

NEWS RELEASE
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29 April, 2024

TSXV/AIM: THX

This Announcement contains inside information as defined in Article 7 of the Market Abuse Regulation No. 596/2014 ("MAR"). Upon the publication of this Announcement, this inside information is now considered to be in the public domain.

THOR EXPLORATIONS ANNOUNCES AUDITED FINANCIAL AND OPERATING RESULTS FOR THE FULL YEAR AND THREE MONTHS ENDING DECEMBER 31, 2023

Thor Explorations Ltd. (TSXV / AIM: THX) ("Thor Explorations", "Thor" or the "Company") is pleased to provide an operational and financial review for its Segilola Gold Mine, located in Nigeria ("Segilola"), and for the Company's mineral exploration properties located in Nigeria, Senegal and Burkina Faso for the three months ending December 31, 2023 ("Q4 2023") and the audited financial results for the year ending December 31, 2023 (the "Year" or "FY 2023").

The Company's Consolidated Audited Financial Statements together with the notes related thereto, as well as the Management's Discussion and Analysis for the year ending December 31, 2023, are available on Thor Explorations' website at <https://thorexpl.com/investors/financials/>.

All figures are in US dollars ("US\$") unless otherwise stated.

FY 2023 Financial Highlights

- 73,356 ounces ("oz") of gold sold with an average realised price of US\$1,907 per oz
- Cash operating cost of US\$1,006 per oz sold and all-in sustaining cost ("AISC") of US\$1,313 per oz sold
- FY 2023 revenue of US\$141.2 million ("m") (FY 2022: US\$165.2m)
- FY 2023 EBITDA of US\$55.3m (FY 2022: US\$84.2m - restated)
- FY 2023 net profit of US\$10.8m (FY 2022: US\$37.9m - restated)
- Cash and cash equivalents of US\$7.8m (FY 2022: US\$6.7m)
- Senior debt facility significantly reduced from US\$54.0m to US\$22.6m as at December 31, 2023
 - Payment of US\$8.2 m towards the outstanding senior debt facility paid in the post period
- Net debt of US\$15.9m (FY 2022: US\$31.6m)

FY 2023 Operational Highlights

Segilola Production

- Gold production for the Year totaled 84,609 oz
 - Gold recovered during the Year includes approximately 11,210 oz of Gold In-Circuit ("GIC")
- Successfully completed push back of the Segilola Western Wall
- Successfully upgraded the process plant elution and electrowinning system

Segilola Near-Mine Exploration

- Expansion of exploration tenure to a total area of 1,542 square kilometres ("km²"). This tenure comprises 16 granted permits that are 100% owned by Thor, together with nine granted permits held under options agreements with seven third parties
- In addition to near-mine exploration, activities on the ground have focused on these main areas: Western Prospects - Igila, Aye-Ile and Central Prospects – Kajola

Western Prospects

- The Western Prospects are located approximately 15 kilometres (“km”) directly west from the Segilola Gold Mine and comprises several exploration permits that are held under exercised option agreements
- Initial results from the soil geochemistry programme returned values of 6.50 grammes per tonne gold (“g/tAu”) and 10g/tAu towards the southeast portion of this area. Rock chip sampling returned high grade values including 65.1g/tAu in the central part of the area and several samples in excess of 30g/tAu located towards the northwest
- Based on these results, an initial drill testing programme comprising both diamond core and reverse circulation (“RC”) drilling was completed in 2023

Southern Prospects

- The Southern prospects cover an area that is located to the south of the Segilola Gold Mine. Regional stream sediment sampling located an area of interest at what is now referred to as the Kajola target located approximately 20km from the Segilola Mine
- Drill testing of this greenfield target intersected several zones of interest including 11 metres grading 22g/tAu
- Ongoing exploration is focused on generating additional targets in the general area

Douta

- During the Year an updated mineral resource estimate (“MRE”) was announced. The 2023 MRE encompasses the Makosa, Makosa Tail and Sambara zones, which are collectively named the Douta Resource
 - An initial Indicated Mineral Resource of 20.2 million tonnes (“Mt”) grading 1.3 g/t Au for 874,900 oz Au; and
 - Inferred Mineral Resource of 24.1 Mt grading 1.2 g/t Au for 909,400 oz Au
- The Douta Resource is supported by a total of 64,567 metres of drilling
- Workstreams designed to advance the project to the prefeasibility stage (“PFS”) have commenced and are expected to be completed by H2 2024. This included a diamond drilling programme that was designed to obtain sufficient core samples for comprehensive metallurgical test work and mineralogical studies

Lithium Exploration

- Thor, through its wholly owned subsidiary Newstar Minerals Limited (“Newstar”), secured over 600km² of granted tenure in Nigeria that form Oyo State, Kwara State and Ekiti State Lithium Project Areas
- The Oyo State Lithium Project comprises approximately 38km² of exploration tenure that is located towards the westernmost border of Nigeria and within 200km of the commercial capital of Lagos
- In the Oyo Prospect, a programme of RC drilling targeted an identified pegmatite trend that is developed within northerly trending mafic sequence that is surrounded by granitoid-gneiss terrain.
- In the Ekiti Prospect, nine RC holes were completed
- Significant intersections previously reported include 11 metres grading 1.53% lithium oxide (“Li₂O”), 9 meters grading 2.42% Li₂O and 11 metres grading 2.61% Li₂O
- Following the drilling campaigns, follow up soil sampling and mapping continued to generate anomalous targets which have been identified for drilling in Q2 2024

Environment, Social and Governance

- Completed significant community and Livelihood Restoration projects in the three host communities around the Segilola Gold Mine, including school refurbishment, a 33kV transformer installation, and the launch of commercial fish and vegetable farms, directly benefiting over 11,000 residents
- Enhanced local workforce capacity and diversity, achieving a 98% Nigerian staffing level, a 50% increase in local hires, and promoting gender diversity by integrating women into traditionally male roles
- Environmental standards compliance was maintained across air, dust, noise, and water quality, with biodiversity improvements noted in annual surveys
- Successfully renewed two Community Development Agreements, facilitating 26 impactful community projects, including educational scholarships and youth training programmes

- Conducted a Biodiversity Survey for the Douta Exploration License area, identifying environmental sensitivities, and continued quarterly water quality monitoring to manage elevated chromium and cadmium levels
- Supported local community and economic development through initiatives such as a vegetable garden and academic excellence awards at local schools
- Baseline data collection is underway for the Douta Gold Project's economic assessment

Post FY 2023 Highlights

- Segilola gold production of 19,589 oz during Q1 2024
- Successfully upgraded and commissioned three additional CIL tanks in the process plant with drawdown of excess gold in circuit successfully commenced in March 2024
- Additional near Segilola mine drilling targets delineated with drilling having commenced in April 2024
- The Company acquired additional licences in Senegal, which included the contiguous Douta-West licence and commenced exploration activities. Initial results have delineated anomalies which will be drilled in Q2 2024 as part of the Company's Douta exploration plan
- Exploration on the Company's lithium licences in Nigeria continued during Q1 2024 and was successful in generating a number of drill targets. The Company will commence a 4,000 metre drilling programme in May 2024
- Payment of US\$8.2m towards outstanding senior debt facility, leaving a balance of US\$15.2m to be paid in 2024
- Cash balance (unaudited) as at 31 March 2024 of US\$3.1m

Outlook

- Production guidance set at 95,000-100,000 oz for 2024 with an AISC guidance of US\$1,100 to US\$1,200 per oz
- Advance exploration programmes across the portfolio, including near mine and underground projects at Segilola, the regional Segilola exploration programme, extension and infill programmes at Douta and the assessment of potential regional targets in Nigeria
- Continue to advance the Douta Gold Project towards PFS for publication in H2 2024

Segun Lawson, President & CEO, stated:

"The end of 2023 marks two calendar years of commercial gold production at our flagship asset, the Segilola Gold Mine. Thinking back to the original mine plan in the Definitive Feasibility Study, we knew as a management team that the second year of production was going to be an operationally challenging year, requiring the pushback of the western wall of the pit and mining of waste material in order to access the orebody efficiently in the subsequent years.

"Despite the operational challenges, we are pleased to have produced approximately 85,000 ounces of gold in 2023 versus the original mine plan projection of 72,000 ounces. This was achieved whilst carrying out certain plant upgrades which would also optimize gold production for the remainder of the Segilola mine life. In addition to this, we were able to deliver our operations in a safe and responsible manner, with an improved safety performance in 2023. We continue to prioritize safety and best practice standards and aim to continuously improve.

"Personally, I am pleased we managed to achieve our operational objectives. We refreshed the leadership at the mine site with the appointment of a new General Manager in October 2023 and executed necessary upgrades to the process plant whilst ending the year having achieved an all-in sustaining cost for the Segilola Gold Mine of \$1,313 per ounce.

"The Company is now strongly positioned for repayment of its long-term debt during 2024, and growth, primarily coming from strong cash flow at Segilola, and also through exploration and the development of the Douta Gold Project in Senegal.

"We are also continuing to prioritize our Environmental, Social and Governance standards, particularly as we are in a country where we must set an example as pioneers in the industry.

"Furthermore, in 2023, we began to capitalise on our first mover advantage in Nigeria through the acquisition of over 600 square kilometres of lithium-bearing ground. We believe our first mover advantage allows us to quickly and professionally assess value accretive opportunities for our shareholders. Having successfully carried out early-stage exploration on our lithium portfolio, we are able to provide our shareholders with significant value optionality that can be funded by the Company's existing cash flow and human resources in Nigeria.

"In 2024, the Company's strategy will be focused on growth. The first priority is to extend the Segilola Mine life where there is currently an underground resource of over 100,000 ounces that has not been incorporated into the existing mine plan. At the current prevailing high gold prices, we aim to assess our options in re-optimising the Segilola Pit to produce gold from this resource prior to transitioning into an underground mine. We also aim to carry out further exploration at depth aimed at increasing the existing underground resource which has not been closed out.

“In Senegal, the Douta Gold Project continues to provide blue sky exploration upside potential. The Douta Gold Project is undergoing a PFS and subsequent to the year, we acquired additional contiguous ground with potential to scale the Douta Gold Project.

“Our strategy in Senegal in 2024 is to focus on increasing the oxide component of the existing Douta resource in parallel with the PFS workstreams. We will be carrying out drilling programmes across various geochemical targets on both the Douta and Douta-West licences. The aim is to increase the oxide resource, where high recoveries are metallurgically straightforward, to a target of 500,000 ounces.

“We ended 2023 with our Segilola gold mine well positioned to produce approximately 100,000 ounces per year for the next three years. The Company will also be deleveraged in 2024 and will continue to strengthen its balance sheet in the historically high gold price environment.

“Looking further ahead, our ambition to continue to grow through mine life extension at Segilola and exploration across our entire portfolio remains unchanged, and we will also be well-positioned for future opportunities that may accelerate our growth into a more mature gold producer.

“I am proud of what we achieved in 2023, which is all the result of the hard work and commitment of our people. I am equally excited about the opportunities we have in front of us as we continue to build a uniquely positioned African-focused gold producer.”

About Thor Explorations

Thor Explorations Ltd. is a mineral exploration company engaged in the acquisition, exploration, development and production of mineral properties located in Nigeria, Senegal and Burkina Faso. Thor Explorations holds a 100% interest in the Segilola Gold Project located in Osun State, Nigeria and has a 70% economic interest in the Douta Gold Project located in south-eastern Senegal. Thor Explorations trades on AIM and the TSX Venture Exchange under the symbol “THX”.

THOR EXPLORATIONS LTD.

Segun Lawson
President & CEO

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Management Discussion & Analysis for Q4 2023 and Full Year 2023

CHAIRMAN'S STATEMENT

Dear fellow shareholders, I am pleased to report that 2023 was a year in which Thor Explorations successfully navigated through a technically challenging year and delivered its target gold production of approximately 85,000 ounces. I would like to thank all our employees, Leadership team and Board for their continued hard work and dedication in the year, and our investors for their continued support.

In Nigeria, where we are a pioneer in the mining sector, we have also recognised that we need to take a long-term view of building a local mining skill-base, and as a result, we have invested in youth, undergraduate and graduate programmes as well as post-secondary school apprenticeship schemes in our host communities and regions. We remain committed to labour excellence through managing employee job satisfaction in the local community.

We have also continued to enjoy a healthy and cooperative relationship with our host communities. In 2023, we completed our first two livelihood restoration programmes which had 135 direct beneficiaries. In total, 4,479 community members have benefited from our Community Development Agreement programs and an impressive 11,122 people have directly benefited from our Corporate Social Responsibility programmes.

Following the regrettable loss of life of an individual as a result of our operations in 2022, we are reassured that the measures put in place to guarantee the safety of all our employees and stakeholders we interact with during our operations, continue strictly prioritised and effected. This resulted in a fatality free year with our employment practices being recognised and rewarded with the Labour Award at the 2024 Mining Indaba, selected by the Mining Indaba Sustainability Committee.

Operationally, we continue to be strategically driven. The addition of our early-stage lithium licences to our portfolio demonstrates our ability to move quickly and with flexibility in-country to capitalise on value accretive opportunities in Nigeria.

Looking ahead, 2024 promises to be a year of delivery. With upgrades to the Segilola processing plant complete and completion of the pushback of the west wall of the Segilola pit, we are confident that the Company is well positioned to grow through gold production and value creation through exploration success in Nigeria.

We are confident of our strategy in Nigeria and West Africa in 2024 and thank you for your support for Thor Explorations in 2023. Please be assured that the Board and Leadership Team are resolutely focused on delivering our strategy and creating value for our shareholders and all of our stakeholders.

Adrian Coates
Chairman

CEO'S STATEMENT

The end of 2023 marks two calendar years of commercial gold production at our flagship asset, the Segilola Gold Mine. Thinking back to the original mine plan in the Definitive Feasibility Study, we knew as a management team that the second year of production was going to be an operationally challenging year, requiring the pushback of the western wall of the pit and mining of waste material in order to access the orebody efficiently in the subsequent years.

Despite the operational challenges, we are pleased to have produced approximately 85,000 ounces of gold in 2023 versus the original mine plan projection of 72,000 ounces. This was achieved whilst carrying out certain plant upgrades which would also optimise gold production for the remainder of the Segilola mine life. In addition to this, we were able to deliver our operations in a safe and responsible manner, with an improved safety performance in 2023. We continue to prioritise safety and best practise standards and aim to continuously improve.

Personally, I am pleased we managed to achieve our operational objectives. We refreshed the leadership at the mine site with the appointment of a new General Manager in October 2023 and executed necessary upgrades to the process plant whilst ending the year having achieved an all-in sustaining cost ("AISC") for the Segilola Gold Mine of \$1,313 per ounce.

The Company is now strongly positioned for repayment of the Company's long term debt during 2024 and growth, primarily coming from strong cash flow at Segilola, and also through exploration and the development of the Douta Gold Project in Senegal.

We are also continuing to prioritise our Environmental, Social and Governance ("ESG") standards, particularly as we are in a country where we must set an example as pioneers in the industry.

Furthermore, in 2023, we began to capitalise on our first mover advantage in Nigeria through the acquisition of over 600 square kilometres of lithium-bearing ground. We believe our first mover advantage allows us to quickly and professionally assess value accretive opportunities for our shareholders. Having successfully carried out early-stage exploration on our lithium portfolio, we are able to provide our shareholders with significant value optionality that can be funded by the Company's existing cash flow and human resources in Nigeria.

In 2024, the Company's strategy will be focussed on growth. The first priority is to extend the Segilola Mine life, where there is currently an underground resource of over 100,000 ounces, that has not been incorporated into the existing mine plan. At the current prevailing high gold prices, we aim to assess our options in re-optimising the Segilola Pit to produce gold from this resource prior to transitioning into an underground mine. We also aim to carry out further exploration at depth, aimed at increasing the existing underground resource which has not been closed out.

In Senegal, the Douta Gold Project continues to provide blue sky exploration upside potential. The Douta Gold Project is undergoing a preliminary feasibility study ("PFS") and subsequent to the year, we acquired additional contiguous ground with potential to scale the Douta Gold Project.

Our strategy in Senegal in 2024 is to focus on increasing the oxide component of the existing Douta resource in parallel with the PFS workstreams. We will be carrying out drilling programs across various geochemical targets on both the Douta and Douta-West licences. The aim is to increase the oxide resource, where high recoveries are metallurgically straightforward, to a target of 500,000 ounces.

We ended 2023 with our Segilola Gold mine well positioned to produce approximately 100,000 ounces per year for the next three years. . The Company will also be completely deleveraged in 2024 and will continue to strengthen its balance sheet in the historically high gold price environment.

Looking further ahead, our ambition to continue to grow through mine life extension at Segilola and exploration across our entire portfolio remains unchanged, and we will also be well-positioned for future opportunities that may accelerate our growth into a more mature gold producer.

I am proud of what we achieved in 2023, which is all the result of the hard work and commitment of our people. I am equally excited about the opportunities we have in front of us as we continue to build a uniquely positioned African-focussed gold producer.

