

AWALÉ RESOURCES LIMITED

**Condensed interim consolidated financial statements June 30, 2022,
and June 30, 2021**

(unaudited)

(expressed in United States dollars)

NOTICE TO READER

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

Awalé Resources Limited
Condensed Interim Consolidated Statement of Financial
Position

(expressed in US dollars)

(unaudited)

		As at 30-Jun-22	As at 31-Dec-21
		\$	\$
Assets			
Current			
Cash and cash equivalents		333,119	56,999
Receivables	5	13,094	16,574
Prepaid expenses and other current assets		32,961	25,527
Total current assets		379,174	99,100
Non-current			
Deposit		7,957	7,957
Property, plant and equipment	6	77,090	97,904
Receivables	5	100,000	-
Exploration and evaluation	7	11,893,389	12,176,239
Total Non-current assets		12,078,436	12,282,100
TOTAL ASSETS		12,457,610	12,381,200
Liabilities			
Current			
Accounts payable and accrued liabilities	8	1,449,113	1,135,214
Total Current liabilities		1,449,113	1,135,214
Non-current			
Loan	11	30,962	31,662
Total Non-current liabilities		30,962	31,662
Shareholders' equity			
Capital stock	9	10,746,221	9,779,691
Reserves	10	5,498,818	6,124,270
Accumulated deficit		(5,271,475)	(4,694,310)
Non-controlling interest		3,971	4,673
Total Shareholders' equity		10,977,535	11,214,324
TOTAL LIABILITIES AND EQUITY		12,457,610	12,381,200

Should be read in conjunction with the notes to the condensed interim consolidated financial statements

Awalé Resources Limited
Condensed Interim Consolidated Statement of Profit or Loss and Other Comprehensive
Income/(Loss)
(Expressed in USD)
(unaudited)

		For the three months ended		For the six months ended	
		30-Jun-22	30-Jun-21	30-Jun-22	30-Jun-21
		USD	USD	USD	USD
Other Income					
Other income	7	6,414	-	6,414	-
		<u>6,414</u>	<u>-</u>	<u>6,414</u>	<u>-</u>
Expenses					
Share based payments	10	(55,167)	(207,590)	(156,294)	(362,749)
Salaries and directors' fees		(70,813)	(76,476)	(137,737)	(140,673)
Office and regulatory		(27,421)	(37,111)	(59,034)	(57,702)
Professional fees		(80,697)	(40,703)	(95,404)	(52,972)
Property investigation costs/provision against exploration and evaluation expenditure	7	(43,050)	(52,420)	(100,878)	(52,420)
Investor relations		(4,574)	(15,549)	(12,699)	(33,464)
Travel		(9,035)	-	(11,498)	-
Depreciation	6	(7,734)	(7,038)	(14,079)	(13,988)
Foreign exchange (loss)/gain		5,058	(16,929)	4,527	(14,262)
Interest		(483)	-	(483)	-
Total expenses		(293,916)	(453,816)	(583,579)	(728,230)
Tax		-	-	-	-
Loss after tax		(287,502)	(453,816)	(577,165)	(728,230)
Other Comprehensive Income/Loss Items that may be reclassified in future years to the statement of loss					
Net movement in foreign currency translation reserve net of tax		(622,110)	72,723	(855,273)	(221,276)
Total comprehensive loss		(909,612)	(381,093)	(1,432,438)	(949,506)
Weighted average number of common shares outstanding		24,353,580	155,655,105	25,988,142	139,949,382
Basic and diluted loss per share	17	(0.01)	(0.00)	(0.02)	(0.00)

Should be read in conjunction with the notes to the condensed interim consolidated financial statements

Awalé Resources Limited
Condensed Interim Consolidated Statements of Changes in Equity

(expressed in US dollars)
(unaudited)

	Capital stock (Note 9)	Accumulated Deficit	Reserves (Note 10)	Non controlling interests	TOTAL
	\$	\$	\$	\$	\$
Balance, January 1, 2021	7,373,213	(2,998,493)	5,457,271	5,544	9,837,535
Loss	-	(728,230)	-	-	(728,230)
Foreign exchange movements	-	-	(221,276)	-	(221,276)
Total comprehensive loss	-	(728,230)	(221,276)	-	(949,506)
<i>Transactions with owners in their capacity as owners:</i>					
Issue of shares	3,113,423	-	(162,344)	-	2,951,079
Shares to be issued	(65,172)	-	-	-	(65,172)
Warrant cost	(1,044,022)	-	1,044,022	-	-
Option cost	-	-	362,749	-	362,749
Movement in non -controlling interest	-	-	-	(2,017)	(2,017)
	2,004,229	-	1,244,427	(2,017)	3,246,639
Balance June 30 2021	9,377,442	(3,726,723)	6,480,422	3,527	12,134,668
Loss	-	(967,587)	-	-	(967,587)
Foreign exchange movements	-	-	(427,218)	-	(427,218)
Total comprehensive loss	-	(967,587)	(427,218)	-	(1,394,805)
<i>Transactions with owners in their capacity as owners:</i>					
Issue of shares	92,949	-	-	-	92,949
Shares to be issued	-	-	137,335	-	137,335
Warrant cost	309,300	-	(309,300)	-	-
Option cost	-	-	243,030	-	243,030
Movement in non -controlling interest	-	-	-	1,146	1,146
	402,249	-	71,066	1,146	474,461
Balance, December 31, 2021	9,779,691	(4,694,310)	6,124,270	4,673	11,214,324

Should be read in conjunction with the notes to the condensed interim consolidated financial statements

Awalé Resources Limited

Condensed Interim Consolidated Statements of Changes in Equity

(expressed in USD)

(unaudited)

	Capital stock (Note 9)	Accumulated Deficit	Reserves (Note 10)	Non controlling interests	TOTAL
	\$	\$	\$	\$	\$
Balance, January 1, 2022	9,779,691	(4,694,310)	6,124,270	4,673	11,214,324
Loss	-	(577,165)	-	-	(577,165)
Foreign exchange movements	-	-	(855,273)	-	855,273
Total comprehensive loss	-	(577,165)	(855,273)	-	(1,432,438)
<i>Transactions with owners in their capacity as owners:</i>					
Issue of shares	1,182,602	-	(137,335)	-	1,045,267
Share issue costs	(5,210)	-	-	-	(5,210)
Warrant cost	(210,862)	-	210,862	-	-
Option cost	-	-	156,294	-	156,294
Movement in non -controlling interest	-	-	-	(702)	(702)
	966,530	-	229,821	(702)	1,195,649
Balance, June 30, 2022	10,746,221	(5,271,475)	5,498,818	3,971	10,977,535

Should be read in conjunction with the notes to the condensed interim consolidated financial statements

Awalé Resources Limited
Condensed Interim Consolidated Statement of Cash Flows
(expressed in US dollars)
(unaudited)

Six months ended		30-Jun-22	30-Jun-21
		\$	\$
Cash flow from operating activities			
Proceeds from management fee		6,414	-
Payments to suppliers and employees		(225,089)	(316,392)
Total cash outflows from operating activities	15	(218,675)	(316,392)
Cash flows from investing activities			
Payments for exploration activities		(660,415)	(1,878,257)
Payments for property, plant and equipment		(574)	(42,760)
Proceeds from earn -in – Newmont		91,460	-
Total cash inflows/(outflows) from investing activities		(569,529)	(1,921,017)
Cash flows from financing activities			
Proceeds from issue of share capital and warrants	9	1,005,165	2,699,239
Share issue costs	9	(5,210)	(65,172)
Lease payments		-	(4,382)
Total cash inflows from financing activities		999,955	2,629,685
Net increase/(decrease) in cash equivalents		211,751	392,276
Effect of fluctuations in exchange rate		64,369	(48,479)
Cash at the beginning of the period		56,999	646,373
Cash at the end of the year		333,119	990,170

Should be read in conjunction with the notes to the condensed interim consolidated financial statements

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months
ended June 30, 2022 and June 30, 2021

(expressed in USD)
(unaudited)

1. Nature of operations

Awalé Resources Limited (“Awalé” or the “Company”), was incorporated under the Business Corporations Act of British Columbia on June 23, 2015. On April 14, 2016 the Company completed an initial public offering and became a capital pool company as defined in the TSX Venture Exchange (“TSXV”) Policy 2.4.

