

Sarama Resources Ltd.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**For the three months and six months ended June 30, 2022
(Unaudited)**

(Expressed in United States Dollars)

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Simon Jackson (Chairman)
Andrew Dinning (CEO)
Adrian Byass (Non-executive Director)
Steven Zaninovich (Non-executive Director)

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TSX.V CODE : SWA

ASX CODE : SRR

WEBSITE

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MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The accompanying condensed interim consolidated financial statements and all other financial information included in this report are the responsibility of management. The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Financial statements include certain amounts based on estimates and judgments. When alternative methods exist, management has chosen those it deems most appropriate in the circumstances to ensure that the condensed interim consolidated financial statements are presented fairly, in all material respects.

Management maintains appropriate systems of internal control, consistent with reasonable cost, to give reasonable assurance that its assets are safeguarded, and the financial records are properly maintained.

The Board of Directors is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Audit Committee, which is comprised of three Directors, all of whom are non-management and independent, meets with management to review the consolidated financial statements to satisfy itself that management is properly discharging its responsibilities to the Directors, who approve the condensed interim consolidated financial statements.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial reporting standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim consolidated financial statements have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

(signed) "Andrew Dinning"
Director, President and CEO
August 12, 2022

(signed) "Lui Evangelista"
CFO
August 12, 2022

Sarama Resources Ltd
An Exploration Stage Company
Condensed Interim Consolidated Statement of Financial Position (Unaudited)
Expressed in United States Dollars

	Note	As at June 30, 2022 \$	As at December 31, 2021 \$
ASSETS			
Current assets			
Cash and cash equivalents	3	3,196,276	1,033,345
Security deposits		24,125	25,420
Other receivables		177,514	81,648
Prepayments	12	57,450	178,965
Total current assets		3,455,365	1,319,378
Non-current assets			
Plant and equipment	4	98,161	18,286
Investment in associate	5	1,836,171	1,836,171
Royalty		23,131	23,131
Total non-current assets		1,957,463	1,877,588
Total assets		5,412,828	3,196,966
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	13	1,013,574	205,668
Financial Liabilities		195,512	267,701
Termination Agreement - Barrick	6	-	1,140,183
Total current liabilities		1,209,086	1,613,552
Non-current liabilities			
Provision for employee entitlements		339,643	339,213
Total non-current liabilities		339,643	339,213
Total liabilities		1,548,729	1,952,765
EQUITY			
Share capital	7(b)	57,932,648	52,817,012
Share based payments reserve	7(d)	4,720,798	4,532,735
Deficit		(58,789,347)	(56,105,546)
Total equity		3,864,099	1,244,201
Total liabilities and equity		5,412,828	3,196,966

These financial statements are authorised for issue by the Board of Directors on August 12, 2022.

They are signed on the Company's behalf by:

(Signed) "Andrew Dinning" Andrew Dinning, Director

(Signed) "Simon Jackson" Simon Jackson, Director

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

Sarama Resources Ltd*An Exploration Stage Company***Condensed Interim Consolidated Statement of Loss and Other Comprehensive Loss (Unaudited)***Expressed in United States Dollars*

		Three months ended June 30, 2022 \$	Three months ended June 30, 2021 \$	Six months ended June 30, 2022 \$	Six months ended June 30, 2021 \$
Income					
Interest income		2,373	311	2,404	405
Foreign exchange gain		-	9,970	-	12,503
Fair value gain on warrants carried at fair value through profit or loss		198,690	-	72,189	-
Total income		201,063	10,281	74,593	12,908
Expenses					
Accounting and audit		5,313	5,859	10,599	11,141
Depreciation		1,008	585	1,529	1,169
Directors' fees		25,850	27,164	53,378	54,465
Exploration expenditure as incurred	2(f)	1,334,319	199,224	1,573,998	444,108
Finance charges		13,724	25,852	49,829	51,380
Foreign exchange loss		260,354	-	270,322	-
Insurance		17,129	20,538	33,705	37,428
Marketing and investor relations		81,884	5,816	127,437	45,500
Office and general		37,261	26,847	101,640	73,711
Professional fees		3,879	10,816	14,310	11,632
Salaries		154,494	167,054	306,447	341,987
Stock-based compensation	7(d)	-	-	188,063	513,112
Travel		27,137	-	27,137	-
Total expenses		1,962,352	489,755	2,758,394	1,585,633
Loss before income tax		(1,761,289)	(479,474)	(2,683,801)	(1,572,725)
Income tax benefit		-	-	-	-
Loss for the period from continuing operations		(1,761,289)	(479,474)	(2,683,801)	(1,572,725)
Exchange differences on translation of foreign operations		-	-	-	-
Total comprehensive loss for the period		(1,761,289)	(479,474)	(2,683,801)	(1,572,725)
Basic and diluted loss per share					
- Continuing operations		cents (1.4)	cents (0.5)	cents (2.3)	cents (1.7)
Weighted average number of shares					
Basic and diluted		129,130,960	90,099,894	114,559,896	90,099,894