Segun Lawson
Chief Executive Officer

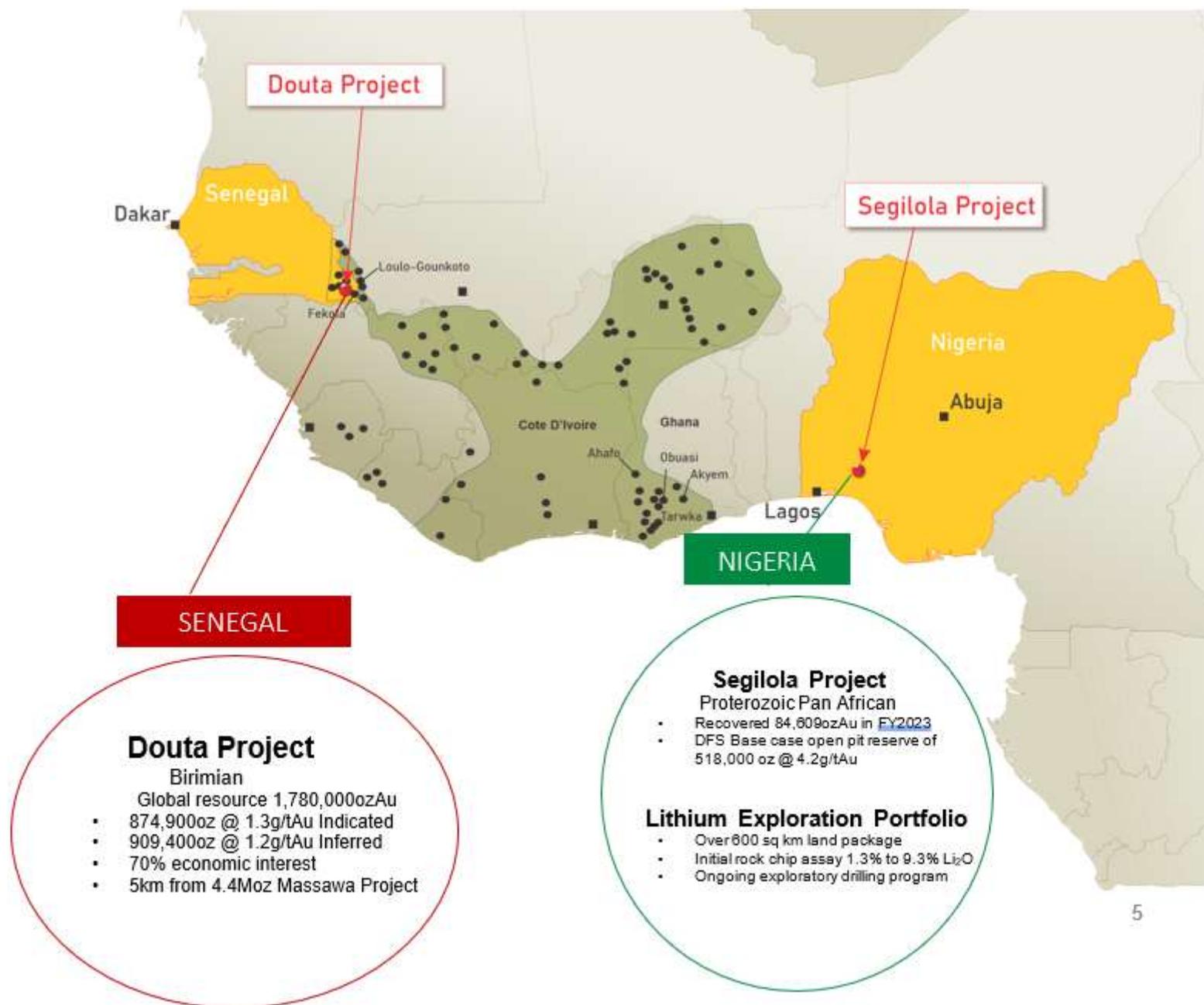
OVERVIEW

Thor Explorations Ltd. (the "Company"), together with its subsidiaries (collectively, "Thor" or the "Group") is a gold production, development and mineral exploration company focussed on West Africa and dual-listed on the TSX Venture Exchange TSX-V (THX: TSX-V) and the AIM market of the London Stock Exchange (THX: AIM). The Group's main assets include its flagship producing Segilola Gold mine in Nigeria and the advanced exploration project, Douta, in Senegal. The Group has a growing portfolio of prospective exploration licences on the unexplored Ilesha schist belt in near proximity to the Segilola gold mine and further exploration licences in Nigeria and Burkina Faso.

As part of the Group's strategy in identifying high-value mineral resource opportunities, Thor, through its wholly owned subsidiary Newstar Minerals Ltd ("Newstar"), completed the acquisition of significant tenure in south-west Nigeria that covers both known lithium-bearing pegmatite deposits and a large unexplored prospective pegmatite-rich belt.

Our strategy is to operate, develop and explore mineral properties where our expertise can substantially increase shareholder value. The Group operates with transparency and in accordance with international best practices and is committed to delivering value to its shareholders through responsible development, providing economic and social benefit to our host communities and operating in a manner where health and safety and the environment are integral to our operations and development approach.

Figure 1.1: Thor's Properties in West Africa



HIGHLIGHTS AND ACTIVITIES – FOURTH QUARTER 2023 AND YEAR ENDED DECEMBER 31, 2023

Operating results for the year were highlighted by the selling of 73,356 ounces (“oz”) of gold during the period at a cash operating cost of \$1,006 per oz sold, with an all-in sustaining cost (“AISC”) of \$1,313 per oz sold.

Gold recovered for the quarter was 21,798 ounces. The Group has set its production guidance for 2024 to 95,000 to 100,000 oz, while AISC guidance for 2024 is set at US\$1,100 per ounce to US\$1,200 per ounce.

Table 2.1 Key Operating and Financial Statistics

		Three months period ended				Year ended		
		December 31, 2023	September 30, 2023 ¹	June 30, 2023 ¹	March 31, 2023 ¹	December 31, 2022 ¹	December 31, 2022 ¹	
Operating								
Gold sold	Au	11,930	19,021	20,852	21,553	24,918	73,356	92,489
Gold recovered	Au	21,798	19,104	23,078	20,629	26,523	84,609	98,006

Average realised gold price ²	\$/oz	1,927	1,910	1,971	1,832	1,657	1,907	1,767
Cash operating cost ²	\$/oz	1,451	1,193	628	961	342	1,006	685
AISC (all-in sustaining cost) ²	\$/oz	1,706	1,392	916	1,408	610	1,313	954
EBITDA ²	\$/oz	266	624	1,227	683	1,035	755	911

Financial

Revenue	\$	22,998,429	36,594,900	41,364,169	40,287,830	43,251,204	141,245,328	165,174,531
Net (Loss)/Profit	\$	(8,847,842)	2,270,508	14,458,095	2,988,685	10,715,034	10,869,446	37,996,903
EBITDA ²	\$	3,175,024	11,862,271	25,589,910	14,722,672	25,800,397	55,349,877	84,277,983

		December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
Cash and cash equivalents	\$	7,839,757	8,264,796	11,149,491	4,505,071	6,688,037
Deferred Income	\$	11,838,898	-	865,173	-	6,581,743
Net Debt ²	\$	15,926,289	19,374,507	16,807,972	24,940,762	31,650,722

1 The figures for the production costs and net profit have been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details.

2 This is a non-IFRS measure. Refer to the non-IFRS measures section.

Segilola Gold Mine, Nigeria

Mining

During the three months ended December 31, 2023, 5,483,291 tonnes of material were mined, equivalent to a mining rate of 59,601 tonnes of material per day. This was higher than the mine plan due to some resequencing of mining areas and demonstrated a maintained increase in material mined since the end of Q1 2023 in order to efficiently mine the required waste material in the west wall of the southern end of the pit.

In this period, 451,360 tonnes of ore were mined, equivalent to a mining rate of 4,906 tonnes of ore per day, at an average grade of 1.93g/t. Completion of the west wall pushback has meant production areas are increasing, which allows maintaining higher production rates than was in the annual plan. Grade was lower than Q3 2024 due to increased low grade material identified during grade control drilling increasing the stockpiles for processing at the end of the mine's life.

The stockpile balance at the end of the period increased by 59.8% to 541,151 tonnes of ore at an average grade of 1.04g/t. This comprised 1,003 tonnes (8.47g/t) at high grade, 18,648 tonnes (2.15g/t) at medium grade, 521,501 tonnes (0.99g/t) at low grade and 4,563 tonnes (3.34g/t) on the coarse ore stockpile between the crusher and mill.

The Group ended the year with a gold recovery of 84,609 oz vs the year end guidance of 85,000 oz. Gold recovered during the year includes approximately 11,250 oz of Gold In-Circuit ("GIC").

Processing

During the three months ended December 31, 2023, a total of 262,439 tonnes of ore, equivalent to a throughput rate of 2,852 tonnes per day, were processed with no significant downtime periods. The process plant maintained the Q3, higher than design, throughput rates with all the main operating units continuing to perform better than expected.

The Q3 2024 mill feed ore tonnes were maintained and recovered ounces of 21,798 were achieved at an average grade of 2.77g/t gold and at an improved recovery of 93.4%.

A leach circuit tank upgrade was ongoing during the period with a projected full commissioning during Q2 2024, to improve processing recovery and efficiency which will reduce the gold in circuit through 2024.

Table 2.2: Production Metrics

Units	Q4 – 2023	Q3 – 2023	Q2 –2023	Q1 - 2023	Q4 – 2022	Q3 - 2022	Q2 - 2022	Q1 - 2022
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Mining									
Total Mined	Tonnes	5,483,291	5,673,193	5,633,688	4,194,689	4,296,494	4,018,431	4,031,584	3,759,524
Waste Mined	Tonnes	5,031,932	5,370,279	5,355,105	3,996,264	3,974,073	3,793,249	3,747,504	3,533,610
Ore Mined	Tonnes	451,360	302,915	278,583	198,425	322,421	225,182	284,079	226,314
Grade	g/t Au	1.93	2.44	2.43	2.85	3.51	4.43	3.63	2.68
Daily Total Mining Rate	Tonnes/Day	59,601	61,665	61,909	46,608	46,701	43,679	44,303	41,772
Daily Ore Mining Rate	Tonnes/Day	4,906	3,292	3,061	2,205	3,505	2,448	3,122	2,515

Stockpile									
Ore Stockpiled	Tonnes	541,151	338,558	297,060	270,215	300,531	229,909	249,281	179,758
Ore Stockpiled	g/t Au	1.04	0.99	1.06	1.14	1.48	1.19	1.46	1.23
Ore Stockpiled	Oz	18,141	10,756	10,124	9,904	14,300	8,796	11,701	7,109

Processing									
Ore Processed	Tonnes	262,439	261,671	255,231	231,001	254,824	241,434	211,582	221,900
Grade	g/t Au	2.77	2.46	2.99	2.95	3.38	3.58	3.66	3.18
Recovery	%	93.4	92.3	94	94.1	95	95.5	95.5	94.1
Gold Recovered	Oz	21,798	19,104	23,078	20,629	26,331	26,523	23,785	21,343
Milling Throughput	Tonnes/Day	2,852	2,844	2,805	2,567	2,770	2,624	2,325	2,466

NON-IFRS MEASURES

This MD&A refers to certain financial measures which are not recognized under IFRS and do not have a standardized meaning prescribed by IFRS. These measures may differ from those made by other companies and accordingly may not be comparable to such measures as reported by other companies. These measures have been derived from the Group's financial statements because the Group believes that, with the achievement of gold production, they are of assistance in the understanding of the results of operations and its financial position.

Average realised gold price per ounce sold

The Group believes that, in addition to conventional measures prepared in accordance with GAAP, the average realised gold price, which takes into account the impact of gain/losses on forward sale of commodity contracts, is a metric used to better understand the gold price realised during a period. Management believes that reflecting the impact of these contracts on the Group's realised gold price is a relevant measure and increases the consistency of this calculation with our peer companies.

In addition to the above, in calculating the realised gold price, management has adjusted the revenues as disclosed in the consolidated financial statements to exclude by product revenue, relating to silver revenue, and has reflected the by product revenue as a credit to cash operating costs. The revenues as disclosed in the consolidated financial statements have been reconciled to the gold revenue for all periods presented.

Table 3.1: Average annual realised price per ounce sold

	Units	Three Months period ended				Year ended		
		December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Revenues	\$	22,998,429	36,594,900	41,364,169	40,287,830	43,251,204	141,245,328	165,174,531
By product revenue	\$	(40,063)	(56,244)	(68,587)	(43,773)	(32,845)	(208,667)	(114,211)
Gold revenue	\$	22,958,366	36,538,656	41,295,582	40,244,057	43,218,359	141,036,661	165,060,320
Gain/(Loss) on forward sale of commodity contracts	\$	26,261	(205,323)	(200,534)	(750,482)	(1,925,754)	(1,130,078)	(1,587,524)
Adjusted gold revenue	\$	22,984,627	36,333,333	41,095,048	39,493,575	41,292,605	139,906,583	163,472,796

Gold ounces sold	Oz Au	11,930	19,021	20,852	21,553	24,918	73,356	92,489
Average realized price per ounce sold	\$	1,927	1,910	1,971	1,832	1,657	1,907	1,767

Cash operating cost per ounce

Cash operating cost per oz sold, combined with revenues, can be used to evaluate the Group's performance and ability to generate operating income and cash flow from operating activities. The Group believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors may find this information useful to evaluate the costs of production per ounce.

By product revenues are included as a credit to cash operating costs.

Table 3.2: Average annual cash operating cost per ounce of gold

	Units	Three Months period ended				Year ended		
		December 31, 2023	September 30, 2023 ¹	June 30, 2023 ¹	March 31, 2023 ¹	December 31, 2022 ¹	December 31, 2022 ¹	
Production costs	\$	16,743,415	22,032,471	11,249,777	19,649,164	6,272,403	69,674,827	56,309,287
Transportation and refining	\$	613,813	712,258	810,080	342,291	971,849	2,478,442	3,419,334
Royalties	\$	(4,835)	-	1,102,308	768,282	1,317,417	1,865,755	3,696,527
By product revenue	\$	(40,063)	(56,244)	(68,587)	(43,773)	(32,845)	(208,667)	(114,211)
Cash Operating costs	\$	17,312,330	22,688,485	13,093,578	20,715,964	8,528,824	73,810,357	63,310,937
Gold ounces sold	Oz Au	11,930	19,021	20,852	21,553	24,918	73,356	92,489
Cash operating cost per ounce sold	\$/oz	1,451	1,193	628	961	342	1,006	685

¹ The figures for the production costs have been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details

All-in sustaining cost per ounce

AISC provides information on the total cost associated with producing gold.

The Group calculates AISC as the sum of total cash operating costs (as described above), other administration expenses and sustaining capital, all divided by the gold ounces sold to arrive at a per oz amount.

Other administration expenses include administration expenses directly attributable to the Segilola Gold Mine plus a percentage of corporate administration costs allocated to supporting the operations of the Segilola Gold Mine. From June 30, 2023, this was deemed to be 33%, for prior periods, including 2022, it was considered to be 50%. The change is reflective of the increase in the Group's exploration activities.

Other companies may calculate this measure differently as a result of differences in underlying principles and policies applied.

Table 3.3: Average annual all-in sustaining cost per ounce of gold

	Units	Three Months period ended				Year ended		
		December 31, 2023	September 30, 2023 ¹	June 30, 2023 ¹	March 31, 2023 ¹	December 31, 2022 ¹	December 31, 2022 ¹	
Cash operating costs ²	\$	17,312,330	22,688,485	13,093,578	20,715,964	8,528,824	73,810,357	63,310,937
Segilola mine – other administration expenses	\$	2,323,963	806,394	1,093,344	3,775,777	6,171,107	7,999,478	14,042,505
Sustaining capital ³	\$	714,793	2,979,303	4,914,550	5,864,894	500,040	14,473,540	10,917,636
Total all-in sustaining cost	\$	20,351,086	26,474,182	19,101,472	30,356,635	15,199,971	96,283,375	88,271,078
Gold ounces sold	Oz Au	11,930	19,021	20,852	21,553	24,918	73,356	92,489
All-in sustaining cost per ounce sold	\$/oz	1,706	1,392	916	1,408	610	1,313	954

¹ The figures for the cash operating costs have been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details.

² Refer to Table – 3.2 Cash operating costs.

³ Refer to Table – 3.3a Sustaining and Non-Sustaining Capital

The Group's all-in sustaining costs include sustaining capital expenditures which management has defined as those capital expenditures related to producing and selling gold from its on-going mine operations. Non-sustaining capital is capital expenditure related to major projects or expansions at existing operations where management believes that these projects will materially benefit the operations. The distinction between sustaining and non-sustaining capital is based on the Group's policies and refers to the definitions set out by the World Gold Council.

This non-GAAP measure provides investors with transparency regarding the capital costs required to support the on-going operations at its operating mine, relative to its total capital expenditures. Readers should be aware that these measures do not have a standardized meaning. It is intended to provide additional information and should not be considered in isolation, or as a substitute for measures of performance prepared in accordance with IFRS.

Table 3.3a: Sustaining and Non-Sustaining Capital

	Units	Three months period ended				Year ended		
		December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022	December 31, 2022	
Property, plant and equipment additions	\$	220,954	2,020,081	10,132,049	5,719,158	8,663,986	18,092,242	24,757,723
Non-sustaining capital expenditures ¹	\$	(762,818)	(298,248)	(6,474,490)	(1,109,993)	(9,096,788)	(8,645,549)	(18,722,873)
Payment for sustaining leases	\$	1,256,657	1,257,470	1,256,991	1,255,729	932,842	5,026,847	4,882,786
Sustaining Capital ²	\$	714,793	2,979,303	4,914,550	5,864,894	500,040	14,473,540	10,917,636

¹ Includes EPC and other construction costs for the Segilola mine

² Includes capitalized production stripping costs of \$9,446,693 (2022: \$6,034,850)

Net Debt

Net debt is calculated as total debt adjusted for unamortized, deferred, financing charges less cash and cash equivalents and short-term investments at the end of the reporting period. This metric is used by management to measure the Group's debt leverage. The Group considers that in addition to conventional measures prepared in accordance with IFRS, net debt is useful to evaluate the Group's performance.

Table 3.4: Net Debt

	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
Project Loan	20,360,657	23,853,406	24,187,306	24,257,746	24,459,939
EPC Payments	-	-	-	1,463,353	10,196,105
Deferred EPC Facility	3,405,389	3,785,897	3,770,157	3,724,734	3,682,715
Less: Cash and cash equivalents	(7,839,757)	(8,264,796)	(11,149,491)	(4,505,071)	(6,688,037)
Net Debt	15,926,289	19,374,507	16,807,972	24,940,762	31,650,722

Earnings Before Interest, Taxes, Depreciation and Amortisation (EBITDA)

EBITDA is calculated as the total earnings before interest, taxes, depreciation and amortisation. This measure helps management assess the operating performance of each operating unit.

Table 3.5: Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)

Unit		Three months period ended				Year ended		
		December 31, 2023	September 30, 2023 ¹	June 30, 2023 ¹	March 31, 2023 ¹	December 31, 2022 ¹	December 31, 2022 ¹	
Net profit for the period	\$	(8,847,842)	2,270,508	14,458,095	2,988,685	10,715,034	10,869,446	37,996,903

Amortisation and depreciation – owned assets	\$	4,524,892	5,087,535	6,679,708	7,165,523	10,571,705	23,457,658	26,928,156
Amortisation and depreciation – right of use assets	\$	1,195,517	1,196,936	1,195,213	1,194,587	1,246,105	4,782,253	4,724,100
Impairment of Exploration & Evaluation assets	\$	2,588	2,622	3,365	3,096	2,433	11,671	12,014
Buy-out of gold sale agreement's option	\$	3,154,454	-	-	-	-	3,154,454	-
Interest expense	\$	3,145,415	3,304,670	3,253,529	3,370,781	3,265,120	13,074,395	14,616,810
EBITDA	\$	3,175,024	11,862,271	25,589,910	14,722,672	25,800,397	55,349,877	84,277,983

Ounces sold	Oz Au	11,930	19,021	20,852	21,553	24,918	73,356	92,489
EBITDA per ounce sold	\$	266	624	1,227	683	1,035	755	911

¹ The net profit for the period has been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details.