The Company and its subsidiaries (the “Group”) are involved in mineral exploration in Côte d’Ivoire.

The principal place of business and registered office is 8681, Clay Street, Mission, British Columbia, Canada.

2. Basis of preparation

These condensed interim consolidated financial statements for the three and six months ended June 30, 2022, and June 30, 2021 (“interim financial statements”) have been prepared in accordance with IAS 34 *Interim Financial Reporting*. These interim financial statements do not include certain information and disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”) and should be read in conjunction with the Company’s annual financial statements for the year ended December 31, 2021, which were prepared in accordance with IFRS as issued by the International Accounting Standards Board.

These interim financial statements of the Company and its subsidiaries for the three and six months ended June 30, 2022, were approved and authorized for issue by the Board of Directors on August 29, 2022.

Presentation currency

These interim financial statements are presented in United States dollars (US\$) this differs to the Parent Company’s functional currency which is Canadian Dollars (C\$). The presentation currency differs from the Parent Company, as the Company incurs expenditure in multiple currencies and the US\$ is commonly used as a reference in the junior exploration sector. All amounts are expressed in US\$ unless otherwise noted. Functional currencies of each entity are set out below. Refer Note 3.

3. Significant accounting policies and future accounting changes

The accounting policies set out below have been applied consistently to all years presented in these interim financial statements except as discussed in the section – “New Accounting Standards”.

Basis of consolidation and functional currency

These interim financial statements include the accounts of the Company and its subsidiaries (the “Group”):

Entity	Ownership percentage	Country of incorporation	Functional currency
Awalé Resources Limited (the Company)	-	Canada	Canadian Dollar (C\$)
Awalé Resources Limited	100.0%	Guernsey	United States dollar (US\$)
Awalé Resources (SARL)	100.0%	Côte d’Ivoire	West African CFA franc (CFA)
Srika Gold Limited	100.0%	Côte d’Ivoire	West African CFA franc (CFA)
Africa New Geological Technologies Côte d’Ivoire SARL	90.0%	Côte d’Ivoire	West African CFA franc (CFA)
Aforo Resources Côte d’Ivoire	100.0%	Côte d’Ivoire	West African CFA franc (CFA)
Aforo (Ivory Coast) Holdings Limited	100.0%	Australia	Australian Dollar (AUD)
Minera Mariana de Chile Limitada*	100.0%	Chile	Chilean Peso (CLP)
AMG Chile Limitada*	100.0%	Chile	Chilean Peso (CLP)

*Entities acquired by the Company effective June 30, 2018 for nil value. These are dormant companies that were agreed to be acquired by the Company as part of an agreement with Sandstorm Gold (“Sandstorm”). The Company will assess the value of these entities to the Company and if not required will be wound down.

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2022 and June 30, 2021

(expressed in USD)

(unaudited)

3. Significant accounting policies and future accounting changes (continued)

Foreign currencies

Transactions in foreign currencies are initially recorded by each entity in the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. All differences are taken to the statement of profit or loss and other comprehensive income ("OCI").

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognized in or profit or loss, respectively).

Subsidiaries

On consolidation, the assets and liabilities of foreign operations are translated into US\$ at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

Basis of consolidation

The interim consolidated financial statements comprise the financial statements of the Company and its subsidiaries. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if, and only if, the Company has all of the following:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. All intra-group assets and liabilities, revenues, expenses and cash flows relating to intra-group transactions are eliminated.

Each Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary

Non-controlling interest

Non-controlling interest represents the minority shareholder's portion of the profit or loss and net assets of subsidiaries and is presented separately in the statement of financial position and statement of loss and comprehensive loss. Losses within a subsidiary are attributable to the non-controlling interests even if that results in a deficit balance.

Cash and cash equivalents

Cash and cash equivalents consist of cash in bank and petty cash.

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2022 and June 30, 2021

(expressed in USD)
(unaudited)

3. Significant accounting policies and future accounting changes (continued)

Property, plant and equipment

Property, plant and equipment are carried at historical cost less any accumulated depreciation and impairment losses.

Depreciation is calculated on following basis over the estimated useful lives of property, plant and equipment:

Office equipment, software and licenses	Straight line over 2 -5 years
Fixtures	Straight line over 10 years
Motor vehicles	Straight line over 3 years

Exploration and evaluation assets

Recognition and measurement

Exploration and evaluation, including the costs of acquiring licenses and directly attributable general and administrative costs, initially are capitalized as exploration and evaluation. The costs are accumulated by areas of interest pending the determination of technical feasibility and commercial viability. Pre-license costs are expensed when incurred. Pre-exploration costs are expensed unless it is considered probable that they will generate future economic benefits.

The recoverability of amounts shown for exploration and evaluation is dependent upon the ability of each company to obtain financing to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon each company's ability to recover its costs through a disposition of its mineral resource properties. The amounts shown for exploration and evaluation do not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for exploration and evaluation.

The technical feasibility and commercial viability of extracting a mineral resource from an area of interest is considered to be determinable when proved and/or probable reserves are determined to exist, and the necessary permits have been received to commence production. A review of each area of interest is carried out at least annually. Upon determination of technical feasibility and commercial viability, exploration and evaluation is first tested for impairment and then reclassified to property, plant and equipment and/or intangibles or expensed to the statement of loss and comprehensive loss to the extent of any impairment.

Farm-outs — in the exploration and evaluation phase

The Group does not record any expenditure made by the farmee on its account. It also does not recognise any gain or loss on its exploration and evaluation farm-out arrangements but redesignates any costs previously capitalised in relation to the whole interest as relating to the partial interest retained. Any consideration received directly from the farmee is credited against costs previously capitalised in relation to the whole interest with any excess accounted for by the Company as a gain on disposal.

Impairment

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount. One or more of the following facts and circumstances indicate that the Group should test exploration and evaluation assets for impairment:

- (a) the period for which the Group has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed.
- (b) substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.
- (c) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the Group has decided to discontinue such activities in the specific area.
- (d) sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Where an indicator of impairment exists, a formal estimate of the recoverable amount is made.

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2022 and June 30, 2021

(expressed in USD)

(unaudited)

3. Significant accounting policies and future accounting changes (continued)

Exploration and evaluation assets (continued)

An impairment loss is recognized in the statement of loss and comprehensive loss if the carrying amount of an area of interest exceeds its estimated recoverable amount. The recoverable amount of an area of interest used in the assessment of impairment of exploration and evaluation is the greater of its value in use ("VIU") and its fair value less costs of disposal ("FVLCTS"). FVLCTS refers to the price that would be received to sell the area of interest in an orderly transaction between market participants. For an area of interest that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the area of interest belongs. Impairment losses previously recognized are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount only to the extent that the area of interest's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had been recognized.

Share capital

Share capital is classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Warrants

Proceeds from the issue of common share purchase warrants ("warrants") treated as equity are recorded as a separate component of equity. Costs incurred on the issue of warrants are netted against proceeds. Warrants issued with common shares are measured at fair value at the date of issue using the Black-Scholes pricing model, which incorporates certain input assumptions including the warrant price, risk-free interest rate, expected warrant life and expected share price volatility. The fair value is included as a component of equity and is transferred from warrants to common shares on exercise.

Reserves

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currency to the Group's presentation currency are recognized directly in other comprehensive income and accumulated in the foreign currency translation reserve. Refer Note 3.

