

Sarama Resources Ltd.

(An Exploration Stage Company)

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**For the three months and nine months ended September 30, 2020
(Unaudited)**

(Expressed in United States Dollars)

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DIRECTORS

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

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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 financials 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
November 27, 2020

(signed) "Lui Evangelista"
CFO
November 27, 2020

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

	Note	As at September 30, 2020 \$	As at December 31, 2019 \$
ASSETS			
Current assets			
Cash and cash equivalents	3	2,234,675	2,227,604
Security deposits		24,889	24,483
Other receivables		44,057	32,010
Prepayments		61,421	7,654
Financial assets	8	-	77,517
Total current assets		<u>2,365,042</u>	<u>2,369,268</u>
Non-current assets			
Plant and equipment	4	37,625	51,568
Investment in associate	5	1,836,171	1,836,171
Royalty		23,131	23,131
Total non-current assets		<u>1,896,927</u>	<u>1,910,870</u>
Total assets		<u>4,261,969</u>	<u>4,280,138</u>
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		169,933	278,741
Termination Agreement - Barrick	6	-	1,000,000
Total current liabilities		<u>169,933</u>	<u>1,278,741</u>
Non-current liabilities			
Provision for employee entitlements		218,057	193,387
Termination Agreement - Barrick	6	1,000,000	-
Total non-current liabilities		<u>1,218,057</u>	<u>193,387</u>
Total liabilities		<u>1,387,990</u>	<u>1,472,128</u>
Net Assets		<u>2,873,979</u>	<u>2,808,010</u>
EQUITY			
Share capital	7(b)	51,716,634	50,162,722
Share based payments reserve		4,019,624	3,659,411
Foreign currency translation reserve		(90,024)	(93,399)
Accumulated losses		(52,772,255)	(50,920,724)
Total equity		<u>2,873,979</u>	<u>2,808,010</u>

These financial statements are authorised for issue by the Board of Directors on November 27, 2020.

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

	Note	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
Income					
Interest income		518	1,390	4,651	2,790
Foreign exchange gain		17,812	-	-	-
Fair value gain on financial assets carried at fair value through profit and loss		9,434	-	81,955	5,128
Other income		27,294	-	60,025	-
Total income		55,058	1,390	146,631	7,918
Expenses					
Accounting and audit		4,977	4,689	13,322	14,733
Corporate development		-	-	-	5,359
Depreciation		585	510	1,696	1,547
Directors fees		26,656	13,658	47,833	42,378
Exploration expenditure as incurred	2(d)	276,034	505,316	905,068	1,579,616
Termination agreement - Barrick		-	(1,000,000)	-	1,000,000
Foreign exchange loss		-	79,443	48,297	59,030
Insurance		-	2,554	7,674	20,177
Marketing and investor relations		6,253	14,307	19,725	41,599
Office and general		33,327	32,155	91,339	105,461
Professional fees		17,153	22,165	35,194	55,815
Salaries		159,541	158,546	448,809	500,963
Stock-based compensation	7(d)	-	58,949	360,212	117,897
Travel		1,169	22,958	18,993	43,818
Total expenses		525,695	(84,750)	1,998,162	3,588,393
Profit / (Loss) before income tax		470,637	86,140	1,851,531	(3,580,475)
Income tax benefit		-	-	-	-
Profit / (Loss) for the period from continuing operations		(470,637)	86,140	(1,851,531)	(3,580,475)
Exchange differences on translation of foreign operations		-	-	3,375	-
Total comprehensive gain / (loss) for the period		(470,637)	86,140	(1,848,156)	(3,580,475)
Basic and diluted loss per share		cents	cents	cents	cents
- Continuing operations		(0.2)	(0.0)	(0.7)	(1.6)
Weighted average number of shares					
Basic and diluted		265,323,619	250,659,987	255,553,774	220,857,602

