



NEWS RELEASE
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08 April, 2025

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 THE UNAUDITED THREE MONTHS ENDING DECEMBER 31, 2024 AND
MAIDEN DIVIDEND**

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 Côte d'Ivoire for the three months ending December 31, 2024 ("Q4 2024") and the audited financial results for the year ending December 31, 2024 (the "Year" or "FY 2024").

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, 2024, are available on Thor Explorations' website at <https://thorexpl.com/investors/financials/>.

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

FY 2024 Financial Highlights

- 84,965 ounces ("oz") of gold sold (FY 2023: 73,356 oz) with an average gold price of US\$2,288 per oz (FY 2023: US\$1,907).
- Cash operating cost of US\$575 per oz sold (FY 2023: US\$1,006) and all-in sustaining cost ("AISC") of US\$765 per oz sold (FY 2023: US\$1,313).
- FY 2024 revenue of US\$193.1 million ("m") (FY 2023: US\$141.2 million).
- FY 2024 EBITDA of US\$133.3 million (FY 2023: US\$55.3 million).
- FY 2024 net profit of US\$91.1 million (FY 2023: US\$10.8 million).
- FY 2024 cash and cash equivalents of US\$12 million (FY 2023: US\$7.8 million)
- The Group made a final payment of \$4.1 million towards its senior debt facility with Africa Finance Corporation ("AFC"). Following this repayment, the Group has fully settled its senior debt obligations.
- Net cash of US\$11.2 million (FY 2023: Net debt of US\$15.9 million).
- Maiden dividend payment and dividend policy of minimum of C\$0.0125 per share per quarter (C\$0.05 per year)

Dividend

- The Board has adopted a dividend policy to be applied for at least the next two years. The dividend policy reflects the Board's aim to strike a balance between the Group's growth ambitions and returning money to the Group's shareholders.

- Dividends will normally be paid on a quarterly basis at an amount of C\$0.0125 per share each quarter, with the ability to increase the dividend amount based on the Group's cash reserves at the end of each quarter.
- The first dividend will be payable on 16 May 2025 for shareholders on record at 02 May 2025.
- It is currently intended that the dividend policy will be reviewed in two years, taking into consideration factors such as the extension of the Segilola Mine Life and capital commitments to near term development projects.

Proposed timetable:

Event	Date
Ex-Dividend date	May 1 st 2025
Record date	May 2 nd 2025
Last day for currency election	May 3 rd 2025
Date of exchange rate used for Pounds Sterling	May 14 th 2025
Announcement of exchange rate in Foreign Designated Currencies	May 15 th 2025
Payment date	May 16 th 2025

FY 2024 Operational Highlights

Segilola Production

- FY 2024 gold poured of 85,057 oz.
- 78,002 oz recovered with an average recovery rate of 90.75%.
- 858,966 total tonnes ("t") of ore processed over FY 2024 at an average grade of 3.14 g/t Au grammes per tonne ("g/t") of gold ("Au").
- Total FY 2024 ore mined of 1,697,044 t at an average grade of 2.04 g/t Au.

Segilola Near-Mine and Regional Exploration

- Near mine exploration focused on testing depth extensions of the Segilola deposit, with a diamond drilling program targeting the continuity of high-grade shoots down-plunge to the south. Early results confirm mineralisation below the current final pit design.
- Drilling returned encouraging high-grade intercepts both north and south of the existing resource, indicating the potential for extensions and new target areas beyond the current limits of the Segilola resource.
- Regional exploration efforts concentrated on geochemical sampling targeting structurally complex zones within the Ilesha Schist Belt identified through geological modelling as prospective for gold mineralisation.
- Stream sediment sampling continued across the region, delineating a 10 by 5 kilometre ("km") area of gold anomalism approximately 52 km due south of the Segilola operation. The Company secured new exploration tenure covering the area. A follow-up exploration program commenced late in the period over selected geochemical targets and has continued through 2025.

Douta

- Workstreams in support of a Preliminary Feasibility Study ("PFS") were advanced during 2024 on the metallurgical test work, process flow sheets and resource update.
- Exploration at the Makosa Resource focused on expanding the resource base along the 6km strike from Makosa Tail to the northern extent of the deposit, with RC drilling targeting increased oxide resource definition at the parallel Makosa East Prospect.
- At the Makosa East Prospect, drilling conducted confirmed continuity of gold mineralisation at both ends of the trend with several higher-grade intersections
- The discovery of the Baraka 3 Prospect following the end of the Period had implications on the timing of the Douta PFS. The drilling intersections delineate a wide, near surface oxide layer on a structure that extends for approximately 3 kilometres.
- Baraka 3 discovery has justified an accelerated drilling program as the Company believes that should this mineralisation continue, Douta-West may present a new source of early years production that may merit incorporation into the PFS which, if included, would have a positive impact on the economics of the Douta PFS.
- The Company aims to update the timing of the PFS completion once the drilling programs have been completed.

Côte d'Ivoire

- During 2024 Thor also expanded its operations into Côte d'Ivoire following the signing of a binding agreement with Endeavour Mining Corporation to acquire a 100% interest in the Guitry Gold Project.
- The Company entered into two additional option agreements to acquire an 80% interest in the Boundiali Exploration permit, an early-stage gold exploration project located in north east Côte d'Ivoire and to acquire an 80% interest in the Marahui Exploration permit, an early-stage gold exploration project located in north west Côte d'Ivoire.
- At the Guitry Project, the Company is currently assessing the legacy database and planning for target-generative geochemical surveys.
- Initial soil geochemical sampling was conducted at the Boundiali Project as part of due diligence, identifying a 1km by 5km gold-in-soil anomaly in the eastern sector. Further infill sampling is planned.
- Initiated exploration activities at the Marahui Permit in Q4 2024, including detailed mapping and soil geochemical sampling, defining a 4km long well constrained soil anomaly with drilling planned for Q3 2025.

Lithium Exploration

- Thor has secured over 600km² of granted tenure in Nigeria that forms Oyo State, Kwara State and Ekiti State Lithium Project Areas.
- Exploration activities during 2024, comprising geological mapping, stream sediment sampling, and detailed auger soil sampling, focused on generating targets within its exploration permits.

Environment, Social and Governance

- Published inaugural Sustainability and ESG Report (2023) in November 2024, aligning with GRI standards, and continued consistent data collection throughout 2024 for the forthcoming 2024 report due Q2 2025.
- Maintained monthly environmental compliance monitoring across operations, with Q4 2024 results showing air, noise, and water emissions broadly in line with the 2008 EIA baseline, aside from elevated dust levels due to seasonal Harmattan winds and dry conditions.
- Initiated optimisation measures to improve output from three 1.6 Mega Watt ("MW") compressed gas generators, aiming to lower GHG emissions from power generation and reduce overall energy costs.
- Sustained strong employment at the Segilola Project, with over 1,700 workers in Q4 2024 including 32% from host state Osun.
- Advanced Community Development Agreement ("CDA") commitments in Q4 2024 through continued educational scholarships (26 students) and quarterly palliative distributions for elderly residents.
- Progressed baseline data collection for the Douta Project's Environmental Impact Assessment ("EIA") and incorporating findings into the Preliminary Feasibility Study ("PFS"). The EIA was submitted in late Q1 2025.

Post FY 2024 Highlights

- In March 2025, following a notice served by Osun State authorities in September 2024 regarding a disputed tax claim of ₦98.3 million (approx. US\$61,900), a fact-finding committee commissioned by the Minister of Mines concluded that the Group had complied with all legal and regulatory obligations, and that the allegations were unfounded.
 - The Group continues to engage with the Osun State Government through the appropriate legislative processes to ensure that tax assessments are conducted in accordance with applicable laws.
 - No material financial impact is expected, and updates will be provided once a final and undisputed assessment is agreed upon.
- Further positive results from its ongoing diamond drilling program at the Segilola that targets the down-plunge potential beneath the current open pit extent. The results further highlight the potential to extend the Segilola resource both along strike to the south and at depth.

- Discovery drill holes drilled in Senegal at the Baraka 3 Prospect on the Douta-West Licence confirm near-surface gold mineralisation over a 3km trend.
- Appointment of Mr. Franklin Edochie to the Company's Board of Directors.

Outlook

- Production guidance of 85,000-95,000 oz for 2025 with an AISC guidance of US\$ \$800 - \$1,000 per oz.
- Exploration expenditure guidance of US\$7.5 million – \$10 million in Nigeria and US\$5 million – \$7.5 million across West Africa for 2025.
- Advance exploration programs across the portfolio, including near mine and underground drilling program at Segilola.
- Drilling and infill programs at Douta, with an accelerated drilling program at Baraka 3.
- Advancing exploration in Nigeria on newly acquired concessions and joint partnership options on potential targets.
- Continue to advance the Douta project towards PFS incorporating results from Baraka 3 drilling with the Douta PFS timing to be provided on completion of the drilling program.

Segun Lawson, President & CEO, stated:

"I am pleased with our performance and progress as a Group in 2024 where we generated record revenues from our Segilola Gold mine whilst being disciplined in our cost control and focusing on our ESG commitments.

Our primary objectives in 2024 were to fully repay our senior debt facility and strengthen our balance sheet. This was achieved whilst also expanding our exploration portfolio in Nigeria, Senegal and in Côte d'Ivoire. The Group is now strongly positioned for a new dynamic phase with big increases budgeted in our exploration expenditure around Segilola and also across our entire portfolio, all funded by strong cash flow at Segilola. Since the end of 2024, we have continued to strengthen our balance sheet and grow our cash balance whilst making further material improvements on our accounts payable position.