OUTLOOK AND UPCOMING MILESTONES

This Section 5 of the MD&A contains forward looking information as defined by National Instrument 51-102. Refer to Section 16 of this MD&A for further information on forward looking statements.

We are focussed on advancing the Company's strategic objectives and near-term milestones which include:

- 2024 Operational Guidance and Outlook

Gold Production	oz	95,000-100,000
All-in Sustaining Cost ("AISC")	US\$/oz Au sold	\$1,100 - \$1,200
Capital Expenditure	US\$	2,000,000 – 4,000,000
<i>Exploration Expenditure:</i>		
Nigeria ¹	US\$	4,000,000 – 6,500,000
West Africa	US\$	3,500,000 – 4,500,000

¹ This includes purchase of licences

- The critical factors that influence whether Segilola can achieve these targets include:
 - Segilola's ability to maintain an adequate supply of consumables (in particular ammonium nitrate, flux and cyanide) and equipment.
 - Fluctuations in the price of key consumables, in particular ammonium nitrate, and diesel
 - Segilola's workforce remaining healthy
 - Continuing to receive full and on-time payment for gold sales
 - Continuing to be able to make local and international payments in the ordinary course of business
- Continue to advance the Douta Gold Project towards PFS for publication in H2 2024
- Continue to advance exploration programmes across the portfolio:
 - Segilola near mine exploration
 - Segilola underground project
 - Segilola regional exploration programme

- Douta extension programme
- Douta infill programme
- Assess regional potential targets in Nigeria

SUMMARY OF QUARTERLY RESULTS

The table below sets forth selected results of operations for the Company's eight most recently completed quarters.

Table 6.1: Summary of quarterly results

\$	2023 Q4 Dec 31	2023 Q3 Sep 30 ¹	2023 Q2 Jun 30 ¹	2023 Q1 Mar 31 ¹
Revenues	22,998,429	36,594,900	41,364,169	40,287,830
Net (loss)/profit for period	(8,847,842)	2,270,508	14,458,095	2,988,685
Basic (loss)/earnings per share (cents)	(1.35)	0.35	2.24	0.46

\$	2022 Q4 Dec 31 ¹	2022 Q3 Sep 30 ¹	2022 Q2 Jun 30 ¹	2022 Q1 Mar 31 ¹
Revenues	43,251,204	55,703,098	41,354,747	24,865,482
Net profit for period	10,715,034	10,712,996	9,928,444	6,640,429
Basic earnings per share (cents)	1.67	1.68	1.56	1.04

¹ The net profit for the period has been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details.

The Company reported a net loss of \$8,847,842 (1.35 cents per share) for the three months period ended December 31, 2023, as compared to a net profit of \$10,715,034 (1.67 cents per share) for the three months period ended December 31, 2022. The decrease in profit for the period was largely due to:

- Sales during the period of \$22,998,429 (Q4 2022: \$43,251,204); and
- Production costs of \$16,743,415 (Q4 2022: \$6,272,403)
- Buy-out of gold sale agreement's option of \$3,154,454 (Q4 2022: Nil)
- Gold-in-circuit of 11,210 oz (Q4 2022: 1,031 oz)

These were offset partially by:

- Amortization and depreciation of \$5,720,409 (Q4 2022: \$11,817,810); and
- Interest of \$3,145,415 (Q4 2022: \$3,265,120)

No interest was earned during the three months period ended December 31, 2023, and 2022.

SELECTED ANNUAL FINANCIAL INFORMATION

The review of the results of operations should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto.

Table 7.1: Selected annual information

For the year ended	December 31, 2023	December 31, 2022	December 31, 2021
Total revenues	\$ 141,245,328	165,174,531	6,049,485
Net profit/(loss)	\$ 10,869,446	37,996,903	(2,069,195)
Profit/(loss) per share (cents)			
Basic	1.67	5.92	(0.33)
Diluted	1.66	5.84	(0.33)
Total assets	\$ 259,114,169	235,849,775	212,238,762

Total non-current liabilities	\$	19,895,396	57,663,580	63,406,824
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RESULTS FOR THE YEAR ENDED DECEMBER 31, 2023 and 2022

The Company reported a net profit of \$10,869,446 (1.67 cents per share) for the year ended December 31, 2023, as compared to a net profit of \$37,996,903 (5.92 cents per share) for the year ended December 31, 2022. The reduction in profit for the year was largely due to:

sales during the year of \$141,245,328 (2022: \$165,174,531); and
Production costs of \$69,674,827 (2022: \$56,309,287)

These were offset partially by:

Amortization and depreciation of \$28,239,911 (2022: \$31,652,256); and
Interest of \$13,074,395 (2022: \$14,616,810)

No interest was earned during the year ended December 31, 2023, and 2022.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had cash of \$7,839,757 (2022: \$6,688,037) and 4,405 ounces of gold dore in inventory to be sold (2022: 1,884 ounces), and a working capital deficit of \$57,140,196 (2022: deficit of \$16,518,953).

The increase in cash from December 31, 2022, is due mainly to cash generated in operations of \$63,8379,783 offset by cash used in investing and financing activities of \$37,838,419 and \$25,067,047, respectively.

The increase working capital deficit is mainly due to the transfer of \$22,359,551 of loans and other borrowings from non-current to current as these are due within 12 months from December 31, 2023.

Working Capital Calculation

The Working Capital Calculation excludes \$12,343,232 (2022: \$10,187,630) of gold stream liabilities, and nil (2022: \$2,215,585) in third party royalties included in current accounts payable, that are contingent upon the achievement of the gold sales forecast of 95,000 to 100,000 ounces for the year ending December 31, 2024.

The Company carried out upgrades to the Segilola Processing Plant in Q3 and Q4 of 2023, including the upgrade of the elution circuit. This was done to ensure more efficient gold recoveries for the remainder of the mine life. During this period, there was a significant accumulation of gold-in-circuit of over 11,000 ounces, with a market value at December 31, 2023, of approximately \$23 million. Following the period and the completion of the upgrades, the Company expects to drawdown this gold in circuit during the course of 2024.

Table 8.1: Working Capital

	Unit	December 31, 2023	September 30, 2023 ¹	June 30, 2023 ¹	March 31, 2023 ¹	December 31, 2022 ¹
Current Assets						
Cash	\$	7,839,757	8,264,796	11,149,491	4,505,071	6,688,037
Inventory	\$	41,770,046	47,576,396	37,862,168	36,336,108	32,499,224
Amounts receivable, prepaid expenses, advances and deposits	\$	7,930,772	10,276,196	8,612,279	8,461,572	10,697,365
Total Current Assets for Working Capital	\$	57,540,575	66,117,388	39,822,730	49,302,751	49,884,626
Current Liabilities						
Accounts Payable and accrued liabilities	\$	74,773,828	69,964,009	59,595,451	60,555,348	56,337,289

Deferred income	\$	11,838,898	-	865,173	-	6,581,743
Lease Liabilities	\$	4,820,353	4,813,352	4,819,439	4,815,512	4,811,991
Gold Stream Liability	\$	12,343,232	10,686,862	9,319,784	9,979,413	10,187,630
Loan and other borrowings	\$	23,247,692	23,757,835	20,235,386	11,790,796	888,141
	\$	127,024,003	109,222,058	94,835,233	87,141,069	78,806,794
less: Current Liabilities contingent upon future gold sales	\$	(12,343,232)	(10,686,862)	(9,355,262)	(10,785,214)	(12,403,215)
Working capital deficit	\$	(57,140,196)	(32,417,808)	(45,657,241)	(27,053,104)	(16,518,953)

¹ The inventory balances have been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details.

Inventory

Gold inventory is recognised in the ore stockpiles and in production inventory, comprised principally of ore stockpile and doré at site or in transit to the refinery, with a component of gold-in-circuit.

Table 8.2: Inventory

	December 31, 2023	September 30, 2023 ¹	June 30, 2023 ¹	March 31, 2023 ¹	December 31, 2022 ¹
<i>Current</i>					
Plant spares and consumables	8,681,433	8,185,909	7,072,420	9,146,279	4,751,922
Gold ore in stockpile	20,768,112	30,218,334	26,535,360	25,097,817	23,569,801
Gold in CIL	8,405,429	9,025,408	4,254,388	2,092,012	956,864
Gold doré ²	3,915,072	146,745	-	-	3,220,637
	\$ 41,770,046	47,576,396	37,862,168	36,336,108	32,499,224
<i>Non-current</i>					
Gold ore in stockpile	15,891,089	-	-	-	-
	\$ 15,891,089	-	-	-	-

¹ The inventory balances have been restated in connection with the restatement of the financial statements. Refer to note 25 of the financial statements for further details.

² Gold doré is valued at cost (\$889/oz), which comprises production cost, depreciation and amortization.

Liquidity and Capital Resources

The Company has generated positive operating cash flow during Q4 2023, and the year ended December 31, 2023, and expects to continue to do so based on its production and AISC guidance. This strong operating cash flow will support debt repayments, regional exploration and underground expansion drilling at Segilola, planned capital expenditures and corporate overhead costs.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Group's financial instruments consist of cash, amounts receivable, accounts payable, accrued liabilities, gold stream liability, loans and other borrowings and lease liabilities.

Fair value of financial assets and liabilities

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

The carrying amount for cash, amounts receivable, and accounts payable, accrued liabilities, loans and borrowings and lease liabilities on the statement of financial position approximate their fair value because of the limited term of these instruments.

Financial risk management objectives and policies

The Group has exposure to the following risks from its use of financial instruments

- Interest rate risk

- Credit risk
- Liquidity and funding risk
- Market risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies, and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in these notes.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below:

Table 9.3: Financial instruments by category

	December 31, 2023			December 31, 2022		
	Measured at amortized cost	Measured at fair value through profit and loss	Total	Measured at amortized cost	Measured at fair value through profit and loss	Total
Assets						
Cash and cash equivalents	\$ 7,839,757	-	7,839,757	6,688,037	-	6,688,037
Amounts receivable	\$ 280,731	-	280,731	220,442	-	220,442
Total assets	\$ 8,120,488	-	8,120,488	6,908,479	-	6,908,479
Liabilities						
Accounts payable and accrued liabilities	\$ 74,773,828	-	74,773,828	54,121,704	2,215,585	56,337,289
Loans and borrowings	\$ 23,766,046	-	23,766,046	28,142,654	-	28,142,654
Gold stream liability	\$ -	20,042,997	20,042,997	-	25,039,765	25,039,765
Lease liabilities	\$ 11,490,070	-	11,490,070	15,409,285	-	15,409,285
Total liabilities	\$ 110,029,944	20,042,997	130,072,941	97,673,643	27,255,350	124,928,993

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Group's holdings of cash. The Group's cash is held in business accounts and are available on demand.

In the normal course of business, the Group enters into contracts and performs business activities that give rise to commitments for future minimum payments.

The following tables summarize the Group's significant remaining contractual maturities for financial liabilities at December 31, 2023, and December 31, 2022. The tables show projected cashflows including interest payments.

Table 9.4: Contractual maturity analysis

Contractual maturity analysis as at December 31, 2023

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	63,950,634	10,823,194	-	-	74,773,828
Lease liabilities	1,213,678	3,236,476	7,282,070	-	11,732,224
Gold Stream Liability	3,484,102	10,553,647	9,317,278	-	23,355,027
Loans and borrowings	9,182,048	18,253,920	932,379	-	28,368,347
	77,830,462	42,867,237	17,531,728	-	138,229,426

Contractual maturity analysis as at December 31, 2022

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	55,368,069	1,001,983	-	-	56,370,052
Lease liabilities	1,255,581	3,766,744	12,681,521	-	17,703,846
Gold Stream Liability	2,986,708	8,475,973	23,420,334	-	34,883,015
Loans and borrowings	1,642,151	4,810,033	33,337,237	-	39,789,421
	61,252,509	18,054,733	69,439,092	-	148,746,334

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group's income and operating cash flows will be impacted by changes in market interest rates as the Group's secured loans from the AFC incurs Interest at SOFR plus 9% (Refer to Note 11 of the 2023 Audited Financial Statements). The Group's management monitors the interest rate fluctuations on a continuous basis and assesses the impact of interest rate fluctuations on the Group's cash position and acts to ensure that sufficient cash reserves are maintained in order to meet interest payment obligations.

Credit risk

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations.

The Group manages the credit risk associated with cash by investing these funds with highly rated financial institutions, and by monitoring its concentration of cash held in any one institution. As such, the Group deems the credit risk on its cash to be low. At 31 December 2023, 78% of the Group's cash balances were invested in AA rated financial institutions (2022: 93%), 1% in AA-rated financial institutions (2022: 1%), 1% in A+ rated financial institutions (2022: 1%), 17% in A- rated financial institutions (2022: nil) and 3% in B rated institutions (2022: 4%).

The Group sells its gold to large international organizations with strong credit ratings, and the historical level of customer defaults is minimal. As a result, the credit risk associated with gold trade receivables at 31 December 2023 is considered to be negligible.

Market risk

The Group is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Group manages its operations in order to minimize exposure to these risks, the Group has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Foreign currency risk

The Group's primary operations are in Nigeria and Senegal. Revenues generated and expenditures incurred are primarily denominated in United States Dollars, as are its loan facilities.

Although the Group does not enter into currency derivative financial instruments to manage its exposure, the Group tries to manage this risk by maintaining most of its cash in United States dollars.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at the date of this MD&A, there were 656,064,724 common shares issued and outstanding stock options to purchase a total of 14,040,000 common shares.

Authorized Common Shares

Table 14.1: Common shares issued

a)	December 31, 2023	December 31, 2022
Common shares issued	656,064,724	644,696,185

Warrants

There were no warrants that were outstanding at December 31, 2023, and as at the date of this report.

During the quarter ended December 31, 2023, no warrants were issued.

Stock Options

The number of stock options that were outstanding and the remaining contractual lives of the options at December 31, 2023, were as follows.

Table 14.2: Options outstanding

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Expiry Date
C\$0.200	14,040,000	1.05	January 16, 2025
Total	14,040,000		

The Company has previously granted employees, consultants, directors and officers share purchase options. These options were granted pursuant to the Company's stock option plan. No new options have been granted in 2023.

During the year ended December 31, 2023, the following options were exercised:

- 1,500,000 options exercised at a price of CAD\$0.145 per share on June 5, 2023;
- 9,118,539 options exercised at a price of CAD\$0.145 per share on June 14, 2023; and,
- 750,000 options exercised at a price of CAD\$0.14 per share on September 28, 2023

Audited Financial Results for the Year Ended 31 December 2023

Independent Auditor’s Report

To the Shareholders of Thor Explorations Limited

Opinion

We have audited the consolidated financial statements of Thor Explorations Limited and its subsidiaries (the Group), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of comprehensive income, consolidated statements of cash flows, and the consolidated statements of changes in equity for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as at December 31, 2023 and 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit, and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matter	How the scope of our audit addressed the key audit matter
<p>Valuation of Inventory (see Note 6)</p> <p>There are a number of key judgements and estimates which are applied in assessing the valuation of inventory including the volumetrics of each type of inventory, the stage of completion and the allocation of overheads.</p> <p>Valuation of inventory has been raised as a significant risk. During course of the audit, we have challenged management on the model utilized for the valuation of gold in stockpile, gold in CIL (Carbon-In-Leach) and Gold dore and as a result of this challenge, the Group identified an error in the prior year model used for valuation of gold Dore, gold in CIL and stockpiles. The error has led to an adjustment to inventory balances as at 31 December 2022 amounting to \$12,730,276 (note 6 and note 25).</p> <p>In accordance with IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”, the comparative disclosures (December 31, 2022), have been restated (note 25) by recording an</p>	<p>Our specific audit testing in this regard included:</p> <p>In respect of the valuation of inventory for December 31, 2023</p> <ul style="list-style-type: none">• Obtaining an understanding of the processes around stockpile, gold dore and gold in CIL measurement, survey and any reconciliations performed to reconcile tonnes mined through each of the stages of production where inventory arises.• Attending the physical stock count as at year end and observing surveys and counts where applicable for all phases of production including but not limited to gold in stockpiles, gold in CIL and gold dore.• Assessing the competence and independence of management experts (surveyors).• Obtaining Management’s model and calculation for the value of the gold in stockpile, gold in CIL and gold dore and checking the mathematical

increase in Inventory (note 6) and an equal decrease in cost of sales (note 5b).

Due to the material significance of the amount of inventory on the statement of financial position at year end we consider the valuation of inventory to be a key audit matter.

accuracy of the model and assessing the reasonableness of the inputs into the calculation against current year production and industry knowledge and experience within the team.

- Assessing the reasonableness of the split between long-term and short-term stockpiles by comparing to future production plans included in the life of mine reporting prepared by a third party.
- Assessing the accuracy and appropriateness of costs absorbed into the different phases of production through reference back to relevant accounting standard guidance and industry knowledge and experience.
- Testing of the net realizable value for both the long term and short-term stockpiles by comparing the total costs, plus anticipated future costs to completion to current market prices for gold taken from third party data sources.

In respect of the prior period error, we have performed procedures including:

- Challenging the margins within the underlying financial information compared to expectations and the mine plan which we raised challenge to management where there were inconsistencies with expectations.
- Obtaining Management's model and calculation for the value of the gold in stock pile, gold in CIL and gold dore and ensured mathematical accuracy of the model and assessed the reasonableness of the inputs into the calculation. Ensuring that the key inputs audited in the prior year have remained unchanged in the calculation for example volumes and density.
- Assessing the reasonableness of the split between long-term and short-term stockpiles by comparing to future production plans included in the life of mine reporting prepared by a third party.
- Assessing the accuracy and appropriateness of costs absorbed into the different phases of production through reference back to relevant accounting standard guidance and industry knowledge and experience.
- Testing of the net realizable value for both the long term and short-term stockpiles by comparing the total costs, plus anticipated future costs to completion to current market prices for gold taken from third party data sources.

