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# **Sarama Resources Ltd.**

*(An Exploration Stage Company)*

## **CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**for the three and nine months ended September 30, 2017**

*(Unaudited)*

*(Expressed in United States Dollars)*

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**DIRECTORS**

Andrew Dinning (Chairman and CEO)  
T. Sean Harvey (Non-executive Director)  
Simon Jackson (Non-executive Director)  
David A. Groves (Non-executive Director)

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

***MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL INFORMATION***

The accompanying condensed consolidated interim financial statements and all other financial information included in this report are the responsibility of management. The condensed consolidated interim 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 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 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 consolidated interim 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 24, 2017

(signed) “Lui Evangelista”  
CFO  
November 24, 2017

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

	Note	As at September 30, 2017 \$	As at December 31, 2016 \$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents		1,176,149	1,239,353
Security deposits		27,447	25,299
Other receivables		36,582	31,254
<b>Total current assets</b>		1,240,178	1,295,906
<b>Non-current assets</b>			
Exploration and evaluation assets	3	23,151,712	22,351,544
Plant and equipment	4	362,946	379,735
Investment in associate	5	1,836,170	1,239,114
Royalty		23,131	23,131
<b>Total non-current assets</b>		25,373,959	23,993,524
<b>Total assets</b>		26,614,137	25,289,430
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		401,809	801,243
Financial liabilities	6(e)	557,072	996,618
<b>Total current liabilities</b>		958,881	1,797,861
<b>Total liabilities</b>		958,881	1,797,861
<b>EQUITY</b>			
Share capital	6(b)	42,941,351	40,585,749
Share based payments reserve		2,812,948	2,546,702
Foreign currency translation reserve		(210,616)	(205,789)
Deficit		(19,888,427)	(19,435,093)
<b>Total equity</b>		25,655,256	23,491,569
<b>Total liabilities and equity</b>		26,614,137	25,289,430

These financial statements are authorised for issue by the Board of Directors on November 24, 2017.

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 Consolidated Statement of Loss and Other Comprehensive Loss**  
*(Unaudited)*  
*Expressed in United States Dollars*

	Three month period ended September 30, 2017	Three month period ended September 30, 2016	Nine month period ended September 30, 2017	Nine month period ended September 30, 2016
Note	\$	\$	\$	\$
<b>Income</b>				
Interest income	311	372	723	671
Foreign exchange gain	20,827	-	46,848	7,076
Fair value gain on warrants carried at fair value through profit and loss	133,079	-	736,556	-
<b>Total income</b>	<b>154,217</b>	<b>372</b>	<b>784,127</b>	<b>7,747</b>
<b>Expenses</b>				
Accounting and audit	331	-	22,279	33,790
Corporate development	8,048	8,081	33,429	39,422
Depreciation	2,127	2,299	7,237	10,358
Directors fees	15,439	16,956	42,613	56,255
Foreign exchange loss	-	5,045	-	-
Insurance	-	(1,765)	10,621	11,368
Marketing and investor relations	19,453	20,533	52,816	44,812
Office and general	55,168	53,269	137,366	204,568
Professional fees	19,852	16,434	58,513	62,952
Salaries	173,700	186,335	531,583	617,779
Stock-based compensation	144,218	-	266,246	33,947
Travel	32,572	30,014	74,758	54,866
Fair value loss on warrants carried at fair value through profit and loss	-	1,894,423	-	2,519,542
<b>Total expenses</b>	<b>470,908</b>	<b>2,231,624</b>	<b>1,237,461</b>	<b>3,689,659</b>
<b>Loss before income tax</b>	<b>(316,691)</b>	<b>(2,231,252)</b>	<b>(453,334)</b>	<b>(3,681,912)</b>
Income tax benefit	-	-	-	-
<b>Loss for the period from continuing operations</b>	<b>(316,691)</b>	<b>(2,231,252)</b>	<b>(453,334)</b>	<b>(3,681,912)</b>
Loss after tax from discontinued operations	-	(13,220)	-	(478,082)
<b>Loss after discontinued operations</b>	<b>(316,691)</b>	<b>(2,244,472)</b>	<b>(453,334)</b>	<b>(4,159,994)</b>
<i>Items that may be reclassified to the statement of income/( loss)</i>				
Exchange differences on translation of foreign operations	(1,160)	(9,653)	(4,827)	(12,040)
<b>Total comprehensive loss for the period</b>	<b>(317,851)</b>	<b>(2,254,125)</b>	<b>(458,161)</b>	<b>(4,172,034)</b>
Basic and diluted loss per share				
- Continuing operations	(0.2) cents	(2.0) cents	(0.4) cents	(4.1) cents
- Discontinuing operations	-	-	-	(0.5) cents
Weighted average number of shares Basic and diluted	136,285,523	111,392,988	129,230,806	101,059,502