We are pleased to announce our dividend policy and maiden dividend. The announcement is a major milestone for Thor in our company's evolution and validates our confidence in the overall strength and sustainability of our business. Our dividend policy demonstrates our dedication to returning part of our strong cash flow generation to shareholders without forgoing our ability to self-fund our growth.

In 2025, the Group's strategy will be focussed on increasing shareholder value by extending the Segilola mine life and advancing the Douta Project in Senegal. At the same time, we are encouraged by the early exploration results on our newly assembled portfolio in Côte d'Ivoire. We look forward to advancing these projects through 2025.

The Douta Gold Project, which now consists of two prospective licences, remains a project which we aim to build from within our organic portfolio. We look forward to advancing this key project of ours through 2025.

Furthermore, in 2024, we continued to capitalise on our first mover advantage in Nigeria through the acquisition of prospective exploration ground in Ondo State, approximately 55 kilometres due south of Segilola. We are well positioned to carry out exploration at a faster rate than ever before and without the constraints of servicing our senior debt facility.

At the forefront of our operations, Environmental, Social and Governance ("ESG") standards have not been compromised with the Group winning a number of awards in 2024. Thor published its maiden Sustainability and ESG Report 2023 in November 2024. We invite our stakeholders to review this report. The information within the report is in alignment with GRI reporting standards. ESG data has also been consistently gathered during 2024 with the 2024 Sustainability Report due in Q2 2025.

We were pleased in March 2025 to receive a copy of the report of the Inter-Ministerial Fact-Finding Committee on the dispute between SROL and the Osun State Government. This report affirmed our compliance with all our legal and regulatory obligations. We continue to pride ourselves on maintaining best practice standards across all our operations.

I am incredibly proud of what we have achieved in 2024 which is the result of the hard work and commitment of all our employees, leadership team, board and stakeholders. I would like to take this opportunity to thank them for their continued support, dedication and commitment. I look ahead to 2025 with confidence that we have the right strategy, a portfolio capable of unlocking significant values, cashflow to support our activities and the right team to deliver on our objectives.”

Investor webinar to discuss FY24 results

Thor is pleased to announce that Segun Lawson, President, and CEO, will provide a live investor session via the Investor Meet Company platform on **Thursday 10 April 2025 at 2:00pm BST.**

The session will discuss in detail the announced FY24 results.

The presentation is open to all existing and potential investors. Questions can be submitted pre-event via your Investor Meet Company dashboard up until 9:00 am the day before the meeting or at any time during the live presentation.

Investors can sign up to Investor Meet Company for free and add to meet Thor Explorations plc via:

<https://www.investormeetcompany.com/thor-explorations-ltd/register-investor>

Investors who already follow Thor Explorations on the Investor Meet Company platform will automatically be invited.

Whilst the Company may not be able to answer every individual question, the aim is to address the issues raised by investors

Responses to the Q&A will be published at the earliest opportunity on the Investor Meet Company platform following the presentation

Investor feedback can also be submitted directly to management after the event to ensure the Company can understand all investor views.

For further information, please email: thorexplorations@yellowjerseypr.com

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 2024 and Full Year 2024

CHAIRMAN'S STATEMENT

Dear fellow shareholders, I am pleased to present the 2024 Annual Report for Thor Explorations Ltd. We mark 2024 as a milestone year where the Group delivered its revised target gold production of approximately 85,000 ounces and, in doing so, completed the repayment of its senior debt facility to the Africa Finance Corporation.

The Segilola Gold Mine, our wholly owned flagship project continued its solid performance in 2024, slightly disrupted by severe weather conditions in Q3 2024, generating \$193.1 million revenue from 84,965oz of gold sold at an average realized price of US\$2,288/oz. We generated Group net profit of \$91.2 million. Segilola's strong performance is anticipated to continue in 2025 with a production guidance of 85,000 to 95,000 ounces at an all-in sustaining cost (AISC) of US\$800-1,000/oz per ounce.

We now look to transition to the next phase of our strategic evolution generating value creation through advancing our portfolio in the three jurisdictions in which we operate. Having repaid our capital costs and associated borrowings and improved our working capital position, we can now devote much greater cashflow and resources to our exploration activities.

In Senegal, at the Douta Project, progress was made towards the next milestone of a preliminary feasibility study ("PFS"). The Group acquired the contiguous Douta-West licence. We reported recently two initial discovery holes in Douta-West in what appears to be a thicker oxidised layer and drilling there has been accelerated. We believe that Douta-West may present a new source of early years production that may merit incorporation into the PFS.

We were also excited to expand our activities into Côte d'Ivoire where we believe we have assembled a prospective early stage portfolio and we look forward to advancing these licences through exploration in 2025.

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 were pleased in March 2025 to receive a copy of the report of the Inter-Ministerial Fact-Finding Committee on the dispute between SROL and the Osun State Government. This report affirmed our compliance with all our legal and regulatory obligations. We continue to pride ourselves on maintaining best practice standards across all our operations.

We continue to build a local mining skill-base, investing in youth, undergraduate and graduate programmes as well as post-secondary school apprenticeship schemes in our host communities and regions. We remain committed to the host communities in which we operate, where we have continued to enjoy a healthy and cooperative relationship and where our livelihood restoration programs continue to thrive.

The next 12 months are significant in our evolution as a Group with important milestones. Extending the Segilola mine life is our utmost priority. The Group is now in a much better position to fully investigate this potential with the underlying support of the cashflow from Segilola in a strong gold price environment.

We are also pleased to announce our dividend policy and maiden dividend.

We look forward to 2025 and thank you for your continued support for Thor Explorations. The Board and Leadership Team remain resolutely focused on delivering our strategy and creating value for our shareholders and all of our stakeholders.

Adrian Coates
Chairman

CEO'S STATEMENT

I am pleased with our performance and progress as a Group in 2024 where we generated record revenues from our Segilola Gold mine whilst being disciplined in our cost control and focusing on our ESG Commitments.

Our primary objectives in 2024 were to fully repay our senior debt facility and strengthen our balance sheet. This was achieved whilst also expanding our exploration portfolio in Nigeria, Senegal and in Côte D'Ivoire. The Group is now strongly positioned for a new dynamic phase with big increases budgeted in our exploration expenditure around Segilola and also across our entire portfolio, all funded by strong cash flow at Segilola.

In 2025, the Group's strategy will be focussed on increasing shareholder value by extending the Segilola mine life and advancing the Douta Project in Senegal. At the same time, we are encouraged by the early exploration results on our newly assembled portfolio in Côte d'Ivoire. We look forward to advancing these projects through 2025.

The Douta Gold Project, which now consists of two prospective licences, remains a project which we aim to build from within our organic portfolio. We look forward to advancing this key project of ours through 2025.

Furthermore, in 2024, we continued to capitalise on our first mover advantage in Nigeria through the acquisition of prospective exploration ground in Ondo State, approximately 55 kilometres due south of Segilola. We are well positioned to carry out exploration at a faster rate than ever before and without the constraints of servicing our senior debt facility.

At the forefront of our operations, Environmental, Social and Governance ("ESG") standards have not been compromised with the Group winning a number of awards in 2024. Thor published its maiden Sustainability and ESG Report 2023 in November 2024. We invite our stakeholders to review this report. The information within the report is in alignment with GRI reporting standards. ESG data has also been consistently gathered during 2024 with the 2024 Sustainability Report due in Q2 2025.

We are pleased to announce our dividend policy and maiden dividend. The announcement is a major milestone for Thor and validates our confidence in the overall strength and sustainability of our business. Our dividend policy demonstrates our dedication to returning part of our strong cash flow generation to shareholders without forgoing our ability to self-fund our growth

I am incredibly proud of what we have achieved in 2024 which is the result of the hard work and commitment of all our employees, leadership team, board and stakeholders. I would like to take this opportunity to thank them for their continued support, dedication and commitment. I look ahead to 2025 with confidence that we have the right strategy, a portfolio capable of unlocking significant values, cashflow to support our activities and the right team to deliver on our objectives.

Segun Lawson
Chief Executive Officer

OVERVIEW

Thor Explorations Ltd. (the “Company”), together with its subsidiaries (collectively, “Thor” or the “Group”) is a West African focused gold producer and explorer and is dual-listed on the TSX Venture Exchange TSX-V (THX: TSX-V) and the Alternative Investment 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. The Group, in 2024 expanded its operations into Côte d’Ivoire following the signing of a binding sale and purchase agreement with Endeavour Mining Corporation to acquire a 100% interest in the Guitry Gold Exploration, entering into an option agreement with Goldridge Resources SARL (“Goldridge”) to earn up to an 80% interest in the Boundiali Exploration Permit, located in north-west Côte d’Ivoire and also entering into an option agreement to acquire an 80% interest in the Marahui Gold Exploration licence located in north-east Côte d’Ivoire.

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.

With a deleveraged balance sheet and strong cash flow generation, the Group has scaled up its exploration programs across its entire portfolio. This includes the acquisition, via option, of further geologically prospective tenures in Nigeria where we continue to assess potential targets.

