tax assets in respect of its Canadian operations to reflect the increase in the Canadian corporate income tax rate to 27% (2018 – 26.33%) for years subsequent to 2017. There was no impact on tax expense as a full valuation allowance is provided for the deferred tax assets.

The significant components of the Company's deferred income tax assets and liabilities after applying enacted corporate tax rates as at April 30, 2019 and 2018 are as follows:

	2019 \$	2018 \$
Deferred income tax assets / (liabilities)		
Operating losses carried forward	8,836,000	7,505,000
Resource property	581,000	789,000
Share issuance costs	63,000	111,000
Other	19,000	22,000
Valuation allowance	(9,499,000)	(8,427,000)
Net deferred income tax assets	-	-

At April 30, 2019, the Company has accumulated non-capital losses \$16,500,000 (2018 - \$13,401,000) in Canada and net operating losses of \$20,863,000 (2017 - \$18,509,000) in the USA, which are available to carryforward and offset future years' taxable income. Losses arising before January 1, 2018 will expire in various amounts from 2022 to 2038 and will offset 100% of taxable income. As a result of tax legislation enacted in the U.S. at the end of 2017, net operating losses in the US arising in tax year beginning after December 31, 2017 can be carried forward indefinitely instead of 20 years and carrybacks are no longer permitted. However, the net operating loss carryforward is limited and can only offset 80% of taxable income.

Uncertain Tax Positions

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The Company has adopted certain provisions of ASC 740, "Income Taxes", which prescribes a recognition threshold and measurement attribute for the recognition and measurement of tax positions taken or expected to be taken in income tax returns. The provisions also provide guidance on the de-recognition of income tax assets and liabilities, classification of current and deferred income tax assets and liabilities, and accounting for interest and penalties associated with tax positions.

The Company files income tax returns in the U.S. federal jurisdiction, various state and foreign jurisdictions. The Company's tax returns are subject to tax examinations by U.S. federal and state tax authorities, or examinations by foreign tax authorities until respective statute of limitation. The Company currently has no tax years under examination. The Company is subject to tax examinations by tax authorities for all taxation years commencing after 2003.

At April 30, 2019, the Company does not have an accrual relating to uncertain tax positions. It is not anticipated that unrecognized tax benefits would significantly increase or decrease within 12 months of the reporting date.

Provision has not been made for U.S. or additional foreign taxes on undistributed earnings of foreign subsidiaries. Such earnings have been and will continue to be reinvested but could become subject to additional tax if they were remitted as dividends, or were loaned to the Company affiliate. It is not practicable to determine the amount of additional tax, if any, that might be payable on the undistributed foreign earnings.

9. RELATED PARTY TRANSACTIONS:

During the year ended April 30, 2019, management and consulting fees of \$96,000 (2018 - \$96,000) were charged by RJG Capital Corporation, a wholly-owned company of W. Barry Girling, Director. Wayne Moorhouse, Director, charged \$8,524 (2018 - \$2,491) in management and consulting fees. Gary Childress, Director, charged \$5,609 (2018 - \$nil) in management and consulting fees. \$20,220 (2018 - \$21,871) was charged by Malaspina Consultants Inc. for the services of Matt Anderson, CFO, and are included in professional fees.

Included in accounts payable and accrued liabilities are amounts owed to directors or officers or companies controlled by them. As at April 30, 2019, the amount was \$190,480 (2018 - \$268,801). All amounts are non-interest bearing, unsecured, and due on demand.

The promissory notes received from a company controlled by a director (Notes 4, 5 and 12) are related party transactions.

10. SEGMENT DISCLOSURES:

The Company considers its business to comprise a single operating segment being the exploration and development of its resource property. Substantially all of the Company's long-term assets and operations are located in Latah County, Idaho.

11. NON-CASH TRANSACTIONS:

Investing and financing activities that affect recognized assets or liabilities but that do not result in cash receipts or cash payments are excluded from the consolidated statements of cash flows. During the year ended April 30, 2019, the following transactions were excluded from the consolidated statement of cash flows:

- a) The commitment to issue 1,194,081 common shares at the fair value of \$137,233 and 139,984 warrants at the fair value of \$1,602 pursuant to the promissory notes;
- b) The transfer of \$2,271,482 of interest payable on the Third and Fifth Promissory Notes from accounts payable and accrued liabilities to promissory notes;
- c) The Company issued 1,882,503 common shares with a fair value of \$155,229. The common shares were

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issued as settlement of principal and accrued interest pursuant to the Fourth Promissory Notes; and,

- d) Deferred mineral property expenditures of \$57,744 included in accounts payable and accrued liabilities at April 30, 2019, less \$140,561 included in accounts payable at April 30, 2018 (net inclusion of \$82,817).