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

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

	Three month period ended September 30, 2017	Three month period ended September 30, 2016	Nine month period ended September 30, 2017	Nine month period ended September 30, 2016
Note	\$	\$	\$	\$
<b>Cash flows used in operating activities</b>				
Payments to suppliers and employees	(301,910)	(579,703)	(1,335,012)	(1,341,689)
Interest received	311	372	723	671
<b>Net cash used in operating activities</b>	(301,599)	(579,331)	(1,334,289)	(1,341,018)
<b>Cash flows used in investing activities</b>				
Purchase of plant and equipment	3,105	(25,852)	(8,417)	(25,852)
Payments for exploration and evaluation	(1,042,926)	(1,111,926)	(4,544,831)	(2,805,715)
Fee received for earn in agreement	860,197	381,702	3,744,663	2,678,407
Payments for investment in associates	(185,324)	-	(597,056)	-
Proceeds on sale of Marketable securities	-	-	-	269,069
<b>Net cash used in investing activities</b>	(364,948)	(756,076)	(1,405,641)	115,909
<b>Cash flows from financing activities</b>				
Common shares and warrants issued for cash	1,473,039	20,888	2,711,274	1,843,097
Payment of share issue costs	(36,339)	(35,388)	(58,662)	(147,737)
<b>Net cash generated by financing activities</b>	1,436,700	(14,500)	2,652,612	1,695,360
<b>Net increase/(decrease) in cash and cash equivalents</b>	770,153	(1,349,907)	(87,318)	470,251
Net foreign exchange differences	12,881	(11,435)	24,114	(10,726)
Cash and cash equivalents at beginning of the period	393,115	2,975,144	1,239,353	1,154,277
<b>Cash and cash equivalents at end of the period</b>	<b>1,176,149</b>	<b>1,613,802</b>	<b>1,176,149</b>	<b>1,613,802</b>

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

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

	Number of common shares	Share capital (note 6)  \$	Share based payments reserve (note 6(d))  \$	Foreign currency translation reserve  \$	Deficit  \$	Total  \$
<b>Balance at January 1, 2016</b>	<b>95,155,307</b>	<b>38,236,332</b>	<b>2,095,718</b>	<b>(187,811)</b>	<b>(16,942,091)</b>	<b>23,202,148</b>
Loss attributed to shareholders of the Company	-	-	-	-	(2,493,002)	(2,493,002)
Exchange differences on translation of foreign operations	-	-	-	(17,978)	-	(17,978)
<b>Total comprehensive loss for the year</b>	-	-	-	(17,978)	(2,493,002)	(2,510,980)
<b>Transactions with owners in their capacity as owners:</b>						
Proceeds from share issue	15,913,985	1,850,580	-	-	-	1,850,580
Share issuance costs	-	(151,001)	-	-	-	(151,001)
Fair value of share issue ascribed to warrants and recorded as financial liability	-	(468,026)	-	-	-	(468,026)
Share based payments capitalized (6(e))	-	-	418,810	-	-	418,810
Stock-based compensation expense (6(d))	-	-	33,947	-	-	33,947
Transfer of fair value of options exercised	-	1,773	(1,773)	-	-	-
Acquisition of mineral interests (6(a))	10,100,000	1,116,091	-	-	-	1,116,091
<b>Balance at December 31, 2016</b>	<b>121,169,292</b>	<b>40,585,749</b>	<b>2,546,702</b>	<b>(205,789)</b>	<b>(19,435,093)</b>	<b>23,491,569</b>
Loss attributed to shareholders of the Company	-	-	-	-	(453,334)	(453,334)
Exchange differences on translation of foreign operations	-	-	-	(4,827)	-	(4,827)
<b>Total comprehensive loss for the period</b>	-	-	-	(4,827)	(453,334)	(458,161)
<b>Transactions with owners in their capacity as owners:</b>						
Proceeds from share issue	18,691,110	2,711,274	-	-	-	2,711,274
Share issuance costs	-	(58,662)	-	-	-	(58,662)
Fair value of share issue ascribed to warrants and recorded as financial liability	-	(297,010)	-	-	-	(297,010)
Stock-based compensation expense (6(d))	-	-	266,246	-	-	266,246
<b>Balance at September 30, 2017</b>	<b>139,860,402</b>	<b>42,941,351</b>	<b>2,812,948</b>	<b>(210,616)</b>	<b>(19,888,427)</b>	<b>25,655,256</b>

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



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

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

The board of directors of the Company have approved these condensed consolidated interim financial statements on November 24, 2017.