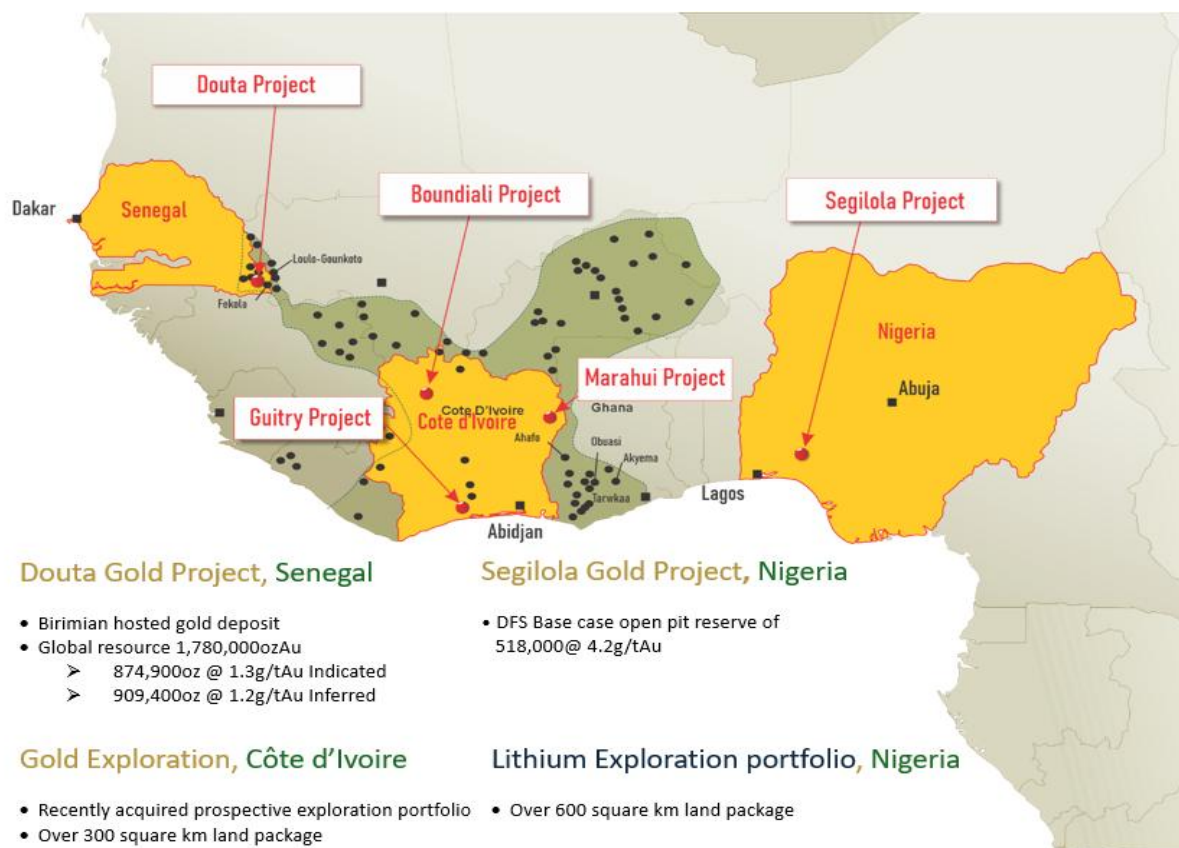


Figure 1.1: Thor's Properties in West Africa

DIVIDEND POLICY

The Board has adopted a dividend policy to be applied for at least the next two years. The dividend policy reflects the Board's aim to strike a balance between the Group's growth ambitions and returning money to the Group's shareholders.

Dividends will normally be paid on a quarterly basis at an amount of C\$0.0125 per share each quarter, with the ability to increase the dividend amount based on the Group's cash reserves at the end of each quarter. The first dividend will be payable on May 16, 2025, for shareholders on record at May 2, 2025.

It is currently intended that the dividend policy will be reviewed in two years, taking into consideration factors such as the extension of the Segilola Mine Life and capital commitments to near term development projects. The maiden dividend will be paid on May 16, 2025, in Canadian Dollars, with an option for shareholders to elect to receive the dividend in Pounds Sterling. The exchange rates for payments in Sterling will be fixed by the Company on May 14, 2025, and subsequently announced.

Event	Date
Ex-Dividend date	May 1 st 2025
Record date	May 2 nd 2025
Last day for currency election	May 3 rd 2025
Date of exchange rate used for Pounds Sterling	May 14 th 2025
Announcement of exchange rate in Foreign Designated Currencies	May 15 th 2025
Payment date	May 16 th 2025

HIGHLIGHTS AND ACTIVITIES – FOURTH QUARTER 2024 AND YEAR ENDED DECEMBER 31, 2024

Operating results for the fourth quarter 2024 were highlighted by the selling of 23,087 ounces ("oz") of gold achieving an average gold price of US\$2,414 per oz at a cash operating cost¹ of \$664 per oz sold, with an all-in sustaining cost ("AISC")¹ of \$818 per oz sold.

The Group made a final payment of \$4.1 million towards its senior debt facility with Africa Finance Corporation ("AFC"). Following this repayment, the Group has fully settled its senior debt obligations and at year end 2024 held a net cash position of \$11.2 million (see Section 3.4).

Revenue for the fourth quarter 2024 was \$65.7 million with an EBITDA of \$46.2 million and net profit of \$34.9 million. The Group reduced its accounts payable and accrued liabilities by \$17.2 million since the end of the previous quarter.

At the Douta Project, the workstreams for the Preliminary Feasibility Study continued and focussed on the metallurgical test work, process flow sheets and resource update.

Table 2.1 Key Operating and Financial Statistics

		Three month periods ended					Year ended	
		December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Operating								
Gold sold	Au	25,790	18,167	23,588	17,420	11,930	84,965	73,356
Average realized gold price ¹	\$/oz	2,414	2,328	2,309	2,033	1,927	2,288	1,907
Cash operating cost ¹	\$/oz	664	585	585	418	1,451	575	1,006
AISC (all-in sustaining cost) ¹	\$/oz	818	766	802	632	1,706	765	1,313
EBITDA ¹	\$/oz	1,747	1,506	1,596	1,337	266	1,570	755
Financial								
Revenue	\$	65,720	40,222	53,876	33,312	22,998	193,130	141,245
Net Profit/(Loss)	\$	33,742	17,500	27,505	12,425	(8,850)	91,172	10,869
EBITDA ¹	\$	45,056	27,368	37,645	23,290	3,175	133,359	55,350

		December 31, 2024	December 31, 2023
Cash and cash equivalents	\$	12,040	7,840
Deferred revenue	\$	4,463	11,839
Net Cash/(Debt) ¹	\$	11,180	(15,926)

¹ This is a non-IFRS measure. Refer to the non-IFRS measures section.

Segilola Gold Mine, Nigeria

Osun State Tax Dispute

On September 30, 2024, the representatives of Osun State served a notice to the Group's subsidiary, Segilola Resources Operating Limited ("SROL") from a state magistrates court to seal the Segilola Mine site over unpaid outstanding taxes amounting to N98,347,105 (approximately US\$61,900). SROL paid the full outstanding amount, under protest, despite not being given the stipulated 30 days to review. There was no disruption to operations at Segilola.

Following this, the Minister of Mines in Nigeria commissioned a fact-finding committee (the "Committee") to look into the claims made by the Osun State Government.

Subsequent to the period, a meeting was held on the March 25, 2025, in Abuja with all relevant parties, the Committee's report was formally released to the Group. Importantly, the Committee's report affirmed the Group's compliance with all its legal and regulatory obligations, and that all the allegations of wrongdoing were unfounded. The full report can be found on the Group's website.

SROL continues to engage with the Osun State Government through the appropriate legislative processes to ensure that tax assessments are conducted in accordance with applicable laws. Management does not expect any material impact on the Group's financial statements as a result of these ongoing discussions. Updates will be provided once a final and undisputed assessment is agreed upon.

Mining

During the three months ended December 31, 2024, 3,781,881 tonnes of material were mined, equivalent to a mining rate of 41,107 tonnes of material per day. In this period, 383,699 tonnes of ore were mined, equivalent to a mining rate of 4,171 tonnes of ore per day, at an improved average grade of 2.30g/t. Mining rates were lower than Q3 due to a severe weather period resulting in excessive rain (>415mm) over a 12-day period in late September that still impacted October mining. The aging fleet of the mining contractor experienced low availabilities of its truck fleet and 5 new trucks were purchased and were delivered in early 2025 to address this bottleneck.

The stockpile balance increased by 10% to 1,469,370 tonnes of ore at an average grade of 0.94g/t. The stockpile comprised of 8,865 tonnes (4.21g/t) at high grade, 69,608 tonnes (2.08g/t) at medium grade, 1,384,782 tonnes (0.84g/t) at low grade and 6,116 tonnes (4.24g/t) on the coarse ore stockpile between the crusher and mill.

The significant stockpile available (more than 1 year of process plant supply) offers flexibility and low risk for future process plant production. The mine will continue to feed higher grade material in preference to low grade material and the lower grade material will be processed later in the mine life and during periods of reduced or minimal mining activity. The stockpile is reflected on the balance sheet under inventory and is reflected at mining cost per tonne.

Processing

During the three months ended December 31, 2024, 247,075 tonnes of ore were processed, a 22% increase on Q3, equivalent to a throughput rate of 2,686 tonnes per day, at a mill feed grade of 3.08g/t with no significant downtime periods. The process plant achieved a further reduction of the gold in circuit ("GIC") by 2,835oz of Au in Q4 to sell more gold than recovered from mining during the quarter.