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

Sarama Resources Ltd
An Exploration Stage Company
Condensed Interim Consolidated Statement of Cash Flows (Unaudited)
Expressed in United States Dollars

		Three months ended June 30, 2022 \$	Three months ended June 30, 2021 \$	Six months ended June 30, 2022 \$	Six months ended June 30, 2021 \$
	Note				
Cash flows used in operating activities					
Payments to suppliers and employees		(335,486)	(273,745)	(716,355)	(551,374)
Payments for exploration and evaluation		(576,011)	(204,725)	(760,841)	(460,137)
Payment to Barrick – Termination Agreement	6	(1,190,012)	-	(1,190,012)	-
Interest received		2,373	311	2,404	405
Net cash used in operating activities	10	(2,099,136)	(478,159)	(2,666,804)	(1,011,106)
Cash flows used in investing activities					
Purchase of plant and equipment	4	(76,371)	-	(88,333)	-
Net cash generated in investing activities		(76,371)	-	(88,333)	-
Cash flows from financing activities					
Common shares and warrants issued for cash		5,835,600	-	5,835,600	-
Payment of share issue costs		(616,629)	-	(616,629)	-
Net cash generated by financing activities		5,218,971	-	5,218,971	-
Net increase in cash and cash equivalents		3,043,464	(478,159)	2,465,834	(1,011,106)
Net foreign exchange differences		(306,420)	6,316	(302,903)	6,053
Cash and cash equivalents at beginning of the period		459,232	1,086,403	1,033,345	1,619,613
Cash and cash equivalents at end of the period		3,196,276	614,560	3,196,276	614,560

Supplemental cash flow information is provided in Note 11

Sarama Resources Ltd
An Exploration Stage Company
Condensed Interim Consolidated Statement of Changes in Equity (Unaudited)
Expressed in United States Dollars

	Number of common shares	Share capital (note 6)	Share based payments reserve	Deficit	Total
		\$	\$	\$	\$
Balance at January 1, 2021	90,099,894	51,715,494	4,019,623	(53,497,927)	2,237,190
Loss attributed to shareholders of the Company	-	-	-	(2,607,619)	(2,607,619)
Total comprehensive loss for the year	-	-	-	(2,607,619)	(2,607,619)
Transactions with owners in their capacity as owners:					
Issue of shares	9,727,037	1,625,563	-	-	1,625,563
Share issuance costs	-	(76,947)	-	-	(76,947)
Fair value of share issue ascribed to warrants and recorded as financial liability (7(b))	-	(447,098)	-	-	(447,098)
Stock-based compensation - options (7(d)(i))	-	-	513,112	-	513,112
Balance at December 31, 2021	99,826,931	52,817,012	4,532,735	(56,105,546)	1,244,201
Loss attributed to shareholders of the Company	-	-	-	(2,683,801)	(2,683,801)
Total comprehensive loss for the year	-	-	-	(2,683,801)	(2,683,801)
Transactions with owners in their capacity as owners:					
Issue of shares	38,095,238	5,835,600	-	-	5,835,000
Share issuance costs	-	(719,964)	-	-	(719,964)
Stock-based compensation - options (7(d)(i))	-	-	188,063	-	188,063
Balance at June 30, 2022	137,922,169	57,932,648	4,720,798	(58,789,347)	3,864,099

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

Sarama Resources Ltd
An Exploration Stage Company
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Expressed in United States Dollars unless otherwise stated

1. NATURE OF OPERATIONS

Sarama Resources Ltd (the “**Company**”) was incorporated under the laws of the Province of British Columbia, Canada on April 8, 2010.

Statement of compliance

These condensed interim consolidated financial statements have been prepared in United States Dollars.

The board of directors of the Company have approved these condensed interim consolidated financial statements on August 12, 2022.

Business Activities

The consolidated entity, consisting of Sarama Resources Ltd. and its subsidiaries is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties. As at June 30, 2022, the Company is in the process of exploring its principal mineral properties and has not yet determined whether the properties contain gold reserves that are economically recoverable.