	<ul style="list-style-type: none"> Reviewed and assessed the adequacy of the disclosures in the financial statements to check that they were prepared in accordance with the requirements of the accounting standards.
<p>Completeness of liabilities</p> <p>During the audit of the financial statements for 31 December 2023, we identified discrepancies between balances confirmed by suppliers and balances recorded in the draft financial statements which led to additional testing being performed to ensure that the completeness and cut-off of liabilities is appropriate. We also note there were prior period adjustments in respect of the completeness of liabilities impacting the prior year financial statements.</p> <p>We therefore consider the impact of cut-off and completeness of liabilities in the financial statements in the current period to be a significant risk for the December 31, 2023 audit and accordingly a key audit matter.</p>	<p>Our specific audit testing in this regard included:</p> <ul style="list-style-type: none"> Obtaining an understanding of the system to assess whether Management had implemented controls and processes to prevent or detect an error such as that arose in the prior year from reoccurring. Obtaining the schedule of accruals as at December 31, 2023 and checking the arithmetical accuracy of the schedule. Obtaining confirmations for a sample of suppliers and agreeing balances confirmed to balances recorded and obtaining reconciliations for any differences noted. We have assessed the reasonableness of all reconciling items noted. Agreeing the expenses to source documentation and internal cost to contract reconciliations for the Group's key suppliers Selecting a sample of post year end payments until one week before sign off date and agreeing to source documentation to ensure the related expense has been recognised in the correct financial year. Selecting a sample of post year end transactions from the detailed ledger until one week before the date of signing these financial statements and agreeing it to source documentation to check that the related expense has been recognised in the correct financial year. Reviewing the list of accruals for reasonableness based on our understanding of the entity and a retrospective review as the business has not changed from prior year.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Management's Discussion & Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements, or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the Management's Discussion & Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Anne Sayers.

DocuSigned by:

Anne Sayers

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BDO LLP
Chartered Professional Accountants
London, UK
27 April 2024

THOR EXPLORATIONS LTD.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

In United States dollars

	Note	December 31, 2023 \$	December 31, 2022 \$ (restated)	January 1, 2022 \$ (restated)
ASSETS				
Current assets				
Cash		7,839,757	6,688,037	1,276,270
Restricted cash		-	-	3,495,992
Inventory	6	41,770,046	32,499,224	17,351,261
Amounts receivable	7	280,731	220,442	237,651
Prepaid expenses, advances and deposits	8	7,650,041	10,476,923	586,865
Total current assets		57,540,575	49,884,626	22,948,039
Non-current assets				
Inventory	6	15,891,089	-	-
Deferred income tax assets		90,277	87,797	86,795
Prepaid expenses, advances and deposits	8	221,266	282,825	105,683
Right-of-use assets	9	12,095,671	16,849,402	20,843,612
Property, plant and equipment	14	144,362,559	149,513,917	152,113,917
Intangible assets	15	28,912,732	19,231,208	15,345,419
Total non-current assets		201,573,594	185,965,149	188,495,426
TOTAL ASSETS		259,114,169	235,849,775	211,443,465
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	16	74,773,828	56,337,289	43,567,750
Deferred income	17	11,838,898	6,581,743	-
Lease liabilities	9	4,820,353	4,811,991	4,849,088
Gold stream liability	10	12,343,232	10,187,630	12,837,633
Loans and other borrowings	11	23,247,692	888,141	27,984,078
Total current liabilities		127,024,003	78,806,794	89,238,549
Non-current liabilities				
Accounts payable and accrued liabilities		-	-	1,564,191
Lease liabilities	9	6,669,717	10,597,294	13,425,286
Gold stream liability	10	7,699,765	14,852,135	17,424,646
Loans and other borrowings	11	518,354	27,254,513	25,754,525
Provisions	13	5,007,560	4,959,638	5,238,176
Total non-current liabilities		19,895,396	57,663,580	63,406,824
SHAREHOLDERS' EQUITY				
Common shares	20	81,490,834	80,439,693	79,027,183
Option reserve	20	1,968,134	3,351,133	4,513,900
Currency translation reserve		(1,618,129)	(2,512,911)	(2,889,510)
Retained earnings		30,353,931	18,101,486	(21,853,481)
Total shareholders' equity		112,194,770	99,379,401	58,798,092
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		259,114,169	235,849,775	211,443,465

Contractual commitments and contingent liabilities (Note 23)

These consolidated financial statements were approved for issue by the Board of Directors on April 27, 2024, and are signed on its behalf by:

(Signed) 
Director

(Signed) 
Director

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

THOR EXPLORATIONS LTD.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEARS ENDED DECEMBER 31,
In United States dollars

	Note	2023 \$	2022 \$
Continuing operations			
			(restated)
Revenue	5a	141,245,328	165,174,531
Cost of sales	5b	(101,435,510)	(92,942,215)
Loss on forward sale of commodity contracts		(1,130,078)	(1,587,524)
Gross profit from operations		38,679,740	70,644,792
Amortisation and depreciation - owned assets	5c	(679,946)	(1,254,566)
Amortisation and depreciation - right-of-use assets	5c	(143,479)	(85,326)
Other administration expenses	5d	(10,746,349)	(15,883,876)
Buy-out of gold sale agreement's option	5f	(3,154,454)	-
Impairment of Exploration & Evaluation assets	15	(11,671)	(12,014)
Profit from operations		23,943,841	53,409,010
Interest expense	5e	(13,074,395)	(14,616,810)
Net profit before income taxes		10,869,446	38,792,200
Income Tax	5g	-	-
Net profit for the year		10,869,446	38,792,200
Attributable to:			
Equity shareholders of the Company		10,869,446	38,792,200
Net profit for the period		10,869,446	38,792,200
Other comprehensive profit			
Foreign currency translation gain attributed to equity shareholders of the company		894,782	376,599
Total comprehensive income for the period		11,764,228	39,168,799
Net profit per share			
Basic	19	\$ 0.017	\$ 0.060
Diluted	19	\$ 0.017	\$ 0.060

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

THOR EXPLORATIONS LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31,
In United States dollars

	Note	2023	2022 (restated)
Cash flows from/(used in):			
Operating activities			
Net profit		\$ 10,869,446	\$ 38,792,200
Adjustments for:			
Impairment of Exploration & Evaluation assets	15	11,671	12,014
Share-based compensation		-	451,964
Amortisation and depreciation	5	28,239,911	31,652,256
Loss on forward sale of commodity contracts		1,130,078	1,587,524
Unrealized foreign exchange gains	5	(2,416,254)	1,633,496
Interest expense	5	13,074,395	14,616,810
Income tax	5	-	-
		50,909,247	88,746,264
Changes in non-cash working capital accounts			
Inventory		(25,161,911)	(15,147,963)
Amounts receivable		(60,289)	17,209
Prepaid expenses, advances and deposits		2,888,441	(10,273,029)
Accounts payable and accrued liabilities		30,005,140	14,464,283
Deferred income		5,257,155	6,581,743
Net cash flows from operating activities		63,837,783	84,388,507
Investing			
Restricted cash		-	3,495,992
Purchase of intangible assets	15	(140,966)	(43,599)
Assets under construction expenditures	14	-	(1,884,352)
Property, plant and equipment	14	(28,288,346)	(26,754,964)
Exploration & Evaluation assets expenditures	15	(9,409,107)	(5,366,778)
Net cash flows used in investing activities		(37,838,419)	(30,553,701)
Financing			
Share subscriptions received	18	1,051,141	960,546
Repayment of loans and borrowings	12	(16,748,922)	(39,864,224)
Interest paid	12	(4,215,545)	(4,645,014)
Arrangement fees paid	12	(126,874)	-
Payment of lease liabilities	9	(5,026,847)	(4,882,786)
Net cash flows used in financing activities		(25,067,047)	(48,431,478)
Effect of exchange rates on cash		219,403	8,439
Net change in cash		\$ 1,151,720	\$ 5,411,767
Cash, beginning of the period		\$ 6,688,037	\$ 1,276,270
Cash, end of the period		\$ 7,839,757	\$ 6,688,037

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

THOR EXPLORATIONS LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

In United States dollars

	Note	Common shares	Option reserve	Currency translation reserve	(Deficit)/ Retained earnings	Total shareholders' equity
Balance on January 01, 2022 (restated)		\$ 79,027,183	\$ 4,513,900	\$ (2,889,510)	\$ (21,853,481)	\$ 58,798,092
Net profit for the period		-	-	-	38,792,200	37,996,903
Other comprehensive income		-	-	376,599	-	376,599
Total comprehensive profit for the year		-	-	376,599	38,792,200	39,168,799
<u>Contributions by and distributions</u>						
<u>to owners</u>						
Options exercised	18	1,412,510	(1,162,767)	-	1,162,767	1,412,510
Balance on December 31, 2022 (restated)		\$ 80,439,693	\$ 3,351,133	\$ (2,512,911)	\$ 18,101,486	\$ 99,379,401
Net profit for the period		-	-	-	10,869,446	10,869,446
Other comprehensive income		-	-	894,782	-	894,782
Total comprehensive profit for the year		-	-	894,782	10,869,446	11,764,228
<u>Contributions by and distributions</u>						
<u>to owners</u>						
Options exercised	18	1,051,141	(1,382,999)	-	1,382,999	1,051,141
Balance on December 31, 2023		\$ 81,490,834	\$ 1,968,134	\$ (1,618,129)	\$ 30,353,931	\$ 112,194,770

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

Notes to the Audited Financial Statements

1. CORPORATE INFORMATION

Thor Explorations Ltd. (the “Company”), together with its subsidiaries (collectively, “Thor” or the “Group”) is a West African focused gold producer and explorer, dually listed on the TSX-Venture Exchange (THX.V) and AIM Market of the London Stock Exchange (THX.L).

The Company was formed in 1968 and is organized under the Business Corporations Act (British Columbia) (BCBCA) with its registered office at 550 Burrard St, Suite 2900 Vancouver, BC, CA, V6C 0A3.

2. BASIS OF PREPARATION

a) Statement of compliance

These consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board

b) Basis of measurement

The consolidated financial statements are presented in United States dollars (“US\$”).

These consolidated financial statements have been prepared on a historical cost basis and are presented in United States dollars, except for the valuation of certain financial instruments that are measured at fair value at the end of each reporting period as explained in the accounting policies below.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Group’s accounting policies. A precise determination of many assets and liabilities is dependent upon future events, the preparation of consolidated financial statements for a period involves the use of estimates, which have been made using careful judgment. Actual results may differ from these estimates. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are discussed in Note 4.

c) Nature of operations and going concern

As at December 31, 2023, the Group had cash of \$7,839,757 and inventory of 4,405 ounces of gold doré, as well as 11,210 ounces of gold-in-circuit inventory.

During the year ended December 31, 2023, the Group sold 73,356 ounces of gold and generated a net cash flow from operating activities to the Group of \$63,837,783.

The Board has reviewed the detailed cash flow forecast prepared by management, for the twelve-month period from the date of this report.

The Directors have a reasonable expectation that the Group will have adequate resources to continue in operational existence for at least the next twelve months and that as at the date of this report, there are no material uncertainties regarding going concern.

Key assumptions underpinning this forecast in addition to estimated production of 95,000 – 100,000 ounces of gold for 2024 include, gold prices between \$2,000 per ounce and \$2,095 per ounce, effective cost control of key production elements and production volumes in line with annual guidance. This is considered to be the Group’s base case scenario which demonstrates the Group has sufficient cash and working capital to continue operations for a period of no less than twelve months from the date of approval of these financial statements.

The Directors have also considered various scenarios that may impact cashflow including adverse changes in gold price (down to \$1,950 per ounce), inflationary pressures on key cost elements (up to 5%), and adverse positions regarding the Facility covenants. The Directors are satisfied that these stress test scenarios have appropriate planned mitigating actions, which will be sufficient to maintain the Group's going concern status if in the unlikely event, any of these eventualities occurred.

The Directors are therefore satisfied that the going concern basis of accounting is an appropriate assumption to adopt in the preparation of the consolidated financial statements as at December 31, 2023.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies described below have been applied consistently to all periods presented in these consolidated financial statements unless otherwise stated.

a) Consolidation principles

The assets, liabilities, revenues and expenses of the subsidiaries are recognized in accordance with the Group's accounting policies. Intercompany transactions and balances are eliminated upon consolidation.

b) Details of the Group

In addition to the Company, these consolidated financial statements include all subsidiaries of the Company. Subsidiaries are all corporations over which the Company has power over the Subsidiary, and it is exposed to variable returns from the Subsidiary, and it has the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control. The consolidated financial statements present the results of the Company and its subsidiaries as if they formed a single entity, with subsidiaries being fully consolidated from the date on which control is acquired by the Company. They are de-consolidated from the date that control by the Company ceases.

The subsidiaries of the Company are as follows:

Company	Location	Incorporated	Interest	Functional currency
Thor Investments (BVI) Ltd. ("Thor BVI")	British Virgin Islands	September 30, 2011	100%	USD
African Star Resources Incorporated ("African Star")	British Virgin Islands	September 30, 2011	100%	GBP
Segilola Resources Incorporated ("SR BVI")	British Virgin Islands	March 10, 2020	100%	USD
Thor Gold Ventures Ltd ("THX GV")	United Kingdom	February 11, 2022	100%	GBP
African Star Resources SARL ("African Star SARL")	Senegal	July 14, 2011	100%	CAF
Argento Exploration BF SARL ("Argento BF SARL")	Burkina Faso	September 15, 2010	100%	CAF
AFC Constelor Panafrican Resources SARL ("AFC Constelor SARL")	Burkina Faso	December 9, 2011	100%	CAF
Segilola Resources Operating Limited ("SROL")	Nigeria	August 18, 2016	100%	USD
Segilola Gold Limited ("SGL")	Nigeria	August 18, 2016	100%	NGN
Newstar Minerals Limited ("Newstar")	Nigeria	July 5, 2022	100%	USD
Enorm Mining Limited ("Enorm")	Nigeria	August 20, 2023	51%	USD

c) Foreign currency translation***Functional and presentation currency***

The Company's functional and presentation currency is the United States dollar ("\$"). The functional currency for the Company being the currency of the primary economic environment in which the Company operates. The individual financial statements of each of the Company's wholly owned subsidiaries are prepared in the currency of the primary economic environment in which it operates (its functional currency).

Exchange rates published by Oanda were used to translate the THX GV, African Star, SR BVI, African Star SARL, Argento BF SARL, AFC Constelor SARL and SGL's financial statements into the United States dollar in accordance with IAS 21 *The Effects of Changes in Foreign Exchange Rates*. This standard requires, on consolidation, that assets and liabilities be translated using the exchange rate at period end, and income, expenses and cash flow items are translated using the rate that approximates the exchange rates at the dates of the transactions (i.e., the average rate for the period). The foreign exchange differences on translation of subsidiaries Thor GV, Thor BVI, African Star, SR BVI, African Star SARL, Argento BF SARL, AFC Constelor SARL and SGL are recognized in other comprehensive income (loss). Exchange differences arising on the net investment in subsidiaries are recognized in other comprehensive income.

Foreign currency transactions

Foreign currency transactions are accounted for as follows:

- Property, plant and equipment and intangible assets using the rates at the time of acquisition;
- Other assets and liabilities using the closing exchange rate as at the balance sheet date with translation gains and losses recorded in other income/expense; and
- Income and expenses using the average exchange rate for the period, except for expenses that relate to non-monetary assets and liabilities measured at historical rates, which are translated using the same historical rate as the associated non-monetary assets and liabilities are translated into the functional currency using the exchange rates prevailing on the dates of the transactions.

d) Financial instruments***Financial assets***

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired. The Group's accounting policy for each category is as follows:

Fair value through profit or loss

This category comprises in-the-money derivatives and out-of-the-money derivatives where the time value offsets the negative intrinsic value (see "Financial liabilities" section for out-of-the-money derivatives classified as liabilities). They are carried in the statement of financial position at fair value with changes in fair value recognized in the consolidated statement of comprehensive income in the finance income or expense line. Other than derivative financial instruments which are not designated as hedging instruments, the Group does not have any assets held for trading nor does it voluntarily classify any financial assets as being at fair value through profit or loss.

Amortized cost

These assets arise principally from the provision of goods and services to customers (e.g., trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognized at fair value plus transaction costs that are directly

attributable to their acquisition or issue and are subsequently carried at amortized cost using the effective interest rate method, less provision for impairment.

Impairment provisions for current and non-current trade receivables are recognized based on the simplified approach within IFRS 9 using a provision matrix in the determination of the lifetime expected credit losses. During this process the probability of non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such provisions are recorded in a separate provision account with the loss being recognized in profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.

The Group's financial assets measured at amortized cost comprise cash, restricted cash, amounts receivable as well as prepaid expenses, advances and deposits in the consolidated statement of financial position. Cash includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and – for the purpose of the statement of cash flows - bank overdrafts. Bank overdrafts are shown within loans and borrowings in current liabilities on the consolidated statement of financial position.

Financial liabilities

The Group classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Group's accounting policy for each category is as follows:

Fair value through profit or loss

This category comprises out-of-the-money derivatives where the time value does not offset the negative intrinsic value (see "Financial assets" for in-the-money derivatives and out-of-the-money derivatives where the time value offsets the negative intrinsic value). They are carried in the consolidated statement of financial position at fair value with changes in fair value recognized in the consolidated statement of comprehensive income. The Group does not hold or issue derivative instruments for speculative purposes, but for hedging purposes. Other than these derivative financial instruments, the Group does not have any liabilities held for trading nor has it designated any financial liabilities as being at fair value through profit or loss.

Other financial liabilities

Other financial liabilities include the following items:

Borrowings are initially recognized at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortized cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the consolidated statement of financial position. For the purposes of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Accounts payable and other short-term monetary liabilities, which are initially recognized at fair value and subsequently carried at amortized cost using the effective interest method.

Fair Value measurement hierarchy

IFRS 13 "Fair Value Measurement" requires certain disclosures which require the classification of financial assets and financial liabilities measured at fair value using a fair value hierarchy that reflects the significance of the input used in making the fair value measurement.

The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);

- Input 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 prices (level 2)); and,
- Inputs for the asset or liability that are not based on observable market data (unobservable input) (level 3).

The level in the fair value hierarchy within which the financial asset or financial liability is categorized is determined on the basis of the lowest level input that is significant to the fair value measurement. Financial assets and financial liabilities are classified in their entirety into only one of the three levels.

Gold Stream arrangement

On April 29, 2020, the Group announced the completion of financing requirements for the development of the Segilola Gold Project in Nigeria. The financing included a \$21 million gold stream prepayment pursuant to a Gold Stream Arrangement (“GSA”) entered into with the Africa Finance Corporation (“AFC”).

Under the terms of the GSA an advance payment of \$21 million was received. Upon the commencement of production at Segilola the AFC had the right to receive 10.27% of gold produced from the Group’s ML41 mining license. Once the initial liability has been repaid in full any further gold production will be delivered under the terms of the GSA up to the money multiple limit of 2.25 times the initial advance. The total maximum amount payable to the AFC under this agreement is \$47.25m including the repayment of the initial US\$21 million advance. The advanced payment has been recorded as a contract liability based on the facts and terms of the arrangement and own use exemptions considerations.