Table 2.2: Production Metrics

Mining	Units	Q4 – 2024	Q3 – 2024	Q2 – 2024	Q1 - 2024	Q4 – 2023	Q3 - 2023	Q2 - 2023	Q1 - 2023
Total Mined	Tonnes	3,781,881	4,024,002	4,663,057	4,939,647	5,483,291	5,673,193	5,633,688	4,194,689
Waste Mined	Tonnes	3,398,182	3,668,487	4,171,122	4,473,752	5,031,931	5,370,278	5,355,105	3,996,264
Ore Mined	Tonnes	383,699	355,515	491,935	465,895	451,360	302,915	278,583	198,425
Grade	g/t Au	2.30	2.01	1.78	2.07	1.93	2.44	2.43	2.85
Daily Total Mining Rate	Tonnes/Day	41,107	43,739	51,198	54,282	59,601	61,665	61,909	46,608
Daily Ore Mining Rate	Tonnes/Day	4,171	3,864	5,347	5,120	4,906	3,292	3,061	2,205
Stockpile									
Ore Stockpiled	Tonnes	1,469,370	1,332,924	1,179,693	861,254	541,151	338,558	297,060	270,215
Ore Stockpiled	g/t Au	0.94	0.94	1.01	1.06	1.04	0.99	1.06	1.14
Ore Stockpiled	Oz	44,300	40,392	38,298	29,264	18,141	10,756	10,124	9,904
Processing									
Ore Processed	Tonnes	247,075	201,958	174,000	235,933	262,439	261,671	255,231	231,001
Grade	g/t Au	3.08	3.22	3.42	2.85	2.77	2.46	2.99	2.95
Recovery	%	89.2	88.5	94.6	90.7	93.4	92.3	94	94.1
Gold Recovered	Oz	21,827	18,496	18,090	19,589	21,798	19,104	23,078	20,629
Gold Poured	Oz	24,662	20,110	21,742	18,543	16,361	16,579	21,518	20,017
Milling Throughput	Tonnes/Day	2,686	2,195	1,891	2,593	2,852	2,844	2,805	2,567

NON-IFRS MEASURES

This MD&A refers to certain financial measures which are not recognized under IFRS Accounting Standards and do not have a standardized meaning prescribed by IFRS Accounting Standards. 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 realized gold price per ounce sold

The Group believes that, in addition to conventional measures prepared in accordance with IFRS Accounting Standards, the average realized 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 realized during a period. Management believes that reflecting the impact of these contracts on the Group's realized 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 realized gold price, management has adjusted the revenues as disclosed in the consolidated financial statement 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 interim financial statements have been reconciled to the gold revenue for all periods presented.

Table 3.1: Average annual realized price per ounce sold

	Units	Three month periods ended				Year ended		
		December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Revenues	\$/000	65,720	40,222	53,876	33,312	22,998	193,130	141,245
Unrealized fair value movements on forward gold sale contracts ¹	\$/000	(3,302)	2,161	907	2,134	-	1,900	-
By product revenue	\$/000	(161)	(82)	(329)	(28)	(40)	(600)	(209)
Gold revenue	\$/000	62,257	42,301	54,454	35,418	22,958	194,430	141,036
Gain/(Loss) on forward sale of commodity contracts	\$/000	-	-	-	-	26	-	(1,130)
Adjusted gold revenue	\$/000	62,257	42,301	54,454	35,418	22,984	194,430	139,906
Gold ounces sold	Oz Au	25,790	18,167	23,588	17,420	11,930	84,965	73,356
Average realized price per ounce sold	\$	2,414	2,328	2,309	2,033	1,927	2,288	1,907

1 As at 31 December 2024, the Group held outstanding gold forward contracts for 5,500 ounces at an average gold price of \$2,277 per ounce with settlement during the first quarter of 2025.

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 IFRS Accounting Standards, 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 month periods ended				Year ended		
		December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Production costs	\$	16,380	9,869	13,095	6,626	16,745	45,970	69,675
Transportation and refining	\$	683	596	568	458	614	2,305	2,478
Royalties	\$	225	247	466	218	(4)	1,156	1,866
By product revenue	\$	(161)	(82)	(329)	(28)	(40)	(600)	(209)
Cash Operating costs	\$	17,127	10,630	13,800	7,274	17,315	48,831	73,810
Gold ounces sold	Oz Au	25,790	18,167	23,588	17,420	11,930	84,965	73,356
Cash operating cost per ounce sold	\$/oz	664	585	585	418	1,451	575	1,006

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%.

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 month periods ended					Year ended	
		December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	December 31, 2024	December 31, 2022
Cash operating costs ¹	\$/000	17,127	10,630	13,800	7,274	17,315	48,831	73,810
Segilola mine – other administration expenses	\$/000	515	2,025	2,374	2,207	2,324	7,121	7,999
Sustaining capital ²	\$/000	3,461	1,259	2,754	1,532	715	9,006	14,473
Total all-in sustaining cost	\$/000	21,103	13,914	18,928	11,013	20,354	64,958	96,282
Gold ounces sold	oz Au	25,790	18,167	23,588	17,420	11,930	84,965	73,356
All-in sustaining cost per ounce sold	\$/oz	818	766	802	632	1,706	765	1,313

1 Refer to Table – 3.2 Cash operating costs.

2 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-IFRS Accounting Standards 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 Accounting Standards.

In the period, the Group fed higher grade material to the plant in preference to low grade material. Costs associated with mining the lower grade material will be deferred to when this lower grade material is processed. The Group plans to process this material later in the mine life and during periods of reduced or minimal mining activity.

Table 3.3a: Sustaining and Non-Sustaining Capital

	Units	Three month periods ended					Year ended	
		December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Property, plant and equipment additions	\$/000	1,800	420	1,522	274	221	4,016	18,092
Non-sustaining capital expenditures	\$/000	403	(420)	(25)	-	(763)	(42)	(8,646)
Payment for sustaining leases	\$/000	1,258	1,259	1,257	1,258	1,257	5,032	5,027
Sustaining Capital	\$/000	3,461	1,259	2,754	1,532	715	9,006	14,473

Net Cash/(Debt)

Net Cash/(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 Accounting Standards, net debt is useful to evaluate the Group's performance.

Table 3.4: Net Cash/(Debt)

		December 31, 2024	December 31, 2023
Loans from the Africa Finance Corporation	\$/000	-	(20,361)
Deferred element of EPC contract	\$/000	(860)	(3,405)
Less:			
Cash	\$/000	12,040	7,840
Net Cash/(Debt)	\$/000	11,180	(15,926)

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)

		Three month periods ended					Year ended	
	Unit	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	December 31, 2024	December 31, 2023
Net profit for the period	\$/000	33,742	17,500	27,505	12,425	(8,848)	91,172	10,869
Amortisation and depreciation – owned assets	\$/000	8,276	6,320	6,556	6,774	4,526	27,926	23,458
Amortisation and depreciation – right of use assets	\$/000	1,190	1,198	1,196	1,204	1,195	4,788	4,782
Impairment of Exploration & Evaluation assets	\$/000	-	-	-	-	3	-	12
Buy-out of gold sale agreement's option	\$/000	-	-	-	-	3,155	-	3,155
Interest expense	\$/000	1,848	2,350	2,388	2,887	3,144	9,473	13,074
EBITDA	\$/000	45,056	27,368	37,645	23,290	3,175	133,359	55,350
Ounces sold	Oz Au	25,790	18,167	23,588	17,420	11,930	84,965	73,356
EBITDA per ounce sold	Oz/\$	1,747	1,506	1,596	1,337	266	1,570	755

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 Group's strategic objectives and near-term milestones which include:

2025 Operational Guidance and Outlook

Gold Production	oz	85,000 – 95,000
All-in Sustaining Cost ("AISC")	US\$/oz Au sold	\$800 – \$1,000
Capital Expenditure	US\$	2,000,000 – 4,000,000
Exploration Expenditure:		
Nigeria ¹	US\$	7,500,000 – 10,000,000

¹ This includes purchase of licences

The critical factors that influence whether Segilola can achieve these targets include:

- Segilola's ability to continue operations without obstruction
- 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 project towards preliminary feasibility study

Continue to advance exploration programmes across the portfolio:

Segilola near mine exploration

Segilola underground project

Segilola regional exploration programme

Douta Preliminary Feasibility Study

Douta-West drilling programme

Douta infill (Makosa and Makosa East) programme

Assess regional potential targets in Nigeria

Assess regional potential targets in Côte d'Ivoire

Acquiring new concessions and joint partnerships options on potential targets

SUMMARY OF QUARTERLY RESULTS

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

Table 6.1: Summary of quarterly results

\$	2024 Q4 Dec 31	2024 Q3 Sep 30	2024 Q2 June 30	2024 Q1 Mar 31
Revenues	65,720	40,222	53,876	33,312
Net profit for period	33,742	17,500	27,505	12,425
Basic /earnings per share (cents)	5.14	2.67	4.19	1.93
\$	2023 Q4 Dec 31	2023 Q3 Sep 30	2023 Q2 Jun 30	2023 Q1 Mar 31
Revenues	22,998	36,595	41,364	40,288
Net (loss)/profit for period	(8,847)	2,271	14,458	2,990
Basic (loss)/earnings per share (cents)	(1.35)	0.35	2.24	0.46

The Group reported a net profit of \$33.7 million (5.14 cents per share) for the Three month period ended December 31, 2024, as compared to a net loss of \$8.8 million (1.35 cents per share) for the Three month period ended December 31, 2023. The increase in profit for the period was largely due to:

Sales during the period of \$65.7 million (Q4 2023: \$23.0 million); and
 Production costs of \$16.4 million (Q4 2023: \$16.7 million)
 Buy-out of gold sale agreement's option of nil (Q4 2023: \$3.6 million)

These were offset partially by:

Amortization and depreciation of \$9.5 million (Q4 2023: \$5.7 million); and
 Interest of \$2.1 million (Q4 2023: \$2.5 million)

No interest was earned during the Three month periods ended December 31, 2024, and 2023.

No corporate tax was paid during the Three month periods ended December 31, 2024, and 2023, this is due primarily to the corporate tax holiday the Group was granted for its Segilola mine earnings as detailed in note 5g of the consolidated financial statements.