The unaudited condensed interim consolidated financial statements for the period ended June 30, 2022, comprise the accounts of Sarama Resources Ltd and its subsidiaries and the Company’s interest in equity accounted investments.

Basis of Presentation

These condensed interim consolidated financial statements have been prepared under the historical cost convention except for financial assets and liabilities at fair value through profit or loss and in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board (“**IASB**”) and Interpretations of the International Financial Reporting Interpretations Committee (“**IFRIC**”). These condensed consolidated interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim consolidated financial statements, including International Accounting Standard (“**IAS**”) 34, “*Interim Financial Reporting*”, and have been prepared following the same accounting policies as the annual consolidated financial statements for the year ended December 31, 2021 except as described in Note 2.

The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2021, which have been prepared in accordance with IFRS.

Going Concern

For the period ended June 30, 2022, the consolidated entity recorded a net loss of \$2,683,801 and had a net cash outflow from operating and investing activities of \$2,755,137. As at June 30, 2022, the consolidated entity had available cash of \$3,196,276 and a surplus of current assets over current liabilities of \$2,246,281.

The Directors have assessed the need to acquire additional funding to continue to operate as a going concern for the foreseeable future. The Directors believe such funding will be obtained and therefore consider it appropriate to prepare the financial report on a going concern basis, which assumes the realisation of the consolidated entity’s assets and the discharge of its liabilities in the normal course of business and at the amounts stated in the condensed interim consolidated financial statements.

Should additional funding be unable to be obtained, the Directors believe that the Company can remain a going concern by the further reduction of various operating expenditure. However, these circumstances indicate the existence of a material uncertainty which may cast significant doubt on the Company’s ability to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Standards and Interpretations applicable to June 30, 2022

In the period ended June 30, 2022, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the IASB that are relevant to the Company and effective for the current annual reporting period. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the consolidated entity and, therefore, no material change is necessary to the consolidated entity's accounting policies.

b) Standards and Interpretations in issue not yet adopted

The Directors have also reviewed all the new and revised Standards and Interpretations in issue not yet adopted for the period ended 30 June 2022. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the consolidated entity and, therefore, no change is necessary to the consolidated entity's accounting policies.

c) Basis of Consolidation

The condensed interim consolidated financial statements incorporate the assets and liabilities of the Company as at June 30, 2022 and the results of all subsidiaries for the period then ended.

Subsidiaries are all entities (including special purpose entities) over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are de-consolidated from the date that control ceases.

Intercompany transactions, balances and unrealised gains on transactions are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of the impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Company.

d) Foreign Currency Translation

(i) Functional and Presentation Currency

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates ("**the functional currency**"). The condensed interim consolidated financial statements are presented in United States dollars ("**USD**"), which is the Company's functional and presentation currency.

(ii) Transactions and Balances

Monetary assets and liabilities of the Company are translated into USD at the exchange rate in effect on the statement of financial position date while non-monetary assets and liabilities, revenues and expenses are translated using exchange rates in effect at the time of each transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

All foreign exchange gains and losses are presented separately in profit or loss for the financial year.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair-value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Sarama Resources Ltd
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Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Expressed in United States Dollars unless otherwise stated

(iii) Functional Currency

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that balance sheet,
- income and expenses for each statement of comprehensive income (loss) are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case, income and expenses are translated at the dates of the transactions), and
- all resulting exchange differences are recognised in other comprehensive income.

e) Financial Instruments

Cash and cash equivalents are classified as current assets and include short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. The Company places the majority of its cash holdings with an Australian financial institution which has a high credit rating.

Non-derivative financial assets and liabilities

The Company has the following non-derivative financial assets and liabilities:

- Receivables**
Receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognised at fair value, less any directly attributable transaction costs. Subsequent to initial recognition, receivables are measured at amortised cost using the effective interest method, less any impairment losses.
- Financial assets at fair value through profit or loss (FVTPL)**
Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL. Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.
- Amounts payable and other accrued liabilities**
Such financial liabilities are recognised initially at fair value, net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method if significant.

f) Exploration and Evaluation Assets

Mineral exploration and evaluation costs are expensed as incurred based upon each area of interest. Acquisition costs will normally be expensed but will be assessed on a case by case basis and if appropriate may be capitalised. These acquisition costs are only carried forward to the extent that they are expected to be recouped through the successful development or sale of the tenement. Accumulated acquisition costs in relation to an abandoned tenement are written off in full against profit or loss in the year in which the decision to abandon the tenement is made. Where a decision has been made to proceed with development in respect of a particular area of interest, all future costs are recorded as a development asset.

g) Stock-based Compensation

The fair value of share purchase options or warrants granted is determined by the Black-Scholes option pricing model using estimates for the volatility of the trading price of the Company's stock, the expected lives of share purchase options awarded, the fair value of the Company's shares and the risk-free interest rate.

