



NEWS RELEASE
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November 30, 2021

TSXV/AIM: THX

Vancouver, British Columbia

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 2021 FINANCIAL AND OPERATING RESULTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021**

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 and nine months to September 30, 2021 ("Q3 2021") (altogether 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, 2021, are available on Thor Explorations' website <https://thorexpl.com/investors/financials/>

Operational Highlights of the Period

- First gold poured at the Company's Segilola Gold Mine (the "Segilola Project" or the "Project")
- Construction work at the Segilola Project Process Plant completed with only some earthworks, minor civil work and landscaping to be completed
- Exploration during Q3 2021 comprised of on-going regional stream sediment sampling, soil sampling and termite mound sampling in the exploration lease located both north and south of the Segilola Gold Deposit
- At the Douta Gold Project, in Senegal (the "Douta Project") reverse circulation drilling at Makosa North has extended the mineralized strike length to a total of over 7 kilometres

Post Period Highlights

- Commercial production achieved at the Segilola Project in October 2021
- The combination of the delay in commissioning of the Segilola Project, delayed arrival of laboratory equipment, supply chain issues resulting in the supply of sub-standard reagents and delays in the Company's ability to export produced gold, resulted in the Company having to restrict the plant feed grade to an average of 2.0g/t.
- Whilst the performance of the processing plant has in most aspects overachieved during ramp up, the design criteria and residual gold in tailings is less than 3.0%. However the plant has not yet achieved its overall target 97% gold recovery.
- The Company continues to expand its footprint in the Osun State in Nigeria, having made applications for a number of licences
- A maiden resource estimate of 730,000 ounces inferred grading at 1.5 grammes per tonne ("g/t") declared at the Douta Project

- New prospect, Mansa, discovered at the Douta Project, located approximately five kilometres north of the Makosa deposit

Outlook

- Production post-Period from the Segilola Project has been approximately 4,570oz with an additional gold pour scheduled for November 30, 2021 and regularly through December.
- Whilst the Company believes it has resolved the majority of the issues experienced during ramp up due the issues experienced, it will not achieve its previously announced year end guidance of 30,000 to 35,000 and will provide the market with an updated guidance in due course

Segun Lawson, President & CEO, stated:

“Over the quarter we have delivered on a number of major milestones for the Company, having achieved first gold pour and, thereafter, in October we achieved commercial production at the Segilola Gold Mine. Following the period, earlier this month we also announced a maiden resource estimate at the Douta Gold Project in Senegal, the first major milestone at this project.

“During the mine ramp-up of at Segilola, we experienced a number of issues which lead to a number of stoppages during and after the period, resulting in a lower production output and therefore a negative impact on our year guidance, however we believe we have taken the right approach in resolving these issues early on. We are pleased that the majority of these issues have now been resolved and are anticipating a steady production rate through the remainder of the year. We look forward to updating the market with our revised guidance in due course.

“We are also pleased to have continued to execute on our strategic objective of acquiring further prospective gold targets in Nigeria, and also to continue to advance near mine exploration where we have drill results pending.

“Lastly, we remain excited about the Douta Project. The maiden resource estimate of 730,000 ounces at 1.5g/t in the inferred category, combined with the discovery drill results at the new prospect Mansa, provides an excellent growth platform for the next phase of exploration.”

Further details can be found on the Company’s website: www.thorexpl.com

About Thor Explorations

Thor Explorations Ltd. is a mineral exploration company engaged in the acquisition, exploration and development 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 of 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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Segilola Project, Nigeria

Executive Summary

The Company continued to make very strong progress throughout the Period, with most construction activities complete. The focus was on ramping up to Commercial Production. This was achieved following the quarter.

There were a number of Covid-19 cases on site in August which resulted in heightened restrictions at the workplace. Following a serious Lost Time Injury (“LTI”) which occurred on 29 August 2020 during project construction activities. Mr Samuel Vanahand, a contract worker for the EPC contractor, suffered serious injuries resulting from electrocution. His life was saved by the SROL medical team and was transferred to a hospital to receive further treatment. The Company voluntarily suspended operations for 2 days whilst the relevant authorities were informed, who carried out an independent investigation and the Company also completed an internal investigation which resulted in the Company implementing changes to its operating and training procedure.

Construction work at the Process Plant has been completed with only some earthworks, minor civil work and landscaping still outstanding. The majority of Process Plant equipment is installed and is now fully operational, and both the mill and crusher have operated at rates higher than the design capacity. The camp is fully operational and phase 1a construction at the Tailings Management Facility is complete.

Mining operations continued to progress with the Mining Contractor fully in place.

Health & Safety

The project site experienced its first cases of Covid-19 with measures swiftly put in place to minimize its spread. Those infected were isolated for a period before being allowed to resume duties. Enhanced protective measures were taken across the site which were successful with cases having dropped significantly by the end of the quarter.

Staffing and Project Office

Staffing of the Project, is complete. The engineering department is fully established with benefits in quality control being realized. The Human Resources Department is driving the establishment of HR policies and effective working practice across the Company. The Finance Department is fully operational and the Supply Chain Team are establishing purchasing and warehousing SOP's. Our security team is in place and being further developed. Our technical team for survey, mine engineering and grade control are in place, as is the Process Plant team is fully in place. A Performance Management Process has been implemented and a training department established.

Community

Compensation payments to land owners and farmers are complete. Over 250 Community Workers have benefited from employment at site. The communities are being favoured for most unskilled work and a number of community projects have been initiated.

Engineering, Procurement and Construction

Civils work at the process plant are complete with only some earthworks and landscaping remaining. Commissioning of the process plant commenced with dry commissioning starting during the last week of July, with the plant operational by the end of the Period.

Process plant equipment is installed and operational. Commissioning of the camp is complete. Work at the tailings management facility is complete with Phase 1a being commissioned. Phase 1b is expected to start in Q4. It is planned that the EPC contractor will remain on site into 2022 to assist the Company in fixing snags and providing operational guidance.

Mining & Processing Operations

Mining operations are progressing with Sinic, the Company's primary contractor now established on site. The ROM Pad is fully operational and is now being expanded to enable the further establishment of stockpiles. Blasting operations continue successfully.

Processing operations started during the Period. The process plant is running and has surpassed its design capacity and most processing positions have been filled. However, gold recovery was lower than planned from the CIL circuit and as a result, there were a number of stoppages during the ramp up to investigate and resolve the issues. Work is ongoing and it is planned to undertake final performance testing towards the latter half of Q4 2021. The diesel power plant is running as expected and work has started on construction of the CNG facility which will be commissioned during the Q1 2022. Cheaper power generated by the CNG plant will replace diesel generation, with the diesel plant being used as a backup.

A number of technical projects were undertaken to facilitate mining operations. Dewatering holes and water monitoring holes have now been drilled. Pumps, pipes and ancillary equipment are at site and installation is planned for Q4 2021.

Social & Environment

The main achievements in environment and social activities for Q3 2021 were the construction and commissioning of the process plant and finalisation of infrastructure on the Segilola Gold Mine Project including completing Phase 1 of the tailings storage facility, installation and commissioning power generators, laying the water pipes and installing pumps from the water storage dam as well as completion of camp accommodation chalets, offices and recreation/canteen blocks and installing site security gateway and gatehouses. Further site clearance for mining activities meant that site clearance was achieved across the entire pit area as well as for land for the waste rock dumps and access roads. New exploration licences beyond the Segilola Project have involved the Community Development and Stakeholder Team in meeting with community leaders in new jurisdictions to introduce the Company and to discuss the proposed exploration program.

Operational readiness has continued to be the focus of environment and social management plans, standards operating procedures and on-site training during Q3 2021. The commissioning and operational phases included on-site training for core SROL staff on cyanide and hazardous chemicals management, updating the risk register to address the commissioning and operations management of the process plant, TMF and power supply facilities as well as continued community training on blasting procedures (siren system, erection of blasting notices in the 3 host communities and a step-up in security posts on the Iperindo Road passing through the site).

'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.

Progress on a range of Health, Safety, Social and Environment (HSSE) management plans occurred with emphasis on requirements for lenders (AFC) set out in their Environment and Social Action Plan (ESAP) 2. HSSE Plans, policies, procedures and protocols delivered to lenders' Environment and Social advisors in Q2 2021 in line with ESAP2 included:

New:

- Crisis media procedures;
- TSF Operations Manual;
- Mine Method Statement which includes blasting procedures and waste rock management measures; and
- Process Plant Management Procedures.

Updates to:

- Stakeholder Engagement Plan; and
- Grievance Management Procedure.

Most documents submitted in Q2 2021 have been reviewed and closed out by the lender’s (African Finance Corporation) Environment and Social Advisors following their site visit in July 2021. No red flags were identified from that visit. Monthly environment baseline surveys (summarised in quarterly reports to the Federal Ministry of Environment) were in line with emissions standards.

Upcoming focus for HSSE management (for Q4 2021) relates to HSSE inputs required for additional operations management plans and procedures for Site Security and updates to the and Emergency Response and Evacuation Plan. SROLSafe will also continue to be updated with SOPs prepared for the process plant and inputs into Mining Procedures. External audits are also proposed by the Federal Ministry of Environment.

Community benefits via Community Development Agreements (“CDAs”) signed in 2017-18 with the three host communities around the Project footprint included SROL continuing to deliver agreed benefits on the women’s training initiative programme and ongoing funding of the school scholarship programme. Local employment commitments outlined in the CDAs were also met with 15 to 18% of employment on site from the 3 host communities (averaging around 100 local employees for 650 employees at the mine site). Further emphasis has been placed on maintaining local community employment as the project moves into the operations phase and with a slow down on construction activities.

Corporate Social Responsibility programmes progressed in Q3 2021 included opening of local produce markets and increased work gangs undertaking improvements to the Iperindo Road (replacing road and fixing potholes).

