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November 30, 2022

**TSXV/AIM: THX**

*This Announcement contains inside information as defined in Article 7 of the Market Abuse Regulation No. 596/2014 ("MAR"). Upon the publication of this Announcement, this inside information is now considered to be in the public domain.*

**THOR EXPLORATIONS ANNOUNCES THIRD QUARTER 2022 FINANCIAL AND OPERATING RESULTS, FOR THE THREE AND NINE MONTHS ENDING SEPTEMBER 30, 2022**

Thor Explorations Ltd. (TSXV / AIM: THX) ("Thor Explorations" or the "Company") is pleased to provide an operational and financial review for its mineral properties located in Nigeria, Senegal and Burkina Faso for the three (the "Quarter" or "Q3") and nine months to September 30, 2022 (the "Period").

The Company's Condensed Consolidated Interim Financial Statements together with the notes related thereto, as well as the Management's Discussion and Analysis for the three and nine months ended September 30, 2022, are available on Thor Explorations' website:

<https://thorexpl.com/investors/financials/>

**Operational Highlights of the Quarter and the Period**

- Gold production of 26,523 ounces ("oz") for the Quarter and of 71,651oz for the Period at the Segilola Gold mine, located in Nigeria ("Segilola")
  - Average mill feed grade during the Quarter was 3.58 grammes per tonne ("g/t") and recovery was 95.5%
- 28,787oz of gold and 1,931oz of silver sold in the Quarter, and 67,617oz of gold and 4,204oz of silver sold in the Period
  - Gold dore inventory of 2,226oz at the end of the Quarter
- Acquisition of additional exploration licences in Osun State and Kwara State, Nigeria
- Entered into a Joint Venture ("JV") agreement over a further exploration licence in Kwara State, Nigeria
- Exploration during the Quarter:
  - An initial 1,280 metres of reverse circulation ("RC") and diamond drilling was carried out at Segilola
  - At Douta, a RC drilling programme together with a target-generation termite geochemistry programme occurred to test the Makosa East soil geochemistry anomaly
  - A total of 824 metres of RC drilling at the Sambara prospect at Douta was completed. Gold mineralisation was discovered over approximately 500m of strike

- 13 corporate governance policies were either implemented or updated during the Quarter
- The Company continues to fund a range of livelihood restoration programmes, including preparing sites for fish farms and for vegetable nursery farms
- Community development programmes included Youth Initiative and Women's Initiative programmes focusing on practical skill-based courses and annual school scholarship awards

### **Financial Highlights of the Quarter and the Period**

- Gold sales generated revenue for the Quarter of US\$55.7 million and US\$121.9 million for the Period
- Net profit of US\$4.1 million for the Quarter and US\$10.4 million for the Period
- All in sustaining cost ("AISC") of US\$986 per oz for the Quarter and US\$909 per oz for the Period
- As of September 30, 2022 the Company had cash of US\$2.4 million
- As of September 30, 2022 the Company had Net Debt of US\$40.7 million (Q2 2022: US\$47.4 million)
- US\$10.3 million of Senior Debt Facility repaid reducing Senior Debt Facility to US\$28.9 million
- EBITDA of US\$14.1 million for the Quarter and US\$41.2 million for the Period

### **Post Period Highlights**

- A full transition from diesel to six megawatt ("MW") compressed natural gas generators was completed, reducing Greenhouse Gas Emissions ("GHG") by 53%

### **Outlook**

- Production guidance for 2022 of 90,000 to 100,000oz of gold
- Drilling programmes to resume in Q1 2023 at the Segilola Open Pit
- Continuing to advance the Douta project towards a preliminary feasibility study ("PFS")
- Continued exploration programmes across Segilola and Douta projects

### ***Segun Lawson, President & CEO, stated:***

"This has been another outstanding Quarter for the Company. Over the Period the Segilola mine has continued to produce at a steady rate, with the Company increasing production guidance twice over the last nine months. I am grateful for the dedication and hard work shown by the team at site during this Quarter and across the rainy season to keep production steady.

"Proudly and notably, the Company repaid another large sum of its Senior Debt Facility in the Period, having now reduced the facility by almost half since commercial production commenced.

"The exploration programmes upcoming across our portfolio provide great potential for the Company and I am positive that we have the teams, both managerial and on the ground, to realise the full potential of each project.

"Our relationship with the communities surrounding Segilola remains strong, whilst we continue to develop the project and explore the surrounding areas it is important to also develop the local communities and bring equal benefit to the region.

"I look forward to provide more updates in the future on Thor's exciting portfolio."

Further details can be found on the Company's website: [www.thorexpl.com](http://www.thorexpl.com)

### **About Thor Explorations**

Thor Explorations Ltd. is a mineral exploration company engaged in the acquisition, exploration, development and production of mineral properties located in Nigeria, Senegal and Burkina Faso. Thor Explorations holds a 100% interest in the Segilola Gold Project located in Osun State, Nigeria and has a 70% economic interest in the Douta Gold Project located in south-eastern Senegal. Thor Explorations trades on AIM and the TSX Venture Exchange under the symbol "THX".

THOR EXPLORATIONS LTD.  
Segun Lawson  
President & CEO

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### **Q3 2022 Operational Review**

#### **Segilola Project, Nigeria**

During the Period, there continued to be global supply chain issues resulting in shortages and increased prices for a number of essential consumables and supplies such as ammonium nitrate, diesel and spare parts. The Company has mitigated these risks through the bulk purchase of most supply chain items and anticipates that its production guidance and costs for the year remain in line.

#### **Gold Production**

During the three months ended September 30, 2022 the Segilola Mine produced 26,523 ounces of gold (Q2 2022: 23,785 ounces).

The Company exported the gold regularly throughout the Quarter selling 28,787 ounces of gold and 1,913 ounces of silver and had a further gold dore inventory of 2,226 ounces on hand. These ounces have all been sold in the fourth quarter of 2022.

## Mining

During the three months ended September 30, 2022, 4,018,431 tonnes of material was mined, equivalent to mining rates of 44,649 tonnes of material per day. In this period, 225,182 tonnes of ore were mined, equivalent to mining rates of 2,475 tonnes of ore per day, at an average grade of 4.43g/t.

The stockpile balance at the end of the period was 229,909 tonnes of ore at an average of 1.19g/t. This comprised 406 tonnes (5.80g/t) at high grade, 2,028 tonnes (2.87g/t) at medium grade, and 227,475 tonnes (1.12g/t) at low grade.

## Processing

During the three months ended September 30, 2022, a total of 241,434 tonnes of ore, equivalent to a throughput rate of 2,682 tonnes per day, was processed.

The mill feed grade was 3.58g/t gold and recovery was 95.5% for a total of 26,523 ounces of gold produced. The Company continues to review the process plant to optimize throughput and recoveries.

All of the main operating units of the process plant are performing as expected, and the plant is consistently operating above nameplate capacity. The Company continues to carry out further optimization activities for the gold recovery process.

### Production Metrics

	Units	Q3 2022	Q2 2022	Q1 2022
<b>Mining</b>				
Total Ore Mined	Tonnes	225,182	284,079	226,314
Ore Processed	Tonnes	241,434	211,582	221,900
Ore Stockpiled	Tonnes	229,909	249,281	179,758
Waste Mined	Tonnes	3,793,249	3,747,504	3,533,610
Total Mined	Tonnes	4,018,431	4,031,584	3,759,524
Total Ore Mined Gold Grade	g/t Au	4.43	3.63	2.68
Ore Processed	g/t Au	3.58	3.66	3.18
Ore Stockpiled	g/t Au	1.19	1.46	1.23
<b>Processing</b>				
Ore Milled	Tonnes	241,434	211,583	221,920
Daily Throughput (average)	Rate Tpd	2,835	2,784	2,760
Daily Throughput/ Nameplate Capacity	%	138%	141%	128%
<b>Ore Processed Gold Grade</b>				
Recovery	%	95.5	95.5	94.1
Gold Recovered	Oz	26,523	23,785	21,343

The main focus with respect to the Company's environment and social activities for Q3 2022 was implementing its new governance policies (13 new and/or updated policies) which included finalising the contract for an independent and free whistle blower hotline. Thor's 2021 Sustainability Report was further progressed, and metrics devised for measuring implementation of key sustainability parameters across the material topics of Corporate Governance, People, Health and Safety, Social and Community Development, Cultural Governance and Environment. The report will be completed in Q4 2022. The Company has agreed to use the Global Reporting Initiative's (GRI) ESG reporting standards including the recently released Mining and Metals Sector disclosure standards for Thor's 2022 Sustainability and ESG Report.

During Q3 2022, significant progress has been made for the Company's wholly owned operating subsidiary, Segilola Resources Operating Limited ("SROL") to attain its' ISO 45001 Health and Safety accreditation with a site audit completed and agreement on actions to close out over the next 12 months. Accreditation is expected in Q4 2023. SROL's General Manager, Mike Kelly, received the Safety Ambassador Award from the Institute of Safety Professionals Nigeria (August 2022). This award from health and safety peers is a professional acknowledgement of the high safety standards implemented at the Segilola project.

A full transition from diesel to 6 MW compressed natural gas ("CNG") generators will reduce GHG by 53% over that generated by diesel generators. This is a key step in SROL's reduction of its carbon footprint. This transition was completed post the period.

*HSE statistics to end Q3 2022*

<b>Safety topic for the week: MANUAL HANDLING TECHNIQUES</b>	<b>29-Sep</b>	<b>M-T-D</b>	<b>Y-T-D</b>	<b>P-T-D</b>
<b><i>HSE Statistics - Reactive (Lagging) Indicators</i></b>				
Number of Man Shifts Worked (Total)	1020	29091	221,591	509,261
Man Hours	9423	265,077	2,009,003	4678406
Lost Time Injury (LTI) recorded	0	0	2	2
Fatality (FAT) recorded	0	0	0	1
Medical Treatment Case(MTC) reported	0	1	9	20
Near Miss (NM) reported	0	1	19	38
First Aid Case (FAC) reported	0	2	9	44
Property Damage (PD) reported	0	1	27	29
<b><i>HSE Statistics - Proactive (Leading) Indicators</i></b>				
Number of Safety Inductions conducted	0	26	385	760
Tool Box Meeting conducted	14	353	2448	3,815
HSE Meetings conducted	0	10	82	128
HSE Inspections conducted	0	16	130	244
HSE Trainings conducted	0	7	73	382
Number of Unsafe Conditions reported	1	43	290	3,819
Number of Unsafe acts reported	3	61	531	3,519
<b>LTI Free Days</b>	<b>1</b>	<b>29</b>	<b>63</b>	

An Environmental Impact Assessment for a helipad within the existing Segilola Mine site has been submitted to Federal Ministry of Environment and is expected to be approved in Q1 2023.

Social and community development parameters for the Segilola Project were also progressed in Q3 2022. Focus has been on establishing livelihood restoration projects by preparing sites for the fish farms

(construction expected in Q1 2023) and site clearance for the vegetable farms' nursery. Contracts have been awarded to local companies for the construction of both livelihood projects. Specialist agricultural assistance from Nigerian experts has been contracted in by SROL to assist with implementation during the next 12 month period to enable the projects' community operators to become self-sufficient and financially viable within the next 12 to 18 months.

Through funding agreed via Community Development Agreements ("CDA") signed with the three communities surrounding the Segilola Mine, community programmes were progressed in Q3 2022. These included Youth Initiative and Women's Initiative programmes focusing on practical skill-based courses – truck driver training, mobile phone repairs and value-added production equipment. Annual school scholarship awards to enable children from vulnerable backgrounds to remain in school, are progressing with testing and interviews completed. Recipients will be selected in Q4 2022.

Compensation for temporary loss of assets and lands impacted by exploration activities (at 13 explorations sites across three states in Nigeria) stands at \$354,000 for 585 asset owners and 15 landowners (as of end of Q3 2022).

Social listening continues (monitoring SROL and Thor mentions in Nigerian media) across electronic, TV and printed media and findings are shared with key departments in SROL. Most media coverage has been positive.

In Senegal, exploration activities at the Douta Project have progressed throughout Q3 2022. The project has now appointed a HSE officer with HSE leading and lagging indicators being recorded. A site waste plan has been implemented and waste generated from the drill site and camp is stored in separate bins of biodegradable and non-biodegradable. Biodegradable such as paper, sample bags and food are burned. Non-biodegradable such as cans, and empty water bottles are given to the local population for recovery or recycling. Used oils are stored in a well-defined place pending delivery to specialised companies for disposal. The HSE officer has formalized the sale of metal waste and the money from this sale is paid into the company's social fund for community projects.

## **Exploration Activity Summary Q3 2022**

### **Nigeria**

#### **Introduction**

The high grade Segilola gold deposit is located on the major regional shear zone that extends for several hundred kilometres through the gold-bearing Ilesha schist belt (structural corridor) of Nigeria.

Thor's exploration tenure comprises 11 wholly owned explorations licences and four joint ventures. Together with the mining lease over the Segilola Gold Deposit, Thor's total exploration tenure amounts to over 1,400 km<sup>2</sup>.

#### **Exploration Activity**

In the Quarter, the Company increased its exploration footprint in Nigeria via the acquisition of additional exploration licences in Osun State and Kwara State and also entered into a joint venture agreement over a further exploration licence in Kwara state.

The Company's licence portfolio now consists of 17 exploration licences and the Segilola mining licence.

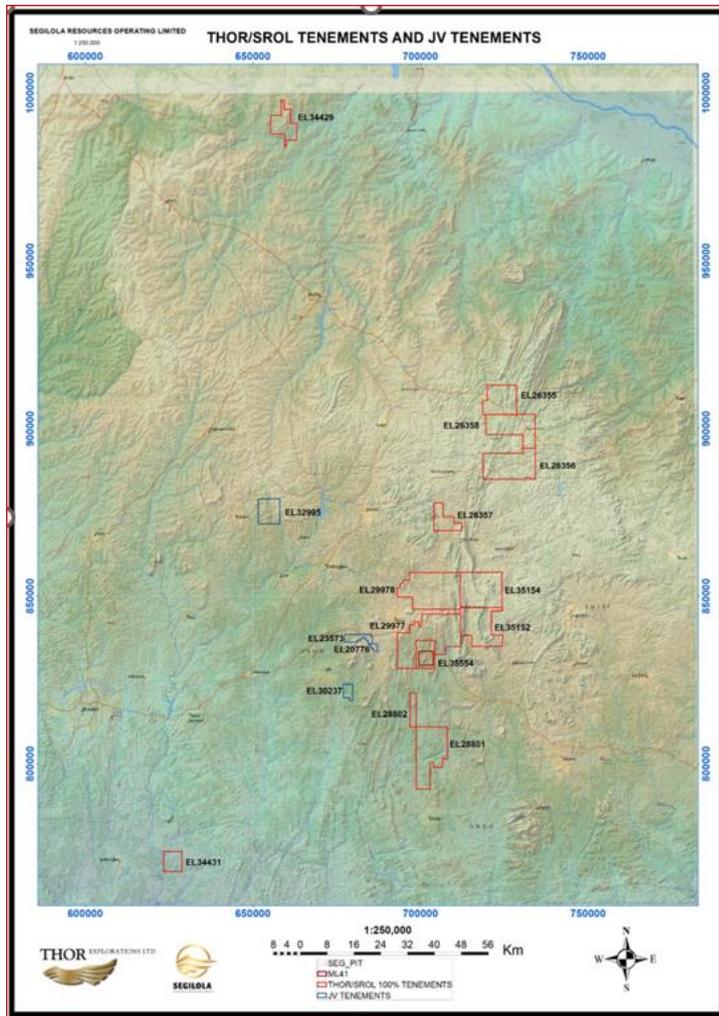


Figure 1:Thor Explorations/ Segilola Licence Portfolio Map

Exploration during the Quarter consisted of an initial 1,280 metres of reverse circulation (“RC”) and diamond drilling. In addition to the drilling programme, the Company prioritised the generation of drilling targets, with a focus on targets within trucking distance of the Segilola plant. Exploration activities comprised of soil and stream geochemical surveys, auger drilling, trenching and ground magnetic programmes.

The areas drilled were north of the Segilola Open Pit and at the “Ijana” and “Esteedan” targets which are located 14km to the west of Segilola. The main objectives of this programme are:

1. To test the geochemical and structural targets generated by auger soil sampling and trenching in EL 20776 and EL23573 also the drilling was targeting the occurrence of gold mined in shallow pits mined by artisanal.
2. To test the gold-in soil anomalies generated by auger soil and trench sampling at Odo within EL19066, 3km north of Segilola deposit.