Sarama Resources Ltd

An Exploration Stage Company

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

Expressed in United States Dollars unless otherwise stated

For employees, the fair value of the options is measured at the date of the grant. For non-employees, the fair value of the options is measured on the earlier of the date on which the counterparty performance is complete or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. The estimated fair value of awards of share purchase options is charged to expense over the vesting period, with offsetting amounts to equity. If the share purchase options are granted for past services, they are expensed immediately. If the share purchase options are forfeited prior to vesting, no amounts are charged to expense. If share purchase options are exercised, then the fair value of the options is re-classified from stock-based compensation reserve to share capital.

At each reporting date, the amount recognised as an expense is adjusted to reflect the actual number of share purchase options or warrants that are expected to vest. The corresponding entry is recognised in the stock-based compensation reserve.

h) Basic and Diluted Earnings per Share

The Company presents basic and diluted earnings per share data for its common shares, calculated by dividing the result attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share does not adjust the profit attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

i) Share Warrants

In accordance with IFRS, an obligation to issue shares for a price that is not fixed in the Company's functional currency, and that does not qualify as a rights offering, must be classified as a derivative liability and measured at fair value through profit or loss in accordance with the requirements of IAS 32 Financial Instruments: Presentation. The financial liability will be accounted for at fair value through profit or loss until such time that the warrants are exercised or lapse, at which point the liability will be transferred to equity.

j) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is responsible for allocating resources and assessing performance of the operating segments.

k) Critical Estimates and Judgements

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Information about significant areas of estimation uncertainty considered by management in preparing the financial statements is described below.

(i) Measurement of warrants and stock options

The Company determines the fair value of both warrants and options classified as liabilities at fair value through profit or loss using the Black-Scholes Model. Note 7 provides detailed information about the key assumptions used in the determination of the fair value of warrants.

Sarama Resources Ltd
An Exploration Stage Company
Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
Expressed in United States Dollars unless otherwise stated

3. CASH AND CASH EQUIVALENTS

	June 30, 2022 \$	December 31, 2021 \$
Cash at bank and in hand	271,514	671,029
Deposits at Call	2,924,762	362,316
	3,196,276	1,033,345

Cash at bank earns interest at floating rates based on daily bank deposit rates.

Short-term deposits are made on a rolling overnight basis and earn interest at the respective short-term deposit rates.

The Company's exposure to interest rate risk and sensitivity analysis for financial assets and liabilities are disclosed in note 8.

4. PLANT AND EQUIPMENT

	June 30, 2022			
	Plant and Equipment \$	Motor Vehicles \$	Office Equipment \$	Total \$
Opening net book value	11,947	-	6,339	18,286
Additions	11,247	57,041	20,045	88,333
Depreciation	(2,786)	(1,571)	(4,102)	(8,459)
Closing net book value	20,408	55,470	22,282	98,160
Cost	253,030	215,347	307,124	775,501
Accumulated Depreciation	(232,622)	(159,877)	(284,842)	(677,341)
Closing net book value	20,408	55,470	22,282	98,160
	December 31, 2021			
	Plant and Equipment \$	Motor Vehicles \$	Office Equipment \$	Total \$
Opening net book value	18,206	-	14,465	32,671
Additions	-	-	2,745	2,745
Depreciation	(6,259)	-	(10,871)	(17,130)
Closing net book value	11,947	-	6,339	18,286
Cost	241,783	158,306	287,079	687,168
Accumulated Depreciation	(229,836)	(158,306)	(280,740)	(668,882)
Closing net book value	11,947	-	6,339	18,286

Sarama Resources Ltd**An Exploration Stage Company****Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)****Expressed in United States Dollars unless otherwise stated****5. INVESTMENT IN ASSOCIATE**

The Company has determined that it has significant influence over Joint Venture BFI Inc., a joint venture focussed on the exploration and evaluation of the Karankasso Project (“the Project”) in Burkina Faso, as it holds 17.61% as at June 30, 2022 (December 31, 2020: 17.52%) of the voting power as well as holding 2 out of the 4 Board positions. The Company’s interest is accounted for using the equity method in the consolidated financial statements. Summarised financial information of the joint venture, based on IFRS financial statements, and reconciliation with the carrying amount of the investment in the consolidated financial statements are set out below. The Company has not made any additional contributions during the six month period ended June 30, 2022.