SELECTED ANNUAL FINANCIAL INFORMATION

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

Table 7.1: Selected annual information

For the year ended		December 31, 2024	December 31, 2023	December 31, 2022
Total revenues	\$/000	193,130	141,245	165,175
Net profit	\$/000	91,172	10,869	37,997
Net Profit per share (cents)				
Basic	Cents	14.00	1.67	5.92
Diluted	Cents	13.83	1.66	5.84
Total assets	\$/000	279,072	259,114	235,850
Total non-current liabilities	\$/000	7,453	19,895	57,664

RESULTS FOR THE YEAR ENDED DECEMBER 31, 2024, and 2023

The Group reported a net profit of \$91.2 million (14.00 cents per share) for the year ended December 31, 2024, as compared to a net profit of \$10.9 million (1.67 cents per share) for the year ended December 31, 2023. The increase in profit for the year was largely due to:

Sales during the year of \$193.1 million (2023: \$141.2 million); and
 Production costs of \$46.0 million (2023: \$69.7 million)

These were offset partially by:

Amortization and depreciation of \$32.7 million (2023: \$28.2 million); and
 Interest of \$9.5 million (2023: \$13.1 million)

No interest was earned during the year ended December 31, 2024, and 2023.

No corporate tax was paid during the year ended December 31, 2024, and 2023, this is due primarily to the corporate tax holiday the Group was granted for its Segilola mine earnings as detailed in note 5g of the consolidated financial statements.

LIQUIDITY AND CAPITAL RESOURCES

Working capital, combined with revenues and cash flows, is an important measure of the Group's liquidity and operational efficiency. The Group believes that, in addition to conventional measures prepared in accordance with IFRS Accounting Standards, certain investors may find this information useful in assessing the Group's ability to meet short-term obligations and fund ongoing operations.

As at December 31, 2024, the Group had cash of \$12.0 million (December 31, 2023: \$7.8 million) and a working capital deficit of \$3.3 million (December 31, 2023: deficit of \$57.1 million).

The increase in cash from December 31, 2024, is due mainly to cash generated in operations of \$61.8 million offset by cash used in investing and financing activities of \$12.9 million and \$44.7 million respectively.

The cash generated from operations includes \$40.6 million used to build the Group's inventory balance as of December 31, 2024. This amount primarily consists of mining costs allocated to gold ore stockpiles.

WORKING CAPITAL CALCULATION

The Working Capital Calculation excludes \$9.4 million (December 31, 2023: \$12.3 million) of Gold Stream liabilities that are contingent upon the achievement of the gold sales forecast of 85,000 to 95,000 ounces for the year ending December 31, 2025.

Table 8.1: Working Capital

		December 31, 2024	December 31, 2023
Current Assets			
Cash		12,040	7,840
Inventory		41,104	41,770
Trade and other receivables		4,561	7,931
Total Current Assets for Working Capital	\$/000	57,705	57,541
Current Liabilities			
Accounts Payable and accrued liabilities		48,967	74,774
Deferred income		4,463	11,839
Lease Liabilities		4,818	4,820
Gold Stream Liability		9,358	12,343
Loan and other borrowings		860	23,248
Other financial liabilities		1,900	-
	\$/000	70,366	127,024
less: Current Liabilities contingent upon future gold sales	\$/000	(9,358)	(12,343)
Working capital deficit	\$/000	(3,303)	(57,140)

The Group's inventory is estimated to contain the following ounces of gold:

Table 8.1a: Gold inventory

		December 31, 2024	December 31, 2023
<i>Current</i>			
Gold ore in stockpile	Oz Au	14,944	10,956

High grade ore	Oz Au	1,201	251
Medium grade ore	Oz Au	4,655	1,634
Low grade ore	Oz Au	8,260	9,071
Gold in CIL	Oz Au	4,155	11,250
Gold doré	Oz Au	5,315	4,401
Gold bullion	Oz Au	-	-
	Oz Au	24,414	26,607
<i>Non-Current</i>			
Gold ore in stockpile	Oz Au	29,357	7,185
Low grade ore	Oz Au	29,357	7,185
	Oz Au	29,357	7,185

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, 2024	December 31, 2023
<i>Current</i>		
Plant spares and consumables	11,123	8,682
Gold ore in stockpile	20,058	20,768
High grade ore	475	28
Medium grade ore	3,510	680
Low grade ore	16,073	20,060
Gold in CIL	4,260	8,405
Gold doré	5,663	3,915
Gold bullion	-	-
	\$/000	41,104
		41,770
<i>Non-current</i>		
Gold ore in stockpile	57,124	15,891
Low grade ore	57,124	15,891
	\$/000	57,124
		15,891

Liquidity and Capital Resources

The Group has generated positive operating cash flow during Q4 2024, and the year ended December 31, 2024, and expects to continue to do so based on its production and AISC guidance. This strong operating cash flow will support 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. These financial instruments are used to manage liquidity, finance operations, and mitigate financial risks. Further information on the Group's financial instruments is provided in Note 19 of the consolidated financial statements.

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 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:

Table 9.3: Financial instruments by category

	December 31, 2024			December 31, 2023		
	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	12,040	-	12,040	7,840	-	7,840
Trade and other receivables	377	-	377	281	-	281
Total assets	12,417	-	12,417	8,121	-	8,121
Liabilities						
Accounts payable and accrued liabilities	48,967	-	48,967	74,774	-	74,774
Loans and borrowings	860	-	860	23,766	-	23,766
Gold stream liability	-	9,358	9,358	-	20,043	20,043
Lease liabilities	7,210	-	7,210	11,490	-	11,490
Other liabilities	-	1,900	1,900	-	-	-
Total liabilities	57,037	11,258	68,295	110,030	20,043	130,073

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, 2024, and December 31, 2023. The tables show projected cashflows including interest payments.

Table 9.4: Contractual maturity analysis

Contractual maturity analysis as at December 31, 2024					
	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	47,684	1,283	-	-	48,967
Lease liabilities	1,214	3,641	2,427	-	7,282
Gold stream liability	6,534	3,447	-	-	9,981
Loans and borrowings	-	932	-	-	932
Other liabilities	1,900				1,900
	57,332	9,303	2,427	-	69,062

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	55,368	1,002	-	-	56,370
Lease liabilities	1,256	3,767	12,682	-	17,705
Gold stream liability	2,987	8,476	23,420	-	34,883
Loans and borrowings	1,642	4,810	33,337	-	39,789
	61,253	18,055	69,439	-	148,747

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 December 31, 2024, 1% of the Group's cash balances were invested in AAA rated financial institutions (2023: 1%), 86% in AA+ rated financial institutions (2023: nil), 1% in AA rated financial institutions (2023: 77%), 3% in AA- rated financial institutions (2023: 1%), 6% in A rated financial institutions (2023: 1%), 2% in BBB rated financial institutions (2023: nil) and 1% in B- rated institutions (2023: 3%).

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 December 31, 2024 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

At December 31, 2024, there were 657,064,724 common shares issued and outstanding stock options to purchase a total of 13,040,000 common shares.

At the date of issuance of this MD&A, there were 665,297,482 common shares issued and no outstanding stock options.

Authorized Common Shares

Table 14.1: Common shares issued

	December 31, 2024	December 31, 2023
Common shares issued	657,064,724	656,064,724

Warrants

There were no warrants that were outstanding at December 31, 2024, and as at the date of this report.

During the quarter ended December 31, 2024, 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, 2024, were as follows.

Table 14.2: Options outstanding

Exercise Price	Number Outstanding	Weighted Average Remaining Contractual Life	Expiry Date
C\$0.200	13,040,000	0.04	January 16, 2025
Total	13,040,000		

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 2024.

During the year ended December 31, 2024, the following options were exercised:

- 1,000,000 options exercised at a price of CAD\$0.20 per share on November 22, 2024;

At the date of issuance of this MD&A, there were no outstanding stock options.

Audited Financial Results for the Year Ended 31 December 2024



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Independent Auditor's Report

To the Shareholders of Thor Explorations Ltd.

Opinion

We have audited the consolidated financial statements of Thor Explorations Ltd. and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position as at December 31, 2024 and the consolidated statements of comprehensive income, changes in equity and cash flows for the year 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, 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRS Accounting Standards).

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 judgment, were of most significance in our audit of the consolidated financial statements of the current period. 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.

Carrying value of gold ore in stockpile and gold in process inventories

Description of the key audit matter

Refer to Note 4 - *Critical accounting estimates and judgments* and Note 6 - *Inventory*

The Group's gold ore stockpile and gold in process inventories amounted to \$81.4 million as at December 31, 2024. The gold ore stockpile inventory represents mined ore material prior to being processed and the gold in process inventory represents material that is being treated in the processing plant at December 31, 2024 in order to extract the contained gold to process into a saleable product.

Management is required to make certain key estimates in order to determine the carrying value of these inventories. The key estimates made by management in the determination of the carrying value of the gold ore stockpile inventory relate to the associated density and volume of material contained in the stockpile inventory at December 31, 2024. The key estimates made by management in the determination



of the carrying value of the gold in process inventory are the weight and gold content of gold-bearing materials in the recovery process at December 31, 2024.

We considered this a Key Audit Matter due to the magnitude of the inventory balances and the judgment and estimates made by management in determining the carrying value of gold ore stockpile and gold in process inventories and the high degree of auditor judgment, subjectivity and efforts in performing procedures and evaluating audit evidence related its carrying value.