During the year ended April 30, 2018, the following transactions were excluded from the consolidated statement of cash flows:

- a) The commitment to issue 537,428 common shares at the fair value of \$136,875 and 537,428 warrants at the fair value of \$24,666 pursuant to the promissory notes; and,
- b) Deferred mineral property expenditures of \$140,561 included in accounts payable and accrued liabilities at April 30, 2018.

12. SUBSEQUENT EVENTS:

Subsequent to April 30, 2019:

- i) The Company received \$245,000 of Fifth Promissory Notes;
- ii) 300,000 stock options expired unexercised; and,
- iii) The Third Promissory Note maturity date was extended from June 30, 2019 to October 31, 2019 for no consideration.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of April 30, 2019 (the "Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and our Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the Evaluation Date.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for the Company.

Our internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with United States generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of the Evaluation Date, based on the framework set forth in Internal Control-Integrated Framework 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its evaluation under this framework, management concluded that our internal control over financial reporting was effective as of the Evaluation Date.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

Changes in Internal Control Over Financial Reporting

As of the Evaluation Date, there were no changes in our internal control over financial reporting that occurred during the fiscal year ended April 30, 2019 that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer and the Chief Financial Officer, do not expect that the our controls and procedures will prevent all potential error and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Item 9B. Other Information

None.

PART II

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth the name and positions of our executive officers and directors as of the date hereof.

Name	Age	Positions
John Theobald	62	Chief Executive Officer, President, and Director
Matthew Anderson	36	Chief Financial Officer
Allen L. Ball	74	Director
W. Barry Girling	59	Director
Gary Childress	71	Director
Wayne Moorhouse	55	Director

Set forth below is a brief description of the background and business experience of our executive officers and directors.

John Theobald was appointed President and CEO of the Company on February 27, 2018 and has been a director since July 21, 2016. Mr. Theobald has over thirty-five years in the international mining industry and has been involved with exploration, business development, operations, investments and capital markets. Most recently he was a director of ASX listed High Peak Royalties Ltd, director, CEO & COO of London and TSX listed royalty company Anglo Pacific Group plc and served as Chairman of First Coal Corporation which was successfully sold to Xstrata plc for C\$147 million. From 1999 to 2008 he held a number of senior positions with Sibelco, a major industrial minerals group, where he gained significant experience of kaolin, feldspar, clay and quartz markets and operations. Mr. Theobald has a B.Sc. with Honours in Geology from the University of Nottingham, is a Chartered Engineer with the UK Engineering Council, Fellow of the Institute of Materials Minerals and Mining (UK) and Member of the Institute of Directors (UK).

Matthew Anderson has been our Chief Financial Officer since July 2011. Mr. Anderson holds a Bachelor of Commerce degree from McGill University and obtained his Chartered Professional Accountant designation in 2008 while articling at a large accounting firm. Matt is a Managing Director with Malaspina Consultants Inc., a private company that provides accounting and administrative infrastructure to junior public companies. He has worked with Malaspina Consultants Inc. since July 2009. He serves or has served as CFO of several junior public companies.

Allen L. Ball has been a director since March 2002. Mr. Ball is a successful Idaho business man and has been involved in many business ventures including farming, farm implement sales, vending machines, cosmetics industry, mining, timber, construction and related materials, high tech venture capital, commercial car washes, A/R factoring, septic system sales / installation / servicing, lending, real estate development, hospitality, assisted living, pharmaceutical, firearms manufacturing, fishing lodge/outfitting, and motorsports sales, but he is probably most known for his involvement in forming Melaleuca, Inc, which is a manufacturer of wellness products and based in Idaho.

W. Barry Girling has been a director since March 2002 and in March 2018 was appointed Senior Vice-President. Mr. Girling has been active in various aspects of mineral exploration since 1977. He couples his geological understanding with a B.Com. (Finance) degree to provide consulting services to a number of TSX Venture Exchange companies. He has strong capital markets experience gained as a founder and director of Foundation Resources Inc. and Search Minerals Inc and was a director of Roxgold Inc. from August 2006 through September 2102 completed the re-organization of Roxgold Inc. and the acquisition of its Burkina Faso gold properties. Aside from I-Minerals Inc., Mr. Girling was from November 2012 President and CEO of Birch Hill Gold Corporation until it amalgamated with Canoe Mining Ventures in June of 2014, Kiska Metals Inc. until March 2017 and continues to serve as a director of Zinc One Resources Inc., Silver One Resources Inc. SantaCruz Silver Mining Inc. and Ironwood Capital Inc.