Summarised statement of financial position of Joint Venture BFI Inc.:

	June 30, 2022 \$	December 31, 2021 \$
Current assets	400,833	564,088
Non-current assets	17,316,675	17,224,838
Current liabilities	(24,644)	-
Non-current liabilities	(5,460,408)	(5,556,469)
Equity	<u>12,232,456</u>	<u>12,232,457</u>
Reconciliation to carrying amount of investment		
Company’s share of equity	2,154,135	2,143,126
Plus additional contributions	1,365,851	1,365,851
	<u>3,519,986</u>	<u>3,508,977</u>
Notional premium on acquisition by JV	(1,683,815)	(1,672,806)
Karankasso Project Joint Venture– at cost	<u>1,836,171</u>	<u>1,836,171</u>

6. TERMINATION AGREEMENT – BARRICK

On May 14, 2019, the Company announced that it had executed a definitive agreement (the “Agreement”) with Acacia Mining plc (“Acacia”) that provides for the termination of the 2014 earn-in agreement between the two companies in respect of the South Houndé Project (or the “Project”) in south-western Burkina Faso. The Agreement provides for Sarama to resume operatorship and regain a 100% interest in the Project.

On November 18, 2019, the Company announced that it had renegotiated certain terms of the Agreement resulting in an immediate return to 100% ownership of the Project and the reduction of the trailing reimbursement payment. The Company agreed to waive certain closing conditions and, in return, Barrick TZ Ltd (“Barrick”), formerly Acacia, agreed to amend and reduce the total trailing reimbursement from \$2 million to \$1 million, payable 12 months from the date of the amendment.

On June 24, 2020, the Company announced that Barrick agreed to defer the \$1 million payable on November 18, 2020 to January 15, 2022 inclusive of interest at an annual rate of 10%. On November 18, 2021, Barrick agreed to further defer the \$1 million payable by an additional year to January 15, 2023 (“Maturity date”) inclusive of interest at an annual rate of 12.5% effective from November 18, 2021. The Company will be required to repay the liability, inclusive of accrued interest, if it completes any financing with gross proceeds of US\$ 3.5 million or greater prior to the maturity date. Due to the Company completing its equity raising on April 22, 2022, in relation to its dual listing on the ASX, it paid Barrick \$1,190,012 in May 2022.

Sarama Resources Ltd
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Expressed in United States Dollars unless otherwise stated

7. SHARE CAPITAL

(a) Authorised Share Capital

At June 30, 2022, the authorised share capital comprised an unlimited number of common shares without par value.

(b) Issued Share Capital

Details	2022 Number of shares	2022 \$	2021 Number of shares	2021 \$
Balance at January 1	99,826,931	52,817,012	90,099,894	51,715,494
Issue of shares under private placement	38,095,238	5,835,600	-	-
Share issuance costs	-	(719,964)	-	-
Balance June 30 (net of cost)	137,922,169	57,932,648	90,099,894	51,715,494
Issue of shares under private placement			9,727,037	1,625,563
Share issuance costs			-	(76,947)
Fair value warrants issued			-	(447,098)
Balance December 31(net of cost)			99,826,931	52,817,012

(i) Private Placement – Dual Listing on Australian Securities Exchange (“ASX”)

On April 22, 2022 the Company announced that it had raised A\$8,000,000 and issued 38,095,238 CHES Depositary Interests ("CDIs") over common shares in the capital of the Company at an issue price of A\$0.21 per CDI, in relation to its dual listing on the ASX. Underlying each CDI is a newly issued common share of the Company and each CDI therefore represents a beneficial interest in 1 common share of the Company. The Lead Manager for the ASX listing process, Euroz Hartleys Limited, received 2,500,000 Broker options at an exercise price of A\$0.273 each and expiring three years from the date of issue. It also received a capital raising fee of 6% of total gross funds raised, excluding any funds subscribed for under an agreed Chairman's list, at a management fee of 2%, and a separate management fee of A\$75,000. The Company commenced trading on the ASX on May 2, 2022.

(ii) Private Placement - 2021

On July 29, 2021 the Company announced that it had raised C\$2,042,678 and issued 9,727,037 units (the "Units") at a price of C\$0.21 per Unit. Each Unit is comprised of one common share of the Company and one-half of one common share purchase warrant (each full warrant, a "Warrant"), with each Warrant being exercisable to purchase one common share of the Company at an exercise price of C\$0.28 until July 28, 2024. The Company issued an aggregate of 9,727,037 common shares and 4,863,517 Warrants

(c) Company Stock Option Plan

The Company has a stock option plan (the "Plan") that provides for the issuance of up to 10% of the issued and outstanding shares of the Company. The board of directors is authorised to set the exercise price, expiry date, and vesting provisions for each grant, subject to the policies of the TSX Venture Exchange. The plan provides for a maximum grant period of ten years. Options can be exercised at any time prior to their expiry date.