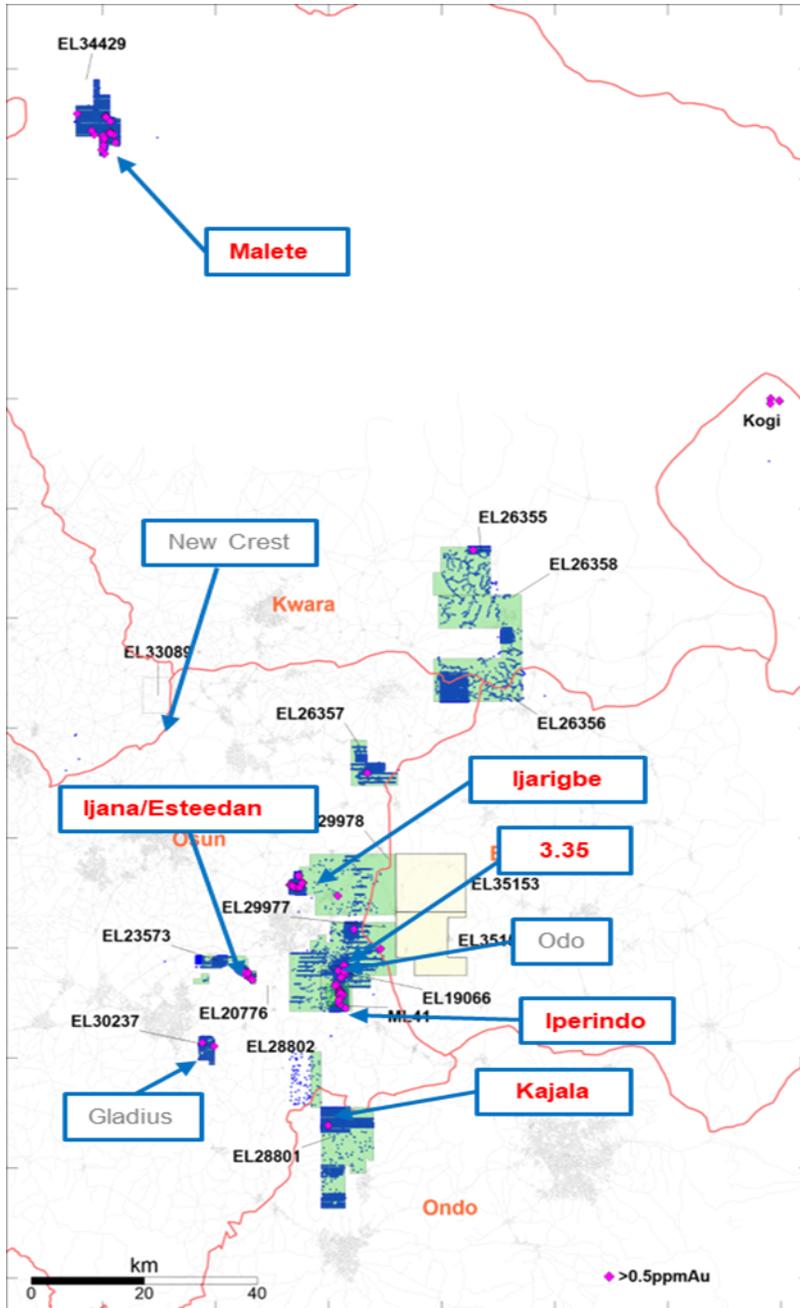


Figure 3: Drill Targets Generated on the Company's portfolio

## **Senegal**

### **Introduction**

The Douta Gold Project is a gold exploration permit, E02038, which covers an area of 58km<sup>2</sup> and is located within the Kéniéba inlier, eastern Senegal. The northeast-trending licence (Figure 4) has an area of 58 km<sup>2</sup>. Thor, through its wholly owned subsidiary African Star Resources Incorporated ("African Star"), has a 70%

economic interest in partnership with the permit holder International Mining Company SARL (“IMC”). IMC has a 30% free carried interest in its development until the announcement by Thor of a Probable Reserve.

The Douta licence is strategically positioned 4km east of Massawa North and Massawa Central deposits, which form part of the world-class Sabadola-Massawa Project owned by Endeavour Mining (Figure 4). The Makabingui deposit, belonging to Bassari Resources Ltd, is immediately located east of the northern portion of E02038.

There is an initial resource estimate of 15 million tonnes (“Mt”) grading 1.53g/t Au for 730,000oz gold in the Inferred category. The resource encompasses the Makosa, Makosa North and Makosa Tail zones, which are collectively named the Makosa Resource.

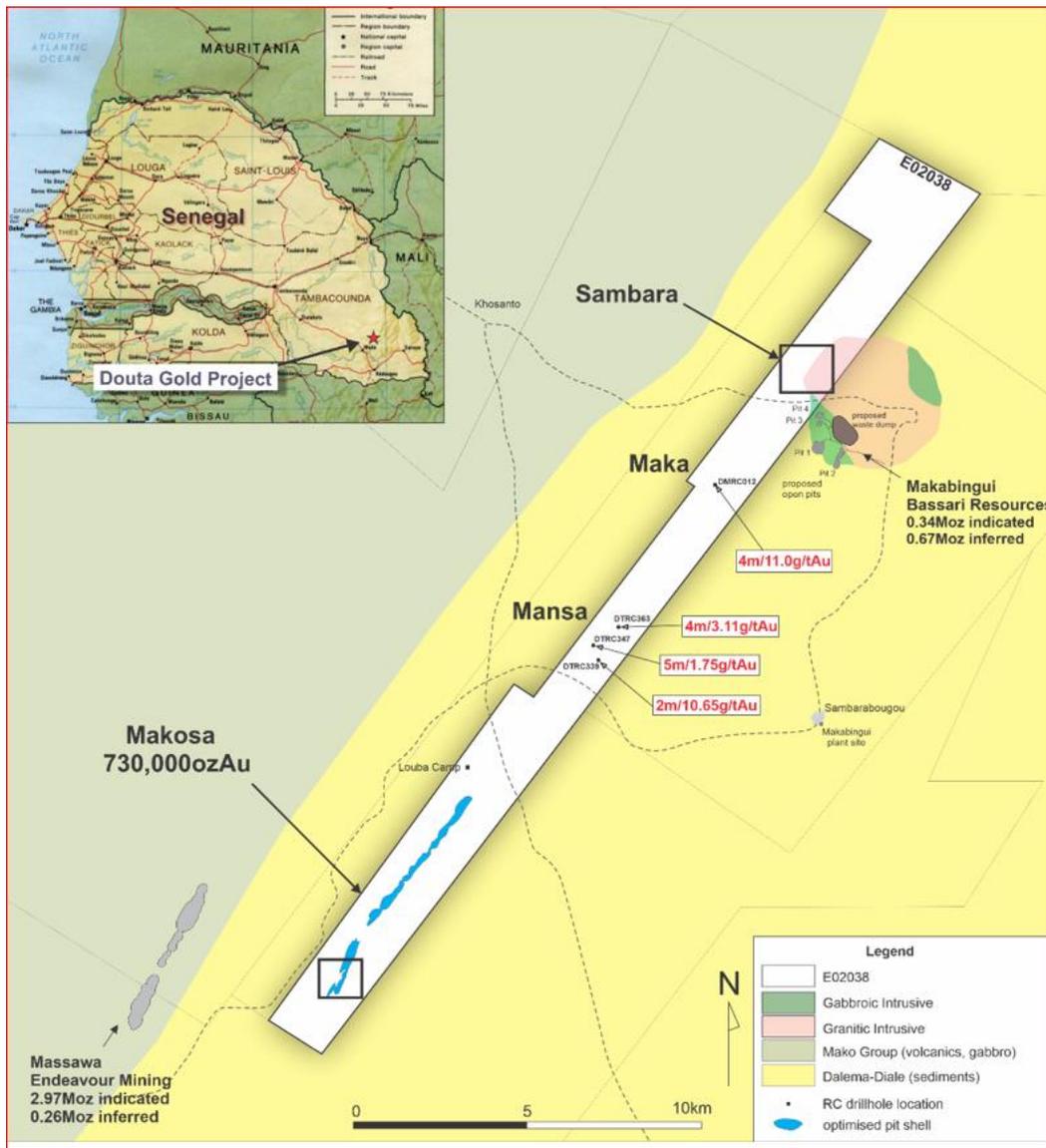


Figure 4: Douta Project Location Map

## Exploration Activity

During the Quarter, the main exploration work comprised the RC drilling programme together with a target-generation termite geochemistry programme occurred to test the Makosa East soil geochemistry anomaly. Tables 5 and 6 summarise the exploration statistics for the Quarter.

STATISTIC RC DRILLING Q3 July August September 2022									
Prospect	Month	Start Date	End Date	Holes drilled	Samples total	Depth drilled	Sample despatched	Assay received	Assay pending/EndofMonth
SAMBARA	July	2022-07-21	2022-07-31	11	970	824	824	0	970
	August	2022-08-01	2022-08-31	0	0	0	0	970	0
	September	2022-09-01	2022-09-30	0	0	0	0	0	
MAKOSA TAIL	July	2022-07-01	2022-07-30	4	314	267	0	0	6107
	August	2022-08-01	2022-08-31	48	4676	3986	3024	624	5483
	September	2022-09-01	2022-09-30	11	1045	940	3084	2399	3084
MAKOSA MAIN	July	2022-07-01	2022-07-30	0	0	0	0	0	
	August	2022-08-01	2022-08-31	0	0	0	0	0	
	September	2022-09-01	2022-09-30	34	3070	2670			
<b>Q3 TOTAL</b>				<b>108</b>	<b>9990</b>	<b>8687</b>	<b>6932</b>	<b>3993</b>	

**Table 5: Douta Drilling Statistics**

Geochem statistic Q3 July August September 2022									
DrillType	MonthNo	Start Date	End Date	Points Status		Sample despatched	Assay received	Assay pending/EndofMonth	
GEOCHEM	July	2022-07-01	2022-07-31	COMPLETE	ABANDONED				
	August	2022-08-01	2022-08-31	299				299	
	September	2022-09-01	2022-09-30						
ROCKS	July	2022-07-01	2022-07-31						
	August	2022-08-01	2022-08-31	26				26	
	September	2022-09-01	2022-09-30				299		

**Table 6: Douta Geochemistry statistics**

## Exploration Results

### Sambara

The Sambara Prospect is located 15km north-east along strike from the Makosa resource (Figure 5). Drilling targeted an anomalous zone defined by auger geochemical sampling. The area is located 2km directly north of the Makabingui group gold deposits and which collectively contain approximately 340,000oz gold in the indicated category and 670,000oz gold in the inferred category.

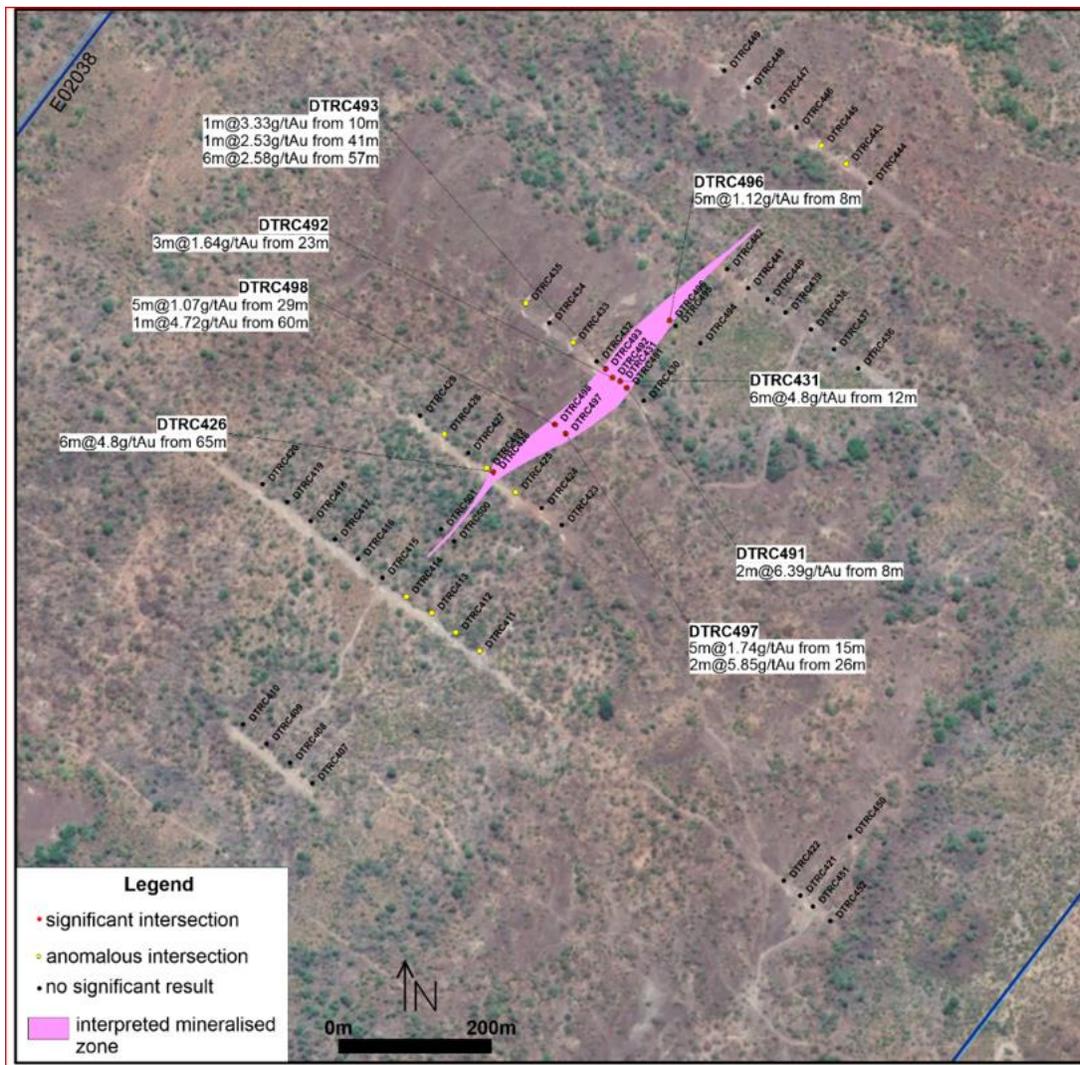
Drill testing of the geochemical anomaly was carried out over nine sections that were spaced at either 100m or 200m apart (Figure 5). This wide spacing was considered to be appropriate for the first phase of drill testing. Based on the positive results received, additional, closer-spaced (infill) drilling will be undertaken.

A total of 824m of RC drilling at the Sambara prospect was completed. Gold mineralisation was discovered over approximately 500m of strike. The host rock is deformed greywacke associated with smoky quartz, disseminated pyrite, sericite, and silica stockworks.

Table 7 summarises the significant results from the Sambara drilling programme.

HOLE-ID	X	Y	Z	Depth (m)	Azimuth	Dip	From (m)	To (m)	Interval (m)	Grade (g/tAu)	True Width (m)
DTRC4 26	18799 9	14519 58	146	72	130	-50	65	71	6	4.80	2.5
Incl							70	71	1	0.80	0.9
DTRC4 31	18816 5	14520 76	150	84	130	-50	12	18	6	4.80	3.6
DTRC4 91	18817 4	14520 68	160	42	130	-60	8	10	2	6.39	1.3
DTRC4 92	18815 5	14520 81	160	60	130	-60	23	26	3	1.64	1.9
DTRC4 93	18814 6	14520 93	160	96	130	-60	10	11	1	3.33	0.6
And							41	42	1	2.53	0.6
And							57	63	6	2.58	3.7
Includes							59	63	4	3.32	2.3
DTRC4 96	18823 0	14521 56	145	70	130	-60	8	13	5	1.12	3.2
DTRC4 97	18809 4	14520 08	158	45	130	-60	15	20	5	1.74	3.1
DTRC4 97					130	-60	26	28	2	5.85	1.2
DTRC4 98	18808 0	14520 20	163	90	130	-60	17	22	5	0.55	3.2
And							29	34	5	1.07	3.2
And							60	61	1	4.72	0.6

**Table 7: Sambara Significant Results**



**Figure 5: Sambara Drillhole Location Map**

**Makosa**

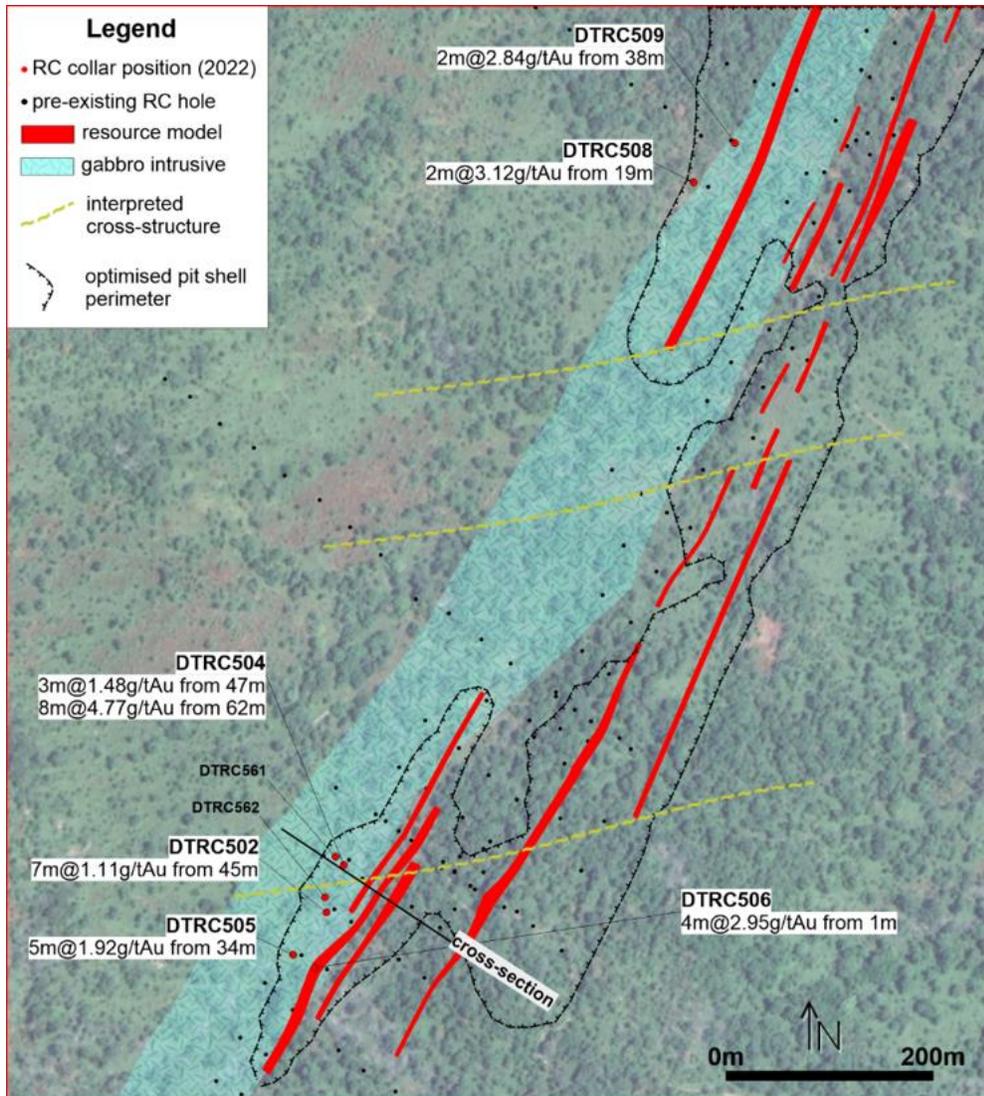
The Makosa resource is currently classified as inferred. In August 2022, Thor commenced a programme of follow up RC and diamond drilling with the objective of upgrading the higher-grade portions of the resource, that fall within the optimised pit shell, to indicated classification.