Share-based payments

The Company offers a stock option plan for its officers, directors, employees and consultants. The fair value of stock options for each vesting period is determined using the Black-Scholes option pricing model and is recorded over the vesting period as an increase to stock-based compensation and contributed surplus. Expected forfeiture is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon the exercise of stock options, the proceeds received by the Company and the related contributed surplus are recorded as an increase to share capital. In the event that vested stock options expire, previously recognized share-based compensation is not reversed. In the event that stock options are forfeited, previously recognized share-based compensation associated with the unvested portion of the stock options forfeited is reversed.

The fair value of share-based payment transactions to non-employees and other share-based payments including shares issued to acquire exploration and evaluation are based on the fair value of the goods and services received. If the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or services.

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2022 and June 30, 2021

(expressed in USD)

(unaudited)

3. Significant accounting policies and future accounting changes (continued)

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Classification and measurement:

The Group classifies its financial assets into the following categories: those to be measured subsequently at fair value (either through OCI, or profit or loss) and those to be held at amortized cost. Classification depends on the business model for managing the financial assets and the contractual terms of the cash flows.

At initial recognition, the Group measures a financial asset at its fair value plus transactions costs in the case of a financial asset not recorded at FVTPL.

Receivables at amortised cost are subsequently measured using the effective interest rate (EIR) method and are subject to impairment

De-recognition:

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Impairment:

The Group recognises an allowance for estimated credit losses (ECLs) for all receivables not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original EIR. For receivables due in less than 12 months, the Group does not track changes in credit risk, but instead, recognises a loss allowance based on the financial asset's lifetime ECL at each reporting date. The expected credit loss is based on its historical credit loss experience in the past two years, current financial difficulties of the debtor and is adjusted for forward-looking factors specific to the debtor and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows and usually occurs when past due for more than one year and not subject to enforcement activity.

Financial liabilities:

Recognition:

All financial liabilities are initially recognized at fair value less transactions costs in the case of a financial liabilities not recorded at FVTPL.

Classification and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or as loans, borrowings and payables at amortised cost.

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2022 and June 30, 2021

(expressed in USD)

(unaudited)

3. Significant accounting policies and future accounting changes (continued)

Financial Instruments (continued)

De-recognition:

The Group derecognizes its financial liabilities when its contractual obligations are discharged, cancelled or expire.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification. An asset is classified as current when: it is either expected to be realized or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realized within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current. A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Loss per share

The Company presents basic and diluted loss per share data for its ordinary shares. Basic loss per share is calculated by dividing the loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for any of its own shares held. Diluted loss per share is determined by adjusting the loss attributable to shareholders and the weighted average number of ordinary shares outstanding, adjusted for any of its own shares held, for the effects of all dilutive potential ordinary shares, which comprise outstanding warrants and stock options. As at June 30, 2022 and June 30, 2021, outstanding shares, stock options and warrants are anti-dilutive.

The calculation of basic and diluted EPS for all periods presented is adjusted retrospectively when the number of ordinary or potential ordinary shares outstanding increases as a result of a capitalisation, bonus issue, or share split, or decreases as a result of a reverse share split. If such changes occur after the balance sheet date but before the financial statements are authorised for issue, the EPS calculations for those and any prior period financial statements presented are based on the new number of shares. The Company has adjusted its calculation retrospectively for the effect of 8:1 share consolidation.

Contingent Liabilities

The Group does not recognize a contingent liability component in the cost of an asset, when an asset or a group of assets that do not constitute a business are acquired. Any subsequent payments made in relation to the contingent element are adjusted against the cost of the asset as incurred.

Leases – Group as lessee

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Upon lease commencement, the Group recognizes a ROU asset, which is initially measured at the amount of the lease liability plus any direct costs incurred, which is then amortized over the life of the lease on a straight-line basis. The lease liability is initially measured at the present value of the lease payments payable over the lease term, discounted at the rate implicit in the lease; if the implicit lease rate cannot be determined, the incremental borrowing rate is used. Payments against the lease are then offset against the lease liability. The lease liability and ROU asset are subsequently remeasured to reflect changes to the terms of the lease. Assets and liabilities are recognized for all leases unless the lease term is less than or equal to twelve months or the lease is considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognized on a straight-line basis over the lease term.

Awalé Resources Limited
Notes to Condensed Interim Consolidated Financial Statements for the three and six months ended June 30, 2022 and June 30, 2021

(expressed in USD)

(unaudited)

3. Significant accounting policies and future accounting changes (continued)

Employee benefits

Short-term employee benefit liabilities pertain to wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Going concern

These interim financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

As at June 30, 2022 the Group reported net current liabilities of \$1,449,113, including \$931,675 of trade creditors. Cash on hand at June 30, 2022 was \$333,119. Given the nature of the Group as an exploration entity, the Group does not generate profits or operating cash flows and therefore has historically been dependent on the capital markets to obtain funding.

In the period from June 30, 2022 to the date of this report the Group has sought to conserve cash by reducing corporate and exploration activities. A share placement for 4,032,500 shares at \$0.16 per share was completed on March 25, 2022, with a further strategic investment completed on June 15, 2022 by Newmont Ventures Limited ("Newmont") of 3,232,994 shares @ \$0.16 which has been used to pay key creditors and fund continued operations until a larger private placement or equity infusion is completed. During this time, the Group has been in discussions with its largest creditors and employees to discuss payment terms and plans. No debts or other amounts payable have been called at the date of this report

Management and the Directors continue to actively monitor the Group's liquidity and have reviewed its consolidated cashflow requirements. The Group's consolidated cashflow forecast shows the Group's current cash on hand is insufficient to meet its existing liabilities and minimum expenditure commitments for the 2022 financial year. The Group's current cash reserves are also insufficient to meet its planned corporate activities and working capital requirements and planned Exploration and Mining activities. Satisfaction of the Group's minimum exploration expenditure commitments is critical to the maintenance of the Group's exploration tenures, failure to, may result in non-renewal or relinquishment of these exploration tenures in the future.

Therefore, in order to continue to meet existing repayment obligations and to fund future exploration activities (including minimum expenditure commitments) and general operating expenditure, the following events are in process and need to occur:

- The Group is in discussions regarding a strategic value accretive acquisition opportunity, which would, in the opinion of Management, provide a further basis for which the Group could raise further funds in the market.

Upon completion of the acquisition as described above, the Group intends to raise US\$2-3 million in capital via a private placement. The Group has confidence in the ability to raise these funds on the back of the proposed transaction above, its history of shareholder support and ability to raise funds in the capital markets. The funds raised will be used to repay existing creditors and fund future exploration work

In the interim, the Group continues to closely manage liquidity and rely on the informal financial support of its larger creditors and employees.

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(expressed in USD)
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3. Significant accounting policies and future accounting changes (continued)

Going concern (continued)

Whilst the Group has no plans to wholly or in part dispose of any of its interests in mineral exploration and development assets, should the above events not occur, the Group does retain the ability to do so if required. Based on the opportunities above, the Directors are satisfied that the continued application of the going concern basis of accounting is appropriate, however acknowledge that an equity raise is required within three months in order to remain a going concern. There can be no assurance that the Group will be able to obtain or access additional funding when required, or that the terms associated with the funding will be acceptable to the Directors. If the Group is unable to obtain such additional funding, it may be required to reduce the scope of its operations, which could adversely affect its business, financial condition and operating results.

As such, a material uncertainty exists with regards to the ability of the Group to continue to operate as a going concern. Should the Company be unable to access further equity capital or execute any of other alternate funding arrangements, it will be unable to realize its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. This may include the relinquishment and write off of exploration tenements and assets. The financial report does not include any adjustments that might be necessary should the Group not continue as a going concern.

New and amended accounting standards and interpretation adopted by the Group

All new and amended accounting standards and interpretations effective for the period ended June 30, 2022 have been adopted by the Group. The adoption of these new and amended accounting standards and interpretations had no impact on the Group.