Details are as follows:

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Grant Date	Pre Share Consolidation		Post Share Consolidation (i)		Expiry Date
	No.	Exercise Price	No.	Exercise Price	
January 16, 2020 (fully vested)	10,800,000	C\$0.07	3,599,999	C\$0.21	January 16, 2023
June 24, 2020 (fully vested)	1,500,000	C\$0.08	500,000	C\$0.24	June 23, 2023
	16,625,000		4,099,999		
January 14, 2021 (fully vested)			3,158,336	C\$0.35	January 14, 2024
January 19, 2022 (fully vested)			2,721,665	C\$0.20	January 19, 2025
			9,980,000		

On January 19, 2022, the Company issued 2,721,665 options to directors, officers and employees of the company, vesting immediately and exercisable at C\$0.20 and expiring 3 years after issue.

No options were exercised in the six month period ended June 30, 2022 (period ended June 30, 2021: Nil).

1,441,665 options expired in the six month period ended June 30, 2022 at a weighted average exercise price and life of C\$0.18 and 3 years respectively (period ended June 30, 2021: 2,746,666 options expired at a weighted average exercise price and life of C\$0.32 and 2.5 years respectively).

(i) *Share Consolidation:*

On October 7, 2020, Sarama implemented a consolidation of its issued and outstanding Shares on a 3 old for 1 new share basis (the "Share Consolidation"). No fractional shares were issued as a result of the Share Consolidation. The Consolidation was approved by the Board pursuant to the new Articles of the Company approved by shareholders at the Company's annual and special general meeting held on September 17, 2020.

(d) *Stock-Based Compensation*

(i) *Options*

For the six month period ended June 30, 2022, the expense incurred relating to stock-based compensation on the grant of options was \$188,063 (June 30, 2021: \$513,112).

For the six month period ended June 30, 2022, the Company granted stock options to its directors, officers, employees and consultants and estimated the stock-based compensation as follows:

	January 19, 2022
Total options granted	2,721,665
Exercise price	C\$0.20
Estimated fair value of compensation recognised	\$188,063
Balance to be recognised over remaining vesting period	\$nil
Estimated fair value per option	\$0.08

The fair value of the stock-based compensation recognised in the accounts has been estimated using the Black-Scholes Option-Pricing Model with the following assumptions:

	January 19, 2022
Share price of underlying security on date of grant	C\$0.17
Risk-free interest rate	1.38%
Expected dividend yield	0%
Expected stock price volatility	91.3%
Expected option life in years	3 years

The share price volatility is based on historical data and reflects the assumption that historical volatility over a period similar to the life of the option is indicative of future trends, which may not necessarily be indicative of exercise patterns that may occur.

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(ii) Warrants

The Company has issued warrants as part of its capital raising and exploration programs. The details of all warrants still on issue are detailed below.

Pre Share Consolidation

Warrant issue	Total Warrants Issued	Exercise Price (C\$)	Estimated fair value of warrants (C\$)	Estimated fair value per warrant (C\$)	Expiry Date
Acquisition Warrants issued May 23, 2019	2,500,000	\$0.10	137,162	\$0.074	May 23, 2024
Acquisition Warrants issued May 23, 2019	2,500,000	\$0.20	120,957	\$0.065	May 23, 2024
Total	5,000,000		258,119	\$0.052	

Post Share Consolidation

Warrant issue	Total Warrants Issued	Exercise Price (C\$)	Estimated fair value of warrants (C\$)	Estimated fair value per warrant (C\$)	Expiry Date
Acquisition Warrants issued May 23, 2019	833,333	\$0.30	137,162	\$0.222	May 23, 2024
Acquisition Warrants issued May 23, 2019	833,333	\$0.60	120,957	\$0.175	May 23, 2024
Broker Warrants issued April 22, 2022	2,500,000	\$A0.273	303,345	\$0.121	April 22, 2025
Sub total	4,166,666		561,464	\$0.135	
Shareholder Warrants issued July 28, 2021	4,863,517	\$0.28	561,822	\$0.115	July 28, 2024
Total	9,030,183		907,918	\$0.139	

5,000,000 warrants were issued to Acacia on May 23, 2019 as part consideration of definitive agreement executed by the Company and Acacia on May 14, 2019, that provides for the termination of the 2014 earn-in agreement between the two companies in respect of the South Houndé Project. 2,500,000 warrants were issued at an exercise price of C\$0.10 and 2,500,000 warrants were issued at an exercise price of C\$0.20, expiring on May 23, 2024. Post Share Consolidation the warrants have been converted to 833,333 warrants at exercise price of C\$0.30 and 833,333 warrants at exercise price of C\$0.60, respectively.