Initial results from drillholes completed at the southern extremity of the deposit include 8m at 4.77g/t gold from 62m in drillhole DTRC504 (Figure 6). The significant intersections from Makosa are listed in Table 8. In addition to upgrading this part of the resource, the intersection suggests that gold mineralisation may extend to depth. Two additional drillholes (DTRC561 and DTRC562) have subsequently been drilled to test for depth extensions to this higher grade zone. Assays for these two holes are pending.

HOLE-ID	X	Y	Z	Length (m)	Azimuth	Dip	From (m)	To (m)	Interval (m)	Grade (g/tAu)	True Width (m)
DTRC502	173909	1433683	198	70	130	-60	45	52	7	1.11	4.6
DTRC504	173926	1433729	155	80	130	-60	47	50	3	1.48	1.9
and							62	70	8	4.77	5.1
DTRC505	173877	1433642	155	72	130	-60	34	39	5	1.92	3.1
and							53	60	7	0.60	4.4
DTRC506	173898	1433630	200	30	130	-60	1	5	4	2.95	2.5
includes							1	4	3	3.29	1.8
DTRC508	174264	1434389	190	60	130	-60	19	21	2	3.12	1.2
and							47	53	6	0.51	3.7
DTRC509	174304	1434427	190	42	130	-60	38	40	2	2.84	1.2

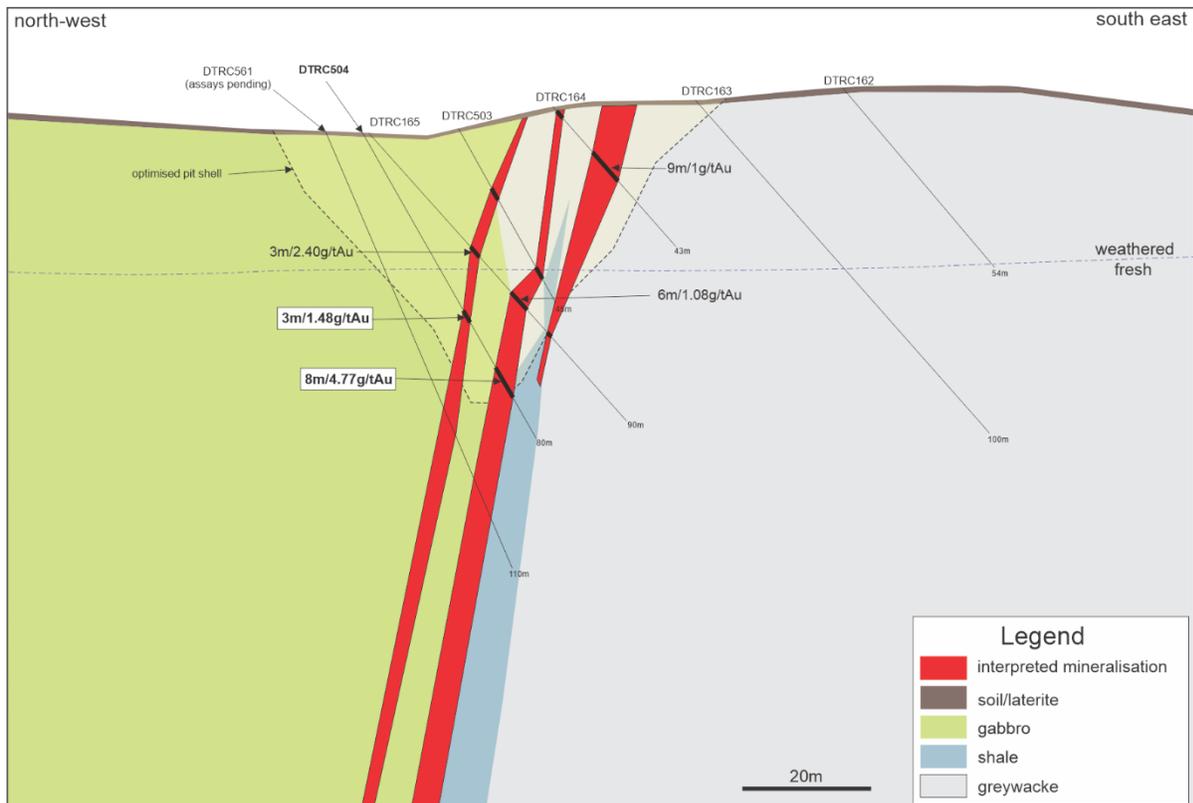
**Table 8: Makosa Significant Results**

(0.5g/tAu lower cut off; maximum 2m internal dilution, minimum 2m interval)



**Figure 6: Makosa Drillhole Location Map**

At Makosa, zones of gold mineralisation are developed either within a sheared gabbro intrusive or within a steep north-westerly dipping sequence of meta-sedimentary rocks that are close proximity to the gabbro (Figure 7). Higher grade zones or shoots are suspected to occur along east-west oriented structures that cut across the main north-east trend of the mineralisation. The potential to upgrade the resource will be assessed by ongoing infill drilling along the Makosa mineralised trend.



**Figure 7: Makosa Cross Section**

### **Houde Gold Project, Burkina Faso**

No exploration activities took place during the Quarter.

### **SUBSEQUENT EVENTS**

There are no material subsequent events to report.

### **OUTLOOK AND UPCOMING MILESTONES**

This Section 5 of the MD&A contains forward looking information as defined by National Instrument 51-102. Refer to Section 16 of this MD&A for further information on forward looking statements.

We are focussed on advancing the Company's strategic objectives and near-term milestones which include:

- Maintain our rigorous health and safety protocols
- 2022 Operational Guidance and Outlook

Gold Production	oz	90,000-100,000
All-in Sustaining Cost ("AISC")	US\$/oz Au sold	\$850 - \$950
Capital Expenditure <sup>1</sup>	US\$	23,500,000
<i>Exploration Expenditure:</i>		
Nigeria <sup>2</sup>	US\$	4,200,000
Senegal	US\$	3,000,000

<sup>1</sup> The increase in guidance from Q2 is due to the additional provision for the EPC contract (\$9m), and purchase of additional mining equipment (\$4.5m) not included in previous guidance.

<sup>2</sup> This includes purchase of licenses and near mine exploration

- The critical factors that influence whether Segilola can achieve these targets include:
  - Segilola's ability to maintain an adequate supply of consumables (in particular ammonium nitrate, flux and cyanide) and equipment, particularly if there is any resurgence in the COVID-19 pandemic
  - Fluctuations in the price of key consumables, in particular ammonium nitrate, and diesel
  - Segilola's workforce remaining healthy
  - Continuing to receive full and on-time payment for gold sales
  - Continuing to be able to make local and international payments in the ordinary course of business
  
- Continue to advance the Douta project towards preliminary feasibility study ("PFS")
  
- Continue to advance exploration programmes across the portfolio:
  - Segilola near mine exploration
  - Segilola underground project
  - Segilola regional exploration programme
  - Douta extension programme
  - Douta infill programme
  - Assess regional potential targets in Nigeria

## SUMMARY OF QUARTERLY RESULTS

The table below sets forth selected results of operations for the Company's eight most recently completed quarters.

### *Summary of quarterly results*

\$	2022 Q3 Sep 30	2022 Q2 Jun 30	2022 Q1 Mar 31	2021 Q4 Dec 31
Revenues	55,703,098	41,354,747	24,865,482	6,205,345
Net profit/(loss) for period	4,126,066	6,163,942	200,473	2,665,653
Basic and fully diluted profit/(loss) per share (cents)	0.016	0.01	0.00	0.40
\$	2021 Q3 Sep 30	2021 Q2 Jun 30	2021 Q1 Mar 31	2020 Q4 Dec 31
Revenues	-	-	-	-
Net profit/(loss) for period	463,844	(5,582,090)	(67,365)	(1,560,694)
Basic and fully diluted profit/(loss) per share (cents)	(0.001)	(0.90)	(0.05)	(0.25)

## NON-IFRS MEASURES

This MD&A refers to certain financial measures, such as average realized gold price, which are not recognized under IFRS and do not have a standardized meaning prescribed by IFRS. These measures may differ from those made by other companies and accordingly may not be comparable to such measures as reported by other companies. These measures have been derived from the Company's financial statements because the Company believes that, with the achievement of gold production, they are of assistance in the understanding of the results of operations and its financial position.

### **Average realised gold price per ounce sold**

Average realized gold price is a metric used to better understand the gold price realized during a period. This is calculated as sales less treatment and refining charges, and sales agreement costs divided by gold oz sold.

#### *Average annual realised price per ounce sold*

	Units	Nine months to September 30 2022	Three months to September 30, 2022	Three months to June 30, 2022	Three months to March 31, 2022
Revenues 1	\$	121,923,327	55,703,098	41,354,747	24,865,482
Deferred Income 2	\$	-	-	-	6,233,347
Gold Sales	\$	121,923,327	55,703,098	41,354,747	31,098,829
Gold ounces sold	oz Au	67,617	28,787	22,172	16,658
Average realised price per ounce sold <sup>3</sup>	\$	1,803.15	1,935.01	1,865.18	1,866.90

<sup>1</sup> Included in Revenues is sales of silver, which is produced and sold as a by-product, and is not material to the calculation.

<sup>2</sup> Deferred income relates to 3,196 ounces of gold sales that were in transit as at March 31 2022.

<sup>3</sup> Impact of deferred income ounces rolled forward into three months to September 30,2022, regularized at nine months to September 30, 2022

### Cash operating cost per ounce

Cash operating cost per oz sold, combined with revenues, can be used to evaluate the Company's performance and ability to generate operating income and cash flow from operating activities.

#### Average annual cash operating cost per ounce of gold

		Nine months to September 30, 2022	Three months to September 30, 2022	Three months to June 30, 2022	Three months to March 31, 2022
Operating expenses	\$	47,012,448	17,912,146	19,486,150	8,356,121
Expenses relating to deferred income <sup>1</sup>	\$	-	-	-	2,681,819
Royalty expenses	\$	2,379,110	882,093	946,252	550,765
Cash Operating costs	\$	49,391,558	18,794,239	20,432,402	11,588,705
Gold ounces sold recognised in income statement	Oz Au	67,617	28,787	22,172	16,658
Cash operating cost per ounce sold	\$/oz	730	653	922	771

<sup>1</sup>Deferred income relates to 3,196 ounces of gold sales that were in transit as at March 31 2022.

### All-in sustaining cost per ounce

AISC provides information on the total cost associated with producing gold since December 1, 2021 and has been calculated on a basis consistent with historic news releases by the Company.

The Company calculates AISC as the sum of total cash operating costs (as described above), corporate social responsibility costs, treatment and refining charges, accretion of restoration provision, and sustaining capital, less silver revenue, all divided by the gold ounces sold to arrive at a per oz amount.

Other companies may calculate this measure differently as a result of differences in underlying principles and policies applied.

#### Average annual all-in sustaining cost per ounce of gold

		Nine months to September 30, 2022	Three months to September 30, 2022	Three months to June 30, 2022	Three months to March 31, 2022
Cash operating costs	\$	49,391,558	18,794,239	20,432,402	8,356,121
Treatment and refining charges	\$	2,447,485	1,340,272	604,691	502,522

Sustaining capital <sup>1</sup>	\$	9,626,085	8,246,912	160,896	1,218,277
Total all-in sustaining cost	\$	61,465,128	28,381,423	21,197,989	13,309,204
Gold ounces sold	OZ Au	67,617	28,787	22,172	16,658
All-in sustaining cost per ounce sold	\$/oz	909	986	956	799

<sup>1</sup> Sustaining capital for the three months to September 30, 2022 includes capital costs relating to the TMF project (\$1.7m), workshop and building construction (\$461,000), process plant and mining spares and equipment (\$1.3m) and reallocated mine asset costs from Q1 and Q2 into Q3.

### Net Debt

Net debt is calculated as total debt adjusted for unamortized deferred financing charges less cash and cash equivalents and short-term investments at the end of the reporting period. This measure is used by management to measure the Company's debt leverage. The Company considers that in addition to conventional measures prepared in accordance with IFRS, net debt is useful to evaluate the Company's performance.

Previous quarters contained a provision for outstanding EPC invoices of \$5.2 million. Following a full audit, the EPC contractor presented and the Company has accepted, an additional late invoice of approximately \$4 million. Total EPC Payments due have been confirmed at \$16 million.

The Net Debt reported at June 30, 2022 and March 31, 2022 have been revised to include the deferred income component which was omitted from the Net Debt calculations. The revised figures are presented in the Table below. The figure reported for Net Debt in June 30, 2022 and March 31, 2022 was \$37,306,971 and \$50,463,920 respectively.

### Net Debt

		September 30 2022	June 30 2022	March 31 2022
Project Loan	\$	28,959,617	38,174,040	51,337,488
EPC Payments	\$	16,025,837	11,811,515	10,992,978
Deferred EPC Facility	\$	5,960,704	6,205,146	6,328,204
Deferred income adjustment	\$		10,147,435	6,233,347
Less:				
Cash	\$	(2,459,709)	(5,055,930)	(6,276,376)
Inventory on hand (at sales value) <sup>1</sup>	\$	(7,690,800)	(13,827,800)	(11,918,374)
Net Debt	\$	40,795,649	47,454,406	56,697,267

<sup>1</sup> Includes gold dore held in inventory valued at \$1,700/oz.

### Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA is calculated as the total earnings before interest, taxes, depreciation and amortisation. This measure helps management assess the operating performance of each operating unit.

### Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)

		Nine months to September 30, 2022	Three months to September 30, 2022	Three months to June 30, 2022	Three months to March 31, 2022
Net profit for the period	\$	10,431,167	4,126,066	6,104,628	200,473
Amortisation and depreciation - owned assets	\$	15,923,649	5,130,023	5,789,009	5,004,617
Amortisation and depreciation - right of use assets	\$	3,477,995	1,244,005	1,075,735	1,158,255
Impairment of Exploration & Evaluation assets	\$	9,581	2,360	4,520	2,701
Interest expense	\$	11,351,690	3,657,827	3,935,732	3,758,131
EBITDA	\$	41,194,082	14,160,281	16,909,624	10,124,177
Ounces sold <sup>1</sup>	oz Au	67,617	28,787	22,172	16,658
EBITDA per ounce sold	\$	609	492	763	608

<sup>1</sup> 3,196 ounces of gold in transit at March 31, 2022 were adjusted for between Q1 and Q2 sales.

## RESULTS FOR NINE MONTHS ENDED SEPTEMBER 30, 2022

The review of the results of operations should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto.

The Company reported a net profit of \$10,431,167 (\$0.016 profit per share) for the nine months to September 30, 2022, as compared to a net loss of (\$4,644,514 (\$0.007 loss per share) for the nine months ended September 30, 2021. The move to profit for the nine months was largely due to:

- Sales to Q3 2022 of \$121,923,327 2021 (nil for 2021);
- Foreign exchange gains of \$8,043,758 from loss of \$967,679 for the same period in 2021

These were offset partially by:

- Amortisation and depreciation of \$19,401,644; and
- Interest of \$11,351,690

The Company recorded sales revenue of \$121,923,327 for the nine months ended September 30, 2022, and \$nil for the nine months to September 30, 2021. No interest was earned during the nine months ended September 30, 2022, and 2021.

## LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2022, the Company had cash of \$2,459,709, and 2,226 ounces of gold dore in inventory to be sold, and a working capital deficit of \$35,592,984.

The increase in cash from December 31, 2021 (cash of \$1,276,270) is due mainly to gold sales revenue of \$121,923,327, offset by instalment payments on the loan facility of \$27,388,729, the purchase of property plant and equipment of \$9,575,425 and operational costs and corporate overheads of \$89,111,233. This cash expenditure was financed by operational cashflow and existing cash balances.

The EPC Contractor has confirmed that it will continue to support the Company by extending the payment period of the final EPC invoices and has acknowledged that the Company will make payment of the final EPC invoices from available cashflow by the end of H1 2023.

### Working Capital Calculation

The Working Capital Calculation excludes \$9,891,530 of gold stream liabilities, and \$3,492,023 in third party royalties included in current accounts payable, that are contingent upon the achievement of the revised gold sales forecast of 90,000-100,000 ounces for the year ending December 31, 2022.

Included in working capital, in Accounts payable and accrued liabilities, is a balance of \$16,025,837 due to our EPC contractors. The EPC Contractor and the Company have agreed to make payment of the final EPC invoices from available cashflow before June 30, 2023.

### Working Capital

	September 30 2022	June 30 2022	March 31 2022
<b>Current Assets</b>			
Cash and Restricted Cash	\$ 2,459,709	5,055,930	6,276,376
Inventory	\$ 11,581,051	24,046,025	16,534,943
Less expenses related to Deferred Income	\$	(6,556,648)	(2,681,819)
Amounts receivable, prepaid expenses, advances and deposits	\$ 3,758,295	2,667,106	1,110,095
<b>Total Current Assets for Working Capital</b>	<b>\$ 17,799,055</b>	<b>25,212,413</b>	<b>21,239,595</b>
<b>Current Liabilities</b>			
Accounts Payable and accrued liabilities	\$ 48,670,354	39,128,410	31,834,095
Lease Liabilities	\$ 4,766,383	4,007,843	4,854,714
Gold Stream Liability	\$ 9,891,530	11,753,417	12,889,957
Loan and other borrowings	\$ 3,447,325	15,779,820	28,441,348
	\$ 66,775,592	70,610,992	78,020,114
less: Current Liabilities contingent upon future gold sales	\$ (13,383,553)	(16,608,385)	(18,268,990)
<b>Total Current Liabilities for Working Capital</b>	<b>\$ 53,392,039</b>	<b>54,061,105</b>	<b>59,751,124</b>

### Inventory

Gold inventory is recognised in the ore stockpiles and in production inventory, comprised principally of ore stockpile and doré at site or in transit to the refinery, with a component of gold-in-circuit.

### Inventory

	September 30 2022	June 30 2022	March 31 2022
Plant spares and consumables	\$ 2,285,788	3,071,586	1,513,438
Gold ore in stockpile	\$ 5,801,769	9,728,233	4,203,827
Gold in circuit	\$ 1,774,547	2,457,696	2,581,292
Gold doré <sup>1</sup>	\$ 1,718,947	8,788,510	8,236,386
<b>Total assets measured at amortised cost</b>	<b>\$ 11,581,051</b>	<b>24,046,025</b>	<b>16,534,943</b>

1: Gold doré is valued at cost (\$772/oz), which comprises production cost, depreciation and amortisation.