Gary Childress has been a director since November 2013. Mr. Childress has a BS in Ceramic Engineering from Clemson University and has spent much of the last 40 years in industrial minerals or related industries. He has served as General Manager of Edward Orton Ceramic Foundation since September 2001, the primary focus of which is providing products to assist and enhance high temperature processing of ceramics and other materials. Mr. Childress also served as Vice President of Hecla Mining Company from 1994 to 2001 where he was responsible for Hecla's industrial mineral division including acquisitions and project development.

Wayne Moorhouse has been a director since January 6, 2014. Mr. Moorhouse has extensive experience with public companies and has acted as the CFO, corporate secretary or president of a number of TSX and TSX Venture listed resource companies and their subsidiaries. In particular, Mr. Moorhouse served as CFO and corporate secretary of Genco Resources Ltd., a former TSX company that had a producing silver-gold property in Mexico, from June 2003 to October 2010, and as a special advisor to Silvermex Resources Ltd., a company listed on the TSX that was in process of developing advanced stage silver projects, from November 2010 to December 2011. Between January 2012 and September 2013, Mr.

Moorhouse served as CFO of Roxgold Inc, a company listed on the TSX Venture Exchange engaged in the exploration of a gold property in Burkina Faso. Currently, Mr. Moorhouse is CFO of Midnight Sun Mining Corp., a company listed on the TSX Venture Exchange engaged in the exploration of properties in Africa.

Term Of Office

Our directors are elected to hold office until the next annual meeting of the shareholders and until their respective successors have been elected and qualified. Our executive officers are appointed by our board of directors and hold office until removed by our board of directors or until their successors are appointed.

Family Relationships

There are no family relationships between our executive officers and directors.

Nominating Committee

Our Board of Directors does not have a separately designed nominating committee. Our entire Board of Directors determines new nominees to the Board, although a formal process has not been adopted. Nominees to our Board are normally the result of recruitment efforts by our Board.

Audit Committee

The Board of Directors has adopted a written charter and terms of reference for the Audit Committee, which sets out the Audit Committee's responsibility for (among other things) reviewing our financial statements and our public disclosure documents containing financial information and reporting on such review to the board of directors, ensuring our compliance with legal and regulatory requirements, overseeing qualifications, engagement, compensation, performance and independence of our external auditors, and reviewing, evaluating and approving the internal control and risk management systems that are implemented and maintained by management.

Mr. Childress, Mr. Moorhouse and Mr. Girling comprises our Audit Committee. Mr. Childress and Mr. Moorhouse are independent directors, as that term is defined in NASDAQ Rule 5605(a)(2). Mr. Moorhouse and Mr. Girling are our Audit Committee financial experts as that term is defined in Item 407(d)(5) of Regulation S-K of the Securities and Exchange Commission.

Other Significant Employees

We have two significant employees as follows:

Gary L. Nelson (B.S. Metallurgical Engineering) has been our Manager, Metallurgical Operations since September 2007. Mr. Nelson oversees all metallurgical work from both the Kelly's Basin and Primary Clay deposits. He works closely with the engineering consultants in the all economic assessments with a focus on material balances and process facility design. Mr. Nelson has over thirty years of diverse expertise with an emphasis on industrial minerals including process economic modeling, project / process development, operations start-up, marketing and market development and environmental reporting. Mr. Nelson is charged with the task of overseeing the completion of the ongoing feasibility study on the Helmer-Bovill property and ultimately the design and procurement of the production facility.

Linda A. Koep has been our Market Development Manager since September 2003. Ms Koep oversees the marketing and sales of all mineral products from both deposits. She has eighteen years' experience in the mining industry including mineral markets and mergers and acquisitions. Ms. Koep develops mineral markets and potential sales, analyzes transportation opportunities, and plans strategy for implementing the company's entry as a producer of industrial minerals. In addition, Ms. Koep is a member of Gonzaga University faculty in Spokane, Washington.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who beneficially own more than ten percent of our equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Based on our review of the copies of such forms received by it, we believe that during the fiscal year ended April 30, 2019 all such filing requirements were complied with other than the following.