Nigerian Exploration Licences

The 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.

The licences cover a strike length of 20km over the highly prospective gold-bearing Ilesha Schist Belt and the immediate northern extensions of the Segilola gold trend.

Thor’s exploration tenure now comprises nine explorations licences. Together with the mining lease over the Segilola Gold Deposit Thor’s total exploration tenure amounts to 915 km².

Exploration during the quarter comprised on-going regional steam sediment sampling, soil sampling and termite mound sampling in the exploration lease located both north and south of the Segilola Gold Deposit.

Tenement	soil	stream sediment	termite mound	trench	Total
EL19066	-	72	13	-	85
EL26356	817	-	87	-	904
EL26357	901	-	-	-	901
EL26358	2,037	-	35	-	2,072
EL28801	348	34	-	-	382
EL29977	1,075	45	48	253	1,421
EL29978	613	21	-	-	634
Total	5,791	172	183	253	6,399

Table 1: Geochemical Sampling Statistics

Activity during the quarter generated a total of 6,399 surface geochemical samples (Figure 1).

Reverse circulation (RC) drilling was undertaken in two areas located 5km north of Segilola 1,518 metres were drilled in the period of a planned 4,000 metres with drilling results pending.

Regional Growth Opportunities

Summary

The Company has expanded its exploration footprint via licence application and option over what the Company believes to be prospective exploration targets in the region surrounding the Segilola Gold Mine and the existing package of wholly owned exploration and mining leases. Thor, through one of its wholly owned subsidiaries has been granted a new licence, EL34429, which is located in Kwara State to the north of Segilola. This application was made further to significant target generation work followed by encouraging ground truthing which revealed significant historical artisanal workings.

In addition, Thor has negotiated four separate option agreements over prospective exploration leases located in Ogun, Osun and Oyo States. The focus has been on consolidating prospective ground within trucking distance of Segilola and also acquiring prospective licences further away which have demonstrated strong gold mineralisation prospectivity through target generation, ground truthing and artisanal mining.

EL34429 (100% SROL, Kwara State)

Exploration Licence EL34429 was applied for and granted during the period. The area is notable for the number of artisanal workings that are located within the lease. This suggests that gold mineralisation is widespread within a north north easterly trending schist belt.

Preliminary exploration work on the exploration lease has returned anomalous rock chip results of up 1.41g/tAu from a number of workings dug into lateritised saprolite.(Figure 6).

EL20776 (option agreement, Osun State)

EL20776 is located approximately 15km west from the Segilola Gold Mine. This area covers extensive artisanal workings that signify potential for a high grade primary gold deposit. Preliminary mapping has define a Priority 1 target that trends in a north easterly direction which is closely parallel to the geological trend in which the Segilola gold deposit is formed. Surface geochemical sampling results are pending.

EL30237 (option agreement, Osun State)

EL30237 is located approximately 22km southwest from the Segilola Gold Mine. To date a detailed auger soil geochemical program has been completed. Anomalous gold geochemistry has been delineated to the west of the drainage that runs through the lease. Exploration is ongoing to define potential drill targets.

Decisions to either exercise the options or not will be made in December 2021 and will be based on the exploration data obtained during the option period.

Douta Project, Senegal

The Douta Gold Project is a gold exploration permit that covers an area of 103 km² and is located within the Kéniéba inlier, eastern Senegal. The permit is an elongate polygon with dimensions of approximately 32km by 3.3km, trending northeast with an area of 103 km².

The Douta licence is strategically positioned between the world class deposits of Massawa and Sabadola to the west and the Makabingui deposit to the east. Within the licence five separate gold prospects have been identified using surface geochemical sampling. These comprise the more advanced Makosa prospect, where RC and diamond drilling has defined mineralisation over a 7.4km strike length, and the earlier exploration stage Maka, Mansa, Samba and Makosa Tail prospects.

RC drilling during the quarter continued at Makosa North extending the mineralised strike length to a total of over 7km (Table 2).

During the quarter further target generative work, comprising termite mound sampling and auger-assisted geochemical sampling, continued at the Maka and Mansa prospects

Drilling Results

The results are from the exploratory RC drilling program at Makosa North are shown in Table 2 and Figure 11.

HOLE-ID	Easting	Northing	Elevation	Length (m)	From (m)	To (m)	Interval (m)	Grade (g/tAu)	True Width (m)
DTRC281	177098	1438174	195	42	6.0	14.0	8.0	1.69	5.8
					17.0	33.0	16.0	1.58	11.5
				includes	19.0	22.0	3.0	5.53	2.2
DTRC283	177162	1438260	194	42	10.0	19.0	9.0	2.93	6.5
				includes	11.0	18.0	7.0	3.56	5.0
DTRC289	177593	1438746	195	64	21.0	34.0	13.0	1.19	9.2
				includes	27.0	32.0	5.0	1.78	3.5
DTRC293	177755	1438838	197	66	10.0	20.0	10.0	0.83	7.2
DTRC295	177692	1438889	196	46	26.0	36.0	10.0	1.21	7.3
				includes	27.0	33.0	6.0	1.60	4.4
DTRC296	177651	1438910	195	80	65.0	80.0	15.0	2.42	11.3
				includes	65.0	75.0	10.0	3.21	7.5
DTRC301	177837	1439050	194	45	25.0	39.0	14.0	1.20	10.4
DTRC311	178059	1439395	187	60	48.0	58.0	10.0	1.42	7.0

Table 2: Makosa North Significant Results
(0.5g/tAu lower cut off; maximum 2m internal dilution, minimum 2m interval)

Drill samples were analysed by ALS laboratories in Mali using the AA26 fire assay method (50g charge).

The Makosa North drilling has extended the mineralisation a further 1,500m to the north. Significantly, on the last drill section hole DTRC311 intersected 10m at 1.42g/tAu. This indicates that the mineralisation remains open-ended to the north.

Drillholes DTRC 281 and DTRC283 were drilled at the ends of existing drill sections to test for across-strike extensions of mineralisation with positive results including 16m at 1.58g/tAu and 9m at 2.93g/tAu respectively. These results further resolve a pod of mineralisation that extends over a strike length of nearly 800m

Analyses were carried out by ALS Laboratories in Mali.

Subsequent to the quarter, the Company announced an initial NI 43-101 standard Maiden Mineral Resource Estimate ("MRE") for the Makosa Deposit which is located in the southern portion of the Douta Gold Project in Senegal.

The MRE is classified as Inferred Resources and is constrained within optimised pit shells and comprises 15.3 million tonnes grading 1.5 grammes per tonne ("g/t") gold ("Au") for 730,000 ounces of gold.

Burkina Faso

In Burkina Faso, in April 2021, Thor regained a 100% interest from its Joint Venture with Barrick in the Central Houndé Project.

OVERALL PERFORMANCE

For the nine months ended September 30, 2021, the Company incurred a net loss of \$5,869,041 (\$0.009 loss per share) compared to a net loss of \$1,836,206 (\$0.003 loss per share) for the nine months ended September 30, 2020. The increase in net loss is primarily due to foreign exchange losses of \$1,222,808 on US Dollar denominated

liabilities, and extra-ordinary costs incurred in listing the Company's shares on the AIM Market of the London Stock Exchange of \$1,614,821. The loss of \$1,836,206 in the comparable period is net of the reversal of an impaired receivable of \$2,081,703 where, if not for this reversal, the loss for the nine months to September 30, 2020, would have been \$3,917,909.

For the three and nine months ended September 30, 2021, the Company incurred the following costs excluding acquisition and impairments across its mining tenements:

	Three Months ended September 30,		Nine Months ended September 30,		Total cumulative expenditure September 30, 2021
	2021	2020	2021	2020	
Assets under construction	\$ 19,047,516	\$ 14,579,556	\$ 62,065,474	\$ 39,516,994	\$ 135,656,108
Exploration expenditures	947,570	604,182	2,557,398	883,815	12,217,668
Total	\$ 19,995,086	\$ 15,183,738	\$ 64,622,872	\$ 40,400,809	\$ 147,873,776

The majority of the expenditure for the nine months ended September 30, 2021, was on the construction of the Segilola Gold Mine in Nigeria of \$59,468,375, including \$10,989,534 in capitalised Project Finance costs, and exploration works at the Douta Gold Project in Senegal of \$2,281,813.

With the commencement of construction during 2020, the Company has recognised a provision for restoration costs of \$1,873,212 for future rehabilitation work (refer to Note 14 of the Q3 Unaudited Financial Statements).

During the quarter no acquisition costs were incurred. The cumulative acquisition costs for the Segilola Gold Project, Nigerian exploration licenses, Douta Gold Project and Central Houndé Project expenditures at September 30, 2021, amount to \$20,065,625, \$35,896, \$6,199,492 and \$664,145 respectively.

The value of the Central Houndé Project has been impaired fully as at September 30, 2021, with a charge of \$126,742 being recognised in the Consolidated Statement of Comprehensive Loss.

As at September 30, 2021, the Company had cash of \$3,398,251, restricted cash of \$4,459,156, and net working capital, excluding Gold Stream repayments and borrowings, of \$5,706,342 (December 31, 2020 - cash of \$28,261,552, restricted cash of \$4,460,026, and net working capital, excluding Gold Stream repayments and borrowings, of \$22,307,767).

SUMMARY OF QUARTERLY RESULTS

The table below sets forth selected results of operations for the Company's eight most recently completed quarters (in Canadian dollars, except per share amounts).