### Liquidity and Capital Resources

The Company has generated strong operating cash flow during Q3 2022 and expects to continue to do so based on its production and AISC guidance. This strong operating cash flow will support debt repayments,

regional exploration and underground expansion drilling at Segilola, planned capital expenditures and corporate overhead costs.

## CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### THOR EXPLORATIONS LTD.

#### CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In United States dollars (unaudited)

	Note	September 30, 2022 \$	December 31, 2021 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		2,459,709	1,276,270
Restricted cash	6	-	3,495,992
Inventory	7	11,581,051	18,146,558
Amounts receivable	8	466,575	237,651
Prepaid expenses, advances and deposits	9	3,291,720	586,865
<b>Total current assets</b>		<b>17,799,055</b>	<b>23,743,336</b>
<b>Non-current assets</b>			
Deferred income tax assets		74,753	86,795
Prepaid expenses, advances and deposits	9	240,867	105,683
Right-of-use assets	10	17,143,126	20,843,612
Property, plant and equipment	15	144,289,041	147,373,656
Intangible assets	16	15,173,671	15,345,419
<b>Total non-current assets</b>		<b>176,921,458</b>	<b>183,755,165</b>
<b>TOTAL ASSETS</b>		<b>194,720,513</b>	<b>207,498,501</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	17	48,670,354	38,827,489

Lease liabilities	10	<b>4,766,383</b>	4,849,088
Gold stream liability	11	<b>9,891,530</b>	12,837,633
Loans and other borrowings	12	<b>4,586,279</b>	27,984,078
<b>Total current liabilities</b>		<b>67,914,546</b>	84,498,288
<b>Non-current liabilities</b>			
Accounts payable and accrued liabilities	17	-	1,564,191
Lease liabilities	10	<b>11,528,190</b>	13,425,286
Gold stream liability	11	<b>16,774,634</b>	17,424,646
Loans and other borrowings	12	<b>26,129,889</b>	25,754,525
Provisions	14	<b>5,353,193</b>	5,238,176
<b>Total non-current liabilities</b>		<b>59,785,906</b>	63,406,824
<b>SHAREHOLDERS' EQUITY</b>			
Common shares	18	<b>79,949,297</b>	79,027,183
Option reserve	18	<b>3,455,454</b>	4,513,900
Currency translation reserve		<b>(6,816,119)</b>	(2,889,510)
Retained earnings		<b>(9,568,571)</b>	(21,058,184)
<b>Total shareholders' equity</b>		<b>67,020,061</b>	59,593,389
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>194,720,513</b>	207,498,501

These consolidated financial statements were approved for issue by the Board of Directors on November 29, 2022, and are signed on its behalf by:

(Signed) "Adrian Coates"  
Director

(Signed) "Olusegun  
Lawson"  
Director

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

## THOR EXPLORATIONS LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE  
INCOME  
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022  
In United States dollars (unaudited)

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
<b>Continuing operations</b>					
<b>Revenue</b>		<b>\$ 55,703,098</b>	<b>\$ -</b>	<b>\$ 121,923,327</b>	<b>\$ -</b>
Production costs	5	\$ 36,347,670	-	73,996,766	-
Transportation and refining		1,340,272	-	2,447,485	-
Royalties		882,093	-	2,379,110	-
Gain on forward sale of commodity contracts		(161,750)	-	(338,230)	-
Gross profit from operations		17,294,813	-	43,438,196	-
Amortisation and depreciation - owned assets	5	5,130,023	5,525	15,923,649	14,024
Amortisation and depreciation - right of use assets	5	1,244,005	11,291	3,477,995	33,808
Other administration expenses	5	5,353,995	789,403	10,287,872	2,250,239
Impairment of Exploration & Evaluation assets	16	2,360	2,452	9,581	100,298
<b>Profit (loss) from operations</b>		<b>5,564,430</b>	<b>(808,671)</b>	<b>13,739,099</b>	<b>(2,398,369)</b>

Interest expense		<b>(3,657,827)</b>	(44)	<b>(11,351,690)</b>	(564)
Foreign exchange gains		<b>2,219,463</b>	1,404,404	<b>8,043,758</b>	(967,679)
Extra-ordinary expenses			(136,281)		(1,277,902)
<b>Net profit (loss) for the period</b>		<b>4,126,066</b>	<b>459,408</b>	<b>10,431,167</b>	<b>(4,644,514)</b>
Attributable to:					
Non-controlling interest					
Equity shareholders of the Company		<b>4,126,066</b>	<b>459,408</b>	<b>10,431,167</b>	<b>(4,644,514)</b>
<b>Net profit (loss) for the period</b>		<b>4,126,066</b>	<b>459,408</b>	<b>10,431,167</b>	<b>(4,644,514)</b>
<b>Other comprehensive profit (loss)</b>					
Foreign currency translation loss attributed to equity shareholders of the company		<b>(2,350,363)</b>	624,900	<b>(3,926,609)</b>	(2,079,271)
<b>Total comprehensive income profit (loss) for the period</b>		<b>1,775,703</b>	<b>1,084,308</b>	<b>6,504,558</b>	<b>(6,723,785)</b>
<b>Net profit (loss) per share - basic and diluted</b>	19	<b>\$ 0.006</b>	<b>\$ 0.001</b>	<b>\$ 0.016</b>	<b>\$ (0.007)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>		<b>637,605,227</b>	<b>626,280,674</b>	<b>636,941,340</b>	<b>622,722,592</b>

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

# THOR EXPLORATIONS LTD.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS  
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022  
In United States dollars (unaudited)

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
<b>Cash flows from (used in):</b>					
<b>Operating activities</b>					
Net profit / (loss)		\$ 4,126,066	\$ 459,409	\$ 10,431,167	\$ (4,644,514)
Adjustments for:					
Impairment of unproven mineral interest	16	2,360	2,452	9,581	100,298
Amortisation and depreciation	5	6,374,028	16,816	19,401,644	47,832
Loss on forward sale commodity contracts		(161,750)	-	(338,230)	-
Settlement of gold stream obligation		-	-	-	-
Foreign exchange (gain) loss		(5,824,295)	(422,907)	(8,043,758)	1,453,721
Interest income / expense		3,657,827	44	11,351,690	564
		<b>8,174,236</b>	<b>55,814</b>	<b>32,812,094</b>	<b>(3,042,099)</b>
Changes in non-cash working capital accounts					
Restricted cash		-	(95,302)	3,495,922	688
Receivables		239,224	(887,820)	(228,924)	(825,671)
Prepaid expenses and deposits		(1,330,413)	55,225	(2,704,855)	180,415
Deferred income		(10,147,435)	-	-	-
Inventory		12,464,974	26,203	6,565,507	26,203
Prepays long term		29,666	-	49,865	-
Repayment of goldstream liabilities		(2,411,164)	-	(3,596,115)	-
Accounts payable and accrued liabilities		9,541,944	(689,369)	9,842,865	(1,880,187)
<b>Cash flows from/(used in) operating activities</b>		<b>16,561,032</b>	<b>(1,535,249)</b>	<b>46,236,359</b>	<b>(5,540,651)</b>
Adjustment to net loss for cash items					
Realized foreign exchange		(698,971)	(23,599)	28,202	114,852
<b>Net cash flows from/(used in) operating activities</b>		<b>15,862,061</b>	<b>(1,558,848)</b>	<b>46,264,561</b>	<b>(5,425,799)</b>
<b>Investing</b>					

Purchase of intangible assets	-	(41,073)	(168)	(177,133)
Assets under construction expenditures	-	(8,955,726)	-	(40,973,498)
Acquisition of Right of use assets	(17,718)	-	(17,718)	-
Property, Plant & Equipment	(2,255,416)	(359,095)	(11,218,923)	(1,932,537)
Exploration & Evaluation assets expenditures	(998,795)	(1,245,718)	(2,096,383)	(1,914,491)
<b>Net cash flows used in investing activities</b>	<b>(3,271,929)</b>	<b>(10,601,612)</b>	<b>(13,333,192)</b>	<b>(44,997,659)</b>
<b>Financing</b>				
Proceeds from issuance of equity securities	-	1,053,571	-	1,338,156
Share subscriptions received (Repayment of) / Proceeds from loans and borrowings	-	-	922,114	-
	(9,458,865)	6,452,253	#####	27,078,470
Net proceeds from short term currency swaps	(3,011,954)	-	(663,726)	-
Interest paid	(1,181,269)	-	(3,725,137)	-
Payment of lease liabilities	(1,370,785)	(6,511)	(3,949,944)	(30,903)
<b>Net cash flows (used in)/from financing activities</b>	<b>(15,022,873)</b>	<b>7,499,313</b>	<b>(31,643,727)</b>	<b>28,385,723</b>
Effect of exchange rates on cash	(163,480)	(258,208)	(104,273)	2,339,897
<b>Net change in cash</b>	<b>\$ (2,596,221)</b>	<b>\$ (4,919,355)</b>	<b>\$ 1,183,369</b>	<b>\$(19,697,838)</b>
<b>Cash, beginning of the period</b>	<b>\$ 5,055,930</b>	<b>\$ 7,586,533</b>	<b>\$ 1,276,270</b>	<b>\$ 22,365,016</b>
<b>Cash, end of the period</b>	<b>\$ 2,459,709</b>	<b>\$ 2,667,178</b>	<b>\$ 2,459,709</b>	<b>\$ 2,667,178</b>

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

## THOR EXPLORATIONS LTD.

### CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY In United States dollars (unaudited)

	Note	Common shares	Option reserve	Currency translation reserve	Deficit	Total shareholders' equity
<b>Balance on December 31, 2020</b>		<b>\$ 76,858,769</b>	<b>\$4,626,426</b>	<b>\$ (594,661)</b>	<b>\$(19,562,232)</b>	<b>\$ 61,704,198</b>
Reinstatement of warrants	19	-	-	-	(45,899)	-
Net loss for the period		-	-	-	(67,364)	(67,364)
loss		-	-	(804,019)	-	(804,019)
<b>Balance on June 30, 2021</b>		<b>\$ 76,858,769</b>	<b>\$4,626,426</b>	<b>\$ (1,398,680)</b>	<b>\$(19,675,495)</b>	<b>\$ 60,832,815</b>
Exercise of warrants	19	2,073,451	-	-	421,794	2,073,451
Options exercised	19	94,963	(112,527)	-	112,527	94,963
Net loss for the period		-	-	-	(1,917,010)	(1,917,010)
Comprehensive loss		-	-	(1,490,830)	-	(1,490,830)
<b>Balance on December 31, 2021</b>		<b>\$ 79,027,183</b>	<b>\$4,513,900</b>	<b>\$ (2,889,510)</b>	<b>\$(21,058,184)</b>	<b>\$ 59,593,389</b>
Share issuance costs	19	-	-	-	-	-
Issue of share options	19	-	-	-	-	-
Options exercised	19	922,114	(1,058,446)	-	1,058,446	922,114
Net profit for the period		-	-	-	10,431,167	10,431,167
Comprehensive loss		-	-	(3,926,609)	-	(3,926,609)
<b>Balance on September 30, 2022</b>		<b>\$ 79,949,297</b>	<b>\$3,455,454</b>	<b>\$ (6,816,119)</b>	<b>\$ (9,568,571)</b>	<b>\$ 67,020,061</b>

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

# THOR EXPLORATIONS LTD.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022, AND 2021  
In United States dollars, except where noted (unaudited)

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## 1. CORPORATE INFORMATION

- Thor Explorations Ltd. is a West African focused gold producer and explorer, dually listed on the TSX-V (THX.V) and AIM Market of the London Stock Exchange (THX.L).
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- The Company was formed in 1968 and is organised under the BCBCA with its registered office at 550 Burrard St, Suite 2900 Vancouver, BC, CA, V6C 0A3. The Company evolved into its current form in August 2011 following a reverse takeover and completed the transformational acquisition of its flagship Segilola Gold Project in Nigeria in August 2016.
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## 2. BASIS OF PREPARATION

### a) Statement of compliance

These unaudited condensed consolidated interim financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

### b) Basis of measurement

These unaudited condensed consolidated interim financial statements have been prepared on a historical cost basis and are presented in United States dollars, unless otherwise indicated.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. A precise determination of many assets and liabilities is dependent upon future events, the preparation of consolidated financial statements for a period involves the use of estimates, which have been made using careful judgment. Actual results may differ from these estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the unaudited condensed financial statements are discussed in Note 4.

### c) Nature of operations and going concern

As at September 30, 2022, the Company had cash of \$2,459,709 and inventory of 2,226 ounces of gold dore and 2,298 ounces of gold in circuit to be sold. During the nine-month period ended September 30, 2022, the Company produced 71,651 ounces of gold (Q2 2022: 45,128 ounces) and post period end, the Company has continued production from its Segilola Gold Mine. The Company sold 67,617 ounces of gold from 1 January 2022 to the end of Q3 2022.

The Board has reviewed the Group’s cash flow forecasts for the twelve-month period from the date of this report including revised forecast production of 90,000 – 100,000 ounces of gold for 2022. The Board is satisfied that the Group will generate sufficient financial resources from its operational cash flow to meet commitments for at least the next twelve months.

The Board has considered the operational disruption that could be caused by factors such as interruptions to production at commercial levels, illness amongst workforce caused by global and regional pandemics, and potential disruptions to supply chains. The forecast cashflows are based on a gold price of US\$1,836/oz and the all-in sustaining cost at Segilola of US\$850 – US\$950/oz during the period under review (Refer to section 3 of the Q3 2022, MD&A).

The final EPC invoices are recorded as due and payable and constitute a material amount of the net working capital deficit. The EPC Contractor has confirmed that it will continue to support the Company by extending the payment period of the final EPC invoices and has acknowledged that the Company will make payment of the final EPC invoices from available cashflow.

As at September 30, 2022, the Group had a net working capital deficit of \$35,592,984 which includes its Senior Secured Facility, Deferred Payment Facility (refer to Note 12), Mining Contractor invoices which become due three months after being invoiced, final EPC invoices which became due post EPC handover, which occurred on January 31, 2022. The working capital calculation excludes \$9,891,530 of gold stream liabilities, and \$3,492,023 in third party royalties included in current accounts payable, that are contingent upon revised gold sales forecast of 90,000-100,000 ounces for the year ending December 31, 2022.

In Q3, 2022, the Company made its third scheduled debt repayment to the Africa Finance Corporation of \$10,311,969 consisting of principal and interest, in accordance with the terms of its Senior Secured Facility. At September 30, 2022, total principal repayments and cancellations amount to \$25,040,397, 46% of the original \$54m Facility.

Having reviewed the cash flow forecast, the Board anticipates that continued production at expected levels from its Segilola Gold Mine will provide sufficient cash generation to enable the Group to service future debt repayment obligations.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies described below have been applied consistently to all periods presented in these unaudited condensed consolidated interim financial statements unless otherwise stated.

#### a) Consolidation principles

Assets, liabilities, revenues and expenses of the subsidiaries are recognized in accordance with the Company's accounting policies. Intercompany transactions and balances are eliminated upon consolidation.

#### b) Details of the group

In addition to the Company, these unaudited condensed consolidated interim financial statements include all subsidiaries of the Company. Subsidiaries are all corporations over which the Company has power over the Subsidiary and it is exposed to variable returns from the Subsidiary and it has the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. The audited consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity, with Subsidiaries being fully consolidated from the date on which control is acquired by the Company. They are de-consolidated from the date that control by the Company ceases.

The subsidiaries of the Company are as follows:

<b>Company</b>	<b>Location</b>	<b>Incorporated</b>	<b>Interest</b>
Thor Investments (BVI) Ltd. ("Thor BVI")	British Virgin Islands	September 30, 2011	100%
African Star Resources Incorporated ("African Star")	British Virgin Islands	September 30, 2011	100%
Segilola Resources Incorporated ("SR BVI")	British Virgin Islands	March 10, 2020	100%
Thor Gold Ventures Ltd ("THX GV")	United Kingdom	February 11, 2022	100%
African Star Resources SARL ("African Star SARL")	Senegal	July 14, 2011	100%
Argento Exploration BF SARL ("Argento BF SARL")	Burkina Faso	September 15, 2010	100%

AFC Constelor Panafrican Resources SARL (“AFC Constelor SARL”)	Burkina Faso	December 9, 2011	100%
Segilola Resources Operating Limited (“SROL”)	Nigeria	August 18, 2016	100%
Segilola Gold Limited (“SGL”)	Nigeria	August 18, 2016	100%

The only change to ownership interest from the previous year was the incorporation of Thor Gold Ventures Ltd in February 2022.

### c) Foreign currency translation

#### ***Functional and presentation currency***

The Company’s presentation currency is the United States dollar (“\$”). The functional currency for the Company, being the currency of the primary economic environment in which the Company operates. The individual financial statements of each of the Company’s wholly owned subsidiaries are prepared in the currency of the primary economic environment in which it operates (its functional currency).

Exchange rates published by Oanda were used to translate the Thor BVI, African Star, SR BVI, African Star SARL, Argento BF SARL, AFC Constelor SARL, SROL and SGL’s financial statements into the United States dollar in accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*. This standard requires, on consolidation, that assets and liabilities be translated using the exchange rate at period end, and income, expenses and cash flow items are translated using the rate that approximates the exchange rates at the dates of the transactions (i.e., the average rate for the period). The foreign exchange differences on translation of subsidiaries Thor GV, African Star, African Star SARL, Argento BF SARL, AFC Constelor SARL, SROL and SGL are recognized in other comprehensive income (loss). Exchange differences arising on the net investment in subsidiaries are recognised in other comprehensive income.

#### ***Foreign currency transactions***

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit and loss. Fluctuations in the value of the local currencies of our subsidiaries, with most notably the US dollar will result in foreign exchange gains and losses as assets and liabilities denominated in US dollar are revalued in the Subsidiary’s local currency at reporting dates.

### a. Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset/liability and of allocating interest income/expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts/payments through the expected life of the financial asset/liability or, where appropriate, a shorter period. Costs directly relating to financing facilities are initially recognised against the loan balance, and subsequently released to the income statement over the term of the facility.

#### ***Derecognition of financial assets and liabilities***

##### Financial assets

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired;
- the Group retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party under a 'pass through' arrangement; or
- the Group has transferred its rights to receive cash flows from the asset and either (a) has transferred substantially all the risks and rewards of the asset, or (b) has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

#### Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

#### **Financial Assets**

Under IFRS 9, the Group classifies its financial assets into the following categories: those to be held at amortised cost, and those to be measured subsequently at fair value through profit and loss.