Name and Principal Position	Number of Late Insider Reports	Transactions Not Timely Reported	Known Failures to File a Required Form
Allen L. Ball Director and 10% Holder	None	Two	Two
BV Natural Resources LLC 10% Holder	None	One	One
W. Barry Girling Director	None	One	One

Code of Ethics

We have not adopted a code of ethics as that term is defined in Item 406 of Regulation S-K. As we have only 3 full time employees, our Board of Directors has determined that it is not necessary to adopt a formal code of ethics at this time. Our Board of Directors will evaluate our Company's internal procedures on an ongoing basis to determine whether a code of ethics is required. If our Board does determine that a code of ethics is required or advisable, an appropriate code will be adopted at that time.

Item 11. Executive Compensation

Summary Compensation Table

The following table sets forth the total compensation paid or accrued to our named executive officers, as that term is defined in Item 402(m)(2) of Regulation S-K, during our last two completed fiscal years.

SUMMARY COMPENSATION TABLE									
Name & Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) ⁽³⁾	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
John Theobald ⁽¹⁾ President, CEO & Director	2019	150,000	-	-	85,090	-	-	-	235,090
	2018	25,000	-	-	-	-	-	-	25,000
Matthew Anderson ⁽²⁾ CFO	2019	20,220	-	-	-	-	-	-	20,220
	2018	21,871	-	-	-	-	-	-	21,871

Notes:

- (1) Mr. John Theobald became the President and CEO of the Company in March 2018. Mr. Theobald has an employment agreement dated March 1, 2018, pursuant to which he is paid a salary of \$12,500 per month.
- (2) Mr. Anderson is compensated pursuant to the terms of his consulting agreement dated October 1, 2011, pursuant to which he is paid an hourly rate. Mr. Anderson's consulting agreement may be terminated on sixty days' written notice.
- (3) The determination of non-cash value of option awards is based upon the grant date fair value determined using the Black-Scholes Option pricing model.

Outstanding Equity Awards At Fiscal Year End

The following table provides information concerning unexercised options for each of our named executive officers, as that term is defined in Item 402(m)(2) of Regulation S-K as of our fiscal year end of April 30, 2019.

Name and Principal Position	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options	Option Exercise Price (CAD\$)	Option Expiration Date
JOHN THEOBALD Chief Executive Officer, President and Director	300,000	-	-	0.30	07/21/2021
	1,250,000	1,250,000	-	0.25	08/09/2023
MATTHEW ANDERSON Chief Financial Officer	150,000	-	-	0.10	07/30/2018
	100,000	-	-	0.25	01/29/2020

Director Compensation

The following table sets forth the compensation paid to our directors during our April 30, 2019 fiscal year, other than directors who were also named executive officers as that term is defined in Item 402(m)(2). Compensation paid to directors who were also named executive officers during our April 30, 2019 fiscal year is set out in the tables above.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$) ⁽⁴⁾	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Allen L. Ball	-	-	-	-	-	-	-
W. Barry Girling ⁽¹⁾	-	-	-	-	-	96,000	96,000
Gary Childress	5,609	-	-	-	-	-	5,609
Wayne Moorhouse ⁽²⁾	14,063	-	-	-	-	-	14,063

Notes:

- (1) Management and consulting fees of \$96,000 were charged by RJG Capital Corporation, a wholly-owned company of Mr. Girling.
- (2) Mr. Childress is compensated at a rate of CAD\$4,500 per quarter for being a member of the Audit Committee.
- (3) Mr. Moorhouse is compensated at a rate of CAD\$5,500 per quarter for acting as Chair of the Audit Committee.
- (4) Consulting fees of \$62,913 were charged by Erimus Management Ltd., a wholly-owned company of Mr. Theobald. These fees were charged prior to Mr. Theobald being appointed CEO.
- (5) The determination of non-cash value of option awards is based upon the grant date fair value determined using the Black-Scholes Option pricing model.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth certain information concerning the number of common shares owned beneficially as of July 24, 2019 by: (i) each person (including any group) known to us to own more than five percent (5%) of any class of our voting securities, (ii) each of our directors, (iii) each of our named executive officers; and (iv) officers and directors as a group. Unless otherwise indicated, the shareholders listed possess sole voting and investment power with respect to the shares shown.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Common Shares ⁽¹⁾
Directors and Officers			
Common Shares	JOHN THEOBALD Chief Executive Officer, President and Director	1,550,000 Common Shares ⁽²⁾ Direct	1.6%
Common Shares	MATTHEW ANDERSON Chief Financial Officer	250,000 Common Shares ⁽³⁾ Direct	0.3%
Common Shares	ALLEN L. BALL Director	35,794,799 Common Shares ⁽⁴⁾ Direct	38.5%
Common Shares	W. BARRY GIRLING Director	1,823,007 Common Shares ⁽⁵⁾ Direct	2.0%
Common Shares	GARY CHILDRESS Director	150,000 Common Shares ⁽⁶⁾ Direct	0.2%
Common Shares	WAYNE MOORHOUSE Director	150,000 Common Shares ⁽⁷⁾ Direct	0.2%
	All Officers and Directors as a Group (6 persons)	39,717,806 Common Shares	42.7%
5% Shareholders			
Common Shares	ALLEN L. BALL 6465 South 5 th West, Idaho Falls, Idaho 83404	35,794,799 ⁽⁴⁾ Common Shares Direct	38.5%