The maximum \$26.25 million payable, after the initial \$21 million has been settled, has been identified as a significant financing component. The deemed interest rate is calculated at inception, using the production plan and gold price estimates and released over the term of the arrangement as interest expense in the income statement upon commencement of production. The deemed interest rate is recalculated at each reporting period and restated based on changes to the expected production profile and gold price estimates.

In December 2021, the Group entered into a cash settlement agreement with the AFC where the gold sold to the AFC is settled in a net-cash sum payable to the AFC instead of delivery of bullion for repayment of the gold stream arrangement. Therefore, the liability is accounted for in accordance with IFRS 9 whereby the liability is classified as a financial liability measured at fair value through profit or loss. The fair value measurement for the GSA is considered to be a level 3 under the hierarchy established by IFRS 13 for the years ended December 31 2023 and 2022.

Capitalization of borrowing costs

The Group capitalizes interest costs for qualifying assets. Qualifying assets are assets that require a significant amount of time to prepare for their intended use, including projects that are in the exploration and evaluation, development or construction stages. Qualifying assets also include significant expansion projects at our operating mines. Capitalized interest costs are considered an element of the cost of the qualifying asset which is determined based on gross expenditures incurred on an asset. Capitalization ceases when the asset is substantially complete or if active development is suspended or ceases. Where the funds used to finance a qualifying asset form part of general borrowings, the amount capitalized is calculated using a weighted average of rates applicable to the relevant borrowings during the period. Where funds borrowed are directly attributable to a qualifying asset, the amount capitalized represents the borrowing costs specific to those borrowings.

e) Property, plant and equipment

Motor Vehicles, Plant and Machinery and Office Furniture

At acquisition, the Group records Motor Vehicles, Plant and Machinery and Office Furniture at cost, including all expenditures incurred to prepare an asset for its intended use. These expenditures consist of: the purchase price; brokers' commissions; and installation costs including architectural, design and engineering fees, legal fees, survey costs, site preparation costs, freight charges, transportation insurance costs, duties, testing and preparation charges. These are depreciated on a straight-line basis over their expected useful life, which commences when the assets are considered available for use. Once buildings, plant and equipment are considered available for use, they are measured at cost less accumulated depreciation and applicable impairment losses. Depreciation on equipment utilized in the development of assets, including exploration assets, is recapitalized as development costs attributable to the related asset.

Estimated useful lives of asset categories	Rate
Motor vehicles	20-33%
Plant and machinery	20-25%
Office furniture	20-33%

Mineral Properties

Mineral properties consist of: Segilola Mine, Processing Plant and Decommissioning Asset. In addition, the Group incurs project costs which are generally capitalized when the expenditures result in a future benefit.

In open pit mining operations, it is necessary to remove overburden and other waste materials to access ore from which minerals can be extracted economically. The process of mining overburden and waste materials is referred to as stripping. Stripping costs incurred in order to provide initial access to the ore body (referred to as pre-production stripping) are capitalized as open pit mine development costs. Pre-production stripping costs are capitalized until commercial production levels are achieved, after which time such costs are either capitalized to inventory or, if it qualifies as an open pit stripping activity that provides a future benefit, to property, plant and equipment. Stripping costs incurred during the production stage of an open pit are accounted for as costs of the inventory produced during the period that the stripping costs are incurred, unless these costs are expected to provide a future economic benefit to an identifiable component of the ore body. Components of the ore body are based on the distinct development phases identified by the mine planning engineers when determining the optimal development plan for the open pit. Production phase stripping costs generate a future economic benefit when the related stripping activity: (1) improves access to a component of the ore body to be mined in the future; (2) increases the fair value of the mine (or open pit) as access to future mineral reserves becomes less costly; and (3) increases the productive capacity or extends the productive life of the mine (or open pit). Production phase stripping costs that are expected to generate a future economic benefit are capitalized as open pit mine development costs. Capitalized open pit mine development costs are depreciated on a UOP basis whereby the denominator is the estimated ounces of gold in proven and probable reserves and the portion of resources considered probable of economic extraction based on the current LOM plan that benefit from the development and are considered probable of economic extraction.

Assets under construction

Assets under construction comprise development projects and assets in the course of construction at both the mine development and production phases.

Development projects comprise interests in mining projects where the ore body is considered commercially recoverable, and the development activities are ongoing. Expenditure incurred on a development project is recorded at cost, less applicable accumulated impairment losses. Interest on borrowings, incurred for the purpose of the establishment of mining assets, is capitalized during the construction phase.

The cost of an asset in the course of construction comprises its purchase price and any costs directly attributable to bringing it into working condition for its intended use, at which point it is transferred from assets under construction to other relevant categories and depreciation commences. Depreciation commences once the asset is complete, commissioned and available for use.

f) Exploration and evaluation expenditures

Acquisition costs

The fair value of all consideration paid to acquire an unproven mineral interest is capitalized, including amounts due under option agreements. Consideration may include cash, loans or other financial liabilities, and equity instruments including common shares and share purchase warrants.

Exploration and evaluation expenditures

All costs incurred prior to obtaining legal title are expensed in the consolidated statement of comprehensive loss in the year in which they are incurred. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Group, exploration and evaluation assets in respect of that project are deemed to be impaired. As a result, those exploration and evaluation assets, in excess of estimated realisable value, are written off to the statement of comprehensive income (loss).

At such time as commercial feasibility is established, project finance has been raised, appropriate permits are in place and a development decision is reached, the costs associated with that property will be transferred to and re-categorized as Assets under construction.

Farm-in agreements

As is common practice in the mineral exploration industry, the Group may acquire or dispose of all, or a portion of, an exploration and evaluation asset under a farm-in agreement. Farm-in agreements typically call for the payment of cash, issue of shares and/or incurrence of exploration and evaluation costs over a period of time, often several years, entirely at the discretion of the party farming-in. The Group recognizes amounts payable under a farm-in agreement when the amount is due and when the Group has no contractual rights to avoid making the payment. The Group recognizes amounts receivable under a farm-in agreement only when the party farming-in has irrevocably committed to the transfer of economic resources to the Group, which often occurs only when the amount is received. Amounts received under farm-in agreements reduce the capitalized costs of the optioned unproven mineral interest to nil and are then recognized as income.

g) Impairment of non-current assets

Impairment tests for non-current assets are performed when there is an indication of impairment. At each reporting date, an assessment is made to determine whether there are any indications of impairment. Prior to carrying out impairment reviews, the significant cash generating units are assessed to determine whether they should be reviewed under the requirements of IAS 36 - Impairment of Assets for property plant and equipment, or IFRS 6 - Exploration for and Evaluation of Mineral Resources.

Impairment reviews performed under IAS 36 are carried out on a periodic basis to ensure that the value recognized on the Statement of Financial Position is not greater than the recoverable amount.

Recoverable amount is defined as the higher of an asset's fair value less costs of disposal, and its value in use.

Impairment reviews performed under IFRS 6 are carried out on a project-by-project basis, with each project representing a potential single cash generating unit. An impairment review is undertaken when indicators of impairment arise; typically, when one of the following circumstances applies:

- (i) sufficient data exists that render the resource uneconomic and unlikely to be developed
- (ii) title to the asset is compromised
- (iii) budgeted or planned expenditure is not expected in the foreseeable future
- (iv) insufficient discovery of commercially viable resources leading to the discontinuation of activities

If any indication of impairment exists, an estimate of the non-current asset's recoverable amount is calculated. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset's value in use. If the carrying value of a non-current asset exceeds its recoverable amount, the asset is impaired, and an impairment loss is charged to the statement of comprehensive loss so as to reduce the carrying amount of the non-current asset to its recoverable amount.

h) Revenue recognition

The Group enters into forward sales contracts for the sale of gold at a pre-determined and agreed price with customers who remit the cash proceeds to the Group on the same day. The advance cash payment received is treated as a contract liability without significant financing component. The Group recognizes the sale upon delivery at which point control of the product has been transferred to the customers. Transfer of control generally takes place when refined gold is credited to the metals account at the refinery of the customer who has sold the gold via forward sale. Revenue is measured based on the consideration to which the Group expects to be entitled under the terms of the Agreement with the customers.

i) Royalties

The Group has royalty payment obligations from production from its Segilola Gold Mine in Nigeria. A royalty is payable to the Nigerian government at a rate of 16,218 Nigerian Naira (prior to May 1, 2022: 5,400 Nigerian Naira) per ounce produced. The royalty is paid before the doré is exported from Nigeria for refining. Royalties paid to the Nigerian government are recognized as cost of sales in the Consolidated Statements of Comprehensive Income/(Loss) at the point that the gold is exported.

The Group also had royalty obligations to three former owners of the Segilola Gold Project at rates of between 0.375% to 1.5% on the value of sales. Total royalties to the former owners ("third party royalties") were capped at \$7.5 million in aggregate. Royalties were calculated using the outturn date as reference point, whereby the number of ounces outturned are multiplied using the London Bullion Market Association ("LBMA") p.m. rate on the outturn date to establish a deemed sales value. The applicable royalty rate for each former owner is applied to the deemed sales value to determine the royalty payable.

Third party royalties were assessed to be contingent consideration in the acquisition of the Segilola Gold Mine under IFRS 3. In accordance with the Group's accounting policy the contingent consideration was recognized as a financial liability at the point where there was considered to be certainty over the payment arising (commencement of production). The discount has been unwound over the estimated time it has taken to pay the entire \$7.5 million obligation. The value of the royalties has been depreciated over the estimated life of the mine, and royalty payments have been applied in discharge of the financial liability. The financial liability was initially measured at fair value with subsequent fair value re-measurement to be recorded in the Consolidated Statements of Comprehensive Income/(Loss). The final payment under the third-party royalties' arrangement was made in July 2023. The fair value of the third party royalties as at December 31, 2022 was \$2,215,585 and was considered to a level 3 under the hierarchy established by IFRS 13.

j) Inventory

Stores and consumables are stated at the lower of cost and net realizable value. The cost of stores and consumables includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition.

Gold ore stockpiles are valued at the lower of weighted average cost and net realizable value. Cost includes direct materials, direct labor costs and production overheads.

Gold bullion and gold in process are stated at the lower of weighted average cost and net realizable value. Cost includes direct materials, direct labor costs and production overheads.

k) Basic and diluted income or loss per share

Earnings per share calculations are based on the weighted average number of common shares issued and outstanding during the period. Diluted earnings per share is calculated using the treasury stock method, whereby the proceeds from the exercise of potentially dilutive common shares with exercise prices that are below the average market price of the underlying shares are assumed to be used in purchasing the Company's common shares at their average market price for the period.

l) Comprehensive income (loss)

Comprehensive income (loss) is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income (loss) that are excluded from net earnings (loss). The main element of comprehensive income (loss) is the foreign exchange effect of translating the financial statements of the subsidiaries from local functional currencies into US dollars upon consolidation. Movements in the exchange rates of the Canadian Dollar, Pound Sterling, Nigerian Naira and West African Franc to the US dollar will affect the size of the comprehensive income (loss).

m) Share-based payments

Where options are awarded for services, the fair value at the grant date of equity-settled share awards is either charged to income or loss, or capitalized to assets under construction where the underlying personnel cost is also capitalized, over the period for which the benefits of employees and others providing similar services are expected to be received. The corresponding accrued entitlement is recorded in the Options reserve. The amount recognized as an expense is adjusted to reflect the number of share options expected to vest. Where warrants are awarded in connection with the issue of common shares the fair value, at the grant date, is transferred from common shares with the corresponding accrued entitlement recorded in the share purchase warrants reserve. The fair value of options and warrants awards is calculated using the Black-Scholes option pricing model which considers the following factors:

- Exercise price
- Expected life of the award
- Expected volatility
- Current market price of the underlying shares
- Risk-free interest rate

When equity instruments are modified, if the modification increases the fair value of the award, the additional cost must be recognized over the period from the modification date until the vesting date of the modified award.

n) Decommissioning, site rehabilitation and environmental costs

The Group is required to restore mine and processing sites at the end of their producing lives to a condition acceptable to the relevant authorities and consistent with the Group's environmental policies.

The net present value of estimated future rehabilitation costs is provided for in the financial statements and capitalized within property, plant and equipment on initial recognition. The capitalized cost is amortized on a unit of production basis. Unwinding of the discount is recognized as finance cost in the statement of comprehensive income as it occurs. Changes in estimates are dealt with on a prospective basis as they arise. The costs of on-going programs to prevent and control pollution and to rehabilitate the environment are charged to profit or loss as incurred.

o) Leases

Lease liabilities

Lease liabilities recognized on balance sheet. On inception, the lease liability is recognized as the present value of the expected future lease payments, discounted using interest rate implicit in the lease. Lease payments included in the lease liability consist of each of the following:

- Fixed payments, including in-substance fixed payments;
- Payments whose variability is dependent only upon an index or a rate, measured initially using the index or rate at the lease commencement date. The lease liability is revalued when there is a change in future lease payments arising from a change in an index or rate
- Any amounts expected to be payable under a guarantee of residual value

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change to the forecast lease payments. When the lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset.

Leased right-of-use assets

Leased right-of-use assets are included within Right-of-use assets, and on inception of the lease are recognized at the amount of the corresponding lease liability, adjusted for any lease payments made at or before the lease commencement date, plus any direct costs incurred and an estimate of costs for dismantling, removing, or restoring the underlying asset and less any lease incentives received. The right-of-use asset is depreciated on a straight-line basis over the term of the lease, or, if shorter, the useful life of the asset.

p) Contingent liabilities

Contingent liabilities are possible obligations whose existence will be confirmed by uncertain future events that are not wholly within the control of the Group.

Contingent liabilities also include obligations that are not recognized because their amount cannot be measured reliably or because settlement is not probable. Contingent liabilities do not include provisions for which it is certain that the Group has a present obligation that is more likely than not to lead to an outflow of cash or other economic resources, even though the amount or timing is uncertain. Unless the possibility of an outflow of economic resources is remote, a contingent liability is disclosed in the notes to the financial statements.

q) Application of new and revised International Financial Reporting Standards

In the current year, the Group has applied a number of amendments to IFRS Accounting Standards issued by the International Accounting Standards Board (IASB) that are mandatorily effective for an accounting period that begins on or after 1 January 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- IFRS 17 Insurance Contracts
- Amendments to IAS 1 Presentation of Financial Statements

- Amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- Amendments to IAS 12 Income Taxes

r) Future accounting pronouncements

At the date of authorization of these financial statements, the Group has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective.

Amendments to IFRS 16	Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7	Supplier Finance Arrangements

The directors do not expect that the adoption of the Standards listed above will have a material impact on the financial statements of the Group in future periods.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Group makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in net and/or comprehensive loss in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

a) Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, relate to, but are not limited to, the following:

(i) Accounting treatment of Gold Stream Liability

Determining the appropriate accounting treatment for the Gold Stream Liability is not an accounting policy choice, rather it is an assessment of the specific facts and circumstances and requires judgement. The Group has reviewed the terms of the Gold Sale Agreement and determined that it constitutes a commodity arrangement as it is an arrangement to deliver an amount of the commodity from the Group's own Segilola Gold Project operation and does not constitute a contract liability under IFRS 15.

In 2021 the arrangement was modified to allow the Group to settle the Gold Stream Liability in cash which led to the arrangement being reclassified as a financial liability.

The principal accounting estimates in calculating the value of the Gold Stream Liability are production plan, gold price, the implied interest rate and future repayment profile.

In calculating the deemed interest rate for interest expense that will be released over the term of the Agreement, estimates of both the production plan and gold price will be the key variables. The deemed interest rate is calculated at each reporting period and restated based on changes to the expected production profile and gold price estimates, which will result in a revision to estimated future payments. Any change in future payments will result in a revision of the deemed interest rate.

The period-end Gold Stream obligation uses forward curve information based on the period-end gold spot price, which was US2,025 /oz at December 31, 2023. A 5% change in gold production estimates would result in an impact of \$0.1 million on the Gold Stream liability.

(ii) *Estimated recoverable ounces*

The carrying amounts of the Group's mining interests are depleted based on the estimated recoverable ounces. Changes to estimates of recoverable ounces due to revisions to the Group's mine plans and changes in gold price forecasts can result in a change to future depletion rates.

(iii) *Mineral reserves*

Mineral reserves and mineral resources are determined in accordance with Canadian Securities Administrator's National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mineral reserve and resource estimates include numerous estimates. Such estimation is a subjective process, and the accuracy of any mineral reserve or resource estimate is dependent on the quantity and quality of available data and on the assumptions made and judgements used in engineering and geological interpretation. Changes to management's assumptions including economic assumptions such as gold prices and market conditions could have a material effect in the future on the Group's financial position and results of operations.

(iv) *Restoration, site rehabilitation and environmental costs*

The Group's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. The Group recognizes management's best estimate of the rehabilitation costs in the period in which they are incurred. This estimate includes judgements from management in respect of which costs are expected to be incurred in the future, the timing of these costs and their present value. Actual costs incurred in future periods could differ materially from the estimates. Additionally, future changes to environmental laws and regulations, life of mine estimates and discount rates could affect the carrying amount of this provision. Such changes could similarly impact the useful lives of assets depreciated on a straight-line-basis, where those lives are limited to the life of mine. A 1% change in the discount rate on the Group's rehabilitation estimates would result in an impact of \$0.25 million (2022: \$0.25 million) on the provision for environmental and site restoration. The value of the period-end restoration provision is disclosed within Note 13.

(v) *Inventory*

Expenditures incurred, and depreciation and amortization of assets used in mining and processing activities are deferred and accumulated as the cost of ore in stockpiles, ore in mill, and finished gold doré inventories. These deferred amounts are carried at the lower of average cost or net realizable value.

Their measurement involves the use of estimation to determine the tonnage, the attainable gold recovery, and the remaining costs of completion to bring inventory to its saleable form. Changes in these estimates can result in a change in mine operating costs of future periods and carrying amounts of inventories.

In determining the net realizable value of ore in stockpiles, ore in mill, and gold doré the Group estimates future metal selling prices, production forecasts, realized grades and recoveries, and timing of processing to convert the inventories into saleable form. Reductions in metal price forecasts, increases in estimated future production costs, reductions in the number of recoverable ounces, and a delay in timing of processing can result in a write down of the carrying amounts of the Group's ore in stockpiles, ore in mill and gold doré inventories.

b) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

(i) *Impairment of exploration and evaluation assets*

In accordance with IFRS 6 Exploration for and Evaluation of Mineral Resources, management is required to assess impairment in respect of the intangible exploration and evaluation assets. In making the assessment, management is required to make judgments on the status of each project and the future plans towards finding commercial reserves. The nature of exploration and evaluation activity is such that only a proportion of projects are ultimately successful, and some assets are likely to become impaired in future periods.