Classification depends on the business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of financial assets at initial recognition. The Group's business model is primarily that of "hold to collect" (where assets are held in order to collect contractual cash flows).

Amortised cost: these assets arise principally from the provision of goods and services to customers, but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Amounts receivables are measured at amortised cost using the effective interest rate method, less impairment.

#### **Cash and cash equivalents**

Cash and cash equivalents represent cash balances held at bank and on demand deposits. Cash and cash equivalents are measured at amortised cost.

Restricted cash represented cash balances held in bank accounts that are ring fenced to be applied to the construction costs at the Company's Segilola Gold Mine in Nigeria.

The Group does not hold any financial assets that meet conditions for subsequent recognition at fair value through other comprehensive income.

As at September 30, 2022, the Company had \$nil that is accounted for separately from cash and cash equivalents (December 31, 2021, \$3.5 million). All the Company's cash is now freely available for the Company's use and is no longer classified as restricted cash. Refer to Note 6.

#### **Impairment of Financial Assets**

The Group recognizes a loss allowance for expected credit losses ("ECL") on financial assets that are measured at amortised cost which comprise mainly of receivables. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument. Impairment provisions for other receivables are recognised based on a forward-looking

expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

### ***Financial Liabilities***

The classification of financial liabilities at initial recognition depends on the purpose for which the financial liability was issued and its characteristics.

Financial liabilities are initially recorded on trade date, being the date on which the Group becomes party to the contractual requirements of the financial liability. Unless otherwise indicated the carrying amounts of the Group's financial liabilities approximate to their fair values.

The Group's financial liabilities consist of financial liabilities measured at amortised cost. These comprise Loans and borrowings, short term advances pursuant to outstanding settlement of currency exchange swaps undertaken in the normal course of operations, accounts payable, accrued liabilities and deferred payment. Loans and borrowings are initially recognised at fair value, net of transaction costs incurred. They are subsequently stated at amortised cost with any difference between the proceeds (net of transaction costs) and the redemption value recognised in the statement of comprehensive loss over the period of the loans and borrowings using the effective interest rate method. If estimates of future payments are revised, the carrying amount of the financial liability is adjusted to reflect actual and revised estimated cash flows.

Where financial liabilities are settled through the issue of shares, the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued, is recognised in profit or loss.

### ***Fair Value measurement hierarchy***

IFRS 13 "Fair Value Measurement" requires certain disclosures which require the classification of financial assets and financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the input used in making the fair value measurement.

The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Input other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived prices (level 2); and,
- Inputs for the asset or liability that are not based on observable market data (unobservable input) (level 3).

The level in the fair value hierarchy within which the financial asset or financial liability is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement. Financial assets and financial liabilities are classified in their entirety into only one of the three levels.

### ***Gold Stream arrangement***

On April 29, 2020, the Company announced the completion of financing requirements for the development of the Segilola Gold Project in Nigeria. The financing included a \$21 million gold stream prepayment pursuant to a Gold Stream Arrangement ("GSA") entered in to with the Africa Finance Corporation ("AFC").

Under the terms of the GSA an advance payment of \$21 million was received. Upon the commencement of production at Segilola the AFC had the right to receive 10.27% of gold produced from the Group's ML41 mining license. Once the initial liability has been repaid in full any further gold production will be delivered under the terms of the GSA up to the money multiple limit of 2.25 times the initial advance. The total maximum amount payable to the AFC under this agreement is \$47.25m including the repayment of the initial US\$21

million advance. The advanced payment has been recorded as a contract liability based on the facts and terms of the arrangement and own use exemptions considerations.

The maximum \$26.25 million payable after the initial \$21 million has been settled has been identified as a significant financing component. The deemed interest rate is calculated at inception, using the production plan and gold price estimates and released over the term of the arrangement as interest expense in the income statement upon commencement of production. The deemed interest rate is recalculated at each reporting period and restated based on changes to the expected production profile and gold price estimates.

Revenue from the streaming arrangement was recognised under IFRS 15 when the customer obtained control of the gold and the Group satisfied its performance obligations. The revenue recognised reduced the contract liability balance.

In December 2021, the Group entered into a cash settlement agreement with the AFC where the gold sold to the AFC is settled in a net-cash sum payable to the AFC instead of delivery of bullion for repayment of the gold stream arrangement. This agreement triggered a modification to the contract liability, resulting in the liability to be accounted for in accordance with IFRS 9 whereby the liability is classified as a financial liability measured at fair value through profit or loss.

### ***Capitalisation of borrowing costs***

Interest on borrowings directly relating to the financing of qualifying capital projects under construction is added to the capitalised cost of those projects during the construction phase, until such time as the assets are substantially ready for their intended use or sale which, in the case of mining properties, is when they are capable of commercial production. Where funds have been borrowed specifically to finance a project, the amount capitalised represents the actual borrowing costs incurred. Where the funds used to finance a project form part of general borrowings, the amount capitalised is calculated using a weighted average of rates applicable to relevant general borrowings of the Group during the period. All other borrowing costs are recognised in the income statement in the period in which they are incurred.

## **a. Property, plant and equipment**

### ***Recognition and Measurement***

On initial recognition, property, plant and equipment is valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognised within provisions. Property, plant and equipment is subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

### ***Subsequent Costs***

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

### ***Gains and Losses***

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized net within other income in profit or loss.

### **Depreciation**

Depreciation on property plant & equipment is recognised in profit or loss except where depreciation is directly attributable to mineral properties owned by the Group that are classified as either Exploration & Evaluation or Assets Under Construction (“AUC”). Depreciation in this instance is capitalised to the value of the mineral property asset (refer to Note 15). Upon commencement of commercial production, the value of AUC is reclassified as Mining and Plant assets (together “Mining Property”) within Property, Plant & Equipment. Mining Property is depreciated using the unit of production method based on proven and probable reserves. Units of production are significantly affected by resources, exploration potential and production estimates together with economic factors, commodity prices, foreign currency, exchange rates, estimates of costs to produce reserves and future capital expenditure. Refer to Note 3b for further analysis of classification of AUC for the year to December 31, 2021.

Depreciation of Mining and Other Equipment is provided on a straight-line basis over the estimated useful life of the assets as follows:

<b>Description within Mining and Other Equipment</b>	<b>Rate</b>
Motor vehicles	20-33%
Plant and machinery	20-25%
Office furniture	20-33%

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **b. Assets under construction**

Assets under construction comprise development projects and assets in the course of construction at both the mine development and production phases.

Development projects comprise interests in mining projects where the ore body is considered commercially recoverable, and the development activities are ongoing. Expenditure incurred on a development project is recorded at cost, less applicable accumulated impairment losses. Interest on borrowings, incurred for the purpose of the establishment of mining assets, is capitalised during the construction phase.

The cost of an asset in the course of construction comprises its purchase price and any costs directly attributable to bringing it into working condition for its intended use, at which point it is transferred from assets under construction to other relevant categories and depreciation commences. Assets under construction are not depreciated.

Upon commercial production being achieved on January 1, 2022, assets under construction were re-categorized as Mining Property.

### **c. Exploration and evaluation expenditures**

#### **Acquisition costs**

The fair value of all consideration paid to acquire an unproven mineral interest is capitalized, including amounts due under option agreements. Consideration may include cash, loans or other financial liabilities, and equity instruments including common shares and share purchase warrants.

#### **Exploration and evaluation expenditures**

All costs incurred prior to legal title are expensed in the consolidated statement of comprehensive loss in the year in which they are incurred. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs

not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation assets in respect of that project are deemed to be impaired. As a result, those exploration and evaluation assets, in excess of estimated realisable value, are written off to the statement of comprehensive income (loss).

At such time as commercial feasibility is established, project finance has been raised, appropriate permits are in place and a development decision is reached, the costs associated with that property will be transferred to and re-categorised as Assets under construction.

#### ***Farm-in agreements***

As is common practice in the mineral exploration industry, the Company may acquire or dispose of all, or a portion of, an exploration and evaluation asset under a farm-in agreement. Farm-in agreements typically call for the payment of cash, issue of shares and/or incurrence of exploration and evaluation costs over a period of time, often several years, entirely at the discretion of the party farming-in. The Company recognizes amounts payable under a farm-in agreement when the amount is due and when the Company has no contractual rights to avoid making the payment. The Company recognizes amounts receivable under a farm-in agreement only when the party farming-in has irrevocably committed to the transfer of economic resources to the Company, which often occurs only when the amount is received. Amounts received under farm-in agreements reduce the capitalized costs of the optioned unproven mineral interest to nil and are then recognized as income.

#### **d. Impairment of non-current assets**

Impairment tests for non-current assets are performed when there is an indication of impairment. At each reporting date, an assessment is made to determine whether there are any indications of impairment. Prior to carrying out impairment reviews, the significant cash generating units are assessed to determine whether they should be reviewed under the requirements of IAS 36 - Impairment of Assets for property plant and equipment, or IFRS 6 - Exploration for and Evaluation of Mineral Resources.

Impairment reviews performed under IAS 36 are carried out on a periodic basis to ensure that the value recognised on the Statement of Financial Position is not greater than the recoverable amount. Recoverable amount is defined as the higher of an asset's fair value less costs of disposal, and its value in use.

Impairment reviews performed under IFRS 6 are carried out on a project-by-project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise; typically, when one of the following circumstances applies:

- (i) sufficient data exists that render the resource uneconomic and unlikely to be developed
- (ii) title to the asset is compromised
- (iii) budgeted or planned expenditure is not expected in the foreseeable future
- (iv) insufficient discovery of commercially viable resources leading to the discontinuation of activities

If any indication of impairment exists, an estimate of the non-current asset's recoverable amount is calculated. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset's value in use. If the carrying value of a non-current asset exceeds its recoverable amount, the asset is impaired and an impairment loss is charged to the statement of comprehensive loss so as to reduce the carrying amount of the non-current asset to its recoverable amount.

#### **e. Income taxes**

Income tax expense is comprised of current and deferred income taxes. Current and deferred income taxes are recognized in profit and loss, except for income taxes relating to items recognized directly in equity or other comprehensive income.

Current income tax, if any, is the expected amount payable or receivable on the taxable income or loss for the year, calculated in accordance with applicable taxation laws and regulations, using income tax rates enacted or substantively enacted at the end of the reporting period, and any adjustments to amounts payable or receivable relating to previous years.

Deferred income taxes are provided using the liability method based on temporary differences arising between the income tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using income tax rates and income tax laws and regulations that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available against which the temporary differences can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, which do not affect accounting or taxable profit
- goodwill
- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### **f. Revenue recognition**

The Group enters in to forward sales contracts for the sale of gold at a pre-determined and agreed price with an agent who remits the cash proceeds to the Group.

The Group recognises the sale upon delivery at which point control of the product has been transferred to the Customer. Transfer of control generally takes place when refined gold is credited to the metals account at the refinery of the Customer who has sold the gold via forward sale. Revenue is measured based on the consideration to which the Group expects to be entitled under the terms of the Agreements with the Customer.

#### **g. Royalties**

The Group has royalty payment obligations from production from its Segilola Gold Mine in Nigeria. A royalty is payable to the Nigerian government at a rate of 16,218 Nigerian Naira (June 31, 2022: 16,218 Nigerian Naira) per ounce produced. The royalty is paid before the Dore is exported from Nigeria for refining. Royalties paid to the Nigerian government are recognised as cost of sales in the Consolidated Statement of Comprehensive Loss at the point that the royalty payments are made.

The Group also has royalty obligations to three former owners of the Segilola Gold Project at rates of between 0.375% to 1.5% on the value of sales. Total royalties to the former owners ("third party royalties") are capped at \$7.5 million. Royalties are calculated using the outturn date as reference point, whereby the number of ounces outturned are multiplied using the London Bullion Market Association ("LBMA") p.m. rate on the outturn date to establish a deemed sales value. The applicable royalty rate for each former owner is applied to the deemed sales value to determine the royalty payable.

Third party royalties have been assessed to be contingent consideration in the acquisition of the Segilola Gold Mine under IAS 3. In accordance with the Group's accounting policy the contingent consideration has been recognised as a financial liability at the point there was considered to be certainty over the payment arising (commencement of production). The royalties have been discounted using a rate of 4.7% and the discounted value of the third parties' royalties has been included in the value of Assets Under Construction and recognised

as a financial liability in the Consolidated Statement of Financial Position. The discount will be unwound over the estimated time it will take to pay the entire \$7.5 million obligation. The value of the royalties will be depreciated over the estimated life of the mine, and royalty payments will be applied in discharge of the financial liability. The financial liability was initially measured at fair value with subsequent fair value re-measurement to be recorded in the Consolidated Statement of Comprehensive Income/(Loss).

#### **h. Inventory**

Stores and consumables are stated at the lower of cost and net realizable value. The cost of stores and consumables includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

Gold ore stockpiles are valued at the lower of weighted average cost and net realizable value. Cost includes direct materials, direct labour costs and production overheads.

Gold bullion and gold in process are stated at the lower of weighted average cost and net realizable value. Cost includes direct materials, direct labour costs and production overheads.

#### **i. Basic and diluted income or loss per share**

Basic loss per share is computed by dividing the loss for the year by the weighted average number of commons shares outstanding during the year. Diluted income per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. Fully diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts for the basic and diluted loss per share.

#### **j. Comprehensive income (loss)**

Comprehensive income (loss) is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income (loss) that are excluded from net earnings (loss). The main element of comprehensive income (loss) is the foreign exchange effect of translating the financial statements of the subsidiaries from local functional currencies into US dollars upon consolidation. Movements in the exchange rates of the Canadian Dollar, Pound Sterling, Nigerian Naira and West African Franc to the US dollar will affect the size of the comprehensive income (loss).

#### **k. Share-based payments**

Where options are awarded for services the fair value, at the grant date, of equity-settled share awards is either charged to income or loss, or capitalized to assets under construction where the underlying personnel cost is also capitalized, over the period for which the benefits of employees and others providing similar services are expected to be received. The corresponding accrued entitlement is recorded in the Options reserve. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. Where warrants are awarded in connection with the issue of common shares the fair value, at the grant date, is transferred from common shares with the corresponding accrued entitlement recorded in the share purchase warrants reserve. The fair value of options and warrants awards is calculated using the Black-Scholes option pricing model which considers the following factors:

- Exercise price
- Expected life of the award
- Expected volatility
- Current market price of the underlying shares
- Risk-free interest rate

When equity instruments are modified, if the modification increases the fair value of the award, the additional cost must be recognised over the period from the modification date until the vesting date of the modified award.

#### **a. Decommissioning, site rehabilitation and environmental costs**

The Group is required to restore mine and processing sites at the end of their producing lives to a condition acceptable to the relevant authorities and consistent with the Group's environmental policies. The net present value of estimated future rehabilitation costs is provided for in the financial statements and capitalised within property, plant and equipment on initial recognition. The capitalised cost is amortised on a unit of production basis. Unwinding of the discount is recognised as finance cost in the statement of comprehensive income as it occurs. Changes in estimates are dealt with on a prospective basis as they arise. The costs of on-going programmes to prevent and control pollution and to rehabilitate the environment are charged to profit or loss as incurred.

#### **b. Leases**

The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

- There is an identified asset;
- The Group obtains substantially all the economic benefits from use of the asset; and,
- The Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease. In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from use of the asset. In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If the contract or portion of a contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and,
- Any penalties payable for terminating the lease, if the term of the lease has been estimated based on termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and,
- The amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

Subsequent to initial measurement lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

**a. Interest income**

Interest income is recognized as earned, provided that collection is assessed as being reasonably assured.

**b. Provisions**

Provisions are recognised when the Group has a present obligation, legal or constructive, resulting from past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the obligation.

**c. Contingent liabilities**

Contingent liabilities are possible obligations whose existence will be confirmed by uncertain future events that are not wholly within the control of the Group.

Contingent liabilities also include obligations that are not recognised because their amount cannot be measured reliably or because settlement is not probable. Contingent liabilities do not include provisions for which it is certain that the Group has a present obligation that is more likely than not to lead to an outflow of cash or other economic resources, even though the amount or timing is uncertain. Unless the possibility of an outflow of economic resources is remote, a contingent liability is disclosed in the notes to the financial statements.

**a. Application of new and revised International Financial Reporting Standards**

There were no new standards or interpretations effective for the first time for periods beginning on or after January 1, 2022, that had a significant effect on the Group's financial statements.

**b. Future accounting pronouncements**

There are no standards issued by IASB, but not yet effective, that are expected to have a material impact of the group.

**4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net and/or comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

**a) Critical accounting estimates**

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

(i) *Accounting treatment of Gold Stream Liability*

- Determining the appropriate accounting treatment for the Gold Stream Liability is not an accounting policy choice, rather it is an assessment of the specific facts and circumstances and requires judgement. The Company has reviewed the terms of the Gold Sale Agreement and determined that it constitutes a commodity arrangement as it is an arrangement to deliver an amount of the commodity from the Group's own Segilola Gold Project operation and does not constitute a contract liability under IFRS 15.
- In 2021 the arrangement was modified to allow the Group to settle the Gold Stream Liability in cash which led to the arrangement being reclassified as a financial liability.

The principal accounting estimates in calculating the value of the Gold Stream Liability are production plan, gold price, the implied interest rate and future repayment profile. The buy-out option contained in the Gold Sale Agreement has been estimated at nil.

In calculating the deemed interest rate for interest expense that will be released over the term of the Agreement, estimates of both the production plan and gold price will be the key variables. The deemed interest rate is calculated at each reporting period and restated based on changes to the expected production profile and gold price estimates, which will result in a revision to estimated future payments. Any change in future payments will result in a revision of the deemed interest rate.

The period-end Gold Stream obligation uses forward curve information based on the period-end gold spot price, which was US\$1,672 /oz at September 30, 2022. A 1% change in gold production estimates would result in an impact of less than \$0.6 million on the Gold Stream liability.