Notes:

- (1) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of our shares actually outstanding on July 29, 2019. As of July 29, 2019, there were 92,676,115 common shares issued and outstanding.
- (2) The number of shares listed as beneficially owned by Mr. Theobald consists of (i) an option to purchase 300,000 common shares at a price of CAD\$0.30 per share until July 21, 2021 and (ii) an option to purchase 1,250,000 common shares at a price of CAD\$0.25 per share until August 9, 2023.
- (3) The number of shares listed as beneficially owned by Mr. Anderson consists of (i) 150,000 common shares held directly by Mr. Anderson and (ii) an option to purchase 100,000 common shares at a price of CAD\$0.25 per share until January 29, 2020.
- (4) The number of shares listed as beneficially owned by Mr. Ball consists of: (i) 250,500 common shares held directly by Mr. Ball, (ii) 1,382,500 common shares through family trusts, (iii) 33,961,799 common shares held by BV Naturally Resources LLC and (iv) an option to purchase 200,000 common shares at a price of CAD\$0.25 per share until January 29, 2020 held directly by Mr. Ball.
- (5) The number of shares listed as beneficially owned by Mr. Girling consists of: (i) 1,523,007 common shares and (ii) an option to purchase 300,000 common shares at a price of CAD\$0.25 per share until January 29, 2020.
- (6) The number of shares listed as beneficially owned by Mr. Childress consists of (i) an option to purchase 150,000 common shares at a price of CAD\$0.25 per share until January 29, 2020.
- (7) The number of shares listed as beneficially owned by Mr. Moorhouse consists of (i) an option to purchase 150,000 common shares at a price of CAD\$0.25 per share until January 29, 2020.

Changes in Control

We are not aware of any arrangement, which may result in a change in control in the future.

Item 13. Certain Relationships and Related Transactions, and Directors Independence.

Related Transactions

Except as disclosed below, none of the following parties has, during our last two fiscal years, had any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction that has or will materially affect us, in which the Company is a participant and the amount involved exceeds the lesser of \$120,000 or 1% of the average of the Company's total assets for the last two completed fiscal years:

- (i) Any of our directors or officers;
- (ii) Any person proposed as a nominee for election as a director;
- (iii) Any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to our outstanding common shares;
- (iv) Any of our promoters; and
- (v) Any relative or spouse of any of the foregoing persons who has the same house as such person.

Compensation Arrangements

See "Executive Compensation – Summary Compensation Table" and "Executive Compensation – Director Compensation".

Indebtedness

As at April 30, 2019, we recorded accounts payable and accrued liabilities of \$190,480 (2018 - \$268,801) in connection with amounts owed to our directors, an officer and a former director. At April 30, 2019, we owed Wayne Moorhouse, Director, \$2,980, John Theobald, CEO, \$12,500 and Ball Ventures, LLC, a company controlled by Allen L. Ball, \$175,000. April 30, 2018, we owed Wayne Moorhouse, Director, \$4,150, Tom Conway, former CEO and Director, \$68,617, Erimus Management Ltd, a company controlled by John Theobald, CEO, \$5,585, John Theobald, CEO and Director, \$15,449 and Ball Ventures, LLC, a company controlled by Allen L. Ball, \$175,000. All amounts are non- interest bearing, unsecured, and due on demand.

Loan Agreements with Directors

First, Second and Third Promissory Notes

On September 13, 2013, January 27, 2014 and December 4, 2014, the Company entered into agreements with BV Lending LLC, a company controlled by Allen L. Ball, a director of our Company (the "Lender") pursuant to which \$5,787,280 was advanced to the Company in tranches (the "First Promissory Notes"). On February 18, 2015 and December 1, 2015, the Company entered into agreements with the Lender pursuant to which \$5,457,000 was advanced to the Company in tranches (the "Second Promissory Notes"). On June 1, 2016, October 25, 2017, January 19, 2018 and March 30, 2018, the Company entered into agreements with the Lender pursuant to which \$4,045,000 was advanced to the Company in tranches (the "Third Promissory Notes"). In addition, the First Promissory Notes and the Second Promissory Notes were amended and combined with the Third Promissory Notes with a modified maturity date of March 31, 2019 (now October 31, 2019).