### *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, 2017, 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 financial statements for the three and six months ended September 30, 2017 (the “interim financial statements” comprise the accounts of Sarama Resources Ltd and its subsidiaries and the Company’s interest in equity accounted investments

### *Basis of Presentation*

These condensed 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, 2016 except as described in Note 2.

The condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2016, which have been prepared in accordance with IFRS.

### *Going Concern*

For the nine month period ended September 30, 2017, the consolidated entity recorded a net loss of \$453,334 and had a net cash outflow from operating and investing activities of \$2,739,930. As at September 30, 2017, the consolidated entity had available cash of \$1,176,149 and surplus of current assets over current liabilities of \$281,297.

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 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) *Changes in Accounting Policies*

The Company did not adopt any new accounting standards during the nine month period ended September 30, 2017

### b) *Accounting Standards, Interpretations and Amendments to Existing Standards that are not yet effective*

The following pronouncements issued by the IASB that are not yet mandatorily applicable to the Company together with an assessment of the potential impact of such pronouncements on the Company when adopted in future periods are discussed below.

IFRS 9: Financial Instruments and associated Amending Standards (applicable to annual reporting periods beginning on or after January 1, 2018) addresses the classification, measurement and de-recognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In December 2015, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. These latest amendments now complete the new financial instruments standard. The directors anticipate that the adoption of IFRS 9 will not have a significant impact on the Company's financial statements.

IFRS 15: Revenue from Contracts with Customers (applicable to annual reporting periods beginning on or after January 1, 2018) replaces IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards. The directors anticipate that the adoption of IFRS 15 will not have a significant impact on the Company's financial statements.

IFRS 16: Leases (applicable to annual reporting periods beginning on or after January 1, 2019) introduces a single lessee accounting model that eliminates the requirement for leases to be classified as operating or finance leases. The main changes introduced by the new Standard are as follows;

- recognition of right-to-use asset and liability for all leases (excluding short term leases with less than 12 months of tenure and leases relating to low value assets);
- depreciation of right to use assets in profit or loss and unwinding of the liability in principal and interest components;
- inclusion of variable lease payments that depend on an index or a rate in the initial measurement of the lease liability using the index or rate at the commencement date;
- application of a practical expedient to permit a lessee to elect not to separate non lease components and instead account for all component as a lease;

The transitional provisions of IFRS 16 allow a lessee to either retrospectively apply the Standard to comparatives or recognise the cumulative effect of retrospective application as an adjustment to opening equity on the date of initial application.

The directors anticipate that the adoption of IFRS 16 will not have a significant impact on the Company's financial statements.

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

**3. EXPLORATION AND EVALUATION ASSETS**

The schedule below summarises the carrying amounts of acquisition costs and all capitalised exploration expenditures incurred to date for each mineral property interest that the Company is continuing to explore as at September 30, 2017:

	December 31, 2016	Movement 2017	September 30, 2017
	\$	\$	\$
<b>Burkina Faso</b>			
Tankoro (a)			
Acquisition costs	353,097	-	353,097
Exploration expenditure	21,019,099	3,117,320	24,136,419
Fee received from earn-in arrangement (c)	(6,518,496)	(3,119,499)	(9,637,995)
<b>Other</b>			
Acquisition costs	2,085,927	(102,468)	1,983,459
Exploration expenditure	7,661,555	1,522,766	9,184,321
Exploration expenditure written off (b)	(1,352,609)	-	(1,352,609)
Fee received from earn-in arrangement (c)	(1,562,372)	(625,164)	(2,187,536)
<b>Total Burkina Faso</b>	<b>21,686,201</b>	<b>792,955</b>	<b>22,479,156</b>
<b>Mali</b>			
Acquisition costs	69,106	-	69,106
Exploration expenditure	2,079,203	7,213	2,086,416
Exploration expenditure written off	(1,482,966)	-	(1,482,966)
<b>Total Mali</b>	<b>665,343</b>	<b>7,213</b>	<b>672,556</b>
<b>Total</b>	<b>22,351,544</b>	<b>800,168</b>	<b>23,151,712</b>

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phases is dependent on the successful development and commercial exploitation or sale of the respective areas.