Management has determined that it is appropriate to impair fully the value of the Central Houndé Project in Burkina Faso following the unsuccessful attempt by Barrick Gold to dispose of its 51% interest in the license. An impairment charge of \$11,671 (2022: \$12,014) has been charged to the Consolidated Statement of Comprehensive Income. There were no impairment indicators present in respect of any of the other exploration and evaluation assets and as such, no additional impairment test was performed.

(ii) *Indicators of impairment of property, plant and equipment*

The Group considers both internal and external information in its process of determining whether there are any indicators for impairment of the Segilola Gold mine. Management considers the following external factors to be relevant: Changes in the market capitalization of the entity, changes in the long-term gold price expectations, or changes in the technological, market, economic or legal environment in which the entity operates, or in the market to which the asset is dedicated. Management considers the following internal factors to be relevant: changes in the estimates of recoverable ounces, significant movements in production costs and variances of actual production costs when compared to budgeted production costs, production patterns and whether production is meeting planned budget targets, changes in the level of capital expenditures required at the mine site, changes in the expected cost of dismantling assets and restoring the site, particularly towards the end of a mine's life. Refer to note 15 for details of impairment assessments performed during the year.

5. PROFIT FROM OPERATIONS

5a. REVENUE

	Year Ended December 31,	
	2023	2022
Gold revenue	141,036,661	165,060,320
Silver revenue	208,667	114,211
	\$ 141,245,328	\$ 165,174,531

The Group's revenue is generated in Nigeria. All sales are made to the Group's two customers, one of these customers representing approximately 96% of sales. However, because gold can be sold through numerous gold market traders worldwide (including a large number of financial institutions), the Group is not economically dependent on a limited number of customers for the sale of its product.

5b. COST OF SALES

	Year Ended December 31,	
	2023	2022

		(restated ¹)
Mining	61,864,380	53,031,977
Processing	17,849,409	8,440,022
Support services and others	9,042,212	9,620,511
Foreign exchange gains on production costs ²	(19,081,174)	(15,578,520)
Production costs	\$ 69,674,827	\$ 55,513,990
Transportation and refining	2,478,442	3,419,334
Royalties	1,865,755	3,696,527
Amortization and depreciation - operational assets - owned assets	22,777,712	25,673,590
Amortization and depreciation - operational assets – right-of-use assets	4,638,774	4,638,774
Cost of sales	101,435,510	92,942,215

¹ Refer to note 25 for details on the prior year restatement

² The total foreign exchange movements for the year ended December 31, 2023, were \$19,081,174 gains (2022: gains of \$15,578,520). These comprise of realized foreign exchange gains of \$16,664,920 (2022: gains of \$17,212,016) and unrealized foreign exchange gains of \$2,416,254 (2022: loss of \$1,643,496). During the years ended December 31, 2023, and 2022, SROL entered into spot currency trades to support funding of its operations in Nigeria. The foreign exchange gains and losses from these trades are generated from the differences between the local currency values achieved on the trades versus the currency translation rate as at the time of the trade. All local currency obtained from these spot currency trades are utilized wholly and exclusively for the purchase of raw materials, spare parts and other operational inputs required to support and maintain local operations.

5c. AMORTIZATION AND DEPRECIATION

	Year Ended December 31,	
	2023	2022
Amortization and depreciation - mining and operational assets - owned assets	22,777,712	25,673,590
Amortization and depreciation - mining and operational assets - right-of-use assets	4,638,774	4,638,774
Amortization and depreciation – owned assets	679,946	1,254,566
Amortization and depreciation – right-of-use assets	143,479	85,326
	\$ 28,239,911	\$ 31,652,256

5d. OTHER ADMINISTRATION EXPENSES

	Year Ended December 31,	
	2023	2022
Employee compensation	3,883,477	4,666,009
Professional services	1,894,777	1,726,637
Other corporate expenses	4,968,095	9,491,230
	\$ 10,746,349	\$ 15,883,876

5e. INTEREST EXPENSE

		Year Ended December 31,	
	Note	2023	2022
Interest on loan from the Africa Finance Corporation	11	5,735,251	6,465,751
Interest on deferred element of EPC contract	11	738,183	472,811
Fair value movements on Gold stream liability	10	5,244,531	6,311,927
Interest on leases	9	1,078,217	1,052,329
Interest on provisions	13	46,981	108,164
Other		264,957	205,828
Interest expense		13,074,395	14,616,810

5f. BUY-OUT OF GOLD SALE AGREEMENT'S OPTION

On April 15, 2020, SROL entered into the Offtake Agreement for the Sale and Purchase of Gold ("Offtake Agreement") with the AFC. The Offtake Agreement gives the AFC the right to purchase up to 89.73%, to a maximum of 375,376 ounces of SROL's gold production at a "Low Reference Price," being the lowest gold price per the London Bullion Market Association ("LBMA") platform over an 8-day look back period from the date of delivery of the gold.

The cost of the Offtake Agreement to SROL will potentially increase during periods of gold price volatility covering the 8-day look back period, increasing the variability of income and reducing the average realized gold price earned by SROL.

In November 2023, the Group exercised and paid off the buy-out option contained in the Offtake Agreement valued at \$3,154,454, which was also deemed to be its fair value at that date.

Following the exercise of the option, the Group is no longer liable to incur further losses on forward sale of commodity contracts relating to the Low Reference Price.

5g. INCOME TAX

The difference between tax expense for the year and the expected income taxes based on the Canadian statutory income tax rate is as follows:

	Year Ended December 31,	
	2023	2022
Profit before income taxes	10,869,446	38,792,200
Applicable Nigeria tax rate	0%	0%
Tax at applicable tax rate	-	-
Adjustments for different tax rates in the Group	(893,704)	(877,688)
Losses carried forward not recognized	893,704	877,688
Income tax credit/(charge)	\$ -	-

During the years ended December 31, 2023, and 2022 the Canadian federal corporate income tax rate remained unchanged at 15%. The British Columbia provincial corporate income tax rate also remained unchanged at 12%.

The Senegalese, Burkina Faso and Cote D'Ivoire income tax rates remained unchanged at 30%, 28% and 25% respectively.

The Nigerian corporate income tax rate remained unchanged at 30% however the Group companies in Nigeria are exempt from income tax during the first three years of operations under Section 36 of the Companies Income Tax Act of Nigeria.

The Company has available non-capital losses in Canada of approximately \$17,546,000 (2022: \$14,575,000). The Canadian non-capital losses may be utilized to offset future taxable income and have carry forward periods of up to 20 years. The losses, if not utilized, expire through 2040.

The only potential benefits of carry-forward non-capital losses and deductible temporary differences that have been recognized in these financial statements relate to the Company's Senegalese subsidiary African Star Resources S.A.R.L. No other potential benefits have been recognized as it is not considered probable that sufficient future taxable profit will allow the deferred tax asset to be recovered.

6. INVENTORY

	December 31, 2023	December 31, 2022 (restated)	January 01, 2022 (restated)
Current:			
Plant spares and consumables	\$ 8,681,433	\$ 4,751,922	\$ 1,337,792
Gold ore in stockpile	20,768,112	23,569,801	6,209,548
Gold in CIL	8,405,429	956,864	1,943,042
Gold doré	3,915,072	3,220,637	7,860,879
	\$ 41,770,046	\$ 32,499,224	\$ 17,351,261
Non-current:			
Gold ore in stockpile	\$ 15,891,089	\$ -	\$ -
	\$ 15,891,089	\$ -	\$ -

There were no write downs to reduce the carrying value of inventory to net realizable value during the years ended December 31, 2023, and 2022.

The cost of inventory recognized as expense in the year ended 31 December 2023 was \$97,091,313 and was included in cost of sales (2022 - \$85,826,354).

During the preparation of the current financial statements, the Group has refined its methodology and estimates for the valuation of Inventory stockpiles. The change in estimates apply to better management information being available to the Group such as improved density calculations for the determination of the mass of the stockpiles. These revisions have increased the amount of ore in the stockpiles by approximately 118,000 tonnes and 3,500 contained ounces as at December 31, 2023. Such changes in estimates have been applied prospectively in accordance with accounting guidance.

As part of this assessment, the Group has also identified an error in the methodology used to calculate the cost of its stockpile in previous periods. The error relates to calculating costs based on tonnes of ore mined as opposed to ounces. Considering this revision, the balance of Inventory as at December 31, 2022 increased by \$12,597,962 and as at January 1, 2022 decreased by \$795,297.

Please refer to note 25 of these financial statements for further details on the restatement.

7. AMOUNTS RECEIVABLE

	December 31, 2023	December 31, 2022
Accounts receivable	\$ 5,464	\$ 67,084
GST	4,319	993
Other receivables	270,948	152,365
	\$ 280,731	\$ 220,442

The value of receivables recorded on the balance sheet is approximate to their recoverable value and there are no expected material credit losses.

8. PREPAID EXPENSES, ADVANCES AND DEPOSITS

	December 31, 2023	December 31, 2022
Current:		
Gold stream liability arrangement fees	33,186	33,186

Advance deposits to vendors	5,770,097	9,625,204
Other prepayments	1,846,758	818,533
	\$ 7,650,041	10,476,923
<hr/>		
Non-current:		
Gold stream liability arrangement fees	8,297	74,667
Other prepayments	212,969	208,158
	\$ 221,266	282,825

Included in advance deposits to vendors are payment deposits towards key equipment, materials and spare parts, with longer lead times to delivery, which are of critical importance to maintain efficient operations of the mine and process plant. These were made to mitigate against price volatility and inflation currently affecting the sector.

9. LEASES

The Group accounts for leases in accordance with IFRS 16. The definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after January 1, 2019. The Group has elected not to recognize right-of-use assets and lease liabilities for leases which have low value, or short-term leases with a duration of 12 months or less. The payments associated with such leases are charged directly to the income statement on a straight-line basis over the lease term. There were no such leases for the years ended December 31, 2023, and 2022.

Leases relate principally to corporate offices and the mining fleet at the Segilola mine. Corporate offices are depreciated over 5 years and mining fleet over the life of mine of Segilola.

The key impacts on the Statement of Comprehensive Income and the Statement of Financial Position for the year ended December 31, 2023, were as follows:

	Right-of-use asset	Lease liability	Income statement
Carrying value December 31, 2022	\$ 16,849,402	\$ (15,409,285)	\$
New leases entered in to during the period	-	-	-
Depreciation	(4,782,253)	-	(4,782,253)
Interest	-	(1,078,217)	(1,078,217)
Lease payments	-	5,026,847	-
Foreign exchange movement	28,522	(29,415)	(29,415)
Carrying value at December 31, 2023	\$ 12,095,671	\$ (11,490,070)	\$ (5,889,885)
Current liability		(4,820,353)	
Non-current liability		(6,669,717)	

The key impacts on the Statement of Comprehensive Income and the Statement of Financial Position for the year ended December 31, 2022, were as follows:

	Right-of-use asset	Lease liability	Income statement
Carrying value December 31, 2021	\$ 20,843,612	\$ (18,274,374)	\$ -
New leases entered into during the period	660,064	(660,064)	-
Depreciation	(4,724,100)	-	(4,724,100)
Interest	-	(1,052,329)	(1,052,329)
Lease payments	-	4,882,786	-
Foreign exchange movement	69,826	(305,304)	(305,304)

Carrying value at December 31, 2022	\$	16,849,402	\$	(15,409,285)	\$	(6,081,733)
Current liability				(4,811,991)		
Non-current liability				(10,597,294)		

10. GOLD STREAM LIABILITY

Gold stream liability

	December 31, 2023		December 31, 2022	
Balance at beginning of period	\$	25,039,765	\$	30,262,279
Repayments		(10,241,299)		(11,534,441)
Fair value movements		5,244,531		6,311,927
Balance at end of period	\$	20,042,997	\$	25,039,765
Current liability		12,343,232		10,187,630
Non-current liability		7,699,765		14,852,135

On April 29, 2020, the Group announced the closing of project financing for its flagship Segilola Gold Project ("Segilola") in Osun State, Nigeria. The financing included a \$21 million gold stream upfront deposit ("the Prepayment") over future gold production at Segilola under the terms of a Gold Purchase and Sale Agreement ("GSA") entered into between the Group's wholly owned subsidiary SROL and the AFC. The Prepayment is secured over the shares in SROL as well as over SROL's assets and is not subject to interest. The initial term of the GSA is for ten years with an automatic extension of a further ten years. The AFC will receive 10.27% of gold production from the Segilola ML41 mining license until the \$21 million Prepayment has been repaid in full. Thereafter the AFC will continue to receive 10.27% of gold production from material mined within the ML41 mining license until a further \$26.25 million is received, representing a total money multiple of 2.25 times the value of the Prepayment, at which point the GSA will terminate. The AFC are not entitled to receive an allocation of gold production from material mined from any of the Group's other gold tenements under the terms of the GSA.

The \$26.25 million represents interest on the Prepayment. A calculation of the implied interest rate was made as at drawdown date with interest being apportioned over the expected life of the Stream Facility. The principal input variables used in calculating the fair value and repayment profile were the production profile and gold price. The future gold price estimates were based on market forecast reports for the years 2024 to 2025 and, the production profile was based on the latest budgets and life of mine plan model. The liability is re-estimated on a periodic basis to include changes to the production profile, any extension to the life of mine plan and movement in the gold price. Any changes to the fair value of the liability are charged through the Consolidated Statements of Income (Loss).

Fair value movements of \$5,244,531 were recognized for the year ended December 31, 2023 (2022: \$6,311,927) and have been charged to the Consolidated Statement of Income. Prior to the commencement of commercial production on January 1, 2022, these were capitalized and included in the value of the Segilola Gold Mine (Refer to Note 14). A cumulative total of \$10,200,430 has been capitalized prior to commercial production and included in the value of the Segilola Gold Mine.

In December 2021, the Group entered into a cash settlement agreement with the AFC where the gold sold to the AFC is settled in a net-cash sum payable to the AFC instead of delivery of bullion in repayment of the gold stream arrangement. Refer to Note 3d for further information on the accounting treatment of the gold stream liability.

The following table represents the Group's loans and borrowings measured and recognized at fair value.

	Level 1	Level 2	Level 3	Total
Financial liability at fair value through profit or loss	\$ -	-	20,042,997	20,042,997

The liabilities included in the above table are carried at fair value through profit and loss.

The fair value of the liability is calculated by present value techniques as per the income approach in accordance with “IFRS 13 Fair value measurement”.

Key inputs to the valuations include:

- Production profiles based on Segilola life-of-mine forecasts
- Gold price ranging from \$1,966/oz to 2,000/oz
- Interest rate of 24.5%

11. LOANS AND BORROWINGS

	December 31, 2023	December 31, 2022
Current liabilities:		
Loans from the Africa Finance Corporation	20,360,657	356,155
Deferred element of EPC contract	2,887,035	531,986
	\$ 23,247,692	\$ 888,141
Non-current liabilities:		
Loans from the Africa Finance Corporation	-	24,103,784
Deferred element of EPC contract	518,354	3,150,729
	\$ 518,354	\$ 27,254,513

Loans from the Africa Finance Corporation

	December 31, 2023 Total	December 31, 2022 Total
Balance at beginning of period	\$ 24,459,939	\$ 46,859,966
Principal repayments	(5,776,084)	(24,220,764)
Interest paid	(3,931,575)	(4,645,014)
Arrangement fees	(126,874)	-
Unwinding of interest in the period	5,735,251	6,465,751
Balance at end of period	\$ 20,360,657	\$ 24,459,939
Current liability	20,360,657	356,155
Non-current liability	-	24,103,784

On December 1, 2020, the Group announced that its subsidiary Segilola Resources Operating Limited (“SROL”) had completed the financial closing of a \$54 million project finance senior debt facility (“the Facility”) from the Africa Finance Corporation (“AFC”) for the construction of the Segilola Gold Project in Nigeria. The Facility is secured over the share capital of SROL and its assets, with repayments commencing in March 2022 and to conclude in March 2025.

Repayment of the aggregate Facility will be made in instalments over a 36-month period by repaying an amount on a series of repayment dates, as set out in the Facility Agreement, which reduces the amount of the outstanding aggregate Facility by the amount equal to the relevant percentage of Loans borrowed as at the close of business in London on the date of Financial Close. Interest accrues at SOFR plus 9% and is payable on a quarterly basis in arrears.

In conjunction with the granting of the Facility, Thor issued 33,329,480 bonus shares to the AFC. Thor also incurred transaction costs of \$4,663,652 in relation to the loan facility. The fair value of the liability at inception

was determined at \$45,822,943 taking into account the transaction costs and equity component and recognized at amortized cost using an effective rate of interest, with the fair value of the shares issued in April 2020 of \$5,666,011 recognized within equity.

On 31 January 2023, the Group entered into an agreement with the AFC amending the terms of its senior debt facility.

The amended facility removes the project finance cash sweep requirement and allows for free distributions from SROL (subject to a 20% distribution sweep to the senior debt facility), as well as releasing the Group from restrictions regarding acquisitions, distribution of dividends and certain indebtedness covenants. The payment timetable was also re-scheduled to reallocate a higher percentage of the repayments to a later period in the Facility's term. The amendment was considered a non-substantial modification per "IFRS 9 – Financial Instruments".

Deferred payment facility on EPC contract for the construction of the Segilola Gold Mine

The Group has constructed its Segilola Gold Mine through an engineering, procurement, and construction contract ("EPC Contract") signed with Norinco International Cooperation Limited. The EPC Contract has been agreed on a lump sum turnkey basis which provides Thor with a fixed price of \$67.5 million for the full delivery of design, engineering, procurement, construction, and commissioning of the proposed 715,000 ton per annum gold ore processing plant.

The EPC Contract includes a deferred element ("the Deferred element of EPC contract ") of 10% of the fixed price. As at December 31, 2023, a total of \$3,405,389 (December 31, 2022: \$3,682,715) was deferred under the facility. The 10% deferred element is repayable in instalments over a 36-month period by repaying an amount on a series of repayment dates, as set out in the Deferred Payment Facility. Repayments commenced in March 2022 and will conclude in 2025. Interest on this element of the EPC deferred facility accrues at 8% per annum from the time the Facility taking-over Certificate was issued.

