

Sarama Resources Ltd

(An Exploration Stage Company)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS MARCH 31, 2015

(Unaudited, Expressed in United States Dollars)

Notice of No Auditor Review

The accompanying unaudited condensed consolidated interim financial statements of Sarama Resources Ltd. 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 unaudited condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Corporate Directory	2
Independent Auditor's Report.....	3
Condensed Consolidated Statement of Financial Position	5
Condensed Consolidated Statement of Loss and Comprehensive Loss	6
Condensed Consolidated Statement of Cash Flows.....	7
Condensed Consolidated Statement of Changes in Equity.....	8
Notes to the Condensed Consolidated Financial Statements.....	9

DIRECTORS

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

REGISTERED OFFICE

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LIBERIA OFFICE

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LEGAL ADVISORS

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AUDITORS

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SHARE REGISTRY

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

	Note	As at March 31, 2015 \$	As at December 31, 2014 \$
ASSETS			
Current assets			
Cash and cash equivalents		2,095,859	2,513,626
Security deposits		27,151	28,484
Accounts receivable		143,624	145,016
Prepayments		159,627	168,454
Total current assets		2,426,261	2,855,580
Non-current assets			
Exploration and evaluation assets	4	25,750,228	25,712,277
Plant and equipment	5	486,823	490,797
Total non-current assets		26,237,051	26,203,074
Total assets		28,663,312	29,058,654
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		256,906	288,590
Financial liabilities	6(e)	148,471	99,776
Total current liabilities		405,377	388,366
Total non-current liabilities		-	-
Total liabilities		405,377	388,366
EQUITY			
Share capital	6(a)	37,749,218	37,749,218
Stock-based compensation reserve	6(d)	2,085,387	2,054,396
Foreign currency translation reserve		(181,931)	(186,380)
Deficit		(11,394,739)	(10,946,946)
Total equity		28,257,935	28,670,288
Total liabilities and equity		28,663,312	29,058,654

These financial statements are authorised for issue by the Board of Directors on May, 27, 2015.

They are signed on the Company's behalf by:

 (Signed) "Andrew Dinning" Andrew Dinning, Director

 (Signed) "L.Simon Jackson" L. 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 Comprehensive Loss
Expressed in United States Dollars
(Unaudited)

	Note	Three month period ended March 31, 2015 \$	Three month period ended March 31, 2014 \$
Income			
Interest income		2,562	6,160
Other income		-	6,357
		2,562	12,517
Expenses			
Accounting and audit		24,710	23,189
Stock-based compensation		30,991	37,504
Salaries		176,754	167,870
Directors Fees		37,085	23,007
Professional fees		6,328	18,267
Office and general		31,472	56,141
Travel		-	2,942
Marketing and investor relations		44,358	53,593
Business development		5,711	-
Depreciation		6,701	9,091
Foreign exchange loss		37,550	5,256
Insurance		-	13,682
Exploration expenditure written off		-	11,204
Fair value loss on warrants carried at fair value through profit and loss		48,695	-
Total expenses		450,355	421,746
(Loss) / Profit before income tax		(447,793)	(409,229)
Income tax expense		-	-
(Loss) / Profit for the period		(447,793)	(409,229)
Other comprehensive (loss)			
Exchange differences on translation of foreign operations		4,449	(90,116)
Comprehensive loss for the period		(443,344)	(499,345)
Basic and diluted earnings/ (loss) per common share (cents)	8	(0.5)	(0.6)

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

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

	Three months ended March 31, 2015	Three months ended March 31, 2014
Note		\$
Cash flows used in operating activities		
Payments to suppliers and employees	(347,881)	(443,385)
Interest received	2,562	6,160
Net cash used in operating activities	<u>(345,319)</u>	<u>(437,225)</u>
Cash flows used in investing activities		
Purchase of plant and equipment	-	4,472
Payments for exploration and evaluation	(1,389,635)	(781,317)
Funds received from earn in agreement	1,351,684	-
Net cash used in investing activities	<u>(37,951)</u>	<u>(776,845)</u>
Cash flows from financing activities		
Proceeds from issues of equity securities	-	-
Net cash generated by financing activities	-	-
Net decrease in cash and cash equivalents	<u>(383,270)</u>	<u>(1,214,070)</u>
Net foreign exchange differences	(34,497)	(59,446)
Cash and cash equivalents at beginning of the period	2,513,626	4,200,852
Cash and cash equivalents at end of the period	<u>2,095,859</u>	<u>2,927,336</u>

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
Expressed in United States Dollars
(Unaudited)