(ii) *Restoration, site rehabilitation and environmental costs*

The Group's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The Group recognises management's best estimate of the rehabilitation costs in the period in which they are incurred. This estimate includes judgements from management in respect of which costs are expected to be incurred in the future, the timing of these costs and their present value. Actual costs incurred in future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision. Such changes could similarly impact the useful lives of assets depreciated on a straight-line-basis, where those lives are limited to the life of mine. A 1% change in the discount rate on the Group's rehabilitation estimates would result in an impact of \$0.25 million (2021: \$0.25 million) on the provision for environmental and site restoration. The value of the period-end restoration provision is disclosed within Note 14.

(iii) *Inventories*

- Expenditures incurred, and depreciation and amortisation of assets used in mining and processing activities are deferred and accumulated as the cost of ore in stockpiles, ore in mill, and finished gold dore inventories. These deferred amounts are carried at the lower of average cost or net realizable value.
- Their measurement involves the use of estimation to determine the tonnage, the attainable gold recovery, and the remaining costs of completion to bring inventory to its saleable form. Changes in these estimates can result in a change in mine operating costs of future periods and carrying amounts of inventories.
-

- In determining the net realizable value of ore in stockpiles, ore in mill, and gold dore the Company estimates future metal selling prices, production forecasts, realized grades and recoveries, and timing of processing to convert the inventories into saleable form. Reductions in metal price forecasts, increases in estimated future production costs, reductions in the number of recoverable ounces, and a delay in timing of processing can result in a write down of the carrying amounts of the Company's ore in stockpiles, ore in mill and gold dore inventories.

## b) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

### (i) *Impairment of exploration and evaluation assets*

In accordance with IFRS 6 *Exploration for and Evaluation of Mineral Resources*, management is required to assess impairment in respect of the intangible exploration and evaluation assets. In making

the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful and some assets are likely to become impaired in future periods.

Management has determined that it is appropriate to impair fully the value of the Central Houndé Project in Burkina Faso following the unsuccessful attempt by Barrick Gold to dispose of its 51% interest in the license. An impairment charge of \$9,581 has been charged to the Consolidated Statement of Comprehensive Loss. There were no impairment indicators present in respect of any of the other exploration and evaluation assets and as such, no additional impairment test was performed.

### (ii) *Impairment of property, plant and equipment*

The Company has determined that there were no impairment indicators present in respect of the Segilola Gold Mine in accordance with IAS 36 and determined that no impairment was required to be recognised.

### (iii) *Functional currency*

An analysis of functional currency under IAS 21 was undertaken on Segilola Resources Operations Limited ("SROL") in order to determine if significant changes to operational activities provide indicators that the functional currency for IFRS purposes should be reviewed and changed. Under IAS 21 an entity's functional currency reflects the underlying transactions, events and conditions that are relevant to it. Accordingly, once determined, the functional currency is not changed unless there is a change in those underlying transactions, events and conditions.

The principal focus of the analysis was on the continuing applicability of the Nigerian Naira ("NGN") as the functional and reporting currency for SROL. Potential indicators of a change in functional currency for SROL were the commencement of the Mining Contract at Segilola and commencement of gold sales from Segilola, both denominated in US Dollars. The financial impact of a change in functional currency of SROL to US dollars was assessed at each of the dates where potential indicators of a change in functional currency could be considered to have been determined and it was concluded that a change in functional currency to US Dollars would best reflect the underlying transactions, events and conditions that are most relevant to the Company's operations.

### (iv) *Commercial production*

The Group achieved first gold sales from its Segilola Gold Mine ("Segilola") in Osun state, Nigeria in December 2021, with first production from the Mill occurring in October 2021. During Q4 2021 production from the Mill was intermittent and below operating capacity per its mine plan, while overall recovery was approximately 13% below capacity. The Group's focus during Q4 2021, was the ramp-up of production to mine plan level which was not achieved on a consistent basis prior to year-end. After careful consideration

Management has determined that mining operations to December 31, 2021, were not at sustainable commercial levels and that the correct classification of Segilola was Assets under construction. Production and recovery rates reached levels closer to mine plan in January 2022, and as such Management has determined that commercial production was achieved from January 2022.

## 5. PRODUCTION COSTS

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
Mining contract		14,390,406	-	32,880,134	-
Contractors and consultants		125,453	-	892,549	-
Professional fees		6,883	-	593,993	-
Drilling and assays		906,246	-	3,639,317	-
Salaries		1,835,337	-	4,537,513	-
Materials and consumables		348,268	-	403,834	-
Drilling operations		33,412	-	136,848	-
Movement in inventories		18,435,524	-	25,844,981	-
Maintenance		32,263	-	4,292,620	-
Other		233,878	-	774,977	-
		<b>\$ 36,347,670</b>	<b>\$ -</b>	<b>\$ 73,996,766</b>	<b>\$ -</b>

## 5b. AMORTISATION AND DEPRECIATION

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
Amortisation and depreciation – owned assets		5,130,023	5,525	15,923,649	14,024
Amortisation and depreciation – right-of-use assets		1,244,005	11,291	3,477,995	33,808
		<b>\$ 6,374,028</b>	<b>\$ 16,816</b>	<b>\$ 19,401,644</b>	<b>\$ 47,832</b>

## 5d. OTHER ADMINISTRATIVE EXPENSES

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
Audit and legal		218,123	14,001	356,558	101,216
Bank charges		109,802	21,163	210,944	147,221
Consulting and security fees		797,998	117,405	1,808,097	259,958
Directors' fees	21	73,813	89,776	272,927	265,684
Equipment hire		(243)	(5,096)	51,346	-
Investor relations and transfer agent		63,339	83,407	279,730	188,889
Listing and filing fees		6,487	3,947	25,491	25,009
Mining property costs		1,050,664	-	2,344,856	-
Near mine exploration		545,452	-	1,308,066	-
Office and miscellaneous		1,912,008	88,215	2,052,859	206,596
Salaries and benefits		428,689	321,034	1,116,449	950,618
Travel		147,863	55,551	460,549	105,048
		<b>\$ 5,353,995</b>	<b>\$ 789,403</b>	<b>\$ 10,287,872</b>	<b>\$ 2,250,239</b>

## 6. RESTRICTED CASH

September 30, 2022	December 31, 2021
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Restricted cash	\$	-	\$	3,495,992
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On December 1, 2020, the Company announced that its subsidiary Segilola Resources Operating Limited (“SROL”) had completed the financial closing of a \$54 million project finance senior debt facility (“the Facility”) from the Africa Finance Corporation for the construction of the Segilola Gold Project in Nigeria. As at September 30, 2022, SROL has received total disbursements of \$52.6 million, with \$nil drawn down during the period under review, and the remaining \$1.35m of the facility was cancelled by the Company. Total disbursements received represent 97% of the facility. Under the terms of the facility, the Company was required to place a total of US\$3.5 million into a cost overrun bank account that can only be used for expenditure on the development of the Segilola Gold Project in the event of construction costs exceeding budget. Upon receipt of the Certificate of Completion on January 31, 2022, the cash ceased to be treated as restricted.

## 7. INVENTORY

	September 30, 2022		December 31, 2021
Plant spares and consumables	\$ 2,285,788	\$	1,337,792
Gold ore in stockpile	5,801,769		8,663,728
Gold in CIL	1,774,547		1,614,267
Gold Dore	1,718,947		6,530,771
	\$ 11,581,051	\$	18,146,558

There were no write downs to reduce the carrying value of inventories to net realizable value during the period ended September 30, 2022.

## 8. AMOUNTS RECEIVABLE

	September 30, 2022		December 31, 2021
Accounts receivable	\$ 357,337	\$	20,495
GST	941		3,715
Other receivables	108,297		213,441
	\$ 466,575	\$	237,651

The value of receivables recorded on the balance sheet is approximate to their recoverable value and there are no expected material credit losses.

## 9. PREPAID EXPENSES, ADVANCES AND DEPOSITS

	September 30, 2022		December 31, 2021
Current:			
Gold Stream liability arrangement fees	31,593		38,829
Advance deposits to vendors	2,406,213		235,408
Other prepayments	853,914		312,628
	\$ 3,291,720		586,865
Non-current:			
Gold Stream liability arrangement fees	47,390		87,310
Other prepayments	193,477		18,373
	\$ 240,867		105,683

Included in Advance deposits to vendors, are payment deposits towards key equipment, materials and spare parts, with longer lead times to delivery, which are of critical importance to maintain efficient operations of the mine and process plant. These were made to mitigate against price volatility and inflation currently affecting the sector.

## 10. LEASES

The Group accounts for leases in accordance with IFRS 16. The definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019. The Group has elected not to recognise right-of-use assets and lease liabilities for leases which have low value, or short-term leases with a duration of 12 months or less. The payments associated with such leases are charged directly to the income statement on a straight-line basis over the lease term. There were no such leases for the period ended September 30, 2022.

The key impacts on the Statement of Comprehensive Income and the Statement of Financial Position for the period ended September 30, 2022, were as follows:

	Right of use asset	Lease liability	Income statement
Carrying value December 31, 2021	\$ 20,843,612	\$ (18,274,374)	\$ -
New leases entered in to during the period	710,127	(674,187)	-
Depreciation	(3,477,995)	-	(3,477,995)
Interest	-	(1,044,726)	(1,044,726)
Lease payments	-	3,949,944	-
Foreign exchange movement	(932,618)	(251,230)	(251,231)
Carrying value at September 30, 2022	\$ 17,143,126	\$ (16,294,573)	\$ (4,773,952)

Total depreciation charged to the Statement of Comprehensive Income for the period under IFRS 16 was \$3,477,995.

The key impacts on the Statement of Comprehensive Income and the Statement of Financial Position for the year ended December 31, 2021, were as follows:

	Right-of- use asset	Lease liability	Income statement
Carrying value December 31, 2020	\$ 69,066	\$ (30,648)	\$ -
New leases entered in to during the year	22,612,362	(19,668,810)	-
Depreciation	(2,355,674)	-	(41,106)
Interest	-	(782,088)	(563)
Lease payments	-	2,800,407	-
Foreign exchange movement	517,858	(593,235)	(75,743)
Carrying value at December 31, 2021	\$ 20,843,612	\$ (18,274,374)	\$ (117,412)

## 11. GOLD STREAM LIABILITY

*Gold stream liability*

	September 30, 2022	December 31, 2021

	<b>Total</b>	<b>Total</b>
Balance at Beginning of period	\$ 30,262,279	\$ 24,708,573
Interest at the effective interest rate	4,817,479	6,562,830
Repayments	(8,826,318)	(443,915)
Foreign exchange movement	412,724	(565,209)
<b>Balance at End of period</b>	<b>\$ 26,666,164</b>	<b>\$ 30,262,279</b>
Current liability	9,891,530	12,837,633
Non-current liability	16,774,634	17,424,646

On April 29, 2020, the Company announced the closing of project financing for its flagship Segilola Gold Project ("Segilola") in Osun State, Nigeria. The financing included a \$21 million gold stream upfront deposit ("the Prepayment") over future gold production at Segilola under the terms of a Gold Purchase and Sale Agreement ("GSA") entered in to between the Company's wholly owned subsidiary SROL and the AFC. The Prepayment is secured over the shares in SROL as well as over SROL's assets and is not subject to interest. The initial term of the GSA is for ten years with an automatic extension of a further ten years. The AFC will receive 10.27% of gold production from the Segilola ML41 mining license until the \$21 million Prepayment has been repaid in full. Thereafter the AFC will continue to receive 10.27% of gold production from material mined within the ML41 mining license until a further \$26.25 million is received, representing a total money multiple of 2.25 times the value of the Prepayment, at which point the GSA will terminate. The AFC are not entitled to receive an allocation of gold production from material mined from any of the Group's other gold tenements under the terms of the GSA.

The \$26.25 million represented interest on the Prepayment. A calculation of the implied interest rate was made as at drawdown date with interest being apportioned over the expected life of the Stream Facility. The principal input variables used in calculating the implied interest rate and repayment profile were production profile and gold price. The future gold price estimates were based on market forecast reports for the years 2021 to 2025 and, the production profile was based on the latest life of mine plan model. The liability was to be re-estimated on a periodic basis to include changes to the production profile, any extension to the life of mine plan and movement in the gold price. Upon commencement of production, any change to the implied interest rate would be expensed through the Consolidated Statement of Income (Loss).

Interest expense of \$4,817,479 was recognised for the Nine Months Ended September 30, 2022 and has been expensed to the Consolidated Statement of Income. Prior to the commencement of commercial production on January 1, 2022, interest was capitalized and included in the value of the Segilola Gold Mine (Refer to Note 15). A cumulative total of \$12,889,773 has been capitalized prior to commercial production and included in the value of the Segilola Gold Mine.

In December 2021, the Group entered into a cash settlement agreement with the AFC where the gold sold to the AFC is settled in a net-cash sum payable to the AFC instead of delivery of bullion in repayment of the gold stream arrangement. Refer to Note 3d for further information on the accounting treatment of the gold stream liability.

The following table represents the Group's loans and borrowings measured and recognised at fair value.

	Level 1	Level 2	Level 3	Total
Financial liability at fair value \$ through profit or loss	-	26,666,164	-	26,666,164

The liabilities included in the above table are carried at fair value through profit and loss.

## 12. LOANS AND BORROWINGS

<b>September 30, 2022</b>	<b>December 31, 2021</b>
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Current liabilities:			
Loans payable to the Africa Finance Corporation less than 1 year	\$	1,579,615	\$ 24,192,518
Deferred element of EPC contract		3,006,664	3,122,990
Short term advances		-	668,570
	\$	4,586,279	27,984,078
Non-current liabilities:			
Loans payable to the Africa Finance Corporation more than 1 year	\$	23,175,849	\$ 22,667,448
Deferred element of EPC contract		2,954,040	3,087,077
	\$	26,129,889	\$ 25,754,525

*Loans from the Africa Finance Corporation*

		September 30, 2022 Total	December 31, 2021 Total
Balance at Beginning of period	\$	46,859,966	\$ 14,267,114
Drawdown		-	31,153,833
Repayments		(27,421,644)	-
Arrangement fees		-	(508,856)
Unwinding of interest in the period		5,031,220	1,714,041
Foreign exchange movement		285,922	233,834
<b>Balance at End of period</b>	<b>\$</b>	<b>24,755,464</b>	<b>\$ 46,859,966</b>
Current liability		1,579,615	24,192,518
Non-current liability		23,175,849	22,667,448

On December 1, 2020, the Company announced that its subsidiary Segilola Resources Operating Limited (“SROL”) had completed the financial closing of a \$54 million project finance senior debt facility (“the Facility”) from the Africa Finance Corporation (“AFC”) for the construction of the Segilola Gold Project in Nigeria. The Facility can be drawn down at the Group’s request in minimum disbursements of \$5 million. As at September 30, 2022, SROL has received total disbursements of \$52.6 million, with \$nil drawn down and the remaining \$1.35m undrawn facility cancelled by the Company during the period under review. Total disbursements received represent 97% of the Facility. The Facility is secured over the share capital of SROL and its assets, with repayments commencing in March 2022 and to conclude in March 2025.

Repayment of the aggregate Facility will be made in instalments over a 36-month period by repaying an amount on a series of repayment dates, as set out in the Facility Agreement, which reduces the amount of the outstanding aggregate Facility by the amount equal to the relevant percentage of Loans borrowed as at the close of business in London on the date of Financial Close.

Interest accrues at LIBOR plus 9% and is payable on a quarterly basis in arrears. The Facility also is subject to a Commitment Fee of 2.5% per annum on the Facility with the Commitment Fee being payable on a quarterly basis in arrears.

In conjunction with the granting of the Facility, Thor issued 33,329,480 bonus shares to the AFC. Thor also incurred transaction costs of \$4,663,652 in relation to the loan facility. The fair value of the liability was determined at \$45,822,943 taking into account the transaction costs and equity component and recognised at amortised cost using an effective rate of interest, with the fair value of the shares issued in April 2020 of \$5,666,011 recognised within equity.

Interest paid during the year ended December 31, 2021, of \$3,667,835 has been capitalised to the cost of the Segilola Gold Mine. (Refer to Note 15).

The loan from the AFC has financial and non-financial covenants. These covenants were triggered upon the first repayment obligation which took place in March 2022.

Deferred payment facility on EPC contract for the construction of the Segilola Gold Mine

The Company is constructing its Segilola Gold Mine through an engineering, procurement, and construction contract (“EPC Contract”) signed with Norinco International Cooperation Limited. The EPC Contract has been agreed on a lump sum turnkey basis which provides Thor with a fixed price of \$67.5 million for the full delivery of design, engineering, procurement, construction, and commissioning of the proposed 715,000 ton per annum gold ore processing plant.

The EPC Contract includes a deferred element (“the Deferred Payment Facility”) of 10% of the fixed price. As at September 30, 2022, a total of \$5,960,704 (December 31, 2021: \$6,210,090) was deferred under the facility. The 10% deferred element is repayable in instalments over a 36-month period by repaying an amount on a series of repayment dates, as set out in the Deferred Payment Facility. Repayments are due to commence in March 2022 and conclude in 2025. Interest on this element of the EPC deferred facility accrues at 8% per annum from the time the Facility taking-over Certificate is issued.