Accounting Standards and Interpretations issued but not yet effective

Certain new and amended accounting standards and interpretations have been issued by the IASB but are not yet effective. The Group has not early adopted these accounting standards and interpretations. The relevant new and amended accounting standards and interpretations issued but not yet effective are as follows:

Amendments to IAS 1: Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and must be applied retrospectively.

The amendments are not expected to have a material impact on the Group.

Definition of Accounting Estimates - Amendments to IAS 8

In February 2021, the IASB issued amendments to IAS 8, in which it introduces a definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted as long as this fact is disclosed.

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3. Significant accounting policies and future accounting changes (continued)

Accounting Standards and Interpretations issued but not yet effective (continued)

The amendments are not expected to have a material impact on the Group.

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2

In February 2021, the IASB issued amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements, in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to IAS 1 are applicable for annual periods beginning on or after 1 January 2023 with earlier application permitted. Since the amendments to the Practice Statement 2 provide non-mandatory guidance on the application of the definition of material to accounting policy information, an effective date for these amendments is not necessary.

The Group is currently assessing the impact of the amendments to determine the impact they will have on the Group's accounting policy disclosures.

4. Significant accounting judgements, estimates and assumptions

These interim financial statements have been prepared in accordance with Note 1 Basis of Preparation and requires the Company's management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Significant accounting judgement

Accounting for contingent consideration payable on an asset acquisition - In accounting for the cash component of contingent consideration payable on an asset acquisition, including future royalties, the Company considers IAS 37 Provisions, Contingent liabilities and Contingent Assets to be the applicable Accounting Standard. Accordingly, no obligation for the cash component of contingent consideration payable based on the future performance of the asset and actions of the Company is recognized at the date of purchase of the related asset

Key Estimates

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are as follows:

Impairment of exploration and evaluation - Exploration and evaluation assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable through future exploitation or sale. Such circumstances include the period for which each company has the right to explore in a specific area, actual and planned expenditures, results of exploration, whether an economically-viable operation can be established and significant negative industry or economic trends. See Note 7.

Contractual obligation payable - The Company has assessed the contractual obligation to Sandstorm as being more likely than not to not continue past 10 years from inception. Refer to Note 10 for further details.

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5. Receivables

	2022	2021
	\$	\$
Current		
Other receivable	9,027	9,919
GST Receivable	4,067	6,655
	13,094	16,574
Non-current		
Receivable – Newmont Ventures Limited (i)	100,000	-
	100,000	-

(i) As part of the Exploration Agreement entered into with Newmont the Company advanced the minority holders \$100,000. These funds are to be repaid by Newmont prior to December 31, 2023 and bears interest at a rate of US prime plus 4.5%. Refer to Note 7 for further details.

As at June 30, 2022 no allowance for ECLs has been recognised (2021 – nil), as it is expected that all receivables will be received in full when due.

6. Property, plant and equipment

2021	Fixtures	Mobile equipment and parts	Motor vehicles	Software and licenses	TOTAL
Gross carrying amount at cost	\$	\$	\$	\$	\$
January 1, 2021	28,210	66,817	104,294	30,489	229,810
Additions	-	-	44,275	3,997	48,272
Foreign exchange movements	(1,964)	(3,959)	(8,890)	(2,269)	(17,082)
December 31, 2021	26,246	62,858	139,679	32,217	261,000
Accumulated depreciation and impairment					
January 1, 2021	(9,616)	(27,438)	(82,434)	(26,150)	(145,638)
Depreciation	(2,725)	(7,940)	(10,719)	(7,076)	(28,460)
Foreign exchange movements	770	2,017	6,134	2,081	11,002
December 31, 2021	(11,571)	(33,361)	(87,019)	(31,145)	(163,096)
Net book value 2021	14,675	29,497	52,660	1,072	97,904

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6. Property, plant and equipment (continued)

2022	Fixtures	Mobile equipment and parts	Motor vehicles	Software and licenses	TOTAL
Gross carrying amount at cost	\$	\$	\$	\$	\$
January 1, 2022	26,246	62,858	139,679	32,217	261,000
Additions	-	574	-	-	574
Foreign exchange movements	(2,107)	(5,070)	(11,214)	(2,586)	(20,977)
June 30, 2022	24,139	58,362	128,465	29,631	240,597
Accumulated depreciation and impairment					
January 1, 2022	(11,571)	(33,361)	(87,019)	(31,145)	(163,096)
Depreciation	(1,335)	(2,872)	(8,334)	(1,538)	(14,079)
Foreign exchange movements	984	2,796	6,836	3,052	13,668
June 30, 2022	(11,922)	(33,437)	(88,517)	(29,631)	(163,507)
Net book value 2022	12,217	24,925	39,948	-	77,090

7. Exploration and evaluation assets

	Jan 1, 2021	Additions	Write off	Foreign exchange movement	Dec 31, 2021
	\$	\$	\$	\$	\$
At cost					
Bondoukou	6,169,457	1,135,624	-	(332,078)	6,973,003
Odienné	3,807,613	1,610,266	-	(214,643)	5,203,236
Abengourou	360,010	77,176	(420,145)	(17,041)	-
	10,337,080	2,823,066	(420,145)	(563,762)	12,176,239

	Jan 1, 2022	Additions	Write off	Foreign exchange movement	Jun 30, 2022
	\$	\$	\$	\$	\$
At cost					
Bondoukou	6,973,003	286,643	-	(459,237)	6,800,409
Odienné	5,203,236	212,378	-	(322,634)	5,092,980
Abengourou	-	91,436	(85,709)	(5,727)	-
	12,176,239	590,457	(85,709)	(787,598)	11,893,389

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7. Exploration and evaluation assets (continued)

Bondoukou

The Company's large district scale exploration project in Côte d'Ivoire, the Bondoukou project, consists of three permits: Bondoukou Est, Bondoukou Nord and Bondoukou Nord Est. These concessions lie along the southwestern extension of the Birimian-age Bole-Nangodi greenstone belt in adjacent Ghana, which is host to a number of orogenic-type gold deposits. It is intended that the Company and the Awalé team will advance these exploration assets to multiple gold discoveries.

In January 2022, the Company applied for an extension in respect of Bondoukou Est, which was subsequently due for renewal, with the Ministry of Mines and Geology in Côte d'Ivoire. This application is for an extension period of three years to January 2025. The expenditure commitments for Bondoukou as a whole at June 30, 2022 are disclosed in Note 14.

The new commitment spend for this renewal period will be amended to CFA 972,763,000 (\$1,687,099). The application is currently under review and has not yet been issued. The Company does not expect any issues with this application and is currently awaiting governmental approval. All other permits are not yet due for renewal and the Company will seek an extension of its permits in advance of the expiry date per normal operations. The Bondoukou Nord Permit is being amended for an error in the decreed co-ordinates. The Company has been in discussions with the Ministry of Mines and Geology on this matter with the expectation that a new permit will be issued with the correct details and new CFA requirements.

Whilst the Company is confident that these permits will be extended and the minimum CFA amounts updated, the ability of the Company to continue to explore this project is dependent on the successful extension of these permits and ability to obtain funding as set out in Note 3 to meet minimum expenditure commitments. The financial report does not include any adjustments, including any potential recovery or non-recovery of capitalized exploration and evaluation assets that might be necessary should the Company not receive any permit extensions.

Odienné

The Odienné licences, containing Awalé's most advanced asset and first gold discovery at its Empire prospect, lie in the north west of Côte d'Ivoire and consist of the granted 'Odienné East', and two licences in application; Odienné Ouest (adjacent to the granted Odienné East permit) and Zouan-Hounien (350km to the south). These licences are held under a separate agreement with ANGET with 90% being owned by Awalé Resources Limited. The Empire Prospect, with this gold discovery, prioritizes the Company's focus to extend mineralization with the ultimate aim of developing a maiden resource statement.