	December 31, 2023 Total	December 31, 2022 Total
Balance at beginning of period	\$ 3,682,715	\$ 6,210,090
Offset against EPC payment	-	2,967,638
Principal repayments	(731,539)	(3,440,449)
Interest paid	(283,970)	-
Unwinding of interest in the period	738,183	472,811
Balance period end	\$ 3,405,389	\$ 3,682,715
Current liability	2,887,035	531,986
Non-current liability	518,354	3,150,729

12. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

December 31, 2023	Gold stream liability	AFC loan	EPC deferred facility	Total
January 1, 2023	\$ 25,039,765	24,459,939	3,682,715	53,182,419
Cash flows:				
Principal repayments	(10,241,299)	(5,776,084)	(731,539)	(16,748,922)
Arrangement fees	-	(126,874)	-	(126,874)
Interest paid	-	(3,931,575)	(283,970)	(4,215,545)
Non-cash changes:				
Unwinding of interest in the year	-	5,735,251	738,183	11,717,965
Fair value movements in the year	5,244,531	-	-	-

December 31, 2023	\$	20,042,997	20,360,657	3,405,389	43,809,043
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December 31, 2022		Gold stream liability	AFC loan	EPC deferred facility	Total
January 1, 2022	\$	30,262,279	46,859,966	6,210,090	84,000,905
Cash flows:					
Principal repayments		(11,534,441)	(24,220,764)	(3,440,449)	(39,864,224)
Interest paid		-	(4,645,014)	-	(4,645,014)
Non-cash changes:					
Unwinding of interest in the year		-	6,465,751	472,811	13,250,489
Fair value movements in the year		6,311,927	-	-	-
Offset against EPC payment		-	-	440,263	440,263
December 31, 2022	\$	25,039,765	24,459,939	3,682,715	53,182,419

13. PROVISIONS

December 31, 2023		Other	Fleet demobilization costs	Restoration costs	Total
Balance at beginning of period	\$	18,157	\$ 173,442	\$ 4,768,039	\$ 4,959,638
Unwinding of discount		-	-	46,981	46,981
Foreign exchange movements		941	-	-	941
Balance at period end	\$	19,098	\$ 173,442	\$ 4,815,020	\$ 5,007,560
Current liability		-	-	-	-
Non-current liability		19,098	173,442	4,815,020	5,007,560

December 31, 2022		Other	Fleet demobilization costs	Restoration costs	Total
Balance at beginning of period	\$	-	\$ 173,241	\$ 5,064,935	\$ 5,238,176
Initial recognition of provision		18,415	-	-	18,415
Changes in estimates		-	-	(404,859)	-
Unwinding of discount		-	201	107,963	108,164
Foreign exchange movements		(258)	-	-	(258)
Balance at period end	\$	18,157	\$ 173,442	\$ 4,768,039	\$ 4,959,638
Current liability		-	-	-	-
Non-current liability		18,157	173,442	4,768,039	4,959,638

The restoration costs provision is for the site restoration at Segilola Gold Project in Osun State Nigeria. The value of the above provision is measured by unwinding the discount on expected future cash flows using a discount factor that reflects the credit-adjusted risk-free rate of interest. It is expected that the restoration costs will be paid in US dollars, and as such US forecast inflation rates of 2.9% and the interest rate of 4% on 5-year US bonds were used to calculate the expected future cash flows, which are in line with the life of mine. The provision represents the net present value of the best estimate of the expenditure required to settle the obligation to rehabilitate environmental disturbances caused by mining operations at mine closure.

The fleet demobilization costs provision is the value of the cost to demobilize the mining fleet upon closure of the mine.

14. PROPERTY, PLANT AND EQUIPMENT

	Motor vehicles	Plant and machinery	Office furniture	Land	Decommissioning Asset	Processing Plant	Segilola Mine	Assets under construction	Total
Costs									
Balance, December 31, 2021	\$ 2,059,982	\$ 489,374	\$ 1,175,069	\$ 16,808	\$ 5,064,935	\$ -	\$ -	\$ 144,577,201	153,383,369
Transfers	-	-	-	-	-	60,687,651	83,889,550	(144,577,201)	-
Additions	148,862	5,649,341	668,936	-	-	7,459,467	8,946,765	1,884,352	24,757,723
Revisions to decommissioning assets	-	-	-	-	(404,859)	-	-	-	(404,859)
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(40,004)	(12,091)	(9,118)	-	-	-	-	-	(61,213)
Balance, December 31, 2022	\$ 2,168,840	\$ 6,126,624	\$ 1,834,887	\$ 16,808	\$ 4,660,076	\$ 68,147,118	\$ 92,836,315	\$ 1,884,352	\$ 177,675,020
Transfers	-	237,121	-	-	-	1,000,143	647,088	(1,884,352)	-
Additions	625,549	1,058,365	696,094	-	-	5,368,352	10,343,882	-	18,092,242
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(111,481)	7,958	3,332	-	-	-	-	-	(100,191)
Balance, December 31, 2023	\$ 2,682,908	\$ 7,430,068	\$ 2,534,313	\$ 16,808	\$ 4,660,076	\$ 74,515,613	\$ 103,827,285	\$ -	\$ 195,667,071
Accumulated depreciation and impairment losses									
Balance, December 31, 2021	\$ 754,516	\$ 263,647	\$ 251,289	\$ -	\$ -	\$ -	\$ -	\$ -	1,269,452
Depreciation	457,259	354,275	306,542	-	952,322	10,247,764	14,603,113	-	26,921,275
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(14,966)	(11,780)	(2,878)	-	-	-	-	-	(29,624)
Balance, December 31, 2022	\$ 1,196,809	\$ 606,142	\$ 554,953	\$ -	\$ 952,322	\$ 10,247,764	\$ 14,603,113	\$ -	\$ 28,161,103
Depreciation	504,520	423,149	566,193	-	662,480	8,543,169	12,488,148	-	23,187,659
Disposals	-	-	-	-	-	-	-	-	-
Foreign exchange movement	(55,546)	6,074	5,222	-	-	-	-	-	(44,250)
Balance, December 31, 2023	\$ 1,645,783	\$ 1,035,365	\$ 1,126,368	\$ -	\$ 1,614,802	\$ 18,790,933	\$ 27,091,261	\$ -	\$ 51,304,512
Carrying amounts									
Balance, December 31, 2022	\$ 972,031	\$ 5,520,482	\$ 1,279,934	\$ 16,808	\$ 3,707,754	\$ 57,899,354	\$ 78,233,202	\$ 1,884,352	\$ 149,513,917
Balance, December 31, 2023	\$ 1,037,125	\$ 6,394,703	\$ 1,407,945	\$ 16,808	\$ 3,045,274	\$ 55,724,680	\$ 76,736,024	\$ -	\$ 144,362,559

A summary of depreciation capitalized is as follows:

	Year Ended December 31,		Total depreciation capitalized	
	2023	2022	December 31, 2023	December 31, 2022
Exploration expenditures	141,518	116,108	761,870	620,352
Total	\$ 141,518	\$ 116,108	\$ 761,870	\$ 620,352

a) Segilola Project, Osun Nigeria:

Decommissioning Asset

The decommissioning asset relates to estimated restoration costs at the Group's Segilola Gold Mine as at December 31, 2023. Refer to Note 13 for further detail.

Impairment assessment

During the year ended December 31, 2023, the Group performed a review for indicators of impairment for the Segilola Gold mine and evaluated key assumptions such as forecasts for gold prices, significant revisions to the mine plan including current estimates of recoverable mineral reserves and resources, recent operating results, and future expected production based on the reserves and resources. As a result of the above, the Group concluded that there were no indicators of impairment for the Segilola Gold mine at 31 December 2023.

15. INTANGIBLE ASSETS

The Group's exploration and evaluation assets costs are as follows:

	Douta Gold Project, Senegal	Central Hounde Project, Burkina Faso	Lithium exploration licenses	Gold exploration licenses	Software	Total
Balance, December 31, 2021	\$ 14,219,982	\$ -	\$ -	\$ 895,301	\$ 230,136	\$ 15,345,419
Exploration costs	3,745,803	12,014	-	1,717,966	-	5,475,783
Additions	-	-	-	-	43,599	43,599
Amortisation	-	-	-	-	(122,988)	(122,988)
Impairment	-	(12,014)	-	-	-	(12,014)
Foreign exchange movement	(1,427,912)	-	-	(70,679)	-	(1,498,591)
Balance, December 31, 2022	\$ 16,537,873	\$ -	\$ -	\$ 2,542,588	\$ 150,747	\$ 19,231,208
Exploration costs	5,283,114	11,671	1,981,083	2,112,733	-	9,388,601
Additions	-	-	-	-	140,966	140,966
Amortisation	-	-	-	-	(128,481)	(128,481)
Impairment	-	(11,671)	-	-	-	(11,671)
Foreign exchange movement	898,344	-	-	(606,235)	-	292,109
Balance, December 31, 2023	\$ 22,719,331	\$ -	\$ 1,981,083	\$ 4,049,086	\$ 163,232	\$ 28,912,732

Impairment assessment

During the year ended 31 December 2023, the Group performed a review for indicators of impairment of all exploration and evaluation assets in accordance with IFRS 6, Exploration for and Evaluation of Mineral Resources. Exploration permits have been assessed as to whether the permits were in good standing and/or any further activity was planned. No impairment indicators were identified for the Group's exploration and evaluation assets other than for the Central Houndé project as detailed below.

a) Douta Gold Project, Senegal:

The Douta Gold Project consists of an early-stage gold exploration license located in southeastern Senegal, approximately 700 km east of the capital city Dakar.

The Group is party to an option agreement (the "Option Agreement") with International Mining Company ("IMC"), by which the Group has acquired a 70% interest in the Douta Gold Project located in southeast Senegal held through African Star SARL.

Effective February 24, 2012, the Group exercised its option to acquire a 70% interest in the Douta Gold Project pursuant to the terms of the Option Agreement between the Group and IMC. As consideration for the exercise of the option, the Group issued to IMC 11,646,663 common shares, based on a VWAP for the 20 trading days preceding the option exercise date of \$0.2014 (or US\$0.2018) per share, valued at \$2,678,732 based on the Group's closing share price on February 24, 2012. The share payment includes consideration paid to IMC for extending the time period for exercise of the option.

Pursuant to the terms of the Option Agreement, IMC's 30% interest will be a "free carry" interest until such time as the Group announces probable reserves on the Douta Gold Project (the "Free Carry Period"). Following the Free Carry Period, IMC must either elect to sell its 30% interest to African Star at a purchase price determined by an independent valuer commissioned by African Star or fund its 30% share of the exploration and operating expenses.

b) Central Houndé Project, Burkina Faso:

(i) Bongui and Legue gold permits, Burkina Faso:

AFC Constelor SARL holds a 100% interest in the Bongui and Legue gold permits covering an area of approximately 233 km² located within the Houndé belt, 260 km southwest of the capital Ouagadougou, in western Burkina Faso.

(ii) Ouere Permit, Central Houndé Project, Burkina Faso:

Argento BF SARL holds a 100% interest in the Ouere gold permit, covering an area of approximately 241 km² located within the Houndé belt.

The three permits together cover a total area of 474 km² over the Houndé Belt which form the Central Houndé Project.

The Group carried out an impairment assessment of the Central Houndé Project at December 31, 2020, and a decision was taken to fully impair the value of the Central Houndé Project. It is the Group's current intention to focus on Segilola development and Douta exploration in the short term, and it does not plan to undertake significant work on the license areas in the near future.

c) Lithium exploration Licenses

During 2023, the Group has acquired over 600 km² of granted tenure in south-west Nigeria that covers both known lithium bearing pegmatite deposits and a large unexplored prospective pegmatite-rich belt. These are divided into the Oyo State, Kwara State and Ekiti State Lithium Project Areas and the Group is currently carrying out lithium exploration activities in these areas.

d) Gold exploration Licenses

As at December 31, 2023, the Group's gold exploration tenure currently primarily comprises 13 wholly owned exploration licenses and four partnership exploration licenses. Together with the mining lease over the Segilola Gold Deposit, Thor's total gold exploration tenure amounts to 1,542 km².

16. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2023	December 31, 2022
Accounts payable	\$ 58,713,313	\$ 46,914,333
Accrued liabilities	14,116,212	6,213,977
Other payables	1,944,303	3,208,979
	\$ 74,773,828	\$ 56,337,289

Accounts payable and accrued liabilities are classified as financial liabilities and approximate their fair values.

17. DEFERRED INCOME

	December 31, 2023	December 31, 2022
Deferred income	\$ 11,838,898	\$ 6,581,743

The deferred income for the years ended December 31, 2023, and 2022 relates to cash received in advance of delivery of gold and not recognized as revenue.

The advance sales as at December 31, 2023, represents 5,928 oz of gold that was delivered in January 2024 (2022: 3,687 oz delivered in January 2023).

18. CAPITAL AND RESERVES

a) Authorized

Unlimited common shares without par value.

b) Issued

	December 31, 2023 Number	December 31, 2023	December 31, 2022 Number	December 31, 2022
As at start of the year	644,696,185	\$ 80,439,693	632,358,009	\$ 79,027,183
Issue of new shares:				
- Share options exercised	11,368,539	1,051,141	9,939,000	960,546
- RSU awards vested	-	-	2,399,176	451,964
	656,064,724	\$ 81,490,834	644,696,185	\$ 80,439,693

i. Value of:

1,500,000 options exercised at a price of CAD\$0.145 per share on June 5, 2023;
9,118,539 options exercised at a price of CAD\$0.145 per share on June 14, 2023; and,
750,000 options exercised at a price of CAD\$0.14 per share on September 28, 2023

c) Share-based compensation

Stock option plan

The Group has granted directors, officers and consultants share purchase options. These options were granted pursuant to the Group's stock option plan.

Under the current Share Option Plan, 44,900,000 common shares of the Group are reserved for issuance upon exercise of options.

All of the stock options were vested as at the balance sheet date. These options did not contain any market conditions and the fair value of the options were charged to the statement of comprehensive loss or capitalized as to assets under construction in the period where granted to personnel's whose cost is capitalized on the same basis

The following is a summary of changes in options from January 1, 2023, to December 31, 2023, and the outstanding and exercisable options at December 31, 2023:

Grant Date	Expiry Date	Exercise Price	Remaining (Years)	Opening Balance	Granted	Expired / Exercised	Expired / Forfeited	Closing Balance	Vested and Exercisable
March 12, 2018	June 15, 2023	\$0.145	-	12,111,000	-	(12,111,000)	-	-	-
October 5, 2018	October 5, 2023	\$0.14	-	750,000	-	(750,000)	-	-	-
January 16, 2020	January 16, 2025	\$0.20	1.05	14,040,000	-	-	-	14,040,000	14,040,000
Totals			1.05	26,901,000	-	(12,861,000)	-	14,040,000	14,040,000
Weighted Average Exercise Price				\$0.174	-	-	-	\$0.200	\$0.200

In Canadian dollars

The following is a summary of changes in options from January 1, 2022, to December 31, 2022, and the outstanding and exercisable options at December 31, 2022:

Grant Date	Expiry Date	Exercise Price	Remaining (Years)	Opening Balance	Granted	Exercised	Expired / Forfeited	Closing Balance	Vested and Exercisable	
January 16, 2017	January 16, 2022	\$0.12	-	9,250,000	-	(9,250,000)	-	-	-	
March 12, 2018	March 12, 2023	\$0.145	0.19	12,800,000	-	(689,000)	-	12,111,000	12,111,000	
October 5, 2018	October 5, 2023	\$0.14	0.76	750,000	-	-	-	750,000	750,000	
January 16, 2020	January 16, 2025	\$0.20	2.05	14,040,000	-	-	-	14,040,000	14,040,000	
Totals				1.18	36,840,000	-	(9,939,000)	26,901,000	26,901,000	
Weighted Average Exercise Price					\$0.160	\$0.000	\$0.122	-	\$0.174	\$0.174

In Canadian dollars

d) Nature and purpose of equity and reserves

The reserves recorded in equity on the Group's statement of financial position include 'Option reserve,' 'Currency translation reserve,' 'Retained earnings' and 'Deficit.'

'Option reserve' is used to recognize the value of stock option grants prior to exercise or forfeiture.

'Currency translation reserve' is used to recognize the exchange differences arising on translation of the assets and liabilities of foreign branches and subsidiaries with functional currencies other than US dollars.

'(Deficit)/Retained earnings' is used to record the Group's accumulated earnings.

19. EARNINGS PER SHARE

Diluted earnings per share was calculated based on the following:

	December 31, 2023	December 31, 2022
Basic weighted average number of shares outstanding	650,707,714	641,958,083
Stock options	4,492,876	8,359,009
Diluted weighted average number of shares outstanding	655,200,590	650,317,092
Total common shares outstanding	656,064,724	644,696,185
Total potential diluted common shares	670,104,724	671,597,185

20. RELATED PARTY DISCLOSURES

A number of key management personnel, or their related parties, hold or held positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below.

a) Trading transactions

The Africa Finance Corporation ("AFC") is deemed to be a related party given the size of its shareholding in the Company. There have been no other transactions with the AFC other than the buy-out of gold sale agreement's option as disclosed on note 5f, the Gold Stream liability as disclosed in Note 10, and the secured loan as disclosed in Note 11.

b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year ended December 31, 2023, and 2022 were as follows:

		Year Ended December 31,	
		2023	2022
Salaries			
Current directors and officers	(i) (ii)	\$ 1,673,029	\$ 1,638,597
Former directors and officers		-	71,557
Directors' fees			
Current directors and officers	(i) (ii)	457,997	404,097
Share-based payments			
Current directors and officers		-	296,502
		\$ 2,131,026	\$ 2,410,753

- (i) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the years ended December 31, 2023, and 2022.
- (ii) The Group paid consulting and director fees to both individuals and private companies controlled by directors and officers of the Group for services. Accounts payable and accrued liabilities at December 31, 2023, include \$81,730 (December 31, 2022 - \$102,092) due to directors or private companies controlled by an officer and director of the Group. Amounts due to or from related parties are unsecured, non-interest bearing and due on demand.

21. FINANCIAL INSTRUMENTS

The Group's financial instruments consist of cash, restricted cash, amounts receivable, accounts payable, accrued liabilities, gold stream liability, loans and other borrowings and lease liabilities.

Fair value of financial assets and liabilities

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

The carrying amount for cash, restricted cash, accounts receivable, and accounts payable, accrued liabilities, loans and borrowings and lease liabilities on the statement of financial position approximate their fair value because of the limited term of these instruments.

Financial risk management objectives and policies

The Group has exposure to the following risks from its use of financial instruments

- Interest rate risk
- Credit risk
- Liquidity and funding risk
- Market risk

In common with all other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in these notes.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's competitiveness and flexibility. Further details regarding these policies are set out below.