*a. Tankoro Permit, Burkina Faso*

In early 2011, a subsidiary of the Company entered into an option agreement to acquire the Tankoro permit (“the Property”). The subsidiary had the right to earn up to a 100% interest with a trailing 1.5% Net Smelter Return (“NSR”) royalty, which the subsidiary had an option to acquire for \$1 million at any time after it had taken ownership of the permit. On November 2, 2012, the subsidiary exercised its option to acquire ownership of the Tankoro permit. Pursuant to the agreement with the vendor, the vendor retains the right to a 1.5% NSR for any future mineral production from the Property. The subsidiary retains the right to acquire the NSR for \$1 million at any time. On March 23, 2013, the Burkina Faso Ministry of Mines and Energy issued the exploration permit. The current term expires December 17, 2017 with the ability to extend for a further three year term by application to the Ministry of Mines and Energy.

The Company is responsible for ongoing annual expenditure commitments of \$146,524 required by the Government of Burkina Faso.

*b. Fee received from earn-in agreement*

During the nine month period the Company received fees of \$3,744,663 as part of an earn-in agreement (the “Agreement”) with Acacia Mining plc entered into in December 2014. In accordance with the Company’s accounting policy, the fee has been allocated to the carrying value of each permit on the basis of each permits carrying value when compared to the total carrying value of the seven permits subject to the Agreement.

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

**4. PLANT AND EQUIPMENT**

	<b>September 30, 2017</b>			
	<b>Plant and Equipment</b>	<b>Motor Vehicles</b>	<b>Office Equipment</b>	<b>Total</b>
	\$	\$	\$	\$
Opening Net Book Value	172,477	76,127	131,131	379,735
Additions	2,347	-	6,070	8,417
Disposals	-	-	-	-
Depreciation	(11,290)	(2,275)	(11,641)	(25,206)
<b>Closing Net Book Value</b>	<b>163,534</b>	<b>73,852</b>	<b>125,560</b>	<b>362,946</b>
Opening Cost	345,372	273,177	333,227	951,776
Accumulated Depreciation	(181,838)	(199,325)	(207,667)	(588,830)
<b>Closing Net Book Value</b>	<b>163,534</b>	<b>73,852</b>	<b>125,560</b>	<b>362,946</b>

	<b>December 31, 2016</b>			
	<b>Plant and Equipment</b>	<b>Motor Vehicles</b>	<b>Office Equipment</b>	<b>Total</b>
	\$	\$	\$	\$
Opening net book value	200,600	89,045	126,433	416,078
Additions	3,437	-	20,922	24,359
Disposals	-	(10,767)	-	(10,767)
Depreciation	(31,560)	(2,151)	(16,224)	(49,935)
<b>Closing net book value</b>	<b>172,477</b>	<b>76,127</b>	<b>131,131</b>	<b>379,735</b>
Cost	343,025	273,177	327,157	943,359
Accumulated Depreciation	(170,548)	(197,050)	(196,026)	(563,624)
<b>Closing Net Book Value</b>	<b>172,477</b>	<b>76,127</b>	<b>131,131</b>	<b>379,735</b>

**5. INVESTMENT IN ASSOCIATE**

	<b>September 30, 2017</b>	<b>December 31, 2016</b>
	\$	\$
Karankasso Project Joint Venture – at cost	1,836,170	1,239,114

**Sarama Resources Ltd**  
*An Exploration Stage Company*  
**Notes to the Condensed Consolidated Financial Statements**  
*(Unaudited)*  
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**6. SHARE CAPITAL**

*(a) Authorised Share Capital*

At September 30, 2017, the authorised share capital comprised an unlimited number of common shares without par value.

*(b) Issued Share Capital*

	<b>Capital Stock Number</b>	<b>\$</b>
<b>Balance, December 31, 2016</b>	121,169,292	40,585,749
Shares issued during the period ended September 30, 2017	18,691,110	2,355,602
<b>Balance September 30, 2017</b>	<b>139,860,402</b>	<b>42,941,351</b>

*Details of issues of common shares*

On February 16, 2017 The Company introduced an incentive program designed to encourage the early exercise of up to 10,361,183 warrants originally issued between May 30 and July 4, 2014 and exercisable at C\$0.20. As an incentive to exercise early the Company offered one half of one warrant exercisable until March 17, 2019 at a price of C\$0.35 to those warrant holders who exercised their original warrants prior to March 17, 2017.