On June 15, 2022 the Company announced TSXV approval had been received for the previously announced exploration agreement with venture option ("Exploration Agreement") with Newmont in relation to the Company's Odienné Project in northwest Côte d'Ivoire

Key Terms of Exploration Agreement

The Exploration Agreement gives Newmont the option to fund exploration activities up to a pre-feasibility phase on the following basis:

- Phase 1 Newmont can earn a 51% interest in the Odienné Project by:
 - Sole Funding US\$5 million in exploration expenditures within three years of the effective date of the Exploration Agreement.
 - The Odienné Project will be operated by Awalé during this time.

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7. Exploration and evaluation assets (continued)

- Phase 2- Newmont may earn an additional 14% interest for a total of a 65% interest in the Odienné Project by:
 - Funding a further US\$10 million in exploration expenditure, and
 - Defining a minimum 2-million-ounce gold resource.
- Newmont has the option to elect to become project manager upon commencement of Phase 2.
- Phase 2- Newmont may acquire an additional 10% interest, not held by Awalé, for a total of a 75% interest in the Odienné Project:

To facilitate this option Awalé advanced the minority holders \$100,000. These funds are to be repaid by Newmont prior to December 31, 2023 and bears interest at a rate of US prime plus 4.5%. Refer to Note 5 .

- Post-Phase 2
 - Awalé may maintain its 25% project interest by funding its proportionate cost of a feasibility study on the Odienné Project and development of a mine. In the event Awalé elects not to fund then Awalé can dilute down to a net 15% and effectively be carried to production on the following basis:
 - i. Dilute by an additional 5%, if the Company elects not to contribute its pro rata share of expenditures in connection with the preparation of a feasibility study for the Property; and
 - ii. Dilute an additional 5%, if the Company elects to have Newmont pay the Company's share of expenditures necessary to bring the Property into commercial production.

Effective from June 1, 2022 the Company is accounting for this agreement as a farm-out arrangement. Refer to Note 3 for accounting policy.

The Group earns a management fee as operator of the Odienné project and recorded \$6,414 in the Statement of Profit or Loss for the six months ending June 30, 2022.

The Company expensed \$9,442 in the Statement of Profit or Loss for period ending June 30, 2022 in relation to the Odienné project in line with Company's accounting policy for the farm out arrangement as this expenditure was incurred outside of the Newmont exploration arrangement.

Abengourou

The Abengourou project is located in the Comoe region, close to the city of Abengourou and consists of two granted licenses (Amélékia and Nianda) and one application (Abengourou). All licences are 100% owned by Awalé Resources. The project is located to the north of the interpreted structural extension of the Birimian Sefwi volcanic belt and Sunyani Basin from Ghana. The Amélékia permit area was formerly held by Golden Star Resources who completed initial exploration over the project area. During the period ended June 30, 2022, the Company recognized a write off of \$91,436 against exploration and evaluation expenditure recorded at the Abengourou project as the Company intends to relinquish this license subsequent to the reporting period to focus its exploration activities at its remaining projects.

The Group has potential commitments in relation to its Bondoukou and Odienné properties. Refer to Note 14 for details of these commitments.

8. Accounts Payable and Accrued Liabilities

	2022	2021
	\$	\$
Trade creditors and accruals	931,675	694,329
Employment payables	336,784	319,252
Social obligation payables	177,082	117,577
Other creditors	3,572	4,056
	1,449,113	1,135,214

Trade creditors and accruals are unsecured and are generally on terms of 30 days.

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9. Capital stock

The Company is authorized to issue ordinary shares.

		Number of shares	\$
January 1, 2021		124,069,152	7,373,213
Issue of shares- private placement	(i) & (iii)	54,862,933	2,699,239
Issue of shares- shares for services	(iv)	4,955,980	251,840
Issue of shares- annual payment	(ii)	1,478,747	162,344
Warrant cost	(iii)	-	(1,044,022)
Share issue costs	(iii)	-	(65,172)
June 30, 2021		185,366,812	9,377,442
Issue of shares- shares for services	(iv)	1,418,283	81,928
Adjustment – shares for services		-	11,021
Warrant cost	(iii)	-	309,300
Effect of share consolidation (8:1)	(v)	(163,436,957)	-
December 31, 2021		23,348,138	9,779,691
Issue of shares- private placement	(vi) & (vii)	7,265,495	1,142,500
Issue of shares- shares for services	(iv)	218,249	40,102
Warrant cost	(vi)	-	(210,862)
Share issue costs	(vi)	-	(5,210)
June 30, 2022		30,831,882	10,746,221

All issued ordinary shares are fully paid and have no par value. The holders of the shares are entitled to receive dividends and are entitled to one vote per share. All shares rank equally with regard to the Company's residual assets in the event of a wind-up. Included in Capital Stock are shares which are subject to escrow and hold provisions. These escrowed shares will be released periodically over the next three years in line with the relevant agreements. These shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

- (i) On April 27, 2021, the Company closed the first tranche of the private placement announced on March 31, 2021. The first tranche comprised 17,207,200 units at a price of \$0.05 (C\$0.06) for gross proceeds of \$839,591 (C\$1,032,430). Each Unit consisted of one common share and one-half share purchase warrant; each whole share purchase warrant will be exercisable at a price of C\$0.12 (\$0.10).
- (ii) On April 29, 2021, the Company settled its annual payment obligation with Sandstorm, with 1,478,747 number of shares being issued.
- (iii) On May 13, 2021, the Company announced it had completed the second tranche of its non-brokered private placement for 37,655,733 units at a price of \$0.05 (C\$0.06) per unit raising gross proceeds of \$1,859,648 (C\$2,259,344). The units consist of one common share and one-half share purchase warrant each whole warrant entitling the holder to acquire one additional common share at a price of C\$0.12 (\$0.10) per share until expiry on May 13, 2023 to purchase a common share of the Company until expiry 24 months from issuance. The Company recorded against equity warrant cost of \$734,722 (including broker warrant cost of \$30,851). In connection with the financing the Company paid an aggregate \$65,172 in fees and issued an aggregate 1,345,504 finders warrants to eligible finders for a cost of \$30,851 which was recorded against equity for the twelve months ended December 31, 2021. The finders' warrants are subject to the same terms and conditions as the unit warrants.
- (iv) Pursuant to the Memorandum of Understanding (MoU) with Geodrill Limited (TSX: GEO "Geodrill") as announced April 12, 2021 the Company has issued the following shares in settlement of drilling services:
- May 26, 2021, 2,732,964 shares totalling \$119,117.
 - June 30, 2021, 2,223,016 shares totalling \$143,745.
 - July 30, 2021, 1,121,270 shares totalling \$65,232;
 - September 20, 2021, 297,013 shares totalling \$16,696; and
 - January 6, 2022 218,249 shares totalling \$40,102.

The number of shares issued is based on the fair value of services received.

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9. Capital stock (continued)

- (v) On November 10, 2021, the Company announced the directors had approved a consolidation of its common shares on the basis of one new common share for every eight outstanding shares and further plans to complete a non-brokered private placement of up to 10,417,000 shares to raise gross proceeds of up to C\$2,500,000 on a post consolidated basis, at a price of C\$0.24 per post consolidated common share. Gross proceeds of up to C\$2,500,000 will be used for exploration expenses and general working capital. These transactions will be subject to Exchange acceptance. Finder's fees may be paid in accordance with TSX Venture Exchange guidelines. On December 1, 2021, the Company received approval for its share consolidation on a 8:1 basis which became effective on December 6, 2021. Immediately post consolidation the Company had 23,348,138 common shares issued and outstanding including rounding for fractional shares.
- (vi) On March 25, 2022, the Company announced that it had completed the 1st tranche of its non-brokered private placement as announced March 22, 2022, for 4,032,500 units at a price of \$0.16 (C\$0.20) per unit raising gross proceeds of \$642,500 (C\$806,500) and incurred share issue costs of \$5,210. The proceeds of the Offering to be used for ongoing exploration expenditure on its Odienné project in Côte D'Ivoire and for general overheads, working capital and operating expenses. The units consist of one common share and one-half share purchase warrant, each whole warrant entitling the holder to acquire one additional common share at a price of \$0.32 (C \$0.40) per share until expiry on March 24, 2024.
- (vii) On June 15, 2022, the Company announced it had finalized its non-brokered placement with Newmont and issued 3,232,994 units at a price of \$0.16 (C\$0.197) raising gross proceeds of \$500,000 (C\$ 636,900). The proceeds of the Offering to be used for ongoing exploration expenditure on the Company's Côte d'Ivoire projects. All securities issued under the Offering are subject to a hold period trading restriction which will expire on October 16, 2022. As a result of the Offering, Newmont has become an insider of the Company having acquired 10.49% of the Company's current issued and outstanding shares.