The fair value of broker and acquisition warrants are recognised within share-based payments reserve, within the equity section of the financial statements, in accordance with IFRS 2.

The fair value of the warrants recognised in the financial statements has been estimated using the Black-Scholes Option-Pricing Model at inception with the following assumptions:

Warrant issue	Price of Security on issue date	Risk – free interest rate	Expected dividend yield	Expected stock price volatility	Remaining warrant life
Acquisition Warrants issued May 23, 2019	C\$0.10	1.55%	0%	105%	23 months
Broker Warrants issued April 22, 2022	C\$0.18	2.70%	0%	76%	34 months

No warrants expired in the period ended June 30, 2022 (period ended June 30, 2021: Nil)

The fair value of broker and acquisition warrants are recognised within share based payments reserve, within the equity section of the financial statements, in accordance with IFRS 2.

8. FINANCIAL INSTRUMENTS

The Company is exposed to financial risks through the normal course of its business operations. The key risks impacting the Company's financial instruments are considered to be foreign currency risk, interest rate risk, liquidity risk, credit risk and equity price risk. The Company's financial instruments exposed to these risks are cash and short-term deposits, receivables, trade payables and investments in foreign operations.

The executive management team monitors the financial instrument risk to which it is exposed and assesses the impact and likelihood of those risks on an ongoing basis. Where material, these risks are reported and reviewed by the board of directors.

(a) Fair Values

The fair value of the Company's financial instruments approximates their carrying values due to the immediate or short-term maturity of these financial instruments. The Company's financial assets and liabilities are measured and recognised at fair value as at June 30, 2022 according to the following fair value measurement hierarchy:

- (i) quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities (level 1),
- (ii) quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability (level 2), and
- (iii) prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity) (level 3).

(b) Financial Instrument Risk Exposure

Foreign currency risk

The Company has international operations in West Africa, namely Burkina Faso, Mali and Liberia and an administrative office in Western Australia. The multiple locations expose the Company to foreign exchange risk as detailed below:

- Canadian dollar (CAD) – primary source of Company funding and its corporate and regulatory costs.
- Australian dollar (AUD) – administrative costs in Western Australia.
- Euro and Communauté Financière Africaine Francs (CFA) – funding of African operations.

Management's policy is to actively manage foreign exchange risk. Management mitigates foreign exchange risk by continuously monitoring forecasts and spot prices of foreign currency and holding foreign currency based on expected future expenditure commitments.

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9. SEGMENT REPORTING

The Company consider the Board of Directors to be the chief decision maker.

The Company has one business segment, being the acquisition, exploration and potential development of mineral properties. The Company has operations in one geographic area, being Burkina Faso.

As at and for the six month period ending June 30, 2022

	Burkina Faso	Other	Total
	\$	\$	\$
Segment current assets	368,831	3,086,535	3,455,366
Segment non-current assets			
Plant and equipment	88,977	9,184	98,161
Investment in Associate	1,836,171	-	1,836,171
Royalty	-	23,131	23,131
	1,925,148	32,315	1,957,463
Segment total assets	2,293,979	3,118,850	5,412,829
Segment liabilities	899,270	649,459	1,548,729
Segment Loss			
Loss for the period from continuing operations	1,573,995	1,109,806	2,683,801

As at and for the six month period ending June 30, 2021

	Burkina Faso	Other	Total
	\$	\$	\$
Segment current assets	80,556	797,738	878,294
Segment non-current assets			
Plant and equipment	21,281	2,101	23,382
Investment in Associate	1,836,171	-	1,836,171
Royalty	-	23,131	23,131
	1,857,452	25,232	1,882,684
Segment total assets	1,938,008	822,970	2,760,978
Segment liabilities	25,950	1,557,451	1,583,401
Segment Loss			
Loss for the period from continuing operations	444,108	1,128,617	1,572,725

10.