How the key audit matter was addressed in the audit

Our approach in addressing this matter included the following procedures, among others:

- Obtained an understanding of management's inventory processes and controls pertaining to measurement, surveying and other reconciliations.
- Obtained and evaluated management's models for the measurement of the carrying value of gold ore stockpile and gold in process, recalculating the mathematical accuracy and evaluating the methodology applied.
- Evaluated the reasonableness of key estimates including the density and volume of material contained in the stockpile inventory and the weight and gold content of gold-bearing materials contained in the recovery process at December 31, 2024 by reconciling management's tonnage movement to third-party support, comparing management's estimate of weight and gold content used in the gold-in-process calculation to evidence of actual gold recovered throughout the year and to internal and external assay results.
- Evaluated the work of management's experts over the volume and density of gold ore stockpile and their determination of the weight and gold content of gold-in-process inventory at December 31, 2024. This evaluation included developing an understanding of the competence and capabilities of management's experts, evaluation of their methods and assumptions, tests of data used by management's experts and an evaluation of their findings.

Other matter

The consolidated financial statements of the Group for the year ended December 31, 2023 were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on April 27, 2024.

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 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 IFRS Accounting Standards, 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 the 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 Mark Zastre.

BDO Canada LLP (signed)

Chartered Professional Accountants

Vancouver, British Columbia
April 7, 2025

THOR EXPLORATIONS LTD.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

In Thousands of United States dollars

	Note	December 31, 2024 \$'000	December 31, 2023 \$'000
ASSETS			
Current assets			
Cash		12,040	7,840
Inventory	6	41,104	41,770
Trade and other receivables	7	4,561	7,931
Total current assets		57,705	57,541
Non-current assets			
Inventory	6	57,124	15,891
Deferred income tax assets		-	89
Trade and other receivables	7	208	221
Right-of-use assets	8	7,302	12,096
Property, plant and equipment	12	120,495	144,363
Intangible assets	13	36,238	28,913
Total non-current assets		221,367	201,573
TOTAL ASSETS		279,072	259,114
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	14	48,967	74,774
Deferred revenue	15	4,463	11,839
Lease liabilities	8	4,818	4,820
Gold stream liability	9	9,358	12,343
Loans and other borrowings	10	860	23,248
Other financial liabilities	5a	1,900	-
Total current liabilities		70,366	127,024
Non-current liabilities			
Lease liabilities	8	2,392	6,670
Gold stream liability	9	-	7,700
Loans and other borrowings	10	-	518
Provisions	11	5,061	5,008
Total non-current liabilities		7,453	19,896
TOTAL LIABILITIES		77,819	146,920
SHAREHOLDERS' EQUITY			
Common shares	16	81,633	81,491
Option reserve	16	1,920	1,968
Currency translation reserve		(3,873)	(1,618)
Retained earnings		121,573	30,353
Total shareholders' equity		201,253	112,194
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		279,072	259,114

Contractual commitments and contingent liabilities (Note 23)

These consolidated financial statements were approved for issue by the Board of Directors on April 07, 2024, and are signed on its behalf by:

(Signed) "Adrian Coates"
Director

(Signed) "Olusegun Lawson"
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 Thousands of United States dollars

	Note	2024 \$'000	2023 \$'000
Revenue	5a	193,130	141,245
Cost of sales	5b	80,946	101,436
Loss on forward sale of commodity contracts		-	1,130
Gross profit from operations		112,184	38,679
Amortization and depreciation - owned assets	5c	1,052	680
Amortization and depreciation - right-of-use assets	5c	147	143
Other administration expenses	5d	10,340	10,746
Buy-out of gold sale agreement's option	5f	-	3,155
Impairment of Exploration & Evaluation assets	13	-	12
Profit from operations		100,645	23,943
Interest expense	5e	5,497	7,829
Net loss on financial liabilities designated as at FVTPL	5e	3,976	5,245
Net profit before income taxes		91,172	10,869
Income Tax	5g	-	-
Net profit for the year		91,172	10,869
Attributable to:			
Equity shareholders of the Company		91,172	10,869
Net profit for the year		91,172	10,869
Other comprehensive profit			
Foreign currency translation gain/(loss) attributed to equity shareholders of the Company		(2,255)	895
Total comprehensive income for the year		88,917	11,764
Net profit per share, stated in US\$ per share			
Basic and Diluted	17	\$ 0.14	\$ 0.02

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 Thousands of United States dollars

	Note	2024 \$'000	2023 \$'000
Cash flows from/(used in):			
Operating activities			
Net profit		91,172	10,869
Adjustments for:			
Impairment of Exploration & Evaluation assets		-	12
Amortisation and depreciation	5	32,714	28,240
Loss on forward sale of commodity contracts		-	1,130
Unrealized Foreign exchange losses/(gains)	5	773	(2,416)
Unrealized fair value movements on forward gold sale contracts	5	1,900	-
Interest expense	5	5,497	7,829
Net loss on financial liabilities designated as at FVTPL	5	3,976	5,245
		136,032	50,909
Changes in non-cash working capital accounts			
Inventory		(40,567)	(25,162)
Trade and other receivables		3,383	2,828
Accounts payable and accrued liabilities		(29,711)	30,005
Deferred income		(7,376)	5,257
Net cash flows from operating activities		61,761	63,837
Investing			
Purchase of intangible assets	13	(80)	(141)
Property, plant and equipment	12	(4,016)	(28,288)
Exploration & Evaluation acquisitions and expenditures	13	(8,770)	(9,409)
Net cash flows used in investing activities		(12,866)	(37,838)
Financing			
Share subscriptions received	16	142	1,051
Repayment of loans and borrowings	9,10	(37,841)	(16,749)
Interest paid	9,10	(1,970)	(4,215)
Arrangement fees paid	10	-	(127)
Payment of lease liabilities	8	(5,032)	(5,027)
Net cash flows used in financing activities		(44,701)	(25,067)
Effect of exchange rates on cash		6	220
Net change in cash		4,200	1,152
Cash, beginning of the period		7,840	6,688
Cash, end of the period		12,040	7,840

Supplemental Cash Flow Information (Note 24)

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

THOR EXPLORATIONS LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

In Thousands of United States dollars

	Note	Common shares	Option reserve	Currency translation reserve	(Deficit)/ Retained earnings	Total shareholders' equity
Balance on January 01, 2023		\$ 80,440	\$ 3,351	\$ (2,513)	\$ 18,101	\$ 99,379
Net profit for the period		-	-	-	10,869	10,869
Other comprehensive income		-	-	895	-	895
Total comprehensive profit for the year		-	-	895	10,869	11,764
<u>Contributions by and distributions to owners</u>						
Options exercised	16	1,051	(1,383)	-	1,383	1,051
Balance on December 31, 2023		\$ 81,491	\$ 1,968	\$ (1,618)	\$ 30,353	\$ 112,194
Net profit for the period		-	-	-	91,172	91,172
Other comprehensive income		-	-	(2,255)	-	(2,255)
Total comprehensive profit for the year		-	-	(2,255)	91,172	88,917
<u>Contributions by and distributions to owners</u>						
Options exercised	16	142	(48)	-	48	142
Balance on December 31, 2024		\$ 81,633	\$ 1,920	\$ (3,873)	\$ 121,573	\$ 201,253

The accompanying notes are an integral part of these consolidated 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, dual-listed on the TSX-Venture Exchange (THX.V) and the Alternative Investment 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 and International Accounting Standards as issued by the International Accounting Standards Board (IASB) and Interpretations (collectively IFRS Accounting Standards).

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 Accounting Standards 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) Comparative figures

Certain comparative figures in these financial statements have been reclassified in order to conform with the financial presentation adopted in the current year.

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, where the Company 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, 2023	100%	GBP
African Star Resources SARL ("African Star SARL")	Senegal	July 14, 2011	100%	CFA
Argento Exploration BF SARL ("Argento BF SARL")	Burkina Faso	September 15, 2010	100%	CFA
AFC Constelor Panafrican Resources SARL ("AFC Constelor SARL")	Burkina Faso	December 9, 2011	100%	CFA
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
Ngnira Gold SARL ("Ngnira")	Cote D'Ivoire	April 22, 2023	100%	USD

c. Foreign currency translation

Functional and presentation currency

The Company's functional and presentation currency is the United States dollar (" \$" or "US\$"). 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). 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 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, amounts receivable as well as prepaid expenses, advances and deposits in the consolidated statement of financial position. Cash includes cash on hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less.

Derivative financial instruments

Derivatives are initially recognized at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognized in profit or loss, within revenue if related to gold sales, immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

There were no derivatives that qualified for hedge accounting for the year ended 31 December 2024 and 2023.

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 statements 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:

Loans and 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 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 \$21.0 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 \$21.0 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 \$47.25 million including the repayment of the initial \$21.0 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 \$21.0 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 2024 and 2023.

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 the Segilola Mine depletable and non-depletable assets. In addition, the Group incurs project costs which are generally capitalized when the expenditures result in a future benefit.

In open-pit mining, overburden and waste materials must be removed to access ore that can be economically extracted. This process, known as stripping, involves two main phases: pre-production stripping and production stripping.

Pre-production stripping costs are capitalized as open-pit mine development costs until the mine reaches commercial production. Afterward, these costs are either allocated to inventory or capitalized as property, plant, and equipment if they provide future benefits.

During the production phase, stripping costs are typically treated as part of inventory costs unless they enhance future economic benefits. These benefits arise when stripping improves access to an ore component, increases the mine's fair value, or extends its productive life. In such cases, the costs are capitalized as open-pit mine development costs.

Capitalized stripping costs are depreciated using the units-of-production (UOP) method, based on estimated gold reserves and resources in the life-of-mine (LOM) plan that are probable for 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. Expenditures incurred on a development project are 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 statements of comprehensive income 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 consolidated statements of comprehensive income.