10. Reserves

	Option Reserve	Warrant Reserve	FCTR	Other Reserve	Deferred equity	TOTAL
	\$	\$	\$	\$	\$	\$
January 1, 2021	613,760	3,544,111	193,169	1,106,231	-	5,457,271
Warrant cost	-	1,044,022	-	-	-	1,044,022
Option cost	362,749	-	-	-	-	362,749
Shares issued	-	-	-	(162,344)	-	(162,344)
Foreign exchange difference	-	-	(221,276)	-	-	(221,276)
June 30, 2021	976,509	4,588,133	(28,107)	943,887	-	6,480,422

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10. Reserves (continued)

	Option Reserve	Warrant Reserve	FCTR	Other Reserve	Deferred equity	TOTAL
	\$	\$	\$	\$	\$	\$
July 1, 2021	976,509	4,588,133	(28,107)	943,887	-	6,480,422
Shares to be issued	-	-	-	-	137,335	137,335
Warrant cost	-	(309,300)	-	-	-	(309,300)
Option cost	243,030	-	-	-	-	243,030
Foreign exchange difference	-	-	(427,218)	-	-	(427,218)
December 31, 2021	1,219,539	4,278,833	(455,325)	943,887	137,335	6,124,270
January 1, 2022	1,219,539	4,278,833	(455,325)	943,888	137,335	6,124,270
Shares issued	-	-	-	-	(137,335)	(137,335)
Option cost	156,294	-	-	-	-	156,294
Warrant cost	-	210,862	-	-	-	210,862
Foreign exchange difference	-	-	(855,273)	-	-	(855,273)
June 30, 2022	1,375,833	4,489,695	(1,310,598)	943,888	-	5,498,818

(a) Warrants

On November 10, 2021, the Company announced the directors had approved a consolidation of its common shares on the basis of one new common share for every eight outstanding shares. The number of warrants outstanding at June 30, 2022 and exercise price per warrant have been adjusted for the consolidation on a 8:1 basis.

A summary of the Company's warrants is presented below:

	Number of warrants	Weighted average exercise price
		\$
Balance January 1, 2021	50,064,662	0.12
Issued (i) &(ii)	28,776,973	0.10
Balance June 30, 2021	78,841,635	0.12
Expired	(5,647,222)	0.32
Effect of share consolidation	(64,045,111)	-
Balance December 31, 2021	9,149,302	0.80*
Issued (iii)	2,016,250	0.32
Balance June 30, 2022	11,165,552	0.71

*adjusted retrospectively for impact of share consolidation

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10. Reserves (continued)

- (i) On April 27, 2021, the Company issued 8,603,600 warrants with an expiry date of April 27, 2023 in connection with the first tranche of the private placement completed on April 27, 2021. The Company recorded a warrant cost of \$221,807 against equity for the twelve months ending December 31 2021.

The following assumptions were used in connection with this grant using the Black-Scholes model:

Risk free rate	2.0%
Expected volatility	145%
Expected life	2 years
Share price on date of grant	\$0.05
Exercise price	C\$0.12 (\$0.10)
Expected dividend	nil

- (ii) On May 13, 2021, the Company issued 20,173,373 warrants (including 1,345,504 broker warrants) with an expiry date of May 13, 2023 in connection with the second tranche of the private placement completed on May 13, 2021. The Company recorded a warrant cost of \$512,915 against equity for the twelve months ending December 31 2021.

The following assumptions were used in connection with this grant using the Black-Scholes model:

Risk free rate	2.0%
Expected volatility	145%
Expected life	2 years
Share price on date of grant	\$0.05
Exercise price	C\$0.12 (\$0.10)
Expected dividend	nil

- (iii) On March 24, 2022, the Company issued 2,016,250 warrants with an expiry date of March 24, 2024 in connection with the first tranche of the private placement completed on March 22, 2022. The Company recorded a warrant cost of \$210,862 against equity for the six months ending June 30, 2022.

The following assumptions were used in connection with this grant using the Black-Scholes model:

Risk free rate	2.13%
Expected volatility	293%
Expected life	2 years
Share price on date of grant	\$0.15
Exercise price	C\$0.40 (\$0.32)
Expected dividend	nil

(b) Options

On November 10, 2021, the Company announced the directors had approved a consolidation of its common shares on the basis of one new common share for every eight outstanding shares. The number of options outstanding at June 30, 2022 and the exercise price per option have been adjusted for the consolidation on a 8:1 basis.

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10. Reserves (continued)

A summary of the Company's options is presented below (denominated in US\$):

		Number of options	Weighted average exercise price \$
Balance January 1, 2021		7,380,000	0.22
Issued	(i)	8,500,000	0.10
Expired		(2,330,000)	0.28
Balance June 30, 2021		13,550,000	0.13
Effect of share consolidation		(11,856,250)	-
Balance December 31, 2021		1,693,750	1.04*
Balance June 30, 2022	(ii)	1,693,750	0.31

*adjusted retrospectively for impact of share consolidation

- (i) On May 13, 2021, the Company announced that the Board has granted an aggregate 4,200,000 stock options to employees and consultants and an additional aggregate 4,300,000 stock options to directors and officers of the Company with an exercise price of C\$0.12 (\$0.10).. All options are subject to a one-year vesting period, after which they become exercisable, and have a 3 year term with an expiry date of May 14, 2024. The Company recorded a cost of \$156,294 for the six months ending June 30, 2022 (2021: \$nil). This cost will fluctuate each period as the cost is recognized over the vesting period of the options issued.

The following assumptions were used in the Black-Scholes model at the date of grant and have not been adjusted:

Risk free rate	2.0%
Expected volatility	145%
Expected life	3
Share price on date of grant	\$0.07
Exercise price	\$0.10
Expected dividend	-

- (ii) On March 22, 2022, the Company announced the Board of Directors, had approved the repricing of a total of 1,693,750 stock options of the Company from previously C\$2.00 and C\$0.96 to C\$0.40 per common share. The repricing of the Options has been approved by the TSXV. The repricing of any of the 1,693,750 stock options held by insiders of the Company is also subject to the approval of disinterested shareholders of the Company at the Company's next annual general meeting of shareholders, in accordance with the policies of the TSXV. Details regarding the repricing of the Options will be further disclosed in the Company's information circular for its next annual general meeting.
- (iii) At the 2021 Annual General Meeting, shareholders of the Company approved the Company's proposed new restricted share unit plan (the "RSU Plan"). Restricted share units ("RSUs") granted under the RSU Plan will rise and fall in value based on the value of the Shares. Unlike Options, RSUs will not require the payment of any monetary consideration to the Company. Instead, each RSU represents a right to receive one Share following the attainment of vesting criteria determined at the time of the award.

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10. Reserves (continued)

The RSU Plan is a fixed plan pursuant to which the number of Shares that may be issued pursuant to RSUs granted under the RSU Plan is fixed at 457,859; provided, however, that the total number of Shares which may be issued pursuant to RSUs and Options granted under the Amended Option Plan is a maximum of 10% of the issued and outstanding Shares at the time of grant.