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 September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
	Note				
Cash flows used in operating activities					
Payments to suppliers and employees		(218,573)	(260,517)	(630,585)	(819,968)
Payments for exploration and evaluation		(273,028)	(377,874)	(1,040,354)	(965,859)
Interest received		518	1,390	4,651	2,790
Other income		27,294	-	59,051	-
Net cash used in operating activities	11	(463,789)	(637,001)	(1,607,237)	(1,783,037)
Cash flows used in investing activities					
Purchase of plant and equipment	4	-	(1,113)	(2,592)	(6,334)
Proceeds on sale of plant and equipment	4	-	-	1,604	-
Proceeds on sale of financial assets		97,748	-	159,473	233,760
Net cash generated in investing activities		97,748	(1,113)	158,485	227,426
Cash flows from financing activities					
Common shares and warrants issued for cash		1,547,800	-	1,547,800	4,356,269
Payment of share issue costs		(46,473)	(2,317)	(46,473)	(28,910)
Net cash generated by financing activities		1,501,327	(2,317)	1,501,327	4,327,359
Net increase in cash and cash equivalents		1,135,286	(640,431)	52,575	2,771,748
Net foreign exchange differences		28,054	(83,781)	(45,504)	(50,136)
Cash and cash equivalents at beginning of the period		1,071,335	3,844,784	2,227,604	398,960
Cash and cash equivalents at end of the period		2,234,675	3,120,572	2,234,675	3,120,572

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

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 5) \$	Share based payments reserve \$	Foreign currency translation reserve \$	Accumulated losses \$	Total \$
Balance at January 1, 2019	181,710,402	45,835,363	3,283,395	(295,067)	(46,473,155)	2,350,536
Loss attributed to shareholders of the Company	-	-	-	-	(3,580,475)	(3,580,475)
Total comprehensive loss for the year	-	-	-	-	(3,580,475)	(3,580,475)
Transactions with owners in their capacity as owners:						
Proceeds from share issue	68,949,585	4,356,269	-	-	-	4,356,269
Share issuance costs	-	(28,910)	-	-	-	(28,910)
Stock-based compensation - warrants	-	-	258,119	-	-	258,119
Stock-based compensation - options	-	-	117,897	-	-	117,897
Balance at September 30, 2019	250,659,987	50,162,722	3,659,411	(295,067)	(50,053,630)	3,473,436
Balance at January 1, 2020	250,659,987	50,162,722	3,659,411	(93,399)	(50,920,724)	2,808,010
Loss attributed to shareholders of the Company	-	-	-	-	(1,851,531)	(1,851,531)
Exchange differences on translation of foreign operations	-	-	-	3,375	-	3,375
Total comprehensive loss for the period	-	-	-	3,375	(1,851,531)	(1,848,156)
Transactions with owners in their capacity as owners:						
Proceeds from share issue (7(b))	18,852,936	1,547,800	-	-	-	1,547,800
Share issuance costs	-	(46,473)	-	-	-	(46,473)
Shares issued in lieu of salary	786,846	52,585	-	-	-	52,585
Stock-based compensation - options (7(d)(i))	-	-	360,213	-	-	360,213
Balance at September 30, 2020	270,299,769	51,716,634	4,019,624	(90,024)	(52,772,255)	2,873,979

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 November 27, 2020.

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 September 30, 2020, 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 three and nine month period ended September 30, 2020, 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, 2019 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, 2019, which have been prepared in accordance with IFRS.

Going Concern

For the nine month period ended September 30, 2020, the consolidated entity recorded a net loss of \$1,851,531 and had a net cash outflow from operating and investing activities of \$1,448,752. As at September 30, 2020, the consolidated entity had available cash of \$2,234,675 and surplus of current assets over current liabilities of \$2,195,109.

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.

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

2. SIGNIFICANT ACCOUNTING POLICIES

a) *Standards and Interpretations applicable to September 30, 2020*

In the period ended September 30, 2020, there were no new and revised Standards and Interpretations issued by the IASB that are relevant to the Company and effective for the current annual reporting period.

b) *Standards and Interpretations in issue not yet adopted*

The Company has not early adopted any amendment, standard or interpretation that has been issued by the IASB but is not yet effective.

c) *Basis of Consolidation*

The condensed interim consolidated financial statements incorporate the assets and liabilities of the Company as at September 30, 2020 and the results of all subsidiaries for the three and nine month 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) *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.