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 for capitalized exploration costs.

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 consolidated statements of comprehensive income so as to reduce the carrying amount of the non-current asset to its recoverable amount.

h. Income Tax Accounting Policy

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case they are recognized in other comprehensive income or directly in equity.

Current income tax is based on taxable earnings for the year. The tax rates and tax laws to compute the amount payable are those that are substantively enacted in each tax regime at the date of the statement of financial position.

Deferred income tax is recognized, using the liability method, on temporary differences between the carrying value of assets and liabilities in the statement of financial position, unused tax losses, unused tax credits and the corresponding tax bases used in the computation of taxable earnings, based on tax rates and tax laws that are substantively enacted at the date of the statement of financial position and are expected to apply when the related deferred tax asset is realized or the deferred tax liability is settled.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries, and interests in joint ventures, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognized for all deductible temporary differences to the extent that the realization of the related tax benefit through future taxable earnings is probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset the current tax assets against the current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Accounting Estimates and Judgments: Recognition of Deferred Income Tax Assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Forecasted cash flows from operations are based on life of mine projections internally developed, reviewed by management and are consistent with the forecasts utilized for business planning and impairment testing purposes. Weight is attached to tax planning opportunities that are within the Company's control, and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting period, the Company reassesses recognized and unrecognized income tax assets.

i. Revenue recognition

The Group enters into sales contracts for the sale of gold at a pre-determined and agreed price with customers who remit the cash proceeds to the Group in up to two working days. Any advance cash payment received is treated as a contract liability without a 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 transferred to the customer. Revenue is measured based on the consideration to which the Group expects to be entitled under the terms of the Agreement with the customers.

j. 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 32,436 Nigerian Naira, equivalent to approximately \$21.40 (May 1, 2023 to July 1, 2024:16,218 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 at the point that the gold is exported.

k. 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 cost and net realizable value. Cost is determined by using the weighted average method and comprises direct material purchases, direct labor costs and production overheads.

Gold bullion and gold in process are valued at the lower of cost and net realizable value. Cost is determined by using the weighted average method and comprises direct material purchases, direct labor costs and production overheads.

l. 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.

m. 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 generate gains and/or losses that affect the consolidated statements of comprehensive income.

n. 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.

o. 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 consolidated statements 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.

p. Leases

Lease liabilities

On inception, the lease liability is recognized as the present value of the expected future lease payments, discounted using the 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.

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, 2024, and 2023.

q. 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.

r. 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 2024. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Amendments to IAS 1 *Classification of Liabilities as Current or Non-current*
- Amendments to IAS 1 *Non-current Liabilities with Covenants*
- Amendments to IFRS 16 *Leases—Lease Liability in a Sale and Leaseback*

s. Accounting for 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 IAS 21	Lack of Exchangeability
IFRS 18	Presentation and Disclosures in Financial Statements
IFRS 19	Subsidiaries without Public Accountability: Disclosures

The directors do not expect that the adoption of the Amendments to IAS 21 and IFRS 19 will have a material impact on the financial statements of the Group in future periods.

IFRS 18, Presentation and Disclosures in Financial Statements, effective for annual reporting periods beginning on or after 1 January 2027. The Group is currently evaluating the impact of this standard, which is expected to affect the presentation and disclosures in the Group's financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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 key estimate in determining the period-end Gold stream obligation is future gold prices and gold production. A 5% change in 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 \$0.13 million (2023: \$0.25 million) on the provision for environmental and site restoration. The value of the period-end restoration provision is disclosed within Note 11.

(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, gold in carbon-in-leach ("Gold in CIL" or "Gold in circuit"), 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 determine if any indicators of impairment exist in respect of the intangible exploration and evaluation assets.

In making the assessment, management makes this assessment at the cash-generating unit ("CGU") level, which based on each key project and geographic location, is considered to be the Douta Project (Senegal), Gold exploration, Lithium exploration & Other.

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.

No indicators of impairment were identified as at December 31, 2024.

(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.

5. PROFIT FROM OPERATIONS

5a. REVENUE

	Year Ended December 31,	
	2024	2023
Gold revenue	194,430	141,036
Silver revenue	600	209
Unrealized fair value movements on forward gold sale contracts	(1,900)	-
	\$ 193,130	\$ 141,245

Gold revenue

The Group's revenue is generated in Nigeria. All sales are made to the Group's two customers with one of these customers representing approximately 68% 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.

Forward contracts

As at December 31, 2024, the Group held outstanding gold forward contracts for 5,500 ounces at an average gold price of \$2,277 per ounce with settlement during the first quarter of 2025. The Group may choose to settle the position at an accelerated rate. These contracts were entered into to protect the Group's revenue against gold price variability. None of the forwards were designated as a hedge by the Group and these forward contracts are recorded at fair value at the end of each reporting period, which was considered to be a liability of \$1.9 million as at December 31, 2024. The liability is included within other financial liabilities.

5b. COST OF SALES

	Year Ended December 31,	
	2024	2023
Mining	17,984	61,864
Processing	23,257	17,849

Support services and others		5,813		9,043
Foreign exchange gains on production costs ¹		(1,084)		(19,081)
Production costs	\$	45,970	\$	69,675
Transportation and refining		2,305		2,478
Royalties		1,156		1,866
Amortization and depreciation - operational assets - owned assets		26,874		22,778
Amortization and depreciation - operational assets – right-of-use assets		4,641		4,639
Cost of sales		80,946		101,436

¹ The total foreign exchange movements for the year ended December 31, 2024, were \$1.08 million gains (2023: gains of \$19.08 million). These comprise of realized foreign exchange gains of \$1.86 million (2023: gains of \$16.67 million) and unrealized foreign exchange losses of \$0.77 million (2023: gains of \$2.42 million). During the years ended December 31, 2024, and 2023, 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,	
	2024	2023
Amortization and depreciation - mining and operational assets - owned assets	26,874	22,778
Amortization and depreciation - mining and operational assets - right-of-use assets	4,641	4,639
Amortization and depreciation – owned assets	1,052	680
Amortization and depreciation – right-of-use assets	147	143
	\$ 32,714	\$ 28,240

5d. OTHER ADMINISTRATION EXPENSES

	Year Ended December 31,	
	2024	2023
Employee compensation	3,439	3,883
Professional services	1,725	1,895
Other corporate expenses	5,176	4,968
	\$ 10,340	\$ 10,746

5e. INTEREST EXPENSE AND NET LOSS ON FINANCIAL LIABILITIES DESIGNATED AS AT FVTPL

		Year Ended December 31,	
	Note	2024	2023
Interest on loan from the Africa Finance Corporation	10	4,100	5,735
Interest on deferred element of EPC contract	10	446	738
Interest on leases	8	757	1,078
Interest on provisions	11	54	47
Other		140	231
Interest expense		5,497	7,829
Fair value movements on Gold stream liability	9	3,976	5,245
Net loss on financial liabilities designated as at FVTPL		3,976	5,245

5f. BUY-OUT OF GOLD SALE AGREEMENT 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 gave 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.

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.

5g. INCOME TAX

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 27% (2023 - 27%) to the effective tax rate is as follows:

	Year Ended December 31,	
	2024	2023
Profit before income taxes	91,170	10,869
Expected income tax (recovery) expense	24,616	2,935
Effect of differences in tax rates globally ¹	3,188	867
Mining convention benefits ²	(31,515)	(5,277)
Nigerian education tax	2,865	470
Non-deductible expenses	-	95
Change in tax benefits not recognized	847	910
Income tax credit/(charge)	\$ -	-

¹ Rate differential reflects the difference between tax expense calculated at the domestic tax rate of 27%, and the tax expense/(recovery) calculated using the statutory tax rate applicable to each entity, of which some are in low tax rate jurisdictions.

² The Group benefits from a tax holiday at its Segilola mine as detailed below.

During the years ended December 31, 2024, and 2023 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 benefits from a corporate tax holiday at its Segilola mine whereby earnings generated by SROL are not subjected to tax in Nigeria.

Unrecognized deferred tax assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	December 31, 2024	December 31, 2023
Property, plant & equipment	(6)	(6)
Unrealized losses from revaluation of assets	226	180
Share issuance costs	3	184
Canadian development expenses	7	10
Non-capital losses carried forward	21,545	18,266
Net capital tax losses carried forward	28	28
Other temporary differences	397	403
	22,200	19,065

The Company has available non-capital losses in Canada of approximately \$21.5 million (2023: \$18.3 million). These non-capital losses may be utilized to offset future taxable income and have carry forward periods of up to 20 years, with expiration periods ranging from 2026 to 2044.

Given the corporate tax holiday granted to the Segilola mine in Nigeria, no deferred tax is recognized on temporary differences related to SROL.

6. INVENTORY

	December 31, 2024	December 31, 2023
Current:		
Plant spares and consumables	11,123	8,682
Gold ore in stockpile	20,058	20,768
Gold in CIL	4,260	8,405
Gold doré	5,663	3,915
	41,104	41,770
Non-current:		
Gold ore in stockpile	57,124	15,891

57,124

15,891

The cost of inventories recognized as expense in the year ended December 31, 2024 was \$46.0 million and was included in cost of sales (December 31, 2023 - \$69.7 million)

7. TRADE AND OTHER RECEIVABLES

	December 31, 2024	December 31, 2023
Current:		
Advance deposits to vendors	1,654	5,770
Prepaid expenses	1,991	607
Other receivables	377	281
Other prepayments	539	1,273
	\$ 4,561	7,931
Non-current:		
Deposits	208	213
Other prepayments	-	8
	\$ 208	221

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.