The Company has reserved up to a maximum of 457,859 Shares for issuance upon the redemption of RSUs granted under the RSU Plan, representing approximately 1.96% of the Company's issued and outstanding Shares; and when combined with the maximum number of Shares which may be reserved for issuance under all other security-based compensation arrangements of the Company shall not exceed 10% of the total number of Shares issued and outstanding from time to time. Each RSU will vest in such manner as determined by the Board of Directors or the Committee at the time of grant with settlement of RSUs being on the vesting date, the Company at its sole and absolute discretion have the option of settling the RSUs in cash (if applicable) or Shares to be issued from the treasury of the Company. The cost of the RSU will be recorded as a share-based payment on granting of the RSUs.

(c) Other reserve

The Company has a contractual obligation in relation to its acquisition of Awalé and Aforo on December 29, 2017. This contractual obligation is a share-based payment as the Company will issue equity instruments in exchange for the acquisition of assets.

During the period ended December 31, 2019, the Company renegotiated the annual payments due under the agreement with Sandstorm. Annual payments will now become due by applying the following criteria:

- No annual payment due if market capitalization of the Company is less than C\$10 million on the anniversary date of payment.
- Annual payment of C\$200,000 due if market capitalization is between C\$10 million and C\$20 million on the anniversary date of payment; and
- Annual payment of C\$400,000 due if market capitalization is above C\$20 million on the anniversary date of payment.

The Company has an obligation to make annual deferred payments (subject to the newly agreed criteria detailed above) on each anniversary of the acquisition of the projects for up to 15 years, payable in cash or shares at the Company's election, until commercial production is achieved on one of the subsidiaries' projects, or certain other events occur which are further described in detail below.

The Company is required to make the annual payments referred to above until the earlier of:

- the date on which commercial production is achieved on the applicable project.
- if the Company has announced a mineral resource on one of the projects, the date that is 15 years after the Closing Date;
- the date that is 10 years after the Closing Date if a mineral resource has not been announced on the applicable project by such date;
- the date on which the Company makes a pre-payment in respect of a particular project in accordance with the provisions described below; and
- the date on which the Company transfers a project back to Sandstorm in accordance with the provisions described below.

The annual payments described above are payable in Company Shares, however the Company may elect to make a payment in cash. If the payments are made in Company Shares, the number of shares to be issued will be based on a price per Company Share equal to the greater of: (i) the 20-day trailing volume weighted average trading price of the Company Shares on the Exchange as at the due date for the applicable payment; and (ii) the minimum price that is acceptable to the Exchange.

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10. Reserves (continued)

Pursuant to the Awalé Acquisition Agreement, the Company may, at any time after the fifth anniversary of the Closing, elect to cease to make annual payments in respect of any or all of the projects by making a payment in cash in respect of such project or projects to Sandstorm as follows:

- in respect of the Bondoukou Project, C\$2,250,000.
- in respect of the Abengourou Project, C\$375,000; and
- in respect of the Odienné Project, C\$375,000.

In addition, the Company may, at any time after the Closing, elect to cease to make annual payments in respect of all or any of the projects by transferring the applicable project or projects back to Sandstorm, either by way of the transfer of shares of the subsidiary or subsidiaries that hold(s) the applicable project or projects or by way of transfer of the licenses and license applications comprising the project or projects.

In 2017 management assessed that the contractual obligation period will not extend beyond 5 years having taken into consideration the above factors and therefore originally determined the fair value on the grant date based on the net present value of its obligation over a 5 year period, using an average discount rate of 1.86%.

The Company reassesses the most likely outcome of this share based payment transaction at each reporting date. With respect to Bondoukou and Odienné, the obligation is expected to extend 10 years from the original agreement (5.5 years from December 2021). Where relevant the measurement of the transaction is revised using the original fair value determined at the date the Company gained control of the assets.

Subsequent to the period, the Company intends to relinquish the Abengourou project license. As a result, the annual payment related to this project (maximum C\$50,000 per year) will no longer be required in future periods.

11. Loan

	2022	2021
	\$	\$
Loan	30,962	31,662
Balance June 30, 2022	30,962	31,662

The following table sets out the movements in the loan during the period:

	2022	2021
	\$	\$
Balance January 1, 2022	31,662	31,416
Foreign exchange movement	(700)	246
Balance June 30, 2022	30,962	31,662

In April 2020, the Company received C\$40,000 as part of the Bank of Montreal's Canada Emergency Business Account ("CEBA") program introduced as part of the Canadian Government's COVID-19 relief measures. The Company entered into an interest-free loan of C\$40,000 with the Bank of Montreal, guaranteed by the Government of Canada, to help cover operating costs for businesses which may have been impacted by COVID-19. The Government program payment timelines are as follows:

- The Canada Emergency Business Account will be funded as a revolving line of credit and is interest free until Dec. 31, 2020

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11. Loan (continued)

- Any outstanding balance will be converted to a term loan on Jan. 1, 2021 and remains interest free until Dec. 31, 2022
- If repaid by Dec. 31, 2022, 25% of balance will be forgiven
- If outstanding on Jan. 1, 2023, 5% interest starts
- The remaining balance is to be paid in full no later than Dec. 31, 2025

The repayment of the loan will be through the Bank of Montreal, not the Canadian Government.

12. Determination of fair values

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

<i>As at December 31, 2021</i>	Cash	Receivable	Other liabilities	Total carrying amount	Total fair value
	\$	\$	\$	\$	\$
Assets					
Cash and cash equivalents	56,999	-	-	56,999	53,999
Liabilities					
Accounts payable and accrued liabilities	-	-	1,135,214	1,135,214	1,135,214
Loan	-	-	31,662	31,662	31,662
 <i>As at June 30, 2022</i>					
	\$	\$	\$	\$	\$
Assets					
Cash and cash equivalents	333,119	-	-	333,119	333,119
Receivable	-	100,000	-	100,000	100,000
Liabilities					
Accounts payable and accrued liabilities	-	-	1,449,113	1,449,113	1,449,113
Loan	-	-	30,962	30,962	30,962

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of cash and cash equivalents, accounts payable and accrued liabilities approximate their carrying values due to their short-term nature.

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12. Financial risk management

The activities of the Company expose them to a variety of financial risks that arise as a result of their exploration, development and financing activities, including credit risk, liquidity risk and market risk. This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors of the Company oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash and cash equivalents. The Company holds its key operational bank accounts with reputable banks of international financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting their financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due. The amounts for accounts payable and accrued liabilities are subject to normal trade terms. The Company expects to settle its financial liabilities within normal trading terms.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

As at December 31, 2021

	Less than 3 months	3 to 12 months	1 to 5 years	Total
Accounts payables and accrued liabilities	1,041,462	-	93,752	1,135,214
Loan	-	-	31,662	31,662

As at June 30, 2022

	Less than 3 months	3 to 12 months	1 to 5 years	Total
Accounts payables and accrued liabilities	1,303,846	-	145,267	1,449,113
Loan	-	-	30,692	30,692

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates will affect the Company's income or the value of its financial instruments.

Foreign currency risk

Foreign currency risk is the risk that the Company financial performance will be affected by fluctuations in the exchange rates between currencies. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when expenses are denominated in currencies other than the respective functional currencies). The Company manages this foreign currency risk by matching payments in the same currency and monitoring movements in exchange rates.

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12. Financial risk management (continued)

The following table details balances held and subject to foreign currency movements as at March 31 , 2022 (balances expressed in US\$):

Currency of balance	CAD	AUD	GBP	CFA	EUR
2022 Net exposure	3,833	13,078	24	73,470	--
2021 Net exposure	(67,995)	2,412	(1,770)	65,018	2,520

At June 30, 2022 with other variable remaining unchanged, a +/- 10% change in exchange rates would increase/decrease pre-tax loss of \$90,406 (2021: \$247).

The Company does not use derivatives to manage the exposure to foreign exchange risk.