3. CASH AND CASH EQUIVALENTS

	September 30, 2020	December 31, 2019
	\$	\$
Cash at bank and in hand	1,500,032	25,382
Deposits at Call	734,643	2,202,222
	2,234,675	2,227,604

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.

Sarama Resources Ltd*An Exploration Stage Company***Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)***Expressed in United States Dollars unless otherwise stated***4. PLANT AND EQUIPMENT****September 30, 2020**

	Plant and Equipment	Motor Vehicles	Office Equipment	Total
	\$	\$	\$	\$
Opening net book value	24,933	-	26,635	51,568
Additions	-	-	2,592	2,592
Disposals - Cost	-	-	(1,673)	(1,673)
Disposals - Accum Depn	-	-	1,043	1,043
Depreciation	(5,089)	-	(10,816)	(15,905)
Closing net book value	19,844	-	17,781	37,625
Cost	241,783	158,306	284,052	684,141
Accumulated Depreciation	(221,939)	(158,306)	(266,271)	(641,224)
Closing net book value	19,844	-	17,781	37,625

December 31, 2019

	Plant and Equipment	Motor Vehicles	Office Equipment	Total
	\$	\$	\$	\$
Opening net book value	28,962	1,035	43,863	73,860
Additions	5,209	-	320	5,529
Disposals - Cost	-	(30,948)	-	(30,948)
Disposals - Accum Depn	-	30,948	-	30,948
Depreciation	(9,238)	(1,035)	(17,548)	(27,821)
Closing net book value	24,933	-	26,635	51,568
Cost	241,783	158,306	283,133	683,222
Accumulated Depreciation	(216,850)	(158,306)	(256,498)	(631,654)
Closing net book value	24,933	-	26,635	51,568

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 a 19.02% (2019: 19.91%) interest in Joint Venture BF1 Inc., a joint venture focussed on the exploration and evaluation of the Karankasso Project in Burkina Faso. 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 condensed interim consolidated financial statements are set out below. The Company has not made any additional contributions during the period ended September 30, 2020.

Summarised statement of financial position of Joint Venture BF1 Inc.:

	September 30, 2020	December 31, 2019
	\$	\$
Current assets	92,006	224,238
Non-current assets	16,296,311	15,701,695
Current liabilities	(8,900)	(273,353)
Non-current liabilities	(4,150,347)	(4,787,912)
Equity	12,229,070	10,864,668
Reconciliation to carrying amount of investment		
Company's share of equity	2,325,969	2,163,155
Plus additional contributions	1,365,851	1,365,851
	3,691,820	3,529,006
Notional premium on acquisition by JV	(1,855,649)	(1,692,835)
Karankasso Project Joint Venture– at cost	1,836,171	1,836,171

The notional premium is due to the joint venture recording a higher value of the equity contributed by the Company upon transfer to the joint venture.

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 with Barrick TZ Ltd. ("Barrick"), formerly Acacia. The renegotiated terms resulted in an immediate return to 100% ownership of the Project and the reduction of the trailing reimbursement payment. The Company has agreed to waive certain closing conditions and, in return, Barrick, has agreed to amend and reduce the trailing reimbursement from \$2 million to \$1 million, which is now payable in 12 months from the date of this 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%. The total payable will be up to \$1.12 million. Refer to Note 12 for further information.

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

7. SHARE CAPITAL

(a) Authorised Share Capital

At September 30, 2020, the authorised share capital comprised an unlimited number of common shares without par value.

(b) Issued Share Capital

Details	2020	2020	2019	2019
	Number of shares	\$	Number of shares	\$
Balance at January 1	250,659,987	50,162,722	181,710,402	45,853,363
Issue of shares under private placement	18,852,936	1,501,327	68,949,585	4,329,676
Issue of shares in lieu of salary	786,846	52,585	-	-
Balance September 30 (net of cost)	270,299,769	51,716,634	250,659,987	50,165,039

On August 4, 2020, the Company announced that it had raised gross proceeds of C\$2,073,823 (US\$ 1,547,800) from a private placement offering of 18,852,936 common shares at a price of C\$0.11 per common share.