Description	Q3 Sep 30 2021 \$	Q2 Jun 30 2021 \$	Q1 Mar 31 2021 \$	Q4 Dec 31 2020 \$	Q3 Sep 30 2020 \$	Q2 Jun 30 2020 \$	Q1 Mar 31 2020 \$	Q4 Dec 31 2019 \$
Revenues	-	-	-	-	-	-	-	-
Net profit/(loss) for period	580,532	(6,849,148)	399,575	(2,033,901)	(1,371,821)	1,124,648	(1,589,033)	(3,069,974)
Basic and fully diluted loss per share	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total assets	181,784,588	159,443,519	137,104,210	141,505,374	108,989,434	100,439,234	54,754,250	53,712,727
Total long-term liabilities	(64,151,891)	(56,615,998)	(44,018,156)	(46,499,308)	(18,877,481)	(28,657,690)	(21,568)	(35,354)

RESULTS OF OPERATIONS

The review of the results of operations should be read in conjunction with the Company's Condensed Consolidated Financial Statements and notes thereto for the three and nine months ended September 30, 2021.

Results of operations for the nine months ended September 30, 2021, and 2020

Loss for the period

The Company reported a net loss of \$5,869,041 (\$0.009 loss per share) for the nine months September 30, 2021, as compared to a net loss of \$1,836,206 (\$0.00 loss per share) for the nine months ended September 30, 2020. The increase in loss was largely the result of:

- an increase foreign exchange losses of \$1,609,833 from gains of \$387,025 in 2020 to losses of \$1,222,808 in 2021;
- costs of listing on the AIM Market of the London Stock Exchange of \$1,614,821;
- an increase in office and administrative expenses of \$159,449 from \$101,616 in 2020 to \$261,065 in 2021;
- an increase in bank charges of \$148,901 from 37,135 in 2020 to \$186,036 in 2021; and
- a gain realized of \$2,081,703 in the comparable period to September 30, 2020, upon the reversal of a receivables impairment which had the effect of reducing the loss in the comparable period.

The increase in costs was offset partially by:

- a decrease in stock-based compensation costs of \$1,021,271 from \$1,021,271 in 2020 to \$nil in 2021; and
- a decrease in salaries of \$523,472, from \$1,724,720 in 2020 to \$1,201,248 in 2021.

Revenue

The Company did not have any operating revenue during the nine months ended September 30, 2021, and 2020. The Company's sole source of income has been its interest income on cash balances. No interest was earned during the nine months ended September 30, 2021, and 2020.

Results of operations for the three months ended September 30, 2021, and 2020

Loss for the period

The Company reported a net profit of \$580,532 (\$0.001 profit per share) for the three months September 30, 2021, as compared to a net (loss) of (\$1,371,821) (\$0.001 loss per share) for the three months ended September 30, 2020. The decrease in loss was largely the result of:

- a decrease in salaries of \$880,292, from \$1,285,967 in 2020 to \$405,675 in 2021; and
- an increase foreign exchange gains of of \$1,587,535 from gains of \$187,140 in 2020 to gains of \$1,774,675 in 2021.

These were offset partially by:

- costs of listing on the AIM Market of the London Stock Exchange of \$172,211;
- a gain realized of \$312,040 in the comparable period to September 30, 2020, upon the reversal of a receivables impairment which had the effect of reducing the loss in the comparable period.

Revenue

The Company did not have any operating revenue during the Period. The Company's sole source of income is interest income on cash balances. No interest was earned during the three months ended September 30, 2021, and 2020.

LIQUIDITY AND CAPITAL RESOURCES

The Company had cash of \$3,398,251, restricted cash allocated to the Segilola Gold Project of \$4,459,156, and net working capital, excluding Gold Stream repayments and borrowings, of \$5,706,342 as at September 30, 2021 (December 31, 2020: cash of \$28,261,552, restricted cash allocated to the Segilola Gold Project of \$4,460,026, and net working capital, excluding Gold Stream repayments and borrowings, of \$22,307,767). The decrease in cash and cash balance of \$24,863,301 is due mainly to expenditure on assets under construction of \$53,136,024, intangible exploration assets expenditures of \$2,419,246, the purchase of property plant and equipment of \$2,442,050, and operational overheads. This cash expenditure was financed by existing cash balances and drawdowns from a senior secured loan facility of \$32,901,926 and \$1,880,364 from short term loans.

As at September 30, 2021, in addition to cash and restricted cash balances, the Company has produced 4,570 ounces subsequent to period end as at November 29, 2021. Continued production from Segilola combined with existing cash balances and undrawn debt facilities of \$7 million (US\$5.5 million) should provide sufficient funding to support the Company's operational activities and corporate overhead costs. The Board has reviewed the Group's cash flow forecasts up until December 2022, having regard to its current financial position and operational objectives. The Board is satisfied that the Group has sufficient financial resources to meet its commitments for at least the next twelve months. Refer to note 2c of the Q3 2021 Unaudited Financial Statements for further detail on going concern.

Unaudited Financial Statements

THOR EXPLORATIONS LTD.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In Canadian dollars

		(unaudited) September 30, 2021 \$	(audited) December 31, 2020 \$
	Note		
ASSETS			
Current			
Cash		3,398,251	28,261,552
Restricted cash	6	4,459,156	4,460,026
Inventory	7	1,744,513	-
Amounts receivable	8	2,430,290	56,705
Prepaid expenses, advances and deposits	9	1,066,953	552,696
Total current assets		13,099,163	33,330,979
Deferred income tax assets		43,991	46,668
Prepaid expenses, advances and deposits	9	146,920	195,284
Right of use assets	10	36,906	87,817
Property, plant and equipment	15	150,126,784	91,576,876
Intangible assets	16	18,330,824	16,267,750
Total non-current assets		168,685,425	108,174,395
TOTAL ASSETS		181,784,588	141,505,374
LIABILITIES			
Current liabilities			

Accounts payable and accrued liabilities	17	10,019,646	10,915,964
Lease liabilities	10	-	38,969
Gold stream liability	11	15,032,512	6,068,017
Loans and other borrowings	12	20,482,102	68,279
Total current liabilities		45,534,260	17,091,229
Non-current liabilities			
Gold stream liability	11	22,211,540	25,348,934
Loans and other borrowings	12	40,067,139	20,531,788
Provision for restoration costs	14	1,873,212	618,586
Total non-current liabilities		64,151,891	46,499,308
SHAREHOLDERS' EQUITY			
Common shares	18	99,802,700	97,122,584
Share purchase warrants	18	-	475,000
Option Reserve	18	5,773,190	5,846,190
Currency translation reserve		(3,397,164)	(769,689)
Deficit		(30,080,289)	(24,759,248)
Total shareholders' equity		72,098,437	77,914,837
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		181,784,588	141,505,374

These consolidated financial statements were approved for issue by the Board of Directors on November 29, 2021, 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 LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30,
In Canadian dollars (unaudited)

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
Continuing operations					
Amortisation and depreciation - owned assets		6,982	14,218	17,722	42,303
Amortisation and depreciation - right of use assets	10	14,268	14,141	42,721	42,394
Other administrative expenses	5	997,529	1,841,928	2,843,514	3,196,371
Impairment of receivables / (reversal)		-	(312,040)	-	(2,081,703)
Impairment of Exploration & Evaluation assets	16	3,098	-	126,742	-
Share-based payments	18	-	-	-	1,021,271
(Loss) / profit from operations		(1,021,877)	(1,558,247)	(3,030,699)	(2,220,636)
Interest expense	10	(55)	(714)	(713)	(2,595)
Foreign exchange gain (loss)		1,774,675	187,140	(1,222,808)	387,025
Extra-ordinary expenses	5	(172,211)	-	(1,614,821)	-
Net profit / (loss) before taxes		\$580,532	\$(1,371,821)	\$(5,869,041)	\$(1,836,206)
Deferred income taxes		-	-	-	-
Net profit / (loss) for the period		\$580,532	\$(1,371,821)	\$(5,869,041)	\$(1,836,206)
Other comprehensive income					
Foreign currency translation gain (loss) attributed to equity shareholders of the company*		789,655	183,308	(2,627,475)	66,949
Total comprehensive (loss) for the period		\$1,370,187	\$(1,188,513)	\$(8,496,516)	\$(1,769,257)
Net loss per share - basic and diluted	19	\$(0.001)	\$(0.002)	\$(0.009)	\$(0.003)

**Weighted average number of common shares
outstanding - basic and diluted**

626,280,674 610,520,639 **622,722,592** 525,256,592

* Items that may be reclassified to profit or loss.