Sarama Resources Ltd*An Exploration Stage Company***Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)***Expressed in United States Dollars unless otherwise stated***11. BASIC AND DILUTED LOSS PER SHARE**

	Three months ended June 30, 2022	Three months ended June 30, 2021	Six months ended June 30, 2022	Six months ended June 30, 2021
	Cents per share	Cents per share	Cents per share	Cents per share
Basic and diluted loss per share				
- Continuing operations	1.4	0.5	2.3	1.7
	\$	\$	\$	\$
Net loss used in calculating basic/diluted loss per share				
- Continuing operations	1,761,289	479,474	2,683,801	1,572,725
Weighted average number of shares on issue during the period used in the calculation of basic loss per share	129,130,960	90,099,894	114,559,896	90,099,894

Diluted loss per share at June 30, 2022 is the same as basic loss per share as it is unlikely that the warrants will be converted into common shares.

12. NOTES TO THE CASH FLOW STATEMENT

Reconciliation of loss after tax to net cash flows from operations

	Three months ended June 30, 2022 \$	Three months ended June 30, 2021 \$	Six months ended June 30, 2022 \$	Six months ended June 30, 2021 \$
Loss for the period	(1,761,289)	(479,474)	(2,683,801)	(1,572,725)
Depreciation	5,362	4,635	8,459	9,289
Fair value gain on warrants carried at fair value through profit or loss	(198,690)	-	(72,189)	-
Finance charges	13,724	25,852	49,829	51,380
Stock-based compensation	-	-	188,063	513,112
Movements in provisions, salary benefits	(19,364)	4,413	430	15,027
Net exchange and translation differences – loss/(gain)	304,264	(10,914)	313,065	(14,158)
Net cash outflows used in operating activities before change in working capital	(1,655,993)	(455,488)	(2,196,144)	(998,075)
Change in working capital	(443,148)	(22,671)	(468,660)	(13,031)
Net cash outflows used in operating activities	(2,099,141)	(478,159)	(2,664,804)	(1,011,106)

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13. PREPAYMENTS

	June 30, 2022	December 31, 2021
	\$	\$
Costs associated with Initial Public Offering on ASX	-	103,336
Insurance	56,672	55,168
Other	778	20,461
	<u>57,450</u>	<u>178,965</u>

14. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	June 30, 2022	December 31, 2021
	\$	\$
Burkina Faso	899,270	41,407
Corporate	114,304	164,261
	<u>1,013,574</u>	<u>205,668</u>

15. CONTINGENT LIABILITY: DEFINITIVE AGREEMENT WITH BARRICK TO REGAIN 100% OWNERSHIP OF SOUTH HOUNDE PROJECT

On May 14, 2019, the Company announced that it had executed a definitive agreement (the “Agreement”) with Acacia Mining plc (“Acacia”) that provides for the termination of the 2014 earn-in agreement between the two companies in respect of the South Houndé Project (or the “Project”) in south-western Burkina Faso. The Agreement provides for Sarama to resume operatorship and regain a 100% interest in the Project.

Key commercial terms to this Agreement that are considered a contingent liability are that Sarama will grant Barrick the right to commercial production-based payments consisting of:

- o US\$1,000,000 on production of 10,000 oz gold;
- o US\$1,000,000 on production of a further 5,000 oz gold;
- o royalty payments, capped at gold production of 1Moz Au, according to sliding-scale royalty rates of:
 - 1.0% for gold price ≤US\$1300/oz;
 - 1.5% for gold prices >US\$1300/oz and ≤US\$1500/oz; and
 - 2.0% for gold prices >US\$1500/oz;

As the Company cannot be certain whether it will enter into commercial production, the obligation to pay commercial production-based payments to Barrick is not recorded in the financial statements and is presented as a contingent liability.

16. CONTINGENT LIABILITY: TAX ASSESSMENT – BURKINA FASO

The Company is subjected to a tri-annual taxation audit pursuant to Burkina Faso taxation laws and regulations. The Company’s most recent audit was undertaken in the fourth quarter of 2021. As a result of this audit, the Burkina Faso taxation authorities have identified several matters as potentially attracting additional tax liabilities which have not been accounted for by the Company. The Company disputes the basis for, or quantum of, the related tax claims and has commenced the process for this to be reviewed. The review process requires filing of dispute materials with the relevant government authorities which was filed on May 6, 2022. The Company has yet to receive any further communication since the filing. Should that review process resolve in an outcome considered unsatisfactory by the Company, the Company may challenge the outcome by commencing court proceedings in Burkina Faso. The Company considers that the above process is common in Burkina Faso and the Company has been through a similar process in its previous tri-annual audits. The Board has assessed the likely outcomes of the process and concluded that the likely outcome is not considered to be material to the Company’s financial position.