(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:

Grant Date	No.	Exercise Price	Expiry Date
January 8, 2018 (fully vested)	7,390,000	C\$0.11	January 8, 2021
January 18, 2019 (fully vested)	4,635,000	C\$0.06	January 18, 2022
January 16, 2020 (fully vested)	11,340,000	C\$0.07	January 16, 2023
June 24, 2020 (fully vested)	1,500,000	C\$0.08	June 23, 2023
	24,865,000		

On January 16, 2020 the Company issued 11,340,000 options to directors, officers and employees of the company, exercisable at C\$0.07 and expire 3 years after issue.

On June 24, 2020 the Company issued 1,500,000 options to directors, officers and employees of the company, exercisable at C\$0.08 and expire 3 years after issue.

No options were exercised in the nine month period ended September 30, 2020 (period ended September 30, 2019: Nil).

4,995,000 options expired in the nine month period ended September 30, 2020 at a weighted average exercise price and life of C\$0.20 and 3 years respectively (nine month period ended September 30, 2019: 1,075,000 options expired at a weighted average exercise price and life of C\$0.10 and 3 years respectively).

Sarama Resources Ltd
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Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)
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(d) *Stock-Based Compensation*

(i) *Options*

For the nine month period ended September 30, 2020, the expense incurred relating to stock-based compensation on the grant of options was \$360,213 (September 30, 2019: \$117,897).

For the nine month period ended September 30, 2020, the Company granted stock options to its directors, officers, employees and consultants and estimated the stock based compensation as follows:

	January 16, 2020	June 24, 2020
Total options granted	11,340,000	1,500,000
Exercise price	C\$0.07	C\$0.08
Estimated fair value of compensation recognised	\$308,095	\$52,118
Balance to be recognised over remaining vesting period	\$nil	\$nil
Estimated fair value per option	\$0.04	\$0.05

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

	January 16, 2020	June 24, 2020
Share price of underlying security on date of grant	C\$0.06	C\$0.08
Risk-free interest rate	1.64%	0.32%
Expected dividend yield	0%	0%
Expected stock price volatility	93.1%	99.4%
Expected option life in years	3 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.

(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.

Warrant issue	Total Warrants Issued	Exercise Price (C\$)	Estimated fair value of warrants	Estimated fair value per warrant	Expiry Date
Broker Warrants issued March 16, 2018	1,500,000	\$0.14	91,669	\$0.061	December 31, 2021
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	6,500,000	\$0.15	349,788	\$0.067	

No warrants expired in the nine month period ended September 30, 2020 (nine month period ended September 30, 2019: 3,615,040)

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.

Sarama Resources Ltd

An Exploration Stage Company

Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

Expressed in United States Dollars unless otherwise stated

- (i) The fair value of the warrants recognised in the financial statements has been estimated using the Black-Schöles 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
Broker Warrants issued March 16, 2018	C\$0.10	0.73%	0%	105%	15 months
Acquisition Warrants issued May 23, 2019	C\$0.10	1.55%	0%	105%	44 months

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, 2020 according to the following fair value measurement hierarchy:

- quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities (level 1),
- 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
- 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).

At September 30, 2020, the Company no longer held a financial asset recognised at fair value through its shareholding in Oklo Resources Limited as all shares were sold in the quarter ended September 30, 2020. The level 1 financial asset is recognised at fair value through the profit or loss and carried at fair value of \$Nil (As at December 31, 2019: \$77,517).

(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.

Sarama Resources Ltd
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Expressed in United States Dollars unless otherwise stated

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 nine month period ending September 30, 2020

	Burkina Faso	Other	Total
	\$	\$	\$
Segment current assets	36,096	2,328,946	2,365,042
Segment non-current assets			
Plant and equipment	33,771	3,854	37,625
Investment in Associate	1,836,171	-	1,836,171
Royalty	-	23,131	23,131
	<u>1,869,942</u>	<u>26,985</u>	<u>1,896,927</u>
Segment total assets	<u>1,906,038</u>	<u>2,355,931</u>	<u>4,261,969</u>
Segment liabilities	<u>17,885</u>	<u>1,370,105</u>	<u>1,387,990</u>
Segment Loss			
Loss for the nine month period from continuing operations	<u>905,068</u>	<u>946,463</u>	<u>1,851,531</u>