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,
In Canadian dollars (unaudited)**

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
Cash flows from (used in):					
Operating activities					
Net profit (loss) for the period		\$580,532	\$(1,371,821)	\$(5,869,041)	\$(1,836,206)
Adjustments for:					
Foreign exchange loss (gain)		(534,406)	(184,870)	1,836,995	(422,962)
Impairment of exploration and evaluation assets	16	3,098	-	126,742	-
Depreciation		21,250	28,359	60,443	84,697
Write-off of receivable		-	(312,040)	-	(2,081,703)
Stock based compensation	18	-	-	-	1,021,271
Interest expense	10	55	714	713	2,595
Changes in non-cash working capital items	21	(2,010,547)	113,457	(3,157,298)	331,429
Cash utilized in operations		(1,940,018)	(1,726,201)	(7,001,446)	(2,900,879)
Adjustments to net loss for cash items					
Realized foreign exchange (gain) loss		(29,821)	1,318	145,133	(1,617)
Net operating cash flows		(1,969,839)	(1,724,883)	(6,856,313)	(2,902,496)
Investing activities					
Purchases of property, plant and equipment	15	(453,771)	(1,678,507)	(2,442,050)	(1,811,954)
Assets under construction expenditures	15	(11,316,903)	(16,686,604)	(51,776,161)	(29,837,365)
Exploration & Evaluation assets expenditures	16	(1,574,151)	(756,538)	(2,419,246)	(1,006,003)
Other intangible assets	16	(51,902)	-	(223,834)	-
Net investing cash flows		(13,396,727)	(19,121,649)	(56,861,291)	(32,655,322)
Financing					
Proceeds from issuance of equity securities	18	1,331,345	15,239,905	1,690,961	22,125,157
Proceeds from loan drawdowns	12	8,185,890	-	34,782,290	-
Proceeds from gold stream liability	11	-	-	-	28,197,757
Borrowing costs paid	12	(32,501)	-	(564,581)	-
Payment of lease liabilities	10	(8,227)	(30,221)	(39,051)	(45,625)
Share issue costs	18	-	(1,325,653)	-	(1,360,866)
Net financing cash flows		9,476,507	13,884,031	35,869,619	48,916,423
Effect of exchange rates on cash		(114,439)	(414,787)	2,984,684	687,297
Net change in cash		(6,004,498)	(7,377,288)	(24,863,301)	14,045,902
Cash, beginning of the period		9,402,749	26,826,110	28,261,552	5,402,920

Cash, end of the period	\$3,398,251	\$19,448,822	\$3,398,251	\$19,448,822
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Supplemental cash flow information
(Note 21)

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 Canadian dollars (unaudited)

	Note	Common Shares	Share purchase warrants	Option Reserve	Currency translation reserve	Deficit	Total shareholders' equity
Balance on December 31, 2019		\$67,550,111	\$533,000	\$4,902,308	\$559,126	\$(20,961,259)	\$52,583,286
Private placements	18	26,151,403	-	-	-	-	26,151,403
Share issuance costs	18	(1,244,876)	-	-	-	-	(1,244,876)
Writeback of warrants expired	18	-	(58,000)	-	-	58,000	-
Share based payments	18	-	-	1,078,000	-	-	1,078,000
Net loss for the period	-	-	-	-	-	(1,836,206)	(1,836,206)
Comprehensive income	-	-	-	-	66,949	-	66,949
Balance on September 30, 2020		\$92,456,638	\$475,000	\$5,980,308	\$626,075	\$(22,739,465)	\$76,798,556
Private placements	18	4,623,512	-	-	-	-	4,623,512
Share issuance costs	18	434	-	-	-	-	434
Share based payments	18	-	-	(120,000)	-	-	(120,000)
Options exercised	18	42,000	-	(14,118)	-	14,118	42,000
Net loss for the period	-	-	-	-	-	(2,033,901)	(2,033,901)
Comprehensive income (loss)	-	-	-	-	(1,395,764)	-	(1,395,764)
Balance on December 31, 2020		\$97,122,584	\$475,000	\$5,846,190	\$(769,689)	\$(24,759,248)	\$77,914,837
Exercise of options	18	60,000	-	(73,000)	-	73,000	60,000
Reinstatement of warrants	18	-	58,000	-	-	(58,000)	-
Exercise of warrants	18	2,620,116	(533,000)	-	-	533,000	2,620,116
Net loss for the period	-	-	-	-	-	(5,869,041)	(5,869,041)
Comprehensive income (loss)	-	-	-	-	(2,627,475)	-	(2,627,475)
Balance on September 30, 2021		\$99,802,700	\$-	\$5,773,190	\$(3,397,164)	\$(30,080,289)	\$72,098,437

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

THOR EXPLORATIONS LTD.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER, 2021 AND 2020

In Canadian dollars, except where noted (unaudited)

1. CORPORATE INFORMATION

Thor Explorations Ltd. N.P.L. was incorporated on September 11, 1968, under certificate number 81705 as a specially limited company pursuant to the Company Act (British Columbia, Canada). On December 4, 2001, Thor Explorations Ltd. N.P.L. changed its name to Thor Explorations Ltd. ("Old Thor"). On March 28, 2006, Old Thor transitioned to the British Columbia Business Corporations Act and on August 24, 2007, Old Thor resolved to remove the pre-existing company provisions applicable to Old Thor. Effective on September 1, 2009, Old Thor amalgamated with Magnate Ventures Inc. The amalgamated entity continued as Thor Explorations Ltd. ("Thor" or the "Company"). Thor trades on the TSX Venture exchange under the symbol "THX-V".

The Company is a natural resources company with no revenue, engaged in the acquisition, exploration and development of mineral properties, and is currently focused on gold projects located in West Africa.

The Company's registered office is located at 550 Burrard Street, Suite 2900, Vancouver, BC, Canada, V6C 0A3.

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 Canadian 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, 2021, the Company had cash of \$3,398,251, restricted cash of \$4,459,156 and net working capital, excluding Gold Stream repayments and borrowings of \$3,079,517. The Company had undrawn debt facilities of \$7 million (US\$5.5 million) which will provide sufficient funding for the completion of the construction of its Segilola Gold Mine ("Segilola") in Osun state, Nigeria.

The predominant focus of operational activities will be the completion of the Segilola Segilola Gold Mine and scale up of commercial production, with production of 4,570 ounces post period end and to the date of this Report. The Board has reviewed the Group's cash flow forecasts up until December 2022, and with continued production from Segilola, having regard to its current financial position and operational objectives.

The Board is satisfied that the Group has sufficient financial resources to meet its commitments for at least the next twelve months.

The ongoing Covid-19 coronavirus pandemic has caused a severe adverse effect on the business environment on a global scale. The Group may be affected by disruptions to its operations in one or more locations, particularly for the foreseeable future in light of government responses to the spread of Covid-19 or other potential pandemics.

The Board is aware of the various risks that the pandemic presents that include but are not limited to financial, operational, staff and community health and safety, logistical challenges and government regulation. At present the Board believes that there should be no significant material disruption to its operations in Nigeria and continues to monitor these risks and the Group's business continuity plans. Management maintains constant dialogue with local the Nigerian government and monitors the situation among the local communities as well as the broader environment.

The Group's operations in Senegal have not been impacted by Covid-19 and exploration activities are continuing.

The Board has considered the operational disruption that could be caused by factors such as delays to commercial production, illness amongst workforce caused by Covid-19, and potential disruptions to supply chains. The Board has conducted sensitivity testing of its cash flow forecasts factoring in these potential impacts and it has considered reasonable mitigating actions to its forecasts and sensitivity scenarios. The major focus on sensitivity testing was on the anticipated production from its Segilola Gold Mine. Scenarios considered included a delay by four months in commissioning of the mine and a fall in the gold price were considered. The forecast cashflows are based on a gold price of US\$1,600/oz and the period end gold price of US\$1,750/oz. The life of mine all in sustaining cost at Segilola is US\$685/oz providing the Group with a significant margin of safety from any material fall in the gold price. In the event of a material delay in commissioning at Segilola, the Group has mitigating actions available to minimize the impact of the delay including liquidated damages that are payable under the EPC contract (US\$1.6m per month), DSU insurance which covers the full interest chargeable under the Secured Senior Debt Facility (US\$0.5m per month), and triggering a suspension of mining under the terms of the Mining Contract.

The Board is satisfied that the mitigating actions available should there be a significant delay to commissioning of the Segilola Gold Mine will not jeopardize the Group's ability to continue as a going concern.

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:

Company	Location	Incorporated	Interest
Thor Investments (BVI) Ltd. ("Thor BVI")	British Virgin Islands	June 30, 2011	100%
African Star Resources Incorporated ("African Star")	British Virgin Islands	March 31, 2011	100%
Segilola Resources Incorporated ("SRI BVI")	British Virgin Islands	March 10, 2020	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%

There have been no changes in ownership interest from the previous year.

c) Foreign currency translation

Functional and presentation currency

The Company's presentation currency is the Canadian dollar ("C\$"). The functional currency for the Company, being the currency of the primary economic environment in which the Company operates, is the Canadian dollar. 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 the Bank of Canada and 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 Canadian 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 BVI, African Star, SRI BVI, 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 recognized in profit and loss. There is a legal requirement in Nigeria for Nigerian incorporated companies to maintain a functional currency of Nigerian Naira ("the Naira"). Fluctuations in the value of the Naira, with most notably the US Dollar and Canadian Dollar will result in foreign exchange gains and losses as assets and liabilities denominated in US Dollar and Canadian Dollar are revalued in Naira at reporting dates.

d) 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 represent 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, 2021, the Company had \$4.4 million (US\$3.5 million) that is accounted for separately from cash and cash equivalents. It is classified as restricted cash as the funds are not freely available for the Company's use. 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, accounts payable, accrued liabilities and deferred payment. Loans and borrowings are initially recognized 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 recognized 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 recognized in profit or loss.

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 US\$21 million gold stream prepayment pursuant to a Gold Stream Arrangement ("GSA") entered in to with the African Finance Corporation ("AFC").

Under the terms of the GSA an advance payment of US\$21 million was received. Upon the commencement of production at Segilola the AFC will have 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 US\$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 US\$26.25 million payable after the initial US\$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 will be recalculated at each reporting period and restated based on changes to the expected production profile and gold price estimates.

Revenue from the streaming arrangement will be recognized under IFRS 15 when the customer obtains control of the gold and the Group has satisfied its performance obligations. The revenue recognized reduces the contract liability balance.

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.

e) 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 recognized 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 recognized in profit or loss except where depreciation is directly attributable to mineral properties owned by the Group that are classified as either Exploration &

Evaluation of Assets Under Construction. Depreciation in this instance is capitalized to the value of the mineral property asset (refer to Note 14). Depreciation is provided on a straight-line basis over the estimated useful life of the assets as follows:

Description within Mining and Other Equipment	Rate
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.

f) 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 assets under construction will be re-categorised as Mining Property, and any costs will be depleted using a units of production method.

g) 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 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.

h) 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.

i) 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, that 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.

j) Inventory

Stores and consumables are stated at the lower of cost and net realisable 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, including related overheads and depreciation of relevant mining assets, and net realisable value, using assay data to determine the amount of gold contained in the stockpiles, adjusted for expected gold recovery rates.