	<b>September 30, 2022 Total</b>	<b>December 31, 2021 Total</b>
Deferred payment facility	\$ 5,960,704	\$ 6,210,067
<b>Balance period end</b>	<b>\$ 5,960,704</b>	<b>\$ 6,210,067</b>

Short term advances

	<b>September 30, 2022 Total</b>	<b>December 31, 2021 Total</b>
Balance at beginning of period	\$ 668,570	\$ -
Drawdowns	8,295,747	678,935
Repayments	(8,959,473)	-
Foreign exchange movement	(4,844)	(10,365)
<b>Balance period end</b>	<b>\$ -</b>	<b>\$ 668,570</b>

**13. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

<b>September 30, 2022</b>	<b>Gold stream liability</b>	<b>Short term advance</b>	<b>AFC loan</b>	<b>EPC deferred facility</b>	<b>Total</b>
January 1, 2022	\$ 30,262,279	668,570	46,859,966	6,210,067	84,000,882
Cash flows:					
Drawdowns	-	8,295,747	-	-	8,295,747
Repayments	(8,826,318)	(8,959,473)	(27,421,644)	(281,141)	(45,488,576)
Non-cash changes:					
Unwinding of interest in the year	4,817,479	-	5,031,220	222,960	10,071,659
Foreign exchange movements	412,724	(4,844)	285,922	(145,042)	548,760
September 30, 2022	\$ 26,666,164	-	24,755,464	5,960,704	57,382,332

<b>December 31, 2021</b>	<b>Gold stream liability</b>	<b>Short term advance</b>	<b>AFC loan</b>	<b>EPC deferred facility</b>	<b>Total</b>
January 1, 2021	\$ 24,708,573	-	14,267,114	1,934,275	40,909,962
Cash flows:					
Drawdowns	-	678,935	31,153,833	-	31,832,768
Repayments	(443,915)	-	-	-	(443,915)
Transaction costs	-	-	(508,856)	-	(508,856)
Non-cash changes:					
Unwinding of interest in the year	6,562,830	-	1,714,041	250,402	8,527,273
Foreign exchange movements	(565,209)	(10,365)	233,834	25,575	(316,165)
Offset against EPC payment	-	-	-	3,999,815	3,999,815
<b>December 31, 2021</b>	<b>\$ 30,262,279</b>	<b>668,570</b>	<b>46,859,966</b>	<b>6,210,067</b>	<b>84,000,882</b>

#### 14. PROVISIONS

<b>September 30, 2022</b>	<b>Other</b>	<b>Fleet demobilisation costs</b>	<b>Restoration costs</b>	<b>Total</b>
Balance at Beginning of period	\$ -	\$ 173,241	\$ 5,064,935	\$ 5,238,176
Initial recognition of provision	18,222	-	-	18,222
Unwinding of discount	-	-	9,734	9,734
Foreign exchange movements	(1,517)	(6,402)	94,980	87,061
<b>Balance at period end</b>	<b>\$ 16,705</b>	<b>\$ 166,839</b>	<b>\$ 5,169,649</b>	<b>\$ 5,353,193</b>
Current liability	-	-	-	-
Non-current liability	16,705	166,839	5,169,649	5,353,193

<b>December 31, 2021</b>	<b>Fleet demobilisation costs</b>	<b>Restoration costs</b>	<b>Total</b>
Balance at Beginning of year	\$ -	\$ 486,500	\$ 486,500
Initial recognition of provision	173,241	-	173,241
Increase in provision	-	4,628,124	4,628,124
Foreign exchange movements	-	(49,689)	(49,689)
<b>Balance at year end</b>	<b>\$ 173,241</b>	<b>\$ 5,064,935</b>	<b>\$ 5,238,176</b>
Current liability	-	-	-
Non-current liability	173,241	5,064,935	5,238,176

The restoration costs provision is for the site restoration at Segilola Gold Project in Osun State Nigeria. The fair value of the above provision is measured by unwinding the discount on expected future cash flows using a discount factor that reflects the credit-adjusted risk-free rate of interest. It is expected that the restoration costs will be paid in US dollars, and as such the 2021 US inflation rate of 4.7% and the interest rate of 1.263% on 5-year US bonds were used to calculate the expected future cash flows. The provision represents the net present value of the best estimate of the expenditure required to settle the obligation to rehabilitate environmental disturbances caused by mining operations at mine closure.

The fleet demobilization costs provision is the value of the cost to demobilize the mining fleet upon closure of the mine.

## 15. PROPERTY, PLANT AND EQUIPMENT

	Motor vehicles	Plant and machinery	Office furniture	Land	Decommissioning Asset	Processing Plant	Segilola Mine	Assets under construction	Total
<b>Costs</b>									
<b>Balance, December 31, 2020</b>	\$ 1,397,109	\$ 411,527	\$ 271,949	\$ 18,113	\$ 486,887	\$ -	\$ -	\$ 70,314,684	\$ 72,900,269
Transfer from exploration & evaluation assets	-	-	-	-	-	-	-	-	-
Acquisition payments	-	-	-	-	-	-	-	7,295,056	7,295,056
Additions	777,710	187,805	939,282	-	4,634,103	-	-	66,389,785	72,928,685
Foreign exchange movement	(114,673)	(29,208)	(6,112)	(1,291)	(52,070)	-	-	(4,167,554)	(4,370,908)
<b>Balance, December 31, 2021</b>	\$ 2,060,146	\$ 570,124	\$ 1,205,119	\$ 16,822	\$ 5,068,920	\$ -	\$ -	\$ 139,831,971	\$ 148,753,102
Transfers	-	-	-	-	-	56,782,964	83,049,007	(139,831,971)	-
Additions	-	56,193	591,912	-	-	9,946,713	8,084,586	-	18,679,404
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(121,844)	(124,842)	(121,004)	(802)	(241,390)	(2,752,825)	(3,202,967)	-	(6,565,674)
<b>Balance, September 30, 2022</b>	\$ 1,938,302	\$ 501,475	\$ 1,676,027	\$ 16,020	\$ 4,827,530	\$ 63,976,852	\$ 87,930,626	\$ -	\$ 160,866,832
<b>Accumulated depreciation and impairment losses</b>									
<b>Balance, December 31, 2020</b>	\$ 391,082	\$ 313,571	\$ 115,694	\$ -	\$ -	\$ -	\$ -	\$ -	820,347
Depreciation	431,020	54,475	179,509	-	-	-	-	-	665,004
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(67,684)	(23,795)	(14,425)	-	-	-	-	-	(105,905)
<b>Balance, December 31, 2021</b>	\$ 754,418	\$ 344,251	\$ 280,778	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,379,446
Depreciation	324,121	54,205	204,632	-	863,121	6,209,081	8,267,006	-	15,922,166
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(59,546)	(113,371)	(51,997)	-	(29,795)	(214,334)	(254,778)	-	(723,821)
<b>Balance, September 30, 2022</b>	\$ 1,018,993	\$ 285,085	\$ 433,413	\$ -	\$ 833,326	\$ 5,994,747	\$ 8,012,228	\$ -	\$ 16,577,791
<b>Carrying amounts</b>									
Carrying value at December 31, 2020	\$ 1,006,027	\$ 97,956	\$ 156,255	\$ 18,113	\$ 486,887	\$ -	\$ -	\$ 70,314,684	\$ 72,079,922
Carrying value at December 31, 2021	\$ 1,305,728	\$ 225,873	\$ 924,341	\$ 16,822	\$ 5,068,920	\$ -	\$ -	\$ 139,831,971	\$ 147,373,656
<b>Balance, September 30, 2022</b>	\$ 919,309	\$ 216,390	\$ 1,242,614	\$ 16,020	\$ 3,994,204	\$ 57,982,105	\$ 79,918,398	\$ -	\$ 144,289,041

A summary of depreciation capitalized is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,		Total depreciation capitalized	
	2022	2021	2022	2021	September 30, 2022	December 31, 2021
Exploration expenditures	<b>27,923</b>	38,796	<b>88,647</b>	76,812	<b>746,487</b>	597,117
Total	\$ <b>27,923</b>	\$ 38,796	\$ <b>88,647</b>	\$ 76,812	\$ <b>746,487</b>	\$ 597,117

**a) Segilola Project, Osun Nigeria:**

Classification of Expenditure on the Segilola Gold Project

On January 1, 2022, the Company achieved commercial production at the Segilola Gold Project in Nigeria (“the Project”) Upon achieving commercial production the Assets under Construction was reclassified within Property, Plant and Equipment, and transferred to Mining Asset, Processing Plant and Decommissioning Asset.

Decommissioning Asset

The decommissioning asset relates to estimated restoration costs at the Group’s Segilola Gold Mine as at September 30, 2022. Refer to Note 14 for further detail.

**16. INTANGIBLE ASSETS**

The Company’s exploration and evaluation assets costs are as follows:

	Douta Gold Project, Senegal	Central Hounde Project, Burkina Faso	Exploration licenses, Nigeria	Software	Total
<b>Balance, December 31, 2020</b>	<b>\$ 12,783,386</b>	<b>\$ -</b>	<b>\$ 89,395</b>	<b>\$ 224,634</b>	<b>\$ 13,097,416</b>
Acquisition costs	-	-	74,897	-	74,897
Exploration costs	2,037,122	106,614	742,145	-	2,885,881
Additions	-	-	-	178,885	178,885
Amortisation	-	-	-	(167,648)	(167,648)
Impairment	-	(106,692)	-	-	(106,692)
Foreign exchange movement	(600,528)	78	(11,136)	(5,735)	(617,320)
<b>Balance, December 31, 2021</b>	<b>\$ 14,219,981</b>	<b>\$ -</b>	<b>\$ 895,302</b>	<b>\$ 230,136</b>	<b>\$ 15,345,419</b>
Acquisition costs	-	-	24,103	-	24,103
Exploration costs	1,862,945	9,581	274,164	-	2,146,690
Additions	-	-	-	168	168
Amortisation	-	-	-	(90,130)	(90,130)
Impairment	-	(9,581)	-	-	(9,581)
Foreign exchange movement	(2,111,017)	-	(119,221)	(12,760)	(2,242,998)
<b>Balance, September 30, 2022</b>	<b>\$ 13,971,909</b>	<b>\$ -</b>	<b>\$ 1,074,348</b>	<b>\$ 127,414</b>	<b>\$ 15,173,671</b>

**Classification of Expenditure on the Segilola Gold Project**

Refer to Note 14 for details on classification.

**a) Douta Gold Project, Senegal:**

The Douta Gold Project consists of an early-stage gold exploration license located in southeastern Senegal, approximately 700km east of the capital city Dakar.

The Company is party to an option agreement (the "Option Agreement") with International Mining Company ("IMC"), by which the Company has acquired a 70% interest in the Douta Gold Project located in southeast Senegal held through African Star SARL.

Effective February 24, 2012, the Company exercised its option to acquire a 70% interest in the Douta Gold Project pursuant to the terms of the Option Agreement between the Company and IMC. As consideration for the exercise of the option, the Company issued to IMC 11,646,663 common shares, based on a VWAP for the 20 trading days preceding the option exercise date of \$0.2014 (or US\$0.2018) per share, valued at \$2,678,732 based on the Company's closing share price on February 24, 2012. The share payment includes consideration paid to IMC for extending the time period for exercise of the option.

Pursuant to the terms of the Option Agreement, IMC's 30% interest will be a "free carry" interest until such time as the Company announces probable reserves on the Douta Gold Project (the "Free Carry Period"). Following the Free Carry Period, IMC must either elect to sell its 30% interest to African Star at a purchase price determined by an independent valuer commissioned by African Star or fund its 30% share of the exploration and operating expenses.

#### **b) Central Houndé Project, Burkina Faso:**

##### *(i) Bongui and Legue gold permits, Burkina Faso:*

AFC Constelor SARL held a 100% interest in the Bongui and Legue gold permits covering an area of approximately 233 km<sup>2</sup> located within the Houndé belt, 260 km southwest of the capital Ouagadougou, in western Burkina Faso.

##### *(ii) Ouere Permit, Central Houndé Project, Burkina Faso:*

Argento BF SARL held a 100% interest in the Ouere gold permit, covering an area of approximately 241 km<sup>2</sup> located within the Houndé belt.

The three permits together cover a total area of 474km<sup>2</sup> over the Houndé Belt which form the Central Houndé Project.

##### *(iii) Barrick Option Agreement, Central Houndé Project, Burkina Faso:*

On April 8, 2015, the Company entered into the Acacia Option Agreement with Acacia Mining plc ("Acacia"), whereby Acacia will have the exclusive option to earn up to a 51% interest in Central Houndé Project by satisfying certain conditions over a specified 4-year period and then the right to acquire an additional 29%, for an aggregate 80% interest in the Central Houndé Project, upon declaration of a Pre-Feasibility Study. Acacia met the minimum spending requirement for the Phase 1 Earn-in in September 2018. As a result, Acacia earned a 51% interest in the Central Houndé Project. The Group currently holds a 49% interest in the Central Houndé Project.

In 2019, Barrick Gold Corporation ("Barrick") completed an acquisition of Acacia through the purchase of the ordinary share capital of Acacia that Barrick did not already own. The acquisition did not affect work undertaken at the Central Houndé Gold Project in Burkina Faso where Barrick continued its exploration work as per its Joint Operation with Thor.

In April 2021, Thor re-acquired Barrick's 51% ownership of the Project in exchange for a 1% Net Smelter Royalty. Thor now holds 100% of the Central Houndé Project.

Following the unsuccessful attempt by Barrick Gold to dispose of its 51% interest in the licenses, the Company carried out an impairment assessment at December 31, 2020, and determined that the unsuccessful sale attempt

was an indication for impairment. It is the Company's intention to focus on Segilola development and Douta exploration in the short term, and it does not plan to undertake significant work on the license areas in the near future. As a result, the decision was taken to impair fully the value of the Central Houndé Project, and for the three months to September 30, 2021, recognize an impairment charge of \$121,909 through the Condensed Consolidated Statement of Comprehensive Loss.

### c) Exploration Licenses, Nigeria

The high grade Segilola gold deposit is located on the major regional shear zone that extends for several hundred kilometres through the gold-bearing Ilesha schist belt (structural corridor) of Nigeria. Thor's exploration tenure currently comprises 13 exploration licenses and four joint venture partnership exploration licenses. Together with the mining lease over the Segilola Gold Deposit, Thor's total exploration tenure amounts to 1,400 km<sup>2</sup>. The Company's exploration strategy includes further expansion of its Nigerian land package as and when attractive new licenses become available.

## 17. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2022	December 31, 2021
Trade payables	\$ 40,270,725	\$ 32,222,580
Accrued liabilities	4,907,605	3,058,121
Other payables	3,492,023	5,110,979
	<b>\$ 48,670,354</b>	<b>\$ 40,391,680</b>
Current liability	<b>48,670,354</b>	38,827,489
Non-current liability	-	1,564,191

Accounts payable and accrued liabilities are classified as financial liabilities and approximate their fair values.

Included in trade payables is a total of \$3,492,023 that relates to third party royalties that will become payable upon future gold sales. All this royalties' creditors are included in current liabilities (refer to Note 3k for further detail).

Also included in trade payables is a balance of \$16,025,837 due to our EPC contractor. Previous quarters contained a provision of US\$5,000,000 for outstanding invoices of the EPC Contract. Following a full audit, the Company has accepted final EPC invoices of an additional US\$4,000,000. The total EPC amount has been finalized and is below the initial EPC Contract amount. The Company and the EPC Contractor have agreed a repayment of these invoices will be by June 30, 2023.

## 18. CAPITAL AND RESERVES

### a) Authorized

Unlimited common shares without par value.

### b) Issued

	September 30, 2022 Number	September 30, 2022	December 31, 2021 Number	December 31, 2021
As at start of the year	632,358,009	\$ 79,027,183	621,405,975	\$ 76,858,769
Issue of new shares:				
- Share options exercised <sup>i</sup>	9,539,000	922,114	-	-
- Share warrants exercised <sup>ii</sup>	-	-	9,952,034	2,073,450
- Share options exercised <sup>iii</sup>	-	-	1,000,000	94,964
	641,897,009	\$ 79,949,297	632,358,009	\$ 79,027,183

<sup>i</sup> Value of 9,250,000 options exercised on January 19, 2022, at a price of CAD\$0.12 per share, and 289,000 options exercised at a price of CAD\$0.145 per share.

<sup>ii</sup> Value of 1,664,534 warrants exercised on June 8, 2021, at a price of CAD\$0.18 per share, and 8,287,500 warrants exercised on August 31, 2021, at a price of CAD\$0.28 per share.

<sup>iii</sup> Value of 1,000,000 options exercised at a price of CAD\$0.12 per share.

### c) Share-based compensation

The Company has granted directors, officers and consultants share purchase options. These options were granted pursuant to the Company's stock option plan.

Under the current Share Option Plan, 44,900,000 common shares of the Company are reserved for issuance upon exercise of options.

- On January 16, 2020, 14,250,000 stock options were granted at an exercise price of C\$0.20 per share for a period of five years. The options vested immediately.
- On October 5, 2018, 750,000 stock options were granted at an exercise price of C\$0.14 per share for a period of five years.
- On March 12, 2018, 12,800,000 stock options were granted at an exercise price of C\$0.145 per share for a period of five years.
- 

All of the stock options were vested as at the balance sheet date. These options did not contain any market conditions and the fair value of the options were charged to the statement of comprehensive loss or capitalized as to assets under construction in the period where granted to personnel's whose cost is capitalized on the same basis. The assumptions inherent in the use of these models are as follows:

Vesting period (years)	First vesting date	Expected remaining life (years)	Risk free rate	Exercise price	Volatility of share price	Fair value	Options vested	Options granted	Expiry
5	3/12/2018	0.45	2.00%	\$ 0.145	105.09%	\$ 0.14	12,800,000	12,800,000	3/12/2023
5	10/5/2018	1.01	2.43%	\$ 0.14	100.69%	\$ 0.14	750,000	750,000	10/5/2023
5	1/16/2020	2.30	1.49%	\$ 0.20	66.84%	\$ 0.07	14,250,000	14,250,000	1/16/2025

In Canadian Dollars

The Company has elected to measure volatility by calculating the average volatility of a collection of three peer companies historical share prices for the exercising period of each parcel of options. Management believes that given the transformational change that the Company has undergone since the acquisition of the Segilola Gold Project in August 2016, the Company's historical share price is not reflective of the current stage of development of the Company, and that adopting the volatility of peer companies who have advanced from exploration to development is a more accurate measure of share price volatility for the purpose of options valuation.