As at and for the nine month period ending September 30, 2019

	Burkina Faso	Other	Total
	\$	\$	\$
Segment current assets	48,378	3,127,218	3,175,596
Segment non-current assets			
Plant and equipment	53,874	4,097	57,971
Investment in Associate	1,836,171	-	1,836,171
Royalty	-	23,131	23,131
	<u>1,890,045</u>	<u>27,228</u>	<u>1,917,273</u>
Segment total assets	<u>1,938,423</u>	<u>3,154,446</u>	<u>5,092,869</u>
Segment liabilities	<u>332,248</u>	<u>1,287,185</u>	<u>1,619,433</u>
Segment Loss			
Loss for the nine month period from continuing operations	<u>2,579,616</u>	<u>1,000,859</u>	<u>3,580,475</u>

Sarama Resources Ltd*An Exploration Stage Company***Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)***Expressed in United States Dollars unless otherwise stated***10. BASIC AND DILUTED LOSS PER SHARE**

	Three months ended September 30, 2020	Three months ended September 30, 2019	Nine months ended September 30, 2020	Nine months ended September 30, 2019
	Cents per share	Cents per share	Cents per share	Cents per share
Basic and diluted loss per share				
- Continuing operations	(0.2)	(0.0)	(0.7)	(1.6)
	\$	\$	\$	\$
Net profit/(loss) used in calculating basic/diluted profit/(loss) per share				
- Continuing operations	(470,637)	86,140	(1,851,531)	(3,580,475)
Weighted average number of shares on issue during the period used in the calculation of basic profit/(loss) per share	265,323,619	250,659,987	255,553,774	220,857,602

Diluted loss per share for the three and nine month period ended September 30, 2020 is the same as basic loss per share as it is unlikely that the warrants will be converted into common shares.

11. NOTES TO THE CASH FLOW STATEMENT

Reconciliation of loss after tax to net cash flows from operations

	Three months ended September 30, 2020 \$	Three months ended September 30, 2019 \$	Nine months ended September 30, 2020 \$	Nine months ended September 30, 2019 \$
Profit / (Loss) for the period	(470,637)	86,140	(1,851,531)	(3,580,475)
Depreciation	5,291	510	15,905	1,547
Fair value gain on financial assets held for sale	(9,434)	-	(81,955)	(5,128)
Gain on sale of plant and equipment	-	-	(974)	-
Stock-based compensation	-	58,948	360,212	117,897
Non cash exploration expenditure	-	127,442	3,375	628,846
Termination agreement - Barrick	-	(1,000,000)	-	1,000,000
Administration costs	-	32,435	-	52,855
Issue of shares in lieu of salary	35,640	-	52,585	-
Movements in provisions, salary benefits	19,733	(27,086)	24,671	36,995
Net exchange and translation differences – loss/(gain)	(20,251)	79,442	49,666	59,030
Net cash outflows used in operating activities before change in working capital	(439,658)	(642,169)	(1,428,046)	(1,688,433)
Change in working capital	(24,131)	5,168	(179,191)	(94,604)
Net cash outflows used in operating activities	(463,789)	(637,001)	(1,607,237)	(1,783,037)

Sarama Resources Ltd

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Notes to the Condensed Interim Consolidated Financial Statements (Unaudited)

Expressed in United States Dollars unless otherwise stated

12. 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.

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%. The total payable will now be \$1.12 million.

Other 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 \leq US\$1300/oz;
 - 1.5% for gold prices $>$ US\$1300/oz and \leq 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.

13. SUBSEQUENT EVENTS

On October 7, 2020, Sarama undertook a consolidation of its issued and outstanding Shares on a 3:1 basis (the “Consolidation”). No fractional shares were issued as a result of the 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.

Prior to the Consolidation, the Company had 270,299,769 Shares, 6,500,000 Warrants and 24,865,000 Options outstanding. Following the Consolidation, the Company had 90,099,894 Shares, 2,166,666 Warrants and 8,288,332 Options issued and outstanding. The Company’s name will remain unchanged post-Consolidation and the Shares will continue to trade on the TSXV under the SWA symbol.