Gold bullion and gold in process are stated at the lower of weighted average cost and net realisable value. Cost includes direct materials, direct labour costs and production overheads, including depreciation of relevant mining properties.

k) 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 common 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.

l) 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 Canadian dollars upon consolidation. Movements in the exchange rates of the US Dollar, Pound Sterling, Nigerian Naira and West African Franc to the Canadian dollar will affect the size of the comprehensive income (loss).

m) 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.

n) 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.

o) 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.

p) Interest income

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

q) 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.

r) 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.

s) 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, 2021, that had a significant effect on the Group's financial statements.

t) 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.

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 will be recalculated 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\$1,875 /oz at September 30, 2021. A 1% change in gold production estimates would result in an impact of less than US\$0.047 million on the Gold Stream liability.

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 \$126,742 has been charged in the nine months to September 30, 2021, in the Condensed 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) *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 \$0.1 million (2020: \$nil) on the provision for environmental and site restoration. The value of the year-end restoration provision is disclosed within note 14.

5. OTHER ADMINISTRATIVE EXPENSES

	Note	Three Months Ended September 30,		Nine Months Ended September 30,	
		2021	2020	2021	2020
Audit and legal		\$ 17,692	\$ 41,549	\$ 127,902	\$ 83,586
Consulting fees		148,359	397,646	328,496	600,362
Directors' fees	20	113,445	106,654	335,731	304,173
Salaries and benefits		405,675	1,180,126	1,201,248	1,736,859
Listing and filing fees		4,987	3,550	31,602	17,803
Investor relations and transfer agent		105,397	64,242	238,690	249,841
Bank charges		26,743	17,397	186,036	37,135
Office and miscellaneous		105,034	18,733	261,065	101,616
Travel		70,197	12,031	132,744	64,996
		\$ 997,529	\$ 1,841,928	\$ 2,843,514	\$ 3,196,371

Extra-ordinary expenses of \$1,614,821 incurred in the nine months ended September 30, 2021, are costs incurred in listing the Company's shares on the AIM Market of the London Stock Exchange.

6. RESTRICTED CASH

	September 30, 2021	December 31, 2020
Restricted cash	\$ 4,459,156	\$ 4,460,026

On December 1, 2020, announced that its subsidiary Segilola Resources Operating Limited (“SROL”) had completed the financial closing of a US\$54 million project finance senior debt facility (“the Facility”) from the Africa Finance Corporation 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 US\$5 million. As at September 30, 2021, SROL has received total disbursements of US\$48.5 million (\$53.9 million), with US\$27 million (\$32.9 million) drawn down during the period under review. Total disbursements received represent 90% of the facility. Under the terms of the facility, the Company was required to place a total of US\$3.5 million (\$4.4 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. Accordingly, the balance of the cost overrun bank account at the reporting date has been shown separately from Cash on the Statement of Financial Position. Refer to Note 11 for further detail on the facility. The restricted cash balance will be released to the Company upon satisfaction of the following conditions:

1. Project construction being within budget; and
2. commissioning of the Segilola Gold Mine.

7. INVENTORY

	September 30, 2021	December 31, 2020
Plant spares and consumables	\$ 1,170,008	\$ -
Gold ore in stockpile	376,341	-
Gold in mill and CIL	198,164	-
	\$ 1,744,513	\$ -

8. AMOUNTS RECEIVABLE

	September 30, 2021	December 31, 2020
GST / VAT	\$ 19,801	\$ 1,414
Other receivables	2,410,489	55,291
	\$ 2,430,290	\$ 56,705

The majority of Other receivables consists of:

- a) \$1,033,394 (US\$811,078) warrant exercise funds. (Refer to note 18d) to be received from a subscriber. As at the date of signing this report approximately US\$215,317 remains outstanding; and
- b) An advance by the Company of US\$1.0m (\$1.27m) to the EPC contractor made during the period under to facilitate the continuing construction of the Segilola Gold Mine. The advance is free of interest and will be repaid before the end of December 2021.

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, 2021	December 31, 2020
Current:		
Insurance	\$ 116,192	\$ 47,973
Gold Stream liability arrangement fees	49,437	52,910
Other deposits	506,631	295,795

Other prepayments		394,693		156,018
	\$	1,066,953		552,696
Non-current:				
Gold Stream liability arrangement fees	\$	123,593	\$	171,957
Other prepayments		23,327		23,327
	\$	146,920	\$	195,284

10. LEASES

The Group accounting 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. \$39,051 (2020 year: \$59,778) has been expensed in the period in relation to low value and short-term leases. In addition, the Group will no longer recognise provisions for operating leases that it assesses to be onerous. Instead, the Group will include the payments due under the lease in its lease liability.

The key impacts on the Statement of Comprehensive Loss and the Statement of Financial Position for the period ended September 30, 2021, were as follows:

	Right of use asset	Lease liability	Income statement
Carrying value December 31, 2020	\$ 87,817	\$ (38,969)	\$ -
New leases entered in to during the period	-	-	-
Depreciation	(45,169)	-	(42,721)
Interest	-	(713)	(713)
Lease payments	-	39,051	-
Foreign exchange movement	(5,742)	631	(5,111)
Carrying value at September 30, 2021	\$ 36,906	\$ -	\$ (48,545)

Total depreciation for the period under IFRS 16 was \$45,169. Of the total depreciation charge, \$42,721 was charged to the Statement of Comprehensive Loss, and \$2,448 was capitalized to Assets Under Construction.

The key impacts on the Statement of Comprehensive Loss and the Statement of Financial Position for the year ended December 31, 2020, were as follows:

	Right of use asset	Lease liability	Income statement
Balance on transition	\$ 108,177	\$ (96,665)	\$ -
New leases entered in to during the year	41,969	(41,969)	-
Depreciation	(60,559)	-	(56,619)
Interest	-	(3,159)	(3,159)
Lease payments	-	103,009	-
Foreign exchange movement	(1770)	(185)	(1,955)

Carrying value at 31 December 2019 \$ 87,817 \$ (38,969) \$ (61,733)

11. GOLD STREAM LIABILITY

Gold stream liability

	September 30, 2021 Total	December 31, 2020 Total
Balance at Beginning of period	\$ 31,416,951	\$ -
Drawdown	-	28,197,777
Interest at the effective interest rate	6,349,694	4,545,134
Foreign exchange movement	(522,593)	(1,325,960)
Balance at End of period	\$ 37,244,052	\$ 31,416,951
Current liability	15,032,512	6,068,017
Non-current liability	22,211,540	25,348,934

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 US\$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 US\$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 US\$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 US\$26.25 million represents 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 are based on market forecast reports for the years 2021 to 2025 and, the production profile is based on the latest life of mine plan model. The liability will 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 will be expensed through the Consolidated Statement of Loss.

Interest expense of \$6,349,694 was recognised for the nine months ended September 30, 2021, and has been capitalized and is included in the value of Assets Under Construction (Refer to Note 15). To the date of this report a cumulative total of \$10,894,828 has been capitalized and included in the value of Assets Under Construction. The interest expense will be released to the income statement upon commencement of production in line with units of gold produced.

12. LOANS AND BORROWINGS

	September 30, 2021	December 31, 2020
Current liabilities:		
Loans payable to the Africa Finance Corporation less than 1 year	\$ 16,954,214	\$ -
Deferred element of EPC contract	1,636,913	68,279
Short term bridging loan	1,890,975	-

	\$	20,482,102	68,279
Non-current liabilities:			
Loans payable to the Africa Finance Corporation more than 1 year	\$	36,909,650	\$ 18,140,636
Deferred element of EPC contract		3,157,489	2,391,152
	\$	40,067,139	\$ 20,531,788

Loans from the Africa Finance Corporation

	September 30, 2021 Total	December 31, 2020 Total
Balance at Beginning of period	\$ 18,140,636	\$ -
Drawdown	32,901,926	27,927,401
Equity component	-	(5,666,011)
Arrangement fees	(564,581)	(4,016,642)
Unwinding of interest in the year	1,625,820	186,205
Foreign exchange movement	1,760,064	(290,317)
Balance at End of period	\$ 53,863,865	\$ 18,140,636
Current liability	16,954,214	-
Non-current liability	36,909,650	18,140,636

On December 1, 2020, the Company announced that its subsidiary Segilola Resources Operating Limited (“SROL”) had completed the financial closing of a US\$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 US\$5 million. As at September 30, 2021, SROL has received total disbursements of US\$48.5 million (\$61.8 million), with US\$27 million (\$32.9 million) drawn down during the period under review. Total disbursements received represent 80% of the Facility. The Facility is secured over the share capital of SROL and its assets, with repayments expected to commence in May 2022 and conclude in May 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 \$4,581,223 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 recognized at amortised cost using an effective rate of interest, with the fair value of the shares issued in April 2020 of \$5,666,011 recognized within equity.

Interest paid during the period of \$2,899,327 has been capitalized under Assets Under Construction. (Refer to Note 15). As at September 30, 2021, \$7 million (US\$5.5 million) of the facility remains available for drawdown.

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 US\$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 Facility”) of up to 10% of the fixed price. As at September 30, 2021, a total of \$4,794,401 (US\$3,774,467) (December 31, 2020: \$2,459,431 (US\$2,009,314)) was deferred under the facility. Interest accrues at 8% per annum from the time the completion certificate is issued. Repayments are due to commence in March 2022 and conclude in 2025. The amount deferred was initially measured at fair value and subsequently at amortised cost using the effective interest method.