Upon completion of the incentive program, an aggregate of 7,263,333 warrants had been exercised, resulting in gross proceeds to the Company of C\$1,452,666.60. In connection with the incentive program, the Company issued an aggregate of 3,615,040 incentive warrants, exercisable until March 17, 2019 at a price of C\$0.35

On February 17, 2017, 50,000 warrants issued in September 2016, exercisable at C\$0.20 and expiring September 2018, were exercised for total proceeds of C\$10,000

On March 24, 2017, 100,000 options, exercisable at C\$0.10, were exercised for total proceeds of C\$10,000

On May 31, 2017, 1,000,000 warrants issued between May 30 and July 4, 2014 and exercisable at C\$0.20, were exercised for total proceeds of C\$200,000

On July 20, 2017 the Company announced a private placement to raise gross proceeds of up to C\$2,500,000. The private placement process was completed on August 3, 2017 and resulted in gross proceeds of C\$1,850,000 (\$1,473,039) less share issuance costs of \$36,339 being raised by issuing 10,277,777 shares.

*(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:

<b>Grant Date</b>	<b>No.</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
January 31, 2013 (fully vested)	927,500	0.80	January 31, 2018
December 14, 2014 (fully vested)	300,000	0.10	December 30, 2017
January 5, 2015 (fully vested)	2,080,000	0.10	January 5, 2018
February 26, 2016 (fully vested)	1,445,000	0.10	February 26, 2019
January 5, 2017 (partially vested)	4,995,000	0.20	January 5, 2020
	<b>9,747,500</b>		

100,000 options have been exercised in the nine month period ended September 30, 2017 (period ended September 30, 2016: Nil).

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(d) *Stock-Based Compensation*

For the nine month period ended September 30, 2017, the expense incurred relating to stock-based compensation was \$266,246 (2016: \$33,947).

For the nine month period ended September 30, 2017, the Company granted stock options to its directors, officers, employees and consultants and estimated the stock based compensation as follows:

	<b>January 5, 2017</b>
Total options granted	4,995,000
Exercise price	C\$0.20
Estimated fair value of compensation recognised	\$287,806
Balance to be recognised over remaining vesting period	\$21,560
Estimated fair value per option	\$0.02

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:

	<b>January 5, 2017</b>
Risk-free interest rate	0.74%
Expected dividend yield	0%
Expected stock price volatility	105%
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.

(e) *Warrants*

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

	<b>Total Warrants Issued</b>	<b>Exercise Price (C\$)</b>	<b>Estimated fair value of warrants (i)</b>	<b>Estimated fair value per warrant</b>
Shareholder Warrants issued December 22, 2015	4,001,524	\$0.15	207,441	\$0.06
Shareholder Warrants issued June 24 and June 30, 2016	7,789,493	\$0.20	237,645	\$0.04
Shareholder Warrants issued March 17, 2017	3,615,040	\$0.35	111,986	\$0.04
	<b>15,406,057</b>		<b>557,072</b>	<b>\$0.04</b>
Broker Warrants issued June 24 and June 30, 2016	501,900	\$0.20	25,753	\$0.06
Acquisition Warrants issued December 12, 2016	3,000,000	\$0.19	225,861	\$0.08
Acquisition Warrants issued December 12, 2016	2,000,000	\$0.24	167,196	\$0.09
	<b>5,501,900</b>		<b>418,810</b>	<b>\$0.08</b>
<b>Total</b>	<b>20,907,957</b>		<b>975,882</b>	<b>\$0.05</b>

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During the nine month period ended September 30, 2017 there were the following movements in warrants;

8,313,333 warrants were exercised at C\$0.20 per warrant.

2,097,850 warrants, exercisable at C\$0.20 per warrant, had expired.

3,615,040 warrants, exercisable until March 17, 2019 at a price of C\$0.35, were issued.

The fair value of shareholder warrants are recognised as a financial liability in the financial statements in accordance with IAS 32.

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.