On October 25, 2017, the Company entered into an amending agreement with the Lender to extend the maturity date of the outstanding Promissory Notes from December 2, 2017 to March 31, 2019. In consideration for the extension, the Company agreed to pay a 1% extension fee in the amount of \$168,152 with the fee deemed as advances (not subject to bonus shares or bonus warrants). On March 27, 2019, an amending agreement was entered into extending the maturity date of the Promissory Notes from March 31, 2019 to June 30, 2019 for no consideration. Subsequent to April 30, 2019, the Third Promissory Notes maturity date was extended to October 31, 2019.

As at April 30, 2018, the Company had received \$3,640,000 in advances pursuant to the Third Promissory Notes. During the year ended April 30, 2019, the Company received the final \$405,000 in advances.

Certain conditions may result in early repayment including immediate repayment in the event a person currently not related to the Company acquires more than 40% of the outstanding common shares of the Company.

The Third Promissory Notes bear interest at the rate of 12% per annum and during the year ended April 30, 2019, the Company recorded interest of \$2,409,966 (2018 - \$1,976,595), of which \$207,266 was capitalized to mineral property

interest (2018 - \$85,861) and \$2,202,700 (2018 - \$1,890,734) was expensed. Interest is payable semi-annually as calculated on May 31st and November 30th of each year. Interest is to be paid either in cash, in common shares or deemed an advance of principal at the option of the Lender. As part of the Third Promissory Notes agreement dated June 1, 2016, interest payable of \$640,130 was transferred to the promissory notes balance as a deemed advance. This balance transferred was not subject to bonus shares or bonus warrants. The \$640,130 of interest was for the period from December 1, 2015 to May 31, 2016. The lender also elected to have interest payable from June 1, 2016 to November 30, 2018 of \$4,811,128 deemed as advances (not subject to bonus shares or bonus warrants).

The Company and the Lender agreed that the Lender was to receive bonus shares equal to 7.5% of each loan tranche advanced under the Second and Third Promissory Notes divided by the Company's common share market price. In addition, the Company issued the Lender an equal number of share purchase warrants for each loan tranche advanced. Each bonus share purchase warrant entitled the Lender to purchase one common share of the Company at a price equal to the greater of (a) the market price of the Company's common shares on the date of the advance and (b) the volume weighted average price of the Company's common shares over the twenty trading days immediately prior to the date of the advance. The bonus share purchase warrants expired on December 31, 2018.

Fifth Promissory Notes

On September 11, 2018, the Company entered into a Loan Agreement the Lender pursuant to which up to \$2,500,000 will be advanced to the Company in tranches (the "Fifth Promissory Notes").

As at April 30, 2019, the Company had received \$1,820,000 in advances pursuant to the Fifth Promissory Notes. Subsequent to April 30, 2019, the Company received an additional \$245,000 in advances.

The Fifth Promissory Notes bear interest at the rate of 14% per annum payable semi-annually as calculated on May 31st and November 30th of each year. Interest is to be paid either in cash, in common shares or deemed an advance of principal at the option of the Lender. During the year ended April 30, 2019 the Company recorded interest of \$102,686. The lender elected to have interest payable of \$17,195 from September 11, 2018 to November 30, 2018 deemed as advances (not subject to bonus shares).

The Company and the Lender agreed that the Lender is to receive bonus shares equal to 6% of each loan tranche advanced under the Fifth Promissory Notes divided by the Company's common share market price. The Fifth Promissory Notes are due on or before December 31, 2019.

The Third Promissory Notes and the Fifth Promissory Notes are collateralized by the Company's Helmer-Bovill Property.

Director Independence

Our common shares trade in Canada on the TSX Venture Exchange and in the over-the-counter in the United States on the OTCQX market place. Our securities are not listed in the United States on a national securities exchange or an interdealer quotation system.