	Number of common shares	Share capital (note 5) \$	Stock - based compensation reserve (note 5(d)) \$	Foreign currency translation reserve \$	Deficit \$	Total \$
Balance at January 1, 2014	66,159,894	35,593,423	2,002,791	96,035	(8,852,264)	28,839,985
Loss attributed to members of the company	-	-	-	-	(409,229)	(409,229)
Exchange differences on translation of foreign operations	-	-	-	(90,116)	-	(90,116)
Total comprehensive loss for the period	-	-	-	(90,116)	(409,229)	(499,345)
Transactions with owners in their capacity as owners:						
Stock-based compensation	-	-	37,504	-	-	37,504
Balance at March 31, 2014	66,159,894	35,593,423	2,040,295	5,919	(9,261,493)	28,378,144
Balance at January 1, 2015	87,152,260	37,749,218	2,054,396	(186,380)	(10,946,946)	28,670,288
Loss attributed to members of the company	-	-	-	-	(447,793)	(447,793)
Exchange differences on translation of foreign operations	-	-	-	4,449	-	4,449
Total comprehensive loss for the period	-	-	-	4,449	(447,793)	(443,344)
Transactions with owners in their capacity as owners:						
Stock-based compensation	-	-	30,991	-	-	30,991
Balance at March 31, 2015	87,152,260	37,749,218	2,085,387	(181,931)	(11,394,739)	28,257,935

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
Expressed in United States Dollars
(Unaudited)

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 approved these condensed consolidated interim financial statements on May 27, 2015.

Basis of Presentation

These condensed consolidated interim financial statements have been prepared 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, 2014 except as described in Note 2. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The condensed consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2014, which have been prepared in accordance with IFRS.

2. CHANGES IN ACCOUNTING POLICIES

There have been no changes to the accounting policies to those detailed in the Consolidated Financial Statements for the year ended December 31, 2014.

3. ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE

The following pronouncements were issued by the IASB and will be mandatory for accounting periods after December 31, 2014. The pronouncements have been evaluated and are not considered advantageous for early adoption.

IFRS 9 addresses the classification, measurement and de-recognition of financial assets and financial liabilities and introduces new rules for hedge accounting. In December 2014, 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 Company is assessing the impact of adopting IFRS 9 on its consolidated financial statements which is mandatory for financial years commencing on or after January 1, 2018.

The IASB has issued a new standard (IFRS 15) for the recognition of revenue. This will replace 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 Company is currently assessing the impact of adopting IFRS 15 on its consolidated financial statements which is mandatory for financial years commencing on or after 1 January 2017.

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

There are no other standards that are not yet effective and that are expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

4. 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 March 31, 2015:

	December 31, 2014	Movement 2015	March 31, 2015
	\$	\$	\$
Burkina Faso			
Tankoro (a)			
Acquisition costs	353,097	-	353,097
Exploration expenditure	15,435,992	1,040,935	16,476,927
Fee and funds received from earn-in arrangement (b)	(898,749)	(1,226,690)	(2,125,439)
Other			
Acquisition costs	636,582	-	636,582
Exploration expenditure	6,445,654	162,663	6,608,317
Exploration expenditure written off	(1,332,763)	-	(1,332,763)
Fee received from earn-in arrangement (b)	(101,251)	(124,994)	(226,245)
Total Burkina Faso	20,538,562	(148,086)	20,390,476
Mali			
Acquisition costs	69,106	-	69,106
Exploration expenditure	2,028,038	12,769	2,040,807
Exploration expenditure written off	(1,482,966)	-	(1,482,966)
Total Mali	614,178	12,769	626,947
Liberia			
Pedsam			
Exploration expenditure	4,288,480	78,464	4,366,944
Other			
Acquisition costs	30,000	-	30,000
Exploration expenditure	306,140	94,804	400,944
Exploration expenditure written off	(65,083)	-	(65,083)
Total Liberia	4,559,537	173,268	4,732,805
Total	25,712,277	37,951	25,750,228

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

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

permit. The permit contained no additional conditions and the current term expired on December 17, 2014. In accordance with the Burkina Faso Mining Code, the subsidiary has elected to renew the permit for a further three years from this expiry date. The renewal of the Tankoro permit is currently in process.

The Company is responsible for ongoing annual expenditure commitments of \$131,361 required by the Government of Burkina Faso.

b. Funds received from earn-in agreement

During the quarter the Company received funding of \$1,351,684 in accordance with the earn-in agreement (the “**Agreement**”) with Acacia Mining plc. These funds have been applied to exploration and evaluation activities.

In accordance with the Company’s accounting policy, this funds are treated as a recovery of the costs of the exploration and evaluation expenditure incurred on the permits subject to the earn-in agreement. The Company has allocated the funds 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.