	September 30, 2021 Total	December 31, 2020 Total
Deferred payment facility	\$ 4,794,402	\$ 2,459,431
Balance at period end	\$ 4,794,402	\$ 2,459,431
Current liability	1,636,913	68,279
Non-current liability	3,157,489	2,391,152

Short term bridging loan

	Total
Balance at drawdown	\$ 1,880,364
Foreign exchange movement	10,611
Balance September 30, 2021	\$ 1,890,975
Current liability	1,890,975
Non-current liability	-

On September 23, 2021, the SROL entered into a short term loan agreement with a Nigerian based finance provider for the provision of NGN 610,000,000 Nigerian Naira (CAD\$1,880,364) (the “Loan”). The facility was fully drawn down as at reporting date. The draw down proceeds were used for operational purposes at the Company’s Segilola Gold Mine. The Loan was for a period of 23 days and subject to a brokerage fee of 6% on the total Loan amount. The entire Loan was repaid in full subsequent to reporting date.

13. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Short term loan	AFC loan	EPC deferred facility	Total
January 1, 2021	\$ -	18,140,636	2,459,431	20,600,067
Cash flows:				
Drawdowns	1,880,364	32,901,926	-	34,782,290
Transaction costs		(564,581)	-	(564,581)
Non-cash changes:				
Unwinding of interest in the year		1,625,820	-	1,625,820
Foreign exchange movements	10,611	1,760,064	-	1,770,675
Offset against EPC payment		-	2,334,971	2,334,971
September 30, 2021	\$ 1,890,975	53,863,865	4,794,402	60,549,242

14. PROVISION FOR RESTORATION

	September 30, 2021 Total	December 31, 2020 Total
Balance at Beginning of period	\$ 618,586	\$ -
Initial recognition of provision	-	618,586
Increase in provision	1,341,782 (87,156)	
Balance at period end	\$ 1,873,212	\$ 618,586
Current liability	-	-
Non-current liability	1,873,212	618,586

The above provision relates to 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 2020 US inflation rate of 2.28% and the interest rate of 0.25% 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 completed or commenced as at September 30, 2021. The restoration liability will increase in future accounting periods as construction is completed.

15. PROPERTY, PLANT AND EQUIPMENT

	Mining & other equipmen t	Land	Decommissio ning Asset	Assets under constructio n	Total
Costs					
Balance, December 31, 2019	\$ 938,180	\$ -	\$ -	\$ -	\$ 938,180
Transfer from exploration & evaluation assets	-	-	-	37,015,004	37,015,004
Acquisition payments	-	23,012	-	318,152	341,164
Additions	1,793,111	-	618,586	55,448,668	57,860,365
Foreign exchange movement	(87,927)	-	-	(3,447,668)	(3,535,595)
Balance, December 31, 2020	\$ 2,643,364	\$ 23,012	\$ 618,586	\$ 89,334,156	\$ 92,619,120
Acquisition payments	-	-	-	-	-
Additions	2,220,358	-	1,341,782	60,723,692	64,285,832
Foreign exchange movement	(176,070)	(1,573)	(87,156)	(5,011,246)	(5,276,045)
Balance, September 30, 2021	\$ 4,687,652	\$ 21,439	\$ 1,873,212	\$ 145,046,602	\$ 151,628,908
Accumulated depreciation and impairment losses					
Balance, December 31, 2019	\$ 801,032	\$ -	\$ -	\$ -	\$ 801,032
Depreciation	254,046	-	-	-	254,046
Foreign exchange movement	(12,834)	-	-	-	(12,834)

	\$	\$	\$	\$	\$
Balance, December 31, 2020	1,042,244	-	-	-	1,042,244
Depreciation	565,971	-	-	-	565,971
Foreign exchange movement	(106,090)	-	-	-	(106,090)
Balance, September 30, 2021	1,502,125	-	-	-	1,502,124
Carrying amounts					
Carrying value at December 31, 2019	\$ 137,148	\$ -	\$ -	\$ -	\$ 137,148
Carrying value at December 31, 2020	\$ 1,601,120	\$ 23,012	\$ 618,586	\$ 89,334,156	\$ 91,576,876
Balance, September 30, 2021	3,185,527	21,439	1,873,212	145,046,602	150,126,784

Included within Assets Under Construction additions is a total of \$10,989,534 borrowing costs capitalized during the period, including interest on the AFC loan of \$2,899,327. The costs relate to both the Gold Stream Prepayment and AFC Secured Loan. The associated borrowings are secured over the assets under construction, and other property, plant & equipment of Segilola Resources Operating Limited.

A summary of depreciation capitalized is as follows:

	Three Months ended September 30,		Nine Months ended September 30,		Total depreciation capitalized	
	2021	2020	2021	2020	September 30, 2021	December 31, 2020
Assets under construction	\$ 244,983	\$ 21,153	\$ 599,198	\$ 36,068	\$ 936,939	\$ 181,576
Exploration expenditures	30,248	1,854	59,888	3,704	593,143	522,075
Total	\$ 275,231	\$ 23,007	\$ 659,086	\$ 39,772	\$ 1,530,082	\$ 703,651

a) Segilola Project, Osun Nigeria:

Classification of Expenditure on the Segilola Gold Project

On April 29, 2020, the Company announced the execution of definitive documents with the Africa Finance Corporation to reach full funding of the Segilola Gold Project in Nigeria ("the Project") and made the Final Investment Decision to proceed with construction of the Project. In accordance with the provisions of IFRS 6, this milestone achievement triggers a change in accounting treatment for expenditure on the Project whereby the costs incurred on the Project were transferred from Exploration and Evaluation Assets to tangible assets as Assets under construction. This transfer in the audited financial statements for the year ended December 31, 2020. Upon transfer of the Segilola Gold Project from Exploration and Evaluation assets to Assets under Construction, the Company undertook an impairment assessment in accordance with IAS 36 and determined that no impairment was required to be recognised based on the Open Pit DFS valuation of US\$138 million, which was significantly above the value of the project recorded on the balance sheet of \$37 million (US\$29 million) as at the date of investment decision.

Decommissioning Asset

The decommissioning asset relates to estimated restoration costs at the Group's Segilola Gold Mine as at September 30, 2021. Refer to Note 14 for further detail.

16. EXPLORATION AND EVALUATION ASSETS

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

	Douta Gold Project, Senegal	Central Houndé Project, Burkina Faso	Segilola Gold Project, Osun Nigeria	Exploratio n licenses, Nigeria	Software	Total
Costs						
Balance, December 31, 2019	\$ 13,708,142	\$ 1,555,938	\$ 31,336,433	\$ 79,379	\$ -	\$ 46,679,892
Additions	-	-	-	-	316,936	316,936
Exploration costs	1,705,210	1,121	5,678,571	36,560	-	7,421,462
Transfer to tangible assets	-	-	(37,015,004)	-	-	(37,015,004)
Impairment	-	(1,604,564)	-	-	-	(1,604,564)
Depreciation	-	-	-	-	(19,710)	(19,710)
Foreign exchange movement	464,356	47,505	-	(4,904)	(18,219)	488,738
Balance, December 31, 2020	\$ 15,877,708	\$ -	\$ -	\$ 111,035	\$ 279,007	\$ 16,267,750
Additions	-	-	-	-	223,834	223,834
Exploration costs	2,281,813	128,950	-	275,683	-	2,686,446
Impairment	-	(129,047)	-	-	-	(129,047)
Amortisation	-	-	-	-	(150,693)	(150,693)
Foreign exchange movement	(538,514)	97	-	(17,976)	(11,073)	(567,466)
Balance, September 30, 2021	\$ 17,621,007	\$ -	\$ -	\$ 368,742	\$ 341,075	\$ 18,330,824

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% economic 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% economic 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 km² 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 km² located within the Houndé belt.

The three permits together cover a total area of 474km² 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 Hounde 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 Hounde 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 nine months to September 30, 2021, recognize an impairment charge of \$129,046 through the Condensed Consolidated Interim Statement of Comprehensive Loss.

b) 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 nine explorations licenses. Together with the mining lease over the

Segilola Gold Deposit, Thor's total exploration tenure amounts to 915 km². 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, 2021	December 31, 2020
Trade payables	\$ 3,372,574	\$ 10,363,935
Accrued liabilities	6,647,072	552,029
	\$ 10,019,646	\$ 10,915,964

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

18. CAPITAL AND RESERVES

a) Authorized

Unlimited common shares without par value.

b) Issued

	September 30, 2021 Number	September 30, 2021	December 31, 2020 Number	December 31, 2020
As at start of the year	621,405,975	\$ 97,122,584	449,352,215	\$ 67,550,111
Issue of new shares:				
- Share warrants exercised ⁱ	9,952,034	2,620,116	-	-
- Share options exercised ⁱⁱ	500,000	60,000	210,000	42,000
- Issue July 13, 2020 ⁱⁱⁱ	-	-	75,548,530	13,558,254
- Issue costs July 13, 2020	-	-	-	(1,223,457)
- Issue April 29, 2020 ^{iv}	-	-	28,215,750	5,643,150
- Issue April 29, 2020 creditor settlement ^v	-	-	34,750,000	5,907,500
- Issue April 29, 2020 bonus shares ^{vi}	-	-	33,329,480	5,666,011
- Issue December 4, 2019 ^{vii}	-	-	-	(20,985)
	631,858,009	\$ 99,802,700	621,405,975	\$ 97,122,584

ⁱ Value of 1,664,534 warrants exercised on June 8, 2021, at a price of \$0.18 per share, and 8,287,500 warrants exercised on August 31, 2021, at a price of \$0.28 per share.

ⁱⁱ Value of 500,000 options exercised on July 6, 2021, at a price of \$0.12 per share.

Value of 210,000 options exercised on December 10, 2020, at a price of \$0.20 per share.

ⁱⁱⁱ Private placement of 75,548,530 common shares at a price of \$0.18 per share.

^{iv} Private placement of 28,215,750 common shares at a price of \$0.20 per share.