Financial instruments by category

The accounting policies for financial instruments have been applied to the line items below:

December 31, 2023		Measured at amortized cost	Measured at fair value through profit and loss	Total
Assets				
Cash and cash equivalents	\$	7,839,757	-	7,839,757
Amounts receivable		280,731	-	280,731
Total assets	\$	8,120,488	-	8,120,488
Liabilities				
Accounts payable and accrued liabilities	\$	74,773,828	-	74,773,828
Loans and borrowings		23,766,046	-	23,766,046
Gold stream liability		-	20,042,997	20,042,997
Lease liabilities		11,490,070	-	11,490,070
Total liabilities	\$	105,379,217	24,693,724	130,072,941

December 31, 2022		Measured at amortized cost	Measured at fair value through profit and loss	Total
Assets				
Cash and cash equivalents	\$	6,688,037	-	6,688,037
Amounts receivable		220,442	-	220,442
Total assets	\$	6,908,479	-	6,908,479
Liabilities				
Accounts payable and accrued liabilities	\$	54,121,704	2,215,585	56,337,289
Loans and borrowings		28,142,654	-	28,142,654
Gold stream liability		-	25,039,765	25,039,765
Lease liabilities		15,409,285	-	15,409,285
Total liabilities	\$	97,673,643	27,255,350	124,928,993

Interest rate risk

Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group's income and operating cash flows will be impacted by changes in market interest rates as the Group's secured loans from the AFC incur Interest at SOFR plus 9% (Refer to Note 11). The Group's management monitors the interest rate fluctuations on a continuous basis and assesses the impact of interest rate fluctuations on the Group's cash position and acts to ensure that sufficient cash reserves are maintained in order to meet interest payment obligations.

The following table discusses the Group's sensitivity to a 5% increase or decrease in interest rates:

December 31, 2023	Interest rate Appreciation By 5%	Interest rate Depreciation By 5%
Comprehensive income (loss)		

Financial assets and liabilities	\$	(621,973)	\$	621,973
December 31, 2022				
Comprehensive income (loss)				
Financial assets and liabilities	\$	(2,086,408)	\$	2,086,408

Credit risk

Credit risk is the risk of an unexpected loss if a counterparty to a financial instrument fails to meet its contractual obligations.

The Group manages the credit risk associated with cash by investing these funds with highly rated financial institutions, and by monitoring its concentration of cash held in any one institution. As such, the Group deems the credit risk on its cash to be low. At 31 December 2023, 78% of the Group's cash balances were invested in AA rated financial institutions (2022: 93%), 1% in AA- rated financial institutions (2022: 1%), 1% in A+ rated financial institutions (2022: 1%), 17% in A- rated financial institutions (2022: nil) and 3% in B rated institutions (2022: 4%).

The Group sells its gold to large international organizations with strong credit ratings, and the historical level of customer defaults is minimal. As a result, the credit risk associated with gold trade receivables at 31 December 2023 is considered to be negligible.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at December 31, 2023, and December 31, 2022, were as follows:

	December 31, 2023		December 31, 2022	
Cash	\$	7,839,757	\$	6,688,037
Amounts receivable		280,731		220,442
Total	\$	8,120,488	\$	6,908,479

Liquidity and funding risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Group's holdings of cash. The Group's cash is held in business accounts and is available on demand.

In the normal course of business, the Group enters into contracts and performs business activities that give rise to commitments for future minimum payments.

The following table summarizes the Group's significant remaining contractual maturities for financial liabilities at December 31, 2023, and December 31, 2022.

Contractual maturity analysis as at December 31, 2023

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	63,950,634	10,823,194	-	-	74,773,828
Lease liabilities	1,213,678	3,236,476	7,282,070	-	11,732,224
Gold stream liability	3,484,102	10,553,647	9,317,278	-	23,355,027
Loans and borrowings	9,182,048	18,253,920	932,379	-	28,368,347

	77,830,462	42,867,237	17,531,728	-	138,229,426
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Contractual maturity analysis as at December 31, 2022

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	55,368,069	1,001,983	-	-	56,370,052
Lease liabilities	1,255,581	3,766,744	12,681,521	-	17,703,846
Gold stream liability	2,986,708	8,475,973	23,420,334	-	34,883,015
Loans and borrowings	1,642,151	4,810,033	33,337,237	-	39,789,421
	61,252,509	18,054,733	69,439,092	-	148,746,334

Market risk

The Group is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Group manages its operations in order to minimize exposure to these risks, the Group has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

a) Foreign currency risk

The Group seeks to manage its exposure to this risk by holding its cash balances in the same denomination as that of the majority of expenditure to be incurred. The Group also seeks to ensure that the majority of expenditure and cash of individual subsidiaries within the Group are denominated in the same currency as the functional currency of that subsidiary.

The Group's loan facilities, certain exploration expenditures, certain acquisition costs and operating expenses are denominated in United States Dollars, Nigerian Naira, UK Pounds Sterling and West African Franc. The Group's exposure to foreign currency risk arises primarily on fluctuations between the United States Dollar and the Canadian Dollar, Nigerian Naira, UK Pounds Sterling and West African Franc. The Group has not entered into any derivative instruments to manage foreign exchange fluctuations. The Group does enter into foreign exchange agreements during the ordinary course of operations in order to ensure that it has sufficient funds in order to meet payment obligations in individual currencies. These agreements are entered into at agreed rates and are not subject to exchange rate fluctuations between the agreement and settlement dates.

The following table shows a currency of net monetary assets and liabilities by functional currency of the underlying companies for the year ended December 31, 2023:

	Functional currency				Total
	US dollar	Pound Sterling	Nigerian Naira	West African Franc	
Currency of net monetary asset/(liability)	December 31, 2023 USD\$				
Canadian dollar	(22,623)	-	-	-	(22,623)
US dollar	(121,108,884)	-	-	-	(121,108,884)
Pound Sterling	(348,905)	-	-	-	(348,905)
Nigerian Naira	(615,871)	-	-	11,855	(604,016)
West African Franc	-	-	70,127	-	70,127
Euro	142,835	-	-	-	142,835
Australian dollar	(80,987)	-	-	-	(80,987)
Total	(122,034,435)	-	70,127	11,855	(121,952,453)

The following table shows the currency of net monetary assets and liabilities by functional currency of the underlying companies for the year ended December 31, 2022:

	Functional currency				Total
	US dollar	Pound Sterling	Nigerian Naira	West African Franc	
Currency of net monetary asset/(liability)	December 31, 2022 USD\$				
Canadian dollar	42,963	-	-	-	42,963
US dollar	(107,637,605)	-	-	-	(107,637,605)
Pound Sterling	(1,961,945)	(411,079)	-	-	(2,373,024)
Nigerian Naira	(2,362,830)	-	8,132	-	(2,354,698)
West African Franc	-	-	-	85,029	85,029
Euro	(170,595)	-	-	-	(170,595)
Australian dollar	(217,333)	-	-	-	(217,333)
Total	(112,307,345)	(411,079)	8,132	85,029	(112,625,263)

The following table discusses the Group's sensitivity to a 5% increase or decrease in the United States Dollar against the Nigerian Naira:

	United States Dollar Appreciation By 5%	United States Dollar Depreciation By 5%
December 31, 2023		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 29,327	\$ (29,327)
December 31, 2022		
Comprehensive income (loss)		
Financial assets and liabilities	\$ 112,516	\$ (112,516)

22. CAPITAL MANAGEMENT

The Group manages, as capital, the components of shareholders' equity. The Group's objectives, when managing capital, are to safeguard its ability to continue as a going concern in order to develop and its mineral interests through the use of capital received via the issue of common shares and via debt instruments where the Board determines that the risk is acceptable and, in the shareholders' best interest to do so.

The Group manages its capital structure, and makes adjustments to it, in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Group may attempt to issue common shares, borrow, acquire or dispose of assets or adjust the amount of cash.

23. CONTRACTUAL COMMITMENTS AND CONTINGENT LIABILITIES

Contractual Commitments

The Group has no contractual obligations that are not disclosed on the Consolidated Statement of Financial Position.

Contingent liabilities

The Group is involved in various legal proceedings arising in the ordinary course of business. Management has assessed these contingencies and determined that, in accordance with International Financial Reporting Standards, all cases are considered remote. As a result, no provision has been made in the financial statements for any potential liabilities that may arise from these legal proceedings.

Although the Group believes that it has valid defenses in these matters, the outcome of these proceedings is uncertain, and there can be no assurance that the Group will prevail in these matters. The Group will continue to assess the likelihood of any loss, the range of potential outcomes, and whether or not a provision is necessary in the future, as new information becomes available.

Based on the information available, the Group does not believe that the outcome of these legal proceedings will have a material adverse effect on the financial position or results of operations of the Group. However, there can be no assurance that future developments will not materially affect the Group's financial position or results of operations.

24. SEGMENTED DISCLOSURES

Segment Information

The Group's operations comprise three reportable segments, being the Segilola Mine Project, Exploration Projects, and Corporate. These three reporting segments have been identified based on operational focuses of the Group following the decision to develop the Segilola Mine Project. The following table provides the Group's results by operating segment in the way information is provided to and used by the Group's chief operating decision maker, which is the CEO, to make decisions about the allocation of resources to the segments and assess their performance.

December 31, 2023	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	\$ 56,790,700	\$ 148,675	\$ 601,200	\$ 57,540,575
Non-current assets				
Inventory	15,891,089	-	-	15,891,089
Deferred income tax assets	-	90,277	-	90,277
Prepaid expenses, advances and deposits	9,702	-	211,564	221,266
Right-of-use assets	11,593,579	-	502,092	12,095,671
Property, plant and equipment	143,790,133	454,677	117,749	144,362,559
Intangible assets	3,050,307	25,862,425	-	28,912,732
Total assets	\$ 231,125,510	\$ 26,556,054	\$ 1,432,605	\$ 259,114,169
Non-current asset additions	\$ 33,345,114	\$ 7,598,627	\$ 51,564	\$ 40,995,305
Liabilities	\$ (145,298,974)	\$ (148,630)	\$ (1,471,795)	\$ (146,919,399)
Profit (loss) for the period	\$ 15,713,427	\$ (43,515)	\$ (4,800,466)	\$ 10,869,446
- revenue	141,245,328	-	-	141,245,328
- production costs	(69,674,827)	-	-	(69,674,827)
- royalties	(1,865,755)	-	-	(1,865,755)
- amortization and depreciation	(28,048,746)	(5,793)	(185,372)	(28,239,911)
- other administration expenses	(6,105,204)	(26,051)	(4,615,094)	(10,746,349)
- impairments	-	(11,671)	-	(11,671)
- interest expense	(13,074,395)	-	-	(13,074,395)

Non-current assets by geographical location:

December 31, 2022	Senegal	British Virgin Islands	Nigeria	United Kingdom	Canada	Total
Inventory	-	-	15,891,089	-	-	15,891,089
Prepaid expenses, advances and deposits	-	1,405	8,297	211,564	-	221,266
Right-of-use assets	-	-	11,593,579	502,092	-	12,095,671
Property, plant and equipment	408,518	-	143,836,292	114,735	3,014	144,362,559
Intangible assets	22,719,331	-	6,193,401	-	-	28,912,732
Total non-current assets	\$23,127,849	\$1,405	\$177,522,658	\$828,391	\$3,014	\$201,483,317

December 31, 2022	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	\$ 48,931,967	\$ 120,752	\$ 831,907	\$ 49,884,626
Non-current assets				
Deferred income tax assets	-	87,797	-	87,797
Prepaid expenses, advances and deposits	74,667	-	208,158	282,825
Right-of-use assets	16,232,353	-	617,049	16,849,402
Property, plant and equipment	149,050,728	339,785	123,404	149,513,917
Intangible assets	150,747	19,080,461	-	19,231,208
Total assets	\$ 214,440,462	\$ 19,628,795	\$ 1,780,518	\$ 235,849,775
Non-current asset additions	\$ 10,527,299	\$ 2,612,033	\$ 1,337,066	\$ 14,476,398
Liabilities	\$ (133,370,335)	\$ (1,381,629)	\$ (1,718,410)	\$ (136,470,374)
Profit (loss) for the period	\$ 43,686,742	\$ (273,511)	\$ (4,621,031)	\$ 38,792,200
- revenue	165,174,531	-	-	165,174,531
- production costs	(55,513,990)	-	-	(55,513,990)
- royalties	(3,696,527)	-	-	(3,696,527)
- amortization and depreciation	(31,561,887)	(4,468)	(85,901)	(31,652,256)
- other administration expenses	(11,091,717)	(257,029)	(4,535,130)	(15,883,876)
- impairments	-	(12,014)	-	(12,014)
- interest expense	(14,616,810)	-	-	(14,616,810)

Non-current assets by geographical location:

December 31, 2022	Senegal	British Virgin Islands	Nigeria	United Kingdom	Canada	Total
Prepaid expenses, advances and deposits	-	7,024	74,667	201,134	-	282,825
Right-of-use assets	-	-	16,232,354	617,048	-	16,849,402.00
Property, plant and equipment	176,645	-	149,230,320	101,491	5,461	149,513,917
Intangible assets	10,704,623	-	8,526,585	-	-	19,231,208
Total non-current assets	10,881,268	7,024	\$174,063,926	\$919,673	\$5,461	\$185,877,352

25. PRIOR YEAR RESTATEMENT

During the preparation of the current financial statements, the Group has refined its methodology and estimates for the valuation of Inventory stockpiles. The change in estimates apply to better management information being available to the Group such as improved density calculations for the determination of the mass of the stockpiles. These revisions have increased the amount of ore in the stockpiles by approximately 118,000 tonnes and 3,500 contained ounces as at December 31, 2023. Such changes in estimates have been applied prospectively in accordance with accounting guidance.

As part of this assessment, the Group has also identified an error in the methodology used to calculate the cost of its stockpile in previous periods. The error relates to calculating costs based on tonnes of ore mined as opposed to ounces. Considering this revision, the balance of Inventory as at December 31, 2022 increased by \$12,597,962 and as at January 1, 2022 decreased by \$795,297.

Therefore, in accordance with “IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors”, the Consolidated statements of financial position, Consolidated statements of comprehensive income and Consolidated statements of cash flows for the year ended December 31, 2022, have been restated. The impact of the restatement on these statements is demonstrated below:

CONSOLIDATED STATEMENT OF FINANCIAL POSITION						
	December 31, 2022	Restatements	December 31, 2022	January 1, 2022	Restatements	January 1, 2022
	\$		\$	\$		\$
	(reported)		(restated)	(reported)		(restated)
ASSETS						
Inventory	19,901,262	12,597,962	32,499,224	18,146,558	(795,297)	17,351,261
Total current assets	37,286,664	12,597,962	49,884,626	23,743,336	(795,297)	22,948,039
Total non-current assets	185,965,149	-	185,965,149	188,495,426	-	188,495,426
TOTAL ASSETS	223,251,813	12,597,962	235,849,775	212,238,762	(795,297)	211,443,465
LIABILITIES						
Total current liabilities	78,806,794	-	78,806,794	89,238,549	-	89,238,549
Total non-current liabilities	57,663,580	-	57,663,580	63,406,824	-	63,406,824
SHAREHOLDERS' EQUITY						
Retained earnings	5,503,524	12,597,962	18,101,486	(21,058,184)	(795,297)	(21,853,481)
Other equity	81,277,915	-	81,277,915	80,651,573	-	80,651,573
Total shareholders' equity	86,781,439	12,597,962	99,379,401	59,593,389	(795,297)	58,798,092
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	223,251,813	12,597,962	235,849,775	212,238,762	(795,297)	211,443,465

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	2022 \$	Restatements	2022 \$	2021 \$	Restatements	2021 \$
	(reported)		(restated)	(reported)		(restated)
Revenue	165,174,531	-	165,174,531	6,049,485	-	6,049,485
Cost of sales	(106,335,474)	13,393,259	(92,942,215)	(4,067,068)	(795,297)	(4,862,365)
		\$ -	\$ -		\$ -	\$ -
Loss on forward sale of commodity contracts	(1,587,524)	-	(1,587,524)	(43,295)	-	(43,295)
Gross profit from operations	57,251,533	13,393,259	70,644,792	1,939,122	(795,297)	1,143,825
Amortisation and depreciation - owned assets	(1,254,566)	-	(1,254,566)	(65,018)	-	(65,018)
Amortisation and depreciation - right-of-use assets	(85,326)	-	(85,326)	(41,173)	-	(41,173)
Other administration expenses	(15,883,876)	-	(15,883,876)	(3,294,820)	-	(3,294,820)
Impairment of Exploration & Evaluation assets	(12,014)	-	(12,014)	(99,059)	-	(99,059)
Profit from operations	40,015,751	13,393,259	53,409,010	(1,560,948)	(795,297)	(2,356,245)
Interest expense	(14,616,810)	-	(14,616,810)	(64,877)	-	(64,877)
Other	-	-	-	(496,192)	-	(496,192)
Net profit (loss) before taxes	25,398,941	13,393,259	38,792,200	(2,122,017)	(795,297)	(2,917,314)
Tax expense	-	-	-	-	-	-
Net profit before income taxes	25,398,941	13,393,259	38,792,200	(2,122,017)	(795,297)	(2,917,314)
Income Tax	-	-	-	-	-	-
Net profit for the year	25,398,941	13,393,259	38,792,200	(2,122,017)	(795,297)	(2,917,314)
Net profit per share						
Basic	0.040	0.021	0.060	(0.003)	(0.001)	(0.005)
Diluted	0.039	0.021	0.060	(0.003)	(0.001)	(0.005)

CONSOLIDATED STATEMENT OF CASH FLOWS

	2022 \$	Restatements	2022 \$
	(reported)		(restated)
Cash flows from/(used in):			
Operating			
Net profit	25,398,941	13,393,259	38,792,200
Inventory	(1,754,704)	(13,393,259)	(15,147,963)
Other operating cash flows	60,744,270	-	60,744,270
Net cash flows from operating activities	84,388,507	-	84,388,507
Investing			
Net cash flows used in investing activities	(30,553,701)	-	(30,553,701)
Financing			
Net cash flows used in financing activities	(48,431,478)	-	(48,431,478)
Effect of exchange rates on cash	8,439	-	8,439
Net change in cash	5,411,767	-	5,411,767
Cash, beginning of the period	1,276,270	-	1,276,270
Cash, end of the period	6,688,037	-	6,688,037

26. SUBSEQUENT EVENTS

On April 3, 2024, the Company announced that it had completed the acquisition of interests in two licences in southeast Senegal where it is currently advancing the Douta Gold Project to a Preliminary Feasibility stage. The Company acquired, at a cost of \$120,000, an up to 85% interest in the strategically located Douta-West Licence which lies contiguous to the Douta Gold Project and an up to 80% interest

in the Sofita Licence, at a cost of \$20,000, located approximately 20 kilometers (“km”) south of the Dوتا Gold Project.