5. PLANT AND EQUIPMENT

March 31, 2015

	Plant and Equipment	Motor Vehicles	Office Equipment	Total
	\$	\$	\$	\$
Opening net book value	240,772	126,983	123,042	490,797
Additions	6,396	-	23,881	30,277
Depreciation	(12,501)	(12,991)	(6,887)	(32,378)
Closing net book value	234,667	113,993	140,036	488,695
Cost	361,506	415,030	333,589	1,110,125
Accumulated Depreciation	(126,840)	(301,038)	(193,552)	(621,430)
Closing Net Book Value	234,667	113,992	140,036	488,695

December 31, 2014

	Plant and Equipment	Motor Vehicles	Office Equipment	Total
	\$	\$	\$	\$
Opening Net Book Value	292,460	227,238	160,485	680,183
Additions	500	-	13,954	14,454
Disposals	-	(31,052)	-	(31,052)
Depreciation	(52,188)	(69,203)	(51,397)	(172,788)
Closing Net Book Value	240,772	126,983	123,042	490,797
Opening Cost	355,111	415,030	309,707	1,079,848
Accumulated Depreciation	(114,339)	(288,047)	(186,665)	(589,051)
Closing Net Book Value	240,772	126,983	123,042	490,797

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

6. SHARE CAPITAL

(a) Authorised Share Capital

At March 31, 2015, the authorised share capital comprised an unlimited number of common shares without par value.

(b) Issued Share Capital

	Capital Stock	
	Number	\$
Balance December 31, 2014	87,152,260	37,749,218
Shares issued during the period ended March 31, 2015	-	-
Balance March 31, 2015	87,152,260	37,749,218

(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 five years. Options can be exercised at any time prior to their expiry date.

Details are as follows:

Grant Date	No.	Exercise Price C\$	Expiry Date
May 12, 2011 (vested)	1,950,000	0.75	May 12, 2016
July 28, 2011 (vested)	450,000	1.00	July 28, 2016
February 20, 2012 (vested)	895,000	1.00	February 17, 2017
January 31, 2013 (vested)	927,500	0.80	January 31, 2018
January 30, 2014 (vested)	1,415,000	0.28	January 30, 2017
December 14, 2014 (partially vested)	300,000	0.10	December 30, 2017
January 5, 2015 (partially vested)	2,330,000	0.10	January 5, 2018

No options have been exercised in the period ended March 31, 2015 (period ended March 31, 2014: Nil).

On January 5, 2015, the Company granted 2,330,000 options to directors, executive officers, management and employees in accordance with the Company’s stock option plan. The option’s vesting conditions were that 50% vest immediately and 50% vest 6 months from the date of grant. The options have a term of 3 years and are exercisable at a price of C\$0.10 per share.

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

(d) *Stock-Based Compensation*

For the period ended March 31, 2015, the Company granted stock options to its directors, officers, employees and consultants and estimated the stock based compensation as follows:

	January 5, 2015
Total options granted	2,330,000
Exercise price	CAD\$0.10
Estimated fair value of compensation recognised	\$30,991
Balance to be recognised over remaining vesting period	\$10,330
Estimated fair value per option	1.8c

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 5, 2015
Risk-free interest rate	0.97%
Expected dividend yield	0%
Expected stock price volatility	105%
Expected option life in years	1.5 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.

Warrant issue	Total Warrants Issued	Exercise Price	Estimated fair value of warrants (i)	Estimated fair value per warrant
Shareholder Warrants issued between May 30, 2014 and July 4, 2014	10,496,183	CAD\$0.20	660,231	6.3c
Total	10,496,183		660,231	6.3c

Changes in the fair value of these warrants are as follows:

	\$
Fair value at December 31, 2014	99,776
Fair value (gain) on warrants carried at fair value through profit and loss	48,695
Fair value at December 31, 2014	148,471

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

- (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	Risk – free interest rate	Expected dividend yield	Expected stock price volatility	Remaining warrant life in years
Shareholder Warrants issued between May 30, 2014 and July 4, 2014	1.1%	0%	105%	1 year and 6 months

7. 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 December 31, 2014 according to the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities (level 1),
- (b) 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
- (c) 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 March 31, 2015, the Company has a warrant liability recognised at fair value. The level 2 financial liability is recognised at fair value through the profit and loss carried at fair value of \$148,471 (December 31, 2014: \$99,776).

8. BASIC AND DILUTED (LOSS) INCOME PER SHARE

	March 31, 2015 Cents per share	Three months ending March 31, 2014 Cents per share
Basic (loss) income per share	(0.5)	(0.6)
Diluted (loss) income per share	(0.5)	(0.6)
Net (loss) income used in calculating basic/diluted (loss) income per share	\$ (447,793)	\$ (409,229)
<i>Weighted average number of shares on issue during the financial year used in the calculation of basic (loss) income per share</i>	87,152,260	66,159,894