^v Issue of 34,750,000 common shares in settlement of US\$5 million owed to creditors. The fair value of the shares issued was determined at the share price at the date of issue of \$0.17 per share. The difference between the fair value of the shares issued of \$5,907,500 and the carrying amount of creditors settled of \$6,950,000 is recognised in the statement of comprehensive loss as gain of settlement of liabilities of \$1,042,000.

^{vi} Issue of 33,329,480 bonus common shares in connection with secured borrowing facility shares at a price of \$0.17 per share (Refer to Note 11).

^{vii} Additional costs associated with the private placement of 78,669,250 common shares in December 2019.

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 \$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 \$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 \$0.145 per share for a period of five years.
- On May 7, 2017, 500,000 stock options were granted at an exercise price of \$0.12 per share for a period of three years. 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.
- On January 16, 2017, 9,750,000 stock options were granted at an exercise price of \$0.12 per share for a period of three years. On July 5, 2019, the Company announced an extension of the expiry date from January 16, 2020, to January 16, 2022. In addition the vesting conditions attached to 1.75 million options were removed with the options vesting immediately and the resulting charge recorded in the Consolidated Statement of Comprehensive Loss.

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 for options outstanding as at reporting date 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	01/16/2017	0.31	1.05 %	\$0.12	197.32 %	\$0.14	9,750,000	9,750,000	01/16/2022
5	03/12/2018	1.45	2.00 %	\$0.145	105.09 %	\$0.145	12,800,000	12,800,000	03/12/2023
5	10/05/2018	2.01	2.43 %	\$0.14	100.69 %	\$0.14	750,000	750,000	10/05/2023
5	01/16/2020	3.30	1.49 %	\$0.20	66.84%	\$0.20	14,250,000	14,250,000	01/16/2025

The share price volatility measure for options granted in 2017 was the historical volatility in Thor's share price measured over the same number of years as the life of the options granted. In 2018 the Company 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, 2021, to September 30, 2021, and the outstanding and exercisable options at September 30, 2021:

Grant Date	Expiry Date	Exercise Price	Contractual Lives Remaining (Years)	January 1, 2021 Opening Balance	During the period			September 30, 2021 Closing Balance	September 30, 2021 Number of Options	
					Granted	Exercised	Expired / Forfeited		Vested and Exercisable	Unvested
16-Jan-2017	16-Jan-2022	i \$0.12	0.31	9,750,000	-	-	-	9,750,000	9,750,000	-
7-May-2017	7-May-2022	i \$0.12	-	500,000	-	(500,000)	-	-	-	-
12-Mar-2018	12-Mar-2023	\$0.145	1.45	12,800,000	-	-	-	12,800,000	12,800,000	-
5-Oct-2018	5-Oct-2023	\$0.14	2.01	750,000	-	-	-	750,000	750,000	-
16-Jan-2020	16-Jan-2025	\$0.20	3.30	14,040,000	-	-	-	14,040,000	14,040,000	-
Totals			1.86	37,840,000	-	(500,000)	-	37,340,000	37,340,000	-
Weighted Average Exercise Price				\$0.159	\$0.200	\$0.200	-	\$0.159	\$0.159	-

ⁱ 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.

ⁱⁱ 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.

CAPITAL AND RESERVES (continued)

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

Grant Date	Expiry Date	Exercis e Price	Contractual Lives Remaining (Years)	January 1, 2020 Opening Balance	During the period			December 31, 2020 Closing Balance	December 31, 2020 Number of Options	
					Granted	Exercised	Expired / Forfeited		Vested and Exercisable	Unvested
16-Jan-2017	16-Jan-2022	i \$0.12	1.05	9,750,000	-	-	-	9,750,000	9,750,000	-
7-May-2017	7-May-2022	i \$0.12	1.35	500,000	-	-	-	500,000	500,000	-
12-Mar-2018	12-Mar-2023	\$0.145	2.19	12,800,000	-	-	-	12,800,000	12,800,000	-
5-Oct-2018	5-Oct-2023	\$0.14	2.76	750,000	-	-	-	750,000	750,000	-
16-Jan-2020	16-Jan-2025	\$0.20	4.05	-	14,250,000	(210,000)	-	14,040,000	14,040,000	-
Totals			2.59	23,800,000	14,250,000	(210,000)	-	37,840,000	37,840,000	-
Weighted Average Exercise Price				\$0.134	\$0.200	\$0.200	-	\$0.159	\$0.159	-

ⁱ 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.

ⁱⁱ 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) **Share purchase warrants**

On August 31, 2018, the Company issued 44,453,335 warrants pursuant to the private share placement closed on the same date, whereby one warrant was issued for every common share subscribed for ("Placement Warrants"). The warrants were issued with an exercise price of \$0.28 for a period of thirty-six (36) months.

During the nine months ended September 30, 2021, 8,287,500 placement warrants were exercised and converted in to common shares at C\$0.28 each. The remainder of the unexercised warrants expired.

On August 31, 2018, the Company issued a total of 1,664,534 warrants to a broker for advisory services pursuant to the private share placement closed on the same date ("Broker Warrants"). The warrants were issued with an exercise price of \$0.18 for a period of thirty-six (36) months.

During the nine months ended September 30, 2021, 1,664,534 broker warrants were exercised and converted in to common shares at C\$0.18 each.

Right to accelerate exercise of warrants

If at any time after four months and one day after August 31, 2018, the Common Shares trade on the TSX Venture Exchange (the "TSX-V") at a closing price equal to or greater than \$0.36 for a period of twenty (20) consecutive trading days, the Company may exercise a right to accelerate the expiry date of the Placement Warrants by giving notice to the holders of the Placing Warrants within five trading days after such event that the Placing Warrants shall expire (30) days from the date of such notice.

	Number of Warrants	Weighted Average Exercise Price	Carrying Value
Balance, December 31, 2017			\$ -
Private placement	44,453,335	\$0.28	475,000
Broker	1,664,534	\$0.18	58,000
Balance, December 31, 2018	46,117,869		533,000
Balance, December 31, 2019	46,117,869		533,000
Broker warrants expiry August 31, 2020	(1,664,534)	\$0.18	(58,000)
Balance, December 31, 2020	44,453,335		475,000
Reinstatement of broker warrants	1,664,534	\$0.18	58,000
Balance, March 31, 2021	46,117,869		553,000
Exercise of broker warrants	(1,664,534)	\$0.18	(58,000)
Balance, June 30, 2021	44,453,335		475,000
Exercise of placement warrants	(8,287,500)	\$0.28	
Expiry of placement warrants	(36,165,835)	\$0.28	
Balance, September 30, 2021	-		-

The value of the private placement warrants was net of the value of the Company's right to accelerate exercise of the warrants, which was determined using the Black Scholes model. The inputs to the model are listed in the table below:

Vesting period (years)	First vesting date	Expected life (years)	Risk free rate	Exercise price	Volatility of share price	Fair value	Warrants vested	Warrants granted	Expired

	31/08/201		2.08			\$0.0			31/08/202
3	8	-	%	\$0.28	82.43%	8	44,453,335	44,453,335	1

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'.

'Share purchase warrants' is used to recognize the value of share purchase warrants prior to exercise or forfeiture.

'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. LOSS PER SHARE

Basic and diluted loss per share is calculated by dividing the loss attributed to shareholders for the nine months to September 30, 2021, of \$5,869,041 (September 30, 2020: \$1,371,821) by the weighted average number of shares of 622,722,592 (September 30, 2020: 610,520,639) in issue during the period.

Due to the losses incurred during the period a diluted loss per share has not been calculated as this would serve to reduce the basic loss per share. Out of 37,340,000 (2020: 37,840,000) share incentives outstanding at the end of the period 37,340,000 (2020: 37,840,000) had already vested, which if exercised could potentially dilute basic earnings per share in the future.

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 10, and the secured loan as disclosed in Note 11.

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, 2021, and 2020, were as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Consulting fees & salaries				

Current directors & officers	\$	170,559	\$	850,154	\$	500,617	\$	1,200,809
Directors' fees								
Current directors		113,445		106,654		335,731		304,173
Share-based payments								
Current directors and officers		-		-		-		813,115
	\$	284,004	\$	956,808	\$	836,348	\$	2,318,097

- (i) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the three and nine months ended September 30, 2021, and 2020.
- (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, 2021, include \$259,306 (December 31, 2020 - \$44,288) 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. SUPPLEMENTAL CASH FLOW INFORMATION

- a) Changes in non-cash working capital are as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2021	2020	2021	2020
Amounts receivable	\$ (121,055)	\$ 370	\$ (1,330,226)	\$ (53,321)
Inventory	(1,777,625)	-	(1,777,625)	-
Prepaid expenses and deposits	624,871	2,959	(693,874)	11,204
Accounts payable and accrued liabilities	4,536,800	(4,316,887)	(833,732)	875,500
Change in non-cash working capital accounts	\$ 3,262,992	\$ (4,313,557)	\$ (4,635,457)	\$ 833,384
Relating to:				
Operating activities	\$ (2,010,547)	\$ 113,457	\$ (3,157,298)	\$ 331,429
Financing activities	-	(86,212)	-	15,685
Investing activities	5,273,539	(4,340,803)	(1,478,159)	486,270
	\$ 3,262,992	\$ (4,313,557)	\$ (4,635,457)	\$ 833,384

Accounts payable and accrued liabilities includes \$8,283,770 (December 31, 2020 - \$9,862,060) related to Assets under Construction and Exploration.

- b) During the three and nine months ended September 30, 2021, the Company had \$1,253,155 and \$2,899,327 outlays respectively (2020: \$nil) in respect of interest, and \$nil (2020: \$nil) outlays in respect of income taxes.