- (i) 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:

<b>Warrant issue</b>	<b>Risk – free interest rate</b>	<b>Expected dividend yield</b>	<b>Expected stock price volatility</b>	<b>Remaining warrant life</b>
Shareholder Warrants issued December 22, 2015	0.52%	0%	105%	15 months
Shareholder Warrants issued June 30, 2016	0.52%	0%	105%	9 months
Broker Warrants issued June 30, 2016	0.52%	0%	105%	3 months
Acquisition Warrants issued December 12, 2016	0.74%	0%	105%	15 months
Acquisition Warrants issued December 12, 2016	0.74%	0%	105%	27 months
Acquisition Warrants issued March 17, 2017	0.75%	0%	105%	18 months

Changes in the fair value of the Shareholder Warrants recognised as financial liability are as follows:

	<b>\$</b>
Fair value at December 31, 2016	996,618
Fair value ascribed to new warrants issued as incentive for early exercise of 2014 warrants (refer 6(b))	297,010
Fair value (gain) on warrants carried at fair value through profit or loss	(736,556)
Fair value at September 30, 2017	<b>557,072</b>

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**7. 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 Burkina Faso and non-operating interests in Mali and Liberia.

**Non-current Assets**

**September 30, 2017**

	<b>Burkina Faso</b>	<b>Mali</b>	<b>Liberia</b>	<b>Other</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Exploration and evaluation assets	22,479,156	672,556	-	-	23,151,712
Plant and equipment	358,750	-	-	4,196	362,946
Investment in Associate	1,836,170	-	-	-	1,836,170
Royalty	-	-	23,131	-	23,131
<b>Total non – current assets</b>	<b>24,674,076</b>	<b>672,556</b>	<b>23,131</b>	<b>4,196</b>	<b>25,373,959</b>

**Non-current Assets**

**December 31, 2016**

	<b>Burkina Faso</b>	<b>Mali</b>	<b>Liberia</b>	<b>Other</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Exploration and evaluation assets	21,686,201	665,343	-	-	22,351,544
Plant and equipment	368,302	-	-	11,433	379,735
Investment in Associate	1,239,114	-	-	-	1,239,114
Royalty	-	-	23,131	-	23,131
<b>Total non – current assets</b>	<b>23,293,617</b>	<b>665,343</b>	<b>23,131</b>	<b>11,433</b>	<b>23,993,524</b>

**Loss**

**September 30, 2017**

	<b>Burkina Faso</b>	<b>Mali</b>	<b>Liberia</b>	<b>Other</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Loss for the period from continuing operations	-	-	-	453,334	453,334
Loss for the period from discontinuing operations	-	-	-	-	-
<b>Net loss</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>453,334</b>	<b>453,334</b>

**Loss**

**September 30, 2016**

	<b>Burkina Faso</b>	<b>Mali</b>	<b>Liberia</b>	<b>Other</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Loss for the period from continuing operations	-	-	-	3,681,912	3,681,912
Loss for the period from discontinuing operations	-	-	478,082	-	478,082
<b>Net loss</b>	<b>-</b>	<b>-</b>	<b>478,082</b>	<b>3,681,912</b>	<b>4,159,994</b>



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**8. BASIC AND DILUTED LOSS PER SHARE**

	<b>September 30, 2017</b>	<b>September 30, 2016</b>
	<b>Cents per share</b>	<b>Cents per share</b>
Basic and diluted loss per share		
- Continuing operations	0.4	4.1
- Discontinuing operations	-	0.5
	<b>\$</b>	<b>\$</b>
Net loss used in calculating basic/diluted loss per share		
- Continuing operations	453,334	3,681,912
- Discontinuing operations	-	478,082
	<u>453,334</u>	<u>4,159,994</u>
Weighted average number of shares on issue during the financial period used in the calculation of basic loss income per share	129,230,806	101,059,502

Diluted loss per share as at September 30, 2017 is the same as basic loss per share as it is unlikely that the warrants will be converted into common shares.

**9. NOTES TO THE CASH FLOW STATEMENT**

Reconciliation of loss after tax to net cash flows from operations

	<b>September 30, 2017</b>	<b>September 30, 2016</b>
	<b>\$</b>	<b>\$</b>
Loss for the period	(453,334)	(4,159,994)
Depreciation	7,237	10,358
Loss from discontinued operations		478,082
Gain on revaluation of available-for-sale financial assets		
Stock-based compensation	266,246	33,947
Fair value loss / (gain) on warrants	(736,556)	2,519,542
Net exchange and translation differences (gain)/loss	(46,848)	(7,076)
Net cash outflows used in operating activities before change in working capital	(963,255)	(1,125,141)
Change in working capital	(371,034)	(215,877)
Net cash outflows used in operating activities	<u>(1,334,289)</u>	<u>(1,341,018)</u>