Capital management

Capital of the Company consists of capital stock and deficit. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern so it they can acquire, explore and develop mineral resource properties for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to it in light of changes in economic conditions.

The Board of Directors of the Company has not established quantitative return on capital criteria for management, but rather relies on the expertise of the management to sustain the future development of the Company. In order to facilitate the management of their capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company is reasonable.

The Company's principal source of capital is from the issue of ordinary shares. In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the year.

13. Related party transactions

a) Related party transactions

For the six months ended June 30, 2022 the Company incurred employment costs and fees to directors and officers, or to companies associated with these individuals as follows:

	2022	2021
	\$	\$
Non-executive directors' fees (i)	30,000	30,000
CEO fees & entitlements (ii)	51,908	56,816
COO fees & entitlements	86,000	90,000
Accounting fees – CFO services (iii)	28,047	28,383
Company secretarial fees (iv)	16,706	15,962
Share based payment	77,783	208,820
	290,444	429,981

- (i) Includes fees paid to Austral Consulting Services, a company owned by E Roth and DH Mining Advisory Services, a company owned by D. Hartman for non-executive director fees
- (ii) Includes an amount paid to Parsons Capital Superfund - a superannuation fund controlled by G. Parsons
- (iii) Amount paid to Genco Professional Services Pty Ltd – a company controlled by S. Cooper
- (iv) Amount paid to Marketworks Pty Ltd – a company controlled by K Witter

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13. Related party transactions (continued)

In addition to the above the Company's related parties includes intercompany loan balances with its subsidiaries as set out in Note 3. These balances are eliminated on consolidation.

b) Related party balances owing

	2022	2021
	\$	\$
CEO fees & reimbursement (i)	33,277	27,559
COO fees & reimbursement	110,289	70,000
Non-executive fees (ii)	45,000	45,000
Accounting fees – CFO services & reimbursement (iii)	61,514	24,693
Company- secretarial fees & reimbursement (iv)	19,181	9,626
	269,261	176,878

- (i) Includes an amount payable to Parsons Capital Superfund - a superannuation fund controlled by G. Parsons
- (ii) Includes an amount payable to Austral Consulting Ltd – a company controlled by E Roth and DH Mining Advisory Services, a company owned by D. Hartman
- (iii) Amount payable to Genco Professional Services Pty Ltd – a company controlled by S. Cooper
- (iv) Amount payable to Marketworks Pty Ltd – a company controlled by K Witter

Amounts are unsecured and payable in cash.

Compensation of key management personnel

The Company considers its officers and directors to be key management personnel. Transactions with key management personnel for the six months ended June 30, 2022, are set out below:

	2022	2021
	\$	\$
Short term benefits (i) & (ii)	177,768	186,532
Short term benefits- Non-executive directors' fees (iv)	30,000	30,000
Post - employment benefits (iii)	4,893	4,629
Share based payment benefits	77,783	208,820
	290,444	429,981

- (i) Includes an amount paid to Genco Professional Services Pty Ltd – a company controlled by S. Cooper
- (ii) Includes an amount paid to Marketworks Inc. – a company controlled by K Witter
- (iii) Amount paid to Parsons Capital Superfund - a superannuation fund controlled by G.Parsons
- (iv) Includes fees paid to Austral Consulting Services, a company owned by E Roth and DH Mining Advisory Services, a company owned by D. Hartman for non-executive director fees

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14. Commitments and contingencies

The Company has the following commitments and contingencies. Payment is contingent on the continued operations based on successful exploration results at its properties:

Payment	Condition
<i>Contingent payments</i>	
US\$1,845,000	Upon the Company making a decision to mine in respect of the First Grant of the Odienné property, the approval of a mining plan by the relevant authority, and securing finance to carry out that mining plan so as to take the mine to production stage.
Resource milestone payments to a maximum US\$3,500,000	Payable to Awalé Holdings a resource milestone payment, in accordance with the Share Purchase Agreement dated January 13, 2017, of: <ul style="list-style-type: none"> • US\$0.50 per ounce of reported gold Mineral Resources for any Mineral Resource delineated up to the first one million ounces; and • US\$1.00 per ounce of reported gold Mineral Resources for any Mineral Resource delineated over the first one million ounces; and • a catch-up payment of US\$0.50 per ounce of reported gold Mineral Resources for any Mineral Resource ounces that were delineated prior to the delineation of a Mineral Resource greater than one million ounces, All subject to a maximum of US\$3.5 million.
US\$800,000	Payable to Newoka Resources upon the Bondoukou project changing from an exploration license to a mining license with intent of commercial production.
<i>Commitment payments</i>	
Total CFA 2,027,576,437 (US\$3,234,187) at June 30, 2022	Minimum exploration spend commitment within the next three years at the following properties: Bondoukou, project CFA 1,714,116,466 (US\$2,734,187) Odienné project CFA 313,459,971 (US\$500,000)

Awalé is required to pay a 2% net smelter royalty to Sandstorm on any products sold from the Awalé and Aforo properties as detailed in the Net Smelter Returns Royalty Agreements dated December 29, 2017.

15. Cash flows

	As at June 30, 2022	As at June 30, 2021
	\$	\$
Gain/(Loss) after income tax	(577,165)	(728,230)
<i>Non cash flows in operating activities</i>		
Exploration and evaluation write off	100,878	-
Share based compensation	156,294	362,749
Foreign exchange loss/(gain)	(4,527)	14,262
Depreciation	14,079	13,988
Interest	483	-
<i>Changes in assets and liabilities</i>		
Movement in receivables and prepayments	(103,954)	13,547
Movement in payables	195,237	7,292
Net cash used in operating activities	(218,675)	(316,392)

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16. Segment information

The Company operates in one business and geographical segment being gold exploration in Côte d'Ivoire.

As the Company is focused on exploration, the Board monitors the Company based on actual versus budgeted exploration expenditure incurred by project. The internal reporting framework is the most relevant to assist the Board with making decisions regarding the Company and its ongoing exploration activities, while also taking into consideration the results of exploration work that has been performed to date.

17. Loss per Share

Loss per share amounts are calculated by dividing the net loss attributable to shareholders for the year by the weighted-average number of shares outstanding during the year.

	2022	2021
Net loss attributable to equity holders	(577,165)	(728,230)
Basic and diluted weighted number of shares	25,988,142	139,949,382
Basic and diluted loss per shares attributable to equity holders of the parent	(0.02)	(0.0)

**Adjusted retrospectively for the effect of the 8:1 share consolidation*

All outstanding shares, options and warrants are considered anti-dilutive and have been excluded from the diluted weighted average number of common shares.

18. Subsequent events

Subsequent to the period, the Company intends relinquishing the Abengourou project license.

On July 29, 2022 the Company issued 291,735 shares at \$0.15 (C\$0.197) as an Option Payment to Turaco Gold Limited ("Turaco") as a result of the signing of an option to purchase agreement with Turaco over the PR 840 "Sienso" permit in Côte d'Ivoire.

CORPORATE DIRECTORY

Awalé Resources Limited

Directors & Management

Ron Ho – Non-executive Director

Derk Hartman – Non-executive Director

Eric Roth – Non-executive Director

Glen Parsons – Director & Chief Executive Officer

Andrew Chubb – Chief Operating Officer

Sharon Cooper – Chief Financial Officer

Company Secretary

Kathryn Witter

Marketworks Inc

8681 Clay Street, Mission

British Columbia, CANADA

Investor Relations

Karen Davies

+1 (604) 314 6270

Principal place of business and Registered office

8681 Clay Street, Mission

British Columbia, CANADA

Auditor

Ernst & Young

The EY Centre

Level 34

200 George Street

2000 Sydney AUSTRALIA

phone: +61 2 9248 5555

fax: +61 2 9248 5959

Share Registry

Computershare

100 University Avenue

11th floor, South Tower

Toronto, Ontario

CANADA