When assessing the independence of our Board for corporate governance purposes, we apply the rules of the TSX Venture Exchange. Under the rules of the TSX Venture Exchange, we are required to have a minimum of two independent directors. For purposes of the TSX Venture Exchange rules, a director is considered to be "independent" if he or she has no direct or indirect relationship that could, in the view of our Board of Directors, reasonably interfere with the exercise of his or her independent judgment. Under these rules, any person meeting the following criteria would be deemed to have a "material relationship" to us, and to not be independent:

- (a) Anyone that has been an employee or executive officer within the last 3 years;
- (b) Any immediate family member of a person that has been an executive officer within the last 3 years;
- (c) Any person that is a partner or employee of our internal or external auditors, or was a partner or employee of our internal or external auditors within the last 3 years and personally worked on our audit during that time;
- (d) Any person that has a spouse or a child that shares the person's home that is a partner of our internal or external auditor;
- (e) Any person that is or has been, within the last 3 years, or has an immediate family member that is or has been, within the last 3 years, an executive officer of another entity, if any of our current executive officers serve or served at the same time with that person on the other entity's compensation committee; and
- (f) Any person that received more than \$75,000 in direct compensation from us during any 12 month period within the last three years.

However, when assessing the independence of our directors for purposes of this section, we have applied the definition of independence set out in NASDAQ Rule 5605(a)(2). Generally, NASDAQ Rule 5605(a)(2) provides that a director is independent if he or she is not an executive officer or employee, and does not otherwise have a relationship which, in the opinion of our Board of Directors, would interfere with the exercise of independent judgment in carrying out his or her responsibilities as a director. The following persons are deemed, for purposes of Rule 5605(a)(2) to not be independent:

- (i) Any person that was employed by us within the last 3 years;
- (ii) Any person that accepted, or has an immediate family member that accepted, compensation from us in excess of \$120,000 during any 12 month period within the last 3 years;
- (iii) Any person that is an immediate family member of another person that is, or was, at any time during the last 3 years, employed as an executive officer of our Company;
- (iv) Any person that is, or has an immediate family member that is, a partner, controlling shareholder or executive officer of any organization to which we have made, or from which we have received, payments in excess of the lesser of (A) 5% of the recipients total gross revenues for that year, or (B) \$200,000, within the last 3 years;
- (v) Any person that is, or has an immediate family member that is, an executive officer of another entity where, at any time during the last 3 years, one of our executive officers served on the compensation committee of that other entity; and
- (vi) Any person that is, or has an immediate family member that is, a current partner of our outside auditors or was a partner or employee of our outside auditors during the last 3 years, and personally worked on our audit during that time.

We have determined that Gary Childress and Wayne Moorhouse are “independent” when applying both the definition of independence required under the rules of the TSX Venture Exchange, and the definition set out in NASDAQ Rule 5605(a)(2). John Theobald is not an independent director because of his position as our Chief Executive Officer and President. W. Barry Girling is not independent as he provides consulting services to us. Allen L. Ball is not independent due to his being our controlling stockholder.

Item 14. Principal Accounting Fees and Services.

BDO Canada LLP (“BDO”) is our independent registered public accounting firm.

The following table sets forth the aggregate fees paid or accrued for professional services rendered by BDO for the audit of our annual financial statements for the years ended April 30, 2019 and 2018, and the aggregate fees billed for audit-related services and all other services rendered by BDO for those years.

	2019	2018
	\$	\$
Audit fees	88,291	83,485
Tax fees	11,397	8,078
Other fees	-	13,210
Total	99,688	104,773

The category of “Audit fees” includes fees for our annual audit, quarterly reviews and services rendered in connection with statutory or regulatory filings with the SEC. “Tax fees” include fees incurred in the review and preparation of our annual income tax filings. “Other fees” include fees incurred for the review of other filing documents.

The Audit Committee of our Board of Directors pre-approves the scope and estimated costs of all services rendered by our Principal Accountants.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) Consolidated Financial Statements

Reports of Independent Registered Public Accounting Firm
Consolidated Balance Sheets
Consolidated Statements of Operations
Consolidated Statements of Stockholders' Equity
Consolidated Statements of Cash Flows
Notes to the Consolidated Financial Statements