22. FINANCIAL INSTRUMENTS

The Group's financial instruments consist of 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 based on the following methods. 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, accounts receivable, and accounts payable, accrued liabilities 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:

September 30, 2021		Total
Assets		
Cash and cash equivalents	\$	3,398,251
Restricted cash		4,459,156
Amounts receivable		2,430,290
Total assets measured at amortised cost		10,287,697
Liabilities		
Accounts payable and accrued liabilities	\$	10,019,646
Loans and Borrowings		60,549,240
Lease liabilities		-
Total liabilities measured at amortised cost	\$	70,568,886
December 31, 2020		Total
Assets		
Cash and cash equivalents	\$	28,261,552
Restricted cash		4,460,026
Amounts receivable		56,705
Total assets measured at amortised cost		32,778,283

	Total
Liabilities	
Accounts payable and accrued liabilities	\$ 10,915,964
Loans and Borrowings	20,600,067
Lease liabilities	38,969
Total liabilities measured at amortised cost	\$ 31,555,000

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 is exposed to cash flow interest rate risk from the AFC secured loans with the interest at LIBOR plus 9% (Refer to Note 11). The Group's management monitors the interest rate fluctuations on a continuous basis and acts accordingly.

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%
September 30, 2021		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 617,000	\$ (617,000)
December 31, 2020		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 280,700	\$ (280,700)

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, 2021, and December 31, 2020, were as follows:

	September 30, 2021	December 31, 2020
Cash	\$ 3,398,251	\$ 28,261,552
Restricted cash	4,459,156	4,460,026
Amounts receivable	2,430,290	56,705
Total	\$ 10,287,697	\$ 32,778,283

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. Funding risk is the risk that the Company may not be able to raise additional financing in a timely manner and on terms acceptable to management. There are no assurances that such financing will be available when, and if, the Company requires additional financing.

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, 2021, and December 31, 2020.

Contractual maturity analysis as at September 30, 2021

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable	2,825,369	547,205	-	-	3,372,574
Accrued liabilities	6,647,072	-	-	-	6,647,072
Loans and borrowings	1,923,035	18,601,935	47,968,903	-	68,493,873
	11,395,474	19,149,140	47,968,903	-	78,513,517

Contractual maturity analysis as at December 31, 2020

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable	9,855,297	508,638	-	-	10,363,935
Accrued liabilities	552,029	-	-	-	552,029
Loans and borrowings	-	68,279	30,127,064	-	30,195,343
	10,407,326	576,917	30,127,064	-	41,111,307

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 Company's exploration expenditures, certain acquisition costs and other operating expenses are denominated in United States Dollars, Nigerian Naira and UK Pounds Sterling. The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian Dollars and the United States Dollars, Nigerian Naira and UK Pounds Sterling. The Company has not entered into any derivative instruments to manage foreign exchange fluctuations.

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, 2021:

Functional currency				
Canadian	US dollar	Pound	Nigerian	West

	dollar		Sterling	Naira	African Franc	Total
Currency of net monetary asset/(liability)	September 30, 2021 CAD\$	September 30, 2021 CAD\$	September 30, 2021 CAD\$	September 30, 2021 CAD\$	September 30, 2021 CAD\$	September 30, 2021 CAD\$
Canadian dollar	(635,891)	-	-	-	-	(635,891)
US dollar	2,063,820	-	-	(59,818,083)	-	(57,754,263)
Pound Sterling	531,720	-	-	(82,395)	-	449,325
Nigerian Naira	-	-	-	(2,354,482)	-	(2,354,482)
West African Franc	-	-	-	-	36,983	36,983
Australian dollar	(19,973)	-	-	(2,888)	-	(22,861)
Total	1,939,676	-	-	(62,257,848)	36,983	(60,281,189)

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, 2020:

	Functional currency					
	Canadian dollar	US dollar	Pound Sterling	Nigerian Naira	West African Franc	Total
Currency of net monetary asset/(liability)	December 31, 2020 CAD\$	December 31, 2020 CAD\$	December 31, 2020 CAD\$	December 31, 2020 CAD\$	December 31, 2020 CAD\$	December 31, 2020 CAD\$
Canadian dollar	(291,551)	-	-	-	-	(291,551)
US dollar	7,735,527	-	-	(5,903,513)	-	1,832,014
Pound Sterling	(226,825)	-	(38,910)	-	-	(265,735)
Nigerian Naira	-	-	-	(26,744)	-	(26,744)
West African Franc	-	-	-	-	1,656	1,656
Australian dollar	(26,358)	-	-	-	-	(26,358)
Total	7,190,794	-	(38,910)	(5,903,513)	1,656	1,223,282

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

	Canadian Dollar Appreciation By 5%	Canadian Dollar Depreciation By 5%
September 30, 2021		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 3,600,000	\$ (3,600,000)
December 31, 2020		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 1,934,000	\$ (1,934,000)

23. 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 obtained funding for the construction of the Segilola Gold Mine through a combination of senior secured debt, a gold stream prepayment against future production and the partial deferral of payment on the EPC contraction for Gold Mine Construction.

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.

24. CONTINGENT LIABILITIES

Under the terms of the Sale and Purchase Agreements ("SPA") dated June 27, 2016, for the acquisition of the Segilola Gold Project in Nigeria, the Group has an obligation to pay royalties to former owners on net smelter return from all materials mined ("Production") from the ML41 and EL19066 licenses ("the Licenses") owned by Segilola Resources Operating Limited. Royalty expenses will be recognised in the income statement in line with production from the Licenses. These royalties to former owners are as follows:

- Vox Royalty Corp (acquired from Ratel Group Limited) 1.5% of Production up to a maximum of US\$3.5 million;
- Tropical Mines Limited ("TML") 1.125% of Production up to a maximum of US\$3.0 million; and
- Delano Gold Mining Industries Limited ("Delano") 0.375% of Production up to a maximum of US\$1 million.

The Group has a contractual obligation of approximately US\$38 million in payments under the EPC contract for the construction of the Segilola Gold Mine. These liabilities are not reflected in the balance sheet as at reporting date as payment is contingent upon the completion of further construction work post reporting date.

25. 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 year. The segment assets, liabilities and results are as follows:

September 30, 2021	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	\$ 9,635,351	\$ 138,924	\$ 3,324,888	\$ 13,099,163
Non-current assets				
Deferred income tax assets	-	43,991	-	43,991
Prepaid expenses and deposit	123,593	-	23,327	146,920
Right of use assets	27,528	-	9,379	36,906
Property, plant and equipment	149,514,539	611,812	433	150,126,784
Intangible assets	341,076	17,989,748	-	18,330,824
Total assets	\$ 159,642,087	\$ 18,784,475	\$ 3,358,026	\$ 181,784,588
Non-current asset additions	\$ 64,030,627	\$ 3,165,485	\$ -	\$ 67,196,111
Liabilities	\$ (108,490,712)	\$ (45,778)	\$ (1,149,661)	\$ (109,686,151)
Loss for the period	\$ (1,796,735)	\$ (326,169)	\$ (3,746,139)	\$ (5,869,043)
- consulting fees	(2,1431)	(143,901)	(182,452)	(328,496)
- salaries and benefits	(237,469)	-	(963,780)	(1,201,248)
- impairments	-	(126,742)	-	(126,742)

Non-current assets by geographical location:

September 30, 2021	Senegal	Burkina Faso	British Virgin Islands	Nigeria	Canada	Total
Prepaid expenses and deposit	-	-	17,897	105,696	23,327	146,920
Right of use assets	-	-	-	27,528	9,379	36,906
Property, plant and equipment	262,801	-	-	149,863,550	433	150,126,784
Intangible assets	17,835,929	-	-	494,895	-	18,330,824
Total non-current assets	\$ 18,098,729	\$ -	\$ 17,897	\$ 150,491,670	\$ 33,138	\$ 168,641,434

December 31, 2020	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	\$ 24,967,021	\$ 65,535	\$ 8,298,423	\$ 33,330,979
Non-current assets				
Deferred income tax assets	-	46,668	-	46,668
Prepaid expenses and deposit	171,957	-	23,327	195,284
Right of use assets	35,457	-	52,360	87,817
Property, plant and equipment	91,713,474	140,862	1,547	91,855,883
Exploration and evaluation assets	-	15,988,743	-	15,988,743
Total assets	\$ 116,887,909	\$ 16,241,808	\$ 8,375,657	\$ 141,505,374
Non-current asset additions	\$ 64,065,496	\$ 1,872,290	\$ 2,141	\$ 65,939,927
Liabilities	\$ (62,523,231)	\$ (48,497)	\$ (1,018,809)	\$ (63,590,537)
Loss for the year	\$ (201,258)	\$ (1,634,381)	\$ (2,034,468)	\$ (3,870,107)
- consulting fees	(102,218)	(78,959)	(582,624)	(763,801)
- salaries and benefits	(95,134)	-	(2,004,235)	(2,099,369)
- share-based payments	-	-	(907,574)	(907,574)
- gain on settlement of liabilities	-	-	1,042,500	1,042,500
- impairments	-	(1,604,564)	-	(1,604,564)

Non-current assets by geographical location:

December 31, 2020	Senegal	Burkina Faso	British Virgin Islands	Nigeria	Canada	Total
Prepaid expenses and deposit	-	-	24,472	147,485	23,327	195,284
Right of use assets	-	-	-	35,457	52,360	87,817
Property, plant and equipment	139,895	939	-	91,713,502	1,547	91,855,883

Exploration and evaluation assets	15,907,515	-	-	81,228	-	15,988,743
Total non-current assets	\$ 16,047,410	\$ 939	\$ 24,472	\$91,977,672	\$ 77,234	\$108,127,727

26. SUBSEQUENT EVENTS

There have been no events subsequent to reporting date of a financial or corporate nature.