The following is a summary of changes in options from January 1, 2022, to September 30, 2022, and the outstanding and exercisable options at September 30, 2022:

Grant date	Expiry date	Exercise price	Contractual lives remaining (years)	January 1	During the period			September 30	September 30 2022	
				2022	Granted	Exercised	Expired/ Forfeited	2022	Number of options	
				Opening balance				Closing balance	Vested and exercisable	Unvested
16-Jan-17	16-Jan-22	\$0.12	0.00	9,250,000	-	(9,250,000)	-	-	-	-
12-Mar-18	12-Mar-23	\$0.15	0.45	12,800,000	-	(289,000)	-	12,511,000	12,511,000	-
5-Oct-18	5-Oct-23	\$0.14	1.01	750,000	-	-	-	750,000	750,000	-
16-Jan-20	16-Jan-25	\$0.20	2.30	14,040,000	-	-	-	14,040,000	14,040,000	-
<b>Totals</b>				<b>36,840,000</b>	<b>-</b>	<b>(9,539,000)</b>	<b>-</b>	<b>27,301,000</b>	<b>27,301,000</b>	<b>-</b>
<b>Weighted Average Exercise Price</b>				<b>\$0.160</b>	<b>\$0.000</b>	<b>\$0.121</b>		<b>\$0.173</b>	<b>\$0.173</b>	<b>\$0.000</b>

*In Canadian Dollars*

The following is a summary of changes in options from January 1, 2020, to December 31, 2021, and the outstanding and exercisable options at December 31, 2021:

Grant Date	Expiry Date	Exercise Price	Remaining (Years)	Opening Balance	Granted	Expired / Exercised	Forfeited	Closing Balance	Vested and Exercisable	Unvested
16-Jan-2017	16-Jan-2022	i \$0.12	0.05	9,750,000	-	(500,000)	-	9,250,000	9,250,000	-
7-May-2017	7-May-2022	ii \$0.12	-	500,000	-	(500,000)	-	-	-	-
12-Mar-2018	12-Mar-2023	\$0.145	1.19	12,800,000	-	-	-	12,800,000	12,800,000	-
5-Oct-2018	5-Oct-2023	\$0.14	1.76	750,000	-	-	-	750,000	750,000	-
16-Jan-2020	16-Jan-2025	\$0.20	3.05	14,040,000	-	-	-	14,040,000	14,040,000	-
<b>Totals</b>			<b>1.62</b>	<b>37,840,000</b>	<b>-</b>	<b>(1,000,000)</b>	<b>-</b>	<b>36,840,000</b>	<b>36,840,000</b>	<b>-</b>
<b>Weighted Average Exercise Price</b>				<b>\$0.159</b>	<b>\$0.000</b>	<b>\$0.120</b>	<b>-</b>	<b>\$0.160</b>	<b>\$0.160</b>	<b>-</b>

*In Canadian Dollars*

<sup>i</sup> On July 5, 2019, the Company announced an extension of the expiry date from January 16, 2020, to January 16, 2022. All other conditions of the options remain the same.

<sup>ii</sup> On July 5, 2019, the Company announced an extension of the expiry date from May 7, 2020, to May 7, 2022. All other conditions of the options remain the same.

#### d) Nature and purpose of equity and reserves

The reserves recorded in equity on the Company's statement of financial position include 'Reserves,' 'Currency translation reserve,' and 'Deficit.'

'Option reserve' is used to recognize the value of stock option grants prior to exercise or forfeiture.

'Currency translation reserve' is used to recognize the exchange differences arising on translation of the assets and liabilities of foreign branches and subsidiaries with functional currencies other than Canadian dollars.

'Deficit' is used to record the Company's accumulated deficit.

### 19. EARNINGS PER SHARE

Basic and diluted profit (loss) per share is calculated by dividing the profit (attributed to shareholders for the nine months to September 30, 2022, of \$10,431,167 (September 30, 2021: loss \$4,644,514) by the weighted average number of shares of 636,941,340 (September 30, 2021: 622,722,592) in issue during the period.

### 20. RELATED PARTY DISCLOSURES

A number of key management personnel, or their related parties, hold or held positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below.

#### a) Trading transactions

The Africa Finance Corporation ("AFC") is deemed to be a related party given the size of its shareholding in the Company. There have been no other transactions with the AFC other than the Gold Stream liability as disclosed in Note 11, and the secured loan as disclosed in Note 12.

#### b) Compensation of key management personnel

The remuneration of directors and other members of key management during the three and Nine Months Ended September 30, 2022, and 2021 were as follows:

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2022	2021	2022	2021
Salaries					
Current directors and officers	(i) (ii)	\$ 191,529	\$ 130,701	\$ 523,524	\$ 383,628
Former directors and officers		-	-	71,557	-
Directors' fees					
Current directors and officers	(i) (ii)	73,813	89,918	272,927	265,684
Share-based payments					
Current directors and officers		-	-	-	-
		\$ 265,342	\$ 220,619	\$ 868,008	\$ 649,312

(i) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the three months ended September 30, 2022, and 2021.

(ii) The Company paid consulting and director fees to both individuals and private companies controlled by directors and officers of the Company for services. Accounts payable and accrued liabilities at September 30, 2022, include \$328,909 (December 31, 2021 - \$346,275) due to directors or private companies controlled by an officer and director of the Company. Amounts due to or from related parties are unsecured, non-interest bearing and due on demand.

### 21. FINANCIAL INSTRUMENTS

The Group's financial instruments consist of cash, restricted cash, amounts receivable, accounts payable, accrued liabilities, gold stream liability, loans and other borrowings and lease liabilities.

### Fair value of financial assets and liabilities

Fair values have been determined for measurement and/or disclosure purposes. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amount for cash, restricted cash, accounts receivable, and accounts payable, accrued liabilities, loans and borrowings and lease liabilities on the statement of financial position approximate their fair value because of the limited term of these instruments.

### Financial risk management objectives and policies

The Group has exposure to the following risks from its use of financial instruments

- Interest rate risk
- Credit risk
- Liquidity and funding risk
- Market risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in these notes.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

### Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below:

<b>September 30, 2022</b>		Measured at amortised cost	Measured at fair value through profit and loss	Total
<b>Assets</b>				
Cash and cash equivalents	\$	2,459,709	-	2,459,709
Amounts receivable		466,575	-	466,575
<b>Total assets</b>	<b>\$</b>	<b>2,926,284</b>	<b>-</b>	<b>2,926,284</b>
<b>Liabilities</b>				
Accounts payable and accrued liabilities	\$	45,178,331	3,492,023	48,670,354
Loans and borrowings		30,716,168	-	30,716,168
Gold stream liability		-	26,666,164	26,666,164
Lease liabilities		16,294,573	-	16,294,573
<b>Total liabilities</b>	<b>\$</b>	<b>92,189,072</b>	<b>30,158,187</b>	<b>122,347,259</b>
<b>December 31, 2021</b>				
		Measured at amortised cost	Measured at fair value through profit and loss	Total
<b>Assets</b>				
Cash and cash equivalents	\$	1,276,270	-	1,276,270
Restricted cash		3,495,992	-	3,495,992
Amounts receivable		237,651	-	237,651
<b>Total assets</b>	<b>\$</b>	<b>5,009,913</b>	<b>-</b>	<b>5,009,913</b>
<b>Liabilities</b>				
Accounts payable and accrued liabilities	\$	33,284,701	7,106,979	40,391,680
Loans and borrowings		53,738,603	-	53,738,603

Gold stream liability	-	30,262,279	30,262,279
Lease liabilities	18,274,374	-	18,274,374
<b>Total liabilities</b>	<b>\$ 105,297,678</b>	<b>37,369,258</b>	<b>142,666,936</b>

### **Interest rate risk**

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group's income and operating cash flows will be impacted by changes in market interest rates as the Group's secured loans from the AFC incurs Interest at LIBOR plus 9% (Refer to Note 12). The Group's management monitors the interest rate fluctuations on a continuous basis and assesses the impact of interest rate fluctuations on the Group's cash position and acts to ensure that sufficient cash reserves are maintained in order to meet interest payment obligations.

The following table discusses the Company's sensitivity to a 1% increase or decrease in interest rates:

	Interest rate Appreciation By 1%	Interest rate Depreciation By 1%
<b>September 30, 2022</b>		
<b>Comprehensive income (loss)</b>		
Financial assets and liabilities	\$ 355,413	\$ (355,413)
<b>December 31, 2021</b>		
<b>Comprehensive income (loss)</b>		
Financial assets and liabilities	\$ 413,600	\$ (413,600)

### **Credit risk**

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations. The credit risk associated with cash and receivables is believed to be minimal.

Cash consists of cash on deposit in Canadian, UK, Mauritian, Nigerian, and Senegalese Chartered banks that are believed to be creditworthy.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at September 30, 2022, and December 31, 2021, were as follows:

	September 30, 2022	December 31, 2021
Cash	\$ 2,459,709	\$ 1,276,270
Restricted cash	-	3,495,992
Amounts receivable	466,575	237,651
<b>Total</b>	<b>\$ 2,926,284</b>	<b>\$ 5,009,913</b>

### **Liquidity and funding risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is held in business accounts and are available on demand with the exception of restricted cash which is only available to be applied against the cost of the construction of the Segilola Gold Mine until construction is completed, at which point it will then be available on demand.

In the normal course of business, the Company enters into contracts and performs business activities that give rise to commitments for future minimum payments.

The following table summarizes the Company's significant remaining contractual maturities for financial liabilities at September 30, 2022, and December 31, 2021.

### Contractual maturity analysis as at September 30, 2022

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	46,182,842	2,487,512	-	-	48,670,354
Gold Stream Liability	2,383,071	9,891,530	14,391,563	-	26,666,164
Loans and borrowings	95,137	3,352,188	27,268,843	-	30,716,168
	<b>48,661,050</b>	<b>15,731,230</b>	<b>41,660,406</b>	-	<b>106,052,686</b>

### Contractual maturity analysis as at December 31, 2021

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	33,959,553	4,862,676	1,952,408	-	32,581,480
Gold Stream Liability	2,237,631	10,614,896	33,955,921	-	46,808,448
Loans and borrowings	1,984,714	26,031,054	32,400,920	-	60,416,688
	<b>38,181,898</b>	<b>41,508,625</b>	<b>68,309,249</b>	-	<b>147,999,772</b>

#### Market risk

The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

#### a) Foreign currency risk

The Group seeks to manage its exposure to this risk by holding its cash balances in the same denomination as that of the majority of expenditure to be incurred. The Group also seeks to ensure that the majority of expenditure and cash of individual subsidiaries within the Group are denominated in the same currency as the functional currency of that subsidiary.

The Group's loan facilities, certain exploration expenditures, certain acquisition costs and operating expenses are denominated in United States Dollars, Nigerian Naira, and UK Pounds Sterling. The Group's exposure to foreign currency risk arises primarily on fluctuations between the United States Dollar and the Canadian Dollar, Nigerian Naira, and UK Pounds Sterling. The Group has not entered into any derivative instruments to manage foreign exchange fluctuations. The Group does enter into foreign exchange agreements during the ordinary course of operations in order to ensure that it has sufficient funds in order to meet payment obligations in individual currencies. These agreements are entered in to at agreed rates and are not subject to exchange rate fluctuations between agreement and settlement dates.

The following table shows a currency of net monetary assets and liabilities by functional currency of the underlying companies for the period ended September 30, 2022:

	Functional currency			Total
	US dollar	Pound Sterling	West African Franc	
Currency of net monetary asset/(liability)	September 30, 2022 USD\$	September 30, 2022 USD\$	September 30, 2022 USD\$	September 30, 2022 USD\$
Canadian dollar	83,645	-	-	83,645
US dollar	(111,902,618)	-	-	(111,902,618)
Pound Sterling	(503,809)	(394,471)	-	(898,280)
Nigerian Naira	(6,687,407)	0	-	(6,687,407)

West African Franc	-	-	(16,315)	(16,315)
Australian dollar	-	-	-	-
<b>Total</b>	<b>(121,835,298)</b>	<b>(3,946)</b>	<b>(31,079)</b>	<b>(119,420,975)</b>

The following table shows the currency of net monetary assets and liabilities by functional currency of the underlying companies for the year ended December 31, 2021:

	Functional currency					Total
	Canadian dollar	US dollar	Pound Sterling	Nigerian Naira	West African Franc	
Currency of net monetary asset/(liability)	December 31, 2021 USD\$					
Canadian dollar	(484,067)	-	-	-	-	(484,067)
US dollar	(190,391)	-	-	(132,585,040)	-	(132,775,431)
Pound Sterling	(361,244)	-	-	(80,926)	-	(442,170)
Nigerian Naira	-	-	-	(3,910,833)	-	(3,910,833)
West African Franc	-	-	-	-	11,481	11,481
Australian dollar	(36,626)	-	-	(19,377)	-	(56,003)
<b>Total</b>	<b>(1,072,328)</b>	<b>-</b>	<b>-</b>	<b>(136,596,176)</b>	<b>11,481</b>	<b>(137,657,023)</b>

The following table discusses the Company's sensitivity to a 5% increase or decrease in the United States Dollar against the Nigerian Naira:

	United States Dollar Appreciation By 5%	United States Dollar Depreciation By 5%
<b>September 30, 2022</b>		
<b>Comprehensive income (loss)</b>		
Financial assets and liabilities	\$ 318,448	\$ (351,969)
<b>December 31, 2021</b>		
<b>Comprehensive income (loss)</b>		
Financial assets and liabilities	\$ 194,000	\$ (194,000)

## 22. CAPITAL MANAGEMENT

The Company manages, as capital, the components of shareholders' equity. The Company's objectives, when managing capital, are to safeguard its ability to continue as a going concern in order to develop and its mineral interests through the use of capital received via the issue of common shares and via debt instruments where the Board determines that the risk is acceptable and, in the shareholders' best interest to do so. During the year under review the Company made additional drawdowns from secured loan facilities in order to advance construction of the Segilola Gold Mine.

The Company manages its capital structure, and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may attempt to issue common shares, borrow, acquire or dispose of assets or adjust the amount of cash.

## 23. CONTRACTUAL COMMITMENTS AND CONTINGENT LIABILITIES

### Contractual Commitments

The Group has no contractual obligation that are not disclosed on the Consolidated Statement of Financial Position.

#### Contingent liabilities

As part of the nature of its business the Group on occasion receives claims from parties. A number of such claims do exist, but these are assessed robustly by the Group and its legal advisers and will be strongly rebutted where claims are considered to be spurious.

## 24. SEGMENTED DISCLOSURES

### Segment Information

The Company's operations comprise three reportable segments, being the Segilola Mine Project, Exploration Projects, and Corporate compared to one reportable segment, being the exploration of mineral resource properties in the prior year. These three reporting segments have been identified based on operational focuses of the Group following the decision to develop the Segilola Mine Project during the period. The segment assets, liabilities and results are as follows:

September 30, 2022	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	\$ 17,025,397	\$ 69,258	\$ 704,400	\$ 17,799,055
<b>Non-current assets</b>				
Deferred income tax assets	-	74,753	0	74,753
Prepaid expenses and deposit	55,818	-	185,049	240,867
Right-of-use assets	16,543,290	-	599,836	17,143,126
Property, plant and equipment	143,858,367	343,259	87,415	144,289,041
Intangible assets	127,414	15,046,257	-	15,173,671
<b>Total assets</b>	<b>\$ 177,610,286</b>	<b>\$ 15,533,527</b>	<b>\$ 1,576,700</b>	<b>\$ 194,720,513</b>
<b>Non-current asset additions</b>	<b>\$ 18,595,008</b>	<b>\$ 2,155,454</b>	<b>\$ 99,903</b>	<b>\$ 20,850,365</b>
<b>Liabilities</b>	<b>\$ (126,183,874)</b>	<b>\$ (26,892)</b>	<b>\$ (1,489,686)</b>	<b>\$ (127,700,452)</b>
<b>Profit (loss) for the period</b>	<b>\$ 13,958,461</b>	<b>\$ (167,180)</b>	<b>\$ (3,360,114)</b>	<b>\$ 10,431,167</b>
- consulting fees	(1,252,430)	(84,803)	(470,864)	(1,808,097)
- salaries and benefits	(216,564)	-	(899,885)	(1,116,449)
- depreciation owned assets	(15,913,326)	(6,617)	(3,706)	(15,923,649)
- impairments	-	(9,581)	-	(9,581)

Non-current assets by geographical location:

September 30, 2022	Senegal	Burkina Faso	British Virgin Islands	Nigeria	Canada	Total
Prepaid expenses and deposit	-	-	8,428	47,390	185,049	-
Right-of-use assets	-	-	-	16,543,290	599,836	-
Property, plant and equipment	155,780	-	-	144,045,845	81,303	6,113
Intangible assets	14,323,198	-	-	850,473	-	-
<b>Total non-current assets</b>	<b>14,478,978</b>	<b>-</b>	<b>8,428</b>	<b>161,486,998</b>	<b>866,188</b>	<b>6,113</b>

<b>December 31, 2021</b>	<b>Segilola Mine Project</b>	<b>Exploration Projects</b>	<b>Corporate</b>	<b>Total</b>
Current assets	\$ 23,245,206	\$ 76,104	\$ 422,026	\$ 23,743,336
<b>Non-current assets</b>				
Deferred income tax assets	-	86,795	-	86,795
Prepaid expenses and deposit	87,223	-	18,460	105,683
Right-of-use assets	20,843,612	-	-	20,843,612
Property, plant and equipment	146,914,353	455,339	2,964	147,373,656
Intangible assets	224,808	15,120,611	-	15,345,419
<b>Total assets</b>	<b>\$ 191,315,202</b>	<b>\$ 15,739,849</b>	<b>\$ 443,450</b>	<b>\$ 207,498,501</b>
<b>Non-current asset additions</b>	<b>\$ 71,990,597</b>	<b>\$ 3,999,195</b>	<b>\$ 3,661</b>	<b>\$ 75,993,453</b>
<b>Liabilities</b>	<b>\$ (146,558,941)</b>	<b>\$ (43,436)</b>	<b>\$ (1,302,735)</b>	<b>\$ (147,905,112)</b>
<b>Profit (loss) for the year</b>	<b>\$ 1,975,712</b>	<b>\$ (261,559)</b>	<b>\$ (3,783,350)</b>	<b>\$ (2,069,197)</b>
- consulting fees	(8,096)	(148,781)	(194,086)	(350,963)
- salaries and benefits	(256,228)	-	(1,029,378)	(1,285,606)
- depreciation owned assets	(59,611)	(4,249)	(1,158)	(65,018)
- impairments	-	(99,059)	-	(99,059)

Non-current assets by geographical location:

<b>December 31, 2021</b>	<b>Senegal</b>	<b>Burkina Faso</b>	<b>British Virgin Islands</b>	<b>Nigeria</b>	<b>Canada</b>	<b>Total</b>
Prepaid expenses and deposit	-	-	12,623	74,686	18,374	105,683
Right-of-use assets	-	-	-	20,843,612	-	20,843,612
Property, plant and equipment	201,264	-	-	147,168,374	4,018	147,373,656
Intangible assets	14,529,771	-	-	815,648	-	15,345,419
<b>Total non-current assets</b>	<b>14,731,035</b>	<b>-</b>	<b>12,623</b>	<b>168,902,320</b>	<b>22,392</b>	<b>183,668,370</b>

## 25. SUBSEQUENT EVENTS

There are no material subsequent events to report.