(b) Exhibits

- 3.1 Certificate of Continuation.⁽²⁾
- 3.2 Articles of Continuance.⁽²⁾
- 3.3 Certificate of Amendment.⁽²⁾
- 3.4 Articles of Amendment.⁽²⁾
- 3.5 By-Laws.⁽²⁾
- 10.1 Assignment Agreement with Contingent Right of Reverter dated August 10, 2002, between the Company, Idaho Industrial Minerals, LLC and Northwest Kaolin Inc.⁽²⁾
- 10.2 Amendment and Ratifications of Assignment Agreement with Contingent Right of Reverter dated August 10, 2005, between the Company, Idaho Industrial Minerals, LLC and Northwest Kaolin Inc.⁽²⁾
- 10.3 Second Amendment and Ratifications of Assignment Agreement with Contingent Right of Reverter dated August 10, 2005, between the Company, Idaho Industrial Minerals, LLC and Northwest Kaolin Inc.⁽²⁾
- 10.4 Third Amendment and Ratifications of Assignment Agreement with Contingent Right of Reverter dated August 10, 2008, between the Company, Idaho Industrial Minerals, LLC and Northwest Kaolin Inc.⁽²⁾
- 10.5 Fourth Amendment and Ratifications of Assignment Agreement with Contingent Right of Reverter dated January 1, 2010, between the Company, Idaho Industrial Minerals, LLC and Northwest Kaolin Inc.⁽²⁾
- 10.6 Employment Agreement dated April 1, 2013 between the Company and Thomas M. Conway.⁽²⁾
- 10.7 Loan Agreement dated September 13, 2013 between the Company and BV Lending LLC.⁽²⁾
- 10.8 Stock Option Plan.⁽¹⁾
- 10.9 Sales Agreement dated April 28, 2014 between I-Minerals USA, Inc. and Pre-Mix, Inc.⁽²⁾
- 10.10 Loan Agreement dated February 18, 2015 between the Company and BV Lending LLC.⁽³⁾
- 10.11 Amendment Agreement dated December 1, 2015 between the Company and BV Lending LLC.⁽⁴⁾
- 10.12 Loan Agreement dated June 1, 2016 between the Company and BV Lending LLC.⁽⁵⁾
- 10.13 Amending Agreement dated October 25, 2017 between the Company and BV Lending LLC.⁽⁶⁾
- 10.14 Amending Agreement dated January 18, 2018 between the Company and BV Lending LLC.⁽⁷⁾
- 10.15 Amending Agreement dated March 30, 2018 between the Company and BV Lending LLC.⁽⁸⁾
- 10.16 Employment Agreement dated March 1, 2018 between the Company and John Theobald.⁽⁹⁾
- 10.17 Settlement Agreement dated August 3, 2018 between the Company and Thomas Conway.⁽⁹⁾
- 10.18 Loan Agreement dated September 11, 2018 between the Company and BV Lending LLC.⁽⁹⁾
- 10.19 Amending Agreement dated March 27, 2019 between the Company and BV Lending LLC
- 10.20 Amending Agreement dated June 28, 2019 between the Company and BV Lending LLC
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (Rule 13a-14 and 15d-14 of the Exchange Act)
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of Sarbanes-Oxley Act of 2002 (Rule 13a-14 and 15d-14 of the Exchange Act)

- 32.1 Certification of Chief Executive Officer pursuant to pursuant to Section 1350 of Title 18 of the United States Code
32.2 Certification of Chief Financial Officer pursuant to pursuant to Section 1350 of Title 18 of the United States Code

Notes:

- (1) Filed as an exhibit to our Registration Statement on Form 10 filed with the SEC on November 17, 2014.
- (2) Filed as an exhibit to our Registration Statement on Form 10/A filed with the SEC on December 24, 2014.
- (3) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on March 11, 2015.
- (4) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on December 7, 2015.
- (5) Filed as an exhibit to our Form 10-Q filed with the SEC on September 14, 2016.
- (6) Filed as an exhibit to our Form 10-Q filed with the SEC on December 15, 2017.
- (7) Filed as an exhibit to our Form 10-Q filed with the SEC on March 14, 2018.
- (8) Filed as an exhibit to our Form 10-K filed with the SEC on August 3, 2018.
- (9) Filed as an exhibit to our Form 10-Q filed with the SEC on September 14, 2018.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

I-MINERALS INC.

Date: July 29, 2019 By: /s/ John Theobald
JOHN THEOBALD
Chief Executive Officer and President
(Principal Executive Officer)

Date: July 29, 2019 By: /s/ Matthew Anderson
MATTHEW ANDERSON
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

In accordance with the Securities Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: July 29, 2019 By: /s/ John Theobald
JOHN THEOBALD
Chief Executive Officer, President and Director

Date: July 29, 2019 By: /s/ Allen L. Ball
ALLEN L. BALL
Director

Date: July 29, 2019 By: /s/ W. Barry Girling
W. BARRY GIRLING
Director

Date: July 29, 2019 By: /s/ Gary Childress
GARY CHILDRESS
Director

Date: July 29, 2019 By: /s/ Wayne Moorhouse
WAYNE MOORHOUSE
Director