8. LEASES

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 consolidated statements of comprehensive income and the Statement of Financial Position for the year ended December 31, 2024, were as follows:

	Right-of-use asset	Lease liability	Income statement
Carrying value December 31, 2023	12,096	(11,490)	
Depreciation	(4,788)	-	(4,788)
Interest	-	(757)	(757)
Lease payments	-	5,032	-
Foreign exchange movement	(6)	5	5
Carrying value at December 31, 2024	7,302	(7,210)	(5,540)
Current liability		(4,818)	
Non-current liability		(2,392)	

The key impacts on the consolidated statements 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	(15,409)	
New leases entered into during the period	-	-	-
Depreciation	(4,782)	-	(4,782)
Interest	-	(1,078)	(1,078)
Lease payments	-	5,027	-
Foreign exchange movement	29	(30)	(30)
Carrying value at December 31, 2023	12,096	(11,490)	(5,890)
Current liability		(4,820)	

9. GOLD STREAM LIABILITY*Gold stream liability*

	December 31, 2024	December 31, 2023
Balance at beginning of period	20,043	25,040
Repayments	(14,661)	(10,241)
Fair value movements	3,976	5,244
Balance at end of period	9,358	20,043
Current liability	9,358	12,343
Non-current liability	-	7,700

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 \$21.0 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 \$3.9 million were recognized for the year ended December 31, 2024 (2023: \$5.2 million) and have been charged to the consolidated statement of comprehensive income.

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.

As of December 31, 2024, accounts payable includes a balance of \$18.2 million related to amounts owed to AFC for gold already sold under the GSA (December 31, 2023 - \$15.6 million).

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 valuation include:

- Production profiles based on Segilola life-of-mine forecasts
- Gold price ranging from \$2,671/oz to 2,691/oz
- Discount rate of 28%

10. LOANS AND BORROWINGS

	December 31, 2024	December 31, 2023
Current liabilities:		
Loans from the Africa Finance Corporation	-	20,361
Deferred element of EPC contract	860	2,887

	860	23,248
Non-current liabilities:		
Loans from the Africa Finance Corporation	-	-
Deferred element of EPC contract	-	518
	-	518

Loans from the Africa Finance Corporation

	December 31, 2024	December 31, 2023
Balance at beginning of period	\$ 20,361	\$ 24,460
Principal repayments	(22,622)	(5,776)
Interest paid	(1,839)	(3,931)
Arrangement fees	-	(127)
Unwinding of interest in the period	4,100	5,735
Balance at end of period	\$ -	\$ 20,361
Current liability	-	20,361
Non-current liability	-	-

On December 1, 2020, the Group announced that its subsidiary Segilola Resources Operating Limited ("SROL") had completed the financial closing of a \$54.0 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 2023 and to conclude in March 2025.

Repayment of the aggregate Facility was 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 accrued at SOFR plus 9% and was 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 \$4,664 in relation to the Facility. The fair value of the liability at inception was determined at \$45,823 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 recognized within equity. The remaining balance of the Facility was fully repaid in December 2024. As a result, as of December 31, 2024, there are no outstanding loan balances due to the AFC.

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, 2024, a total of \$0.9 million (December 31, 2023: \$3.4 million) 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 2023 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, 2024 Total	December 31, 2023 Total
Balance at beginning of period	\$ 3,405	\$ 3,683
Offset against EPC payment	-	-
Principal repayments	(2,860)	(732)
Interest paid	(131)	(284)
Unwinding of interest in the period	446	738
Balance period end	\$ 860	\$ 3,405
Current liability	860	2,887
Non-current liability	-	518

11. PROVISIONS

December 31, 2024

	Other	Fleet demobilization costs	Restoration costs	Total
Balance at beginning of period	\$ 20	\$ 173	\$ 4,815	\$ 5,008
Unwinding of discount	-	-	54	54
Foreign exchange movements	(1)	-	-	(1)
Balance at period end	\$ 19	\$ 173	\$ 4,869	\$ 5,061
Current liability	-	-	-	-
Non-current liability	19	173	4,869	5,061

December 31, 2023

	Other	Fleet demobilization costs	Restoration costs	Total
Balance at beginning of period	\$ 19	\$ 173	\$ 4,768	\$ 4,960
Unwinding of discount	-	-	47	47
Foreign exchange movements	1	-	-	1
Balance at period end	\$ 20	\$ 173	\$ 4,815	\$ 5,008
Current liability	-	-	-	-
Non-current liability	20	173	4,815	5,008

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 2.5% and the interest rate of 4.25% on 2-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.

12. PROPERTY, PLANT AND EQUIPMENT

	Segilola Mine			Other			Total
	Depletable	Non-Depletable	Assets under construction	Motor vehicles	Plant and machinery	Office furniture	
Costs							
Balance, January 1, 2023¹	174,724	17	1,884	604	209	237	177,675
Transfers	1,884	-	(1,884)	-	-	-	-
Additions ²	17,718	-	-	230	73	71	18,092
Foreign exchange movement	-	-	-	(111)	8	3	(100)
Balance, December 31, 2023¹	194,326	17	-	723	290	311	195,667
Transfers	-	-	-	-	-	-	-
Additions ²	3,974	-	-	-	11	31	4,016
Disposals	-	-	-	(65)	-	-	(65)
Foreign exchange movement	-	-	-	(84)	(17)	(25)	(126)
Balance, December 31, 2024	198,300	17	-	574	284	317	199,492
Accumulated depreciation and impairment losses							
Balance, January 1, 2023¹	27,574	-	-	327	192	67	28,160
Depletion and depreciation	22,979	-	-	136	8	65	23,188
Foreign exchange movement	-	-	-	(55)	6	5	(44)
Balance, December 31, 2023¹	50,553	-	-	408	206	137	51,304
Transfers	-	-	-	-	-	-	-
Depletion and depreciation	27,770	-	-	17	1	50	27,838
Disposals	-	-	-	(65)	-	-	(65)
Foreign exchange movement	-	-	-	(50)	(12)	(18)	(80)
Balance, December 31, 2024	78,323	-	-	310	195	169	78,997
Carrying amounts							
Balance, December 31, 2023	143,773	17	-	315	84	174	144,363
Balance, December 31, 2024	119,977	17	-	264	89	148	120,495

1 During the year ended December 31, 2024, the Group revised the presentation of the Property, Plant, and Equipment movements table to enhance clarity and alignment with internal reporting. While the format has changed, there has been no impact on the previously reported balances. Comparative figures have been presented accordingly for consistency.

a) Segilola production stripping costs

During the year ended December 31, 2024, the Company capitalized \$0.7 million (2023: \$9.4 million) of production stripping costs to the Segilola mine.

The depreciation expense related to production stripping costs deferred for the year ended December 31, 2024, was \$2.4 million (year ended December 31, 2023 - \$1.8 million).

Included in the Segilola mine balance at December 31, 2024, is \$16.2 million (December 31, 2023 - \$15.5 million) related to production stripping costs.

13. INTANGIBLE ASSETS

The Group's intangible assets costs are as follows:

	Douta Gold Project, Senegal	Lithium exploration licenses	Gold exploratio n licenses	Other Exploration	Software	Total
Balance, December 31, 2022	16,538	-	2,543	-	151	19,232
Acquisition costs	-	508	61	-	-	569
Exploration costs	5,283	1,473	2,052	12	-	8,820
Additions	-	-	-	-	141	141
Amortisation	-	-	-	-	(129)	(129)
Impairment	-	-	-	(12)	-	(12)
Foreign exchange movement	898	-	(606)	-	-	292
Balance, December 31, 2023	22,719	1,981	4,050	-	163	28,913
Acquisition costs	120	-	50	-	-	170
Exploration costs	3,623	989	4,017	-	-	8,629
Additions	-	-	-	-	80	80
Amortisation	-	-	-	-	(109)	(109)
Impairment	-	-	-	-	-	-
Foreign exchange movement	(1,366)	-	(79)	-	-	(1,445)
Balance, December 31, 2024	25,096	2,970	8,038	-	134	36,238

a) Douta Gold Project, Senegal:

The Douta Gold Project consists of two gold exploration permits, E02038 and E03709, located within the Kéniéba inlier, eastern Senegal, which it is currently advancing to preliminary feasibility stage.

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.

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.

On April 3, 2024, the Group completed the acquisition of two additional licenses in southeast Senegal to further advance the Douta Gold Project. These include an up to 85% interest in the Douta-West Licence, located contiguous to the Douta Gold Project, for \$120,000, and an up to 80% interest in the Sofita Licence, approximately 20 kilometers south of Douta. These strategic acquisitions have been fully paid during the year ended December 31, 2024 and are intended to enhance and expand the Group's ongoing exploration efforts in Douta Gold Project.

b) Lithium exploration Licenses, Nigeria

As at December 31, 2024, the Group has 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.

c) Gold exploration Licenses

Nigeria

As at December 31, 2024, the Group's gold exploration tenure in Nigeria currently primarily comprises 16 wholly owned exploration licenses and 13 partnership exploration licenses. Together with the mining lease over the Segilola Gold Deposit, Thor's total gold exploration tenure amounts to 1,697 km².

Cote D'Ivoire

In addition, during the year ended in December 31, 2024 the Group expanded its operations into Cote d'Ivoire via the agreements detailed below:

Guitry

The Group signed a binding sale and purchase agreement ("SPA") with Endeavour Mining Corporation ("Endeavour") to acquire a 100% interest in the Guitry Gold Exploration Project ("Guitry").

The acquisition is still subject to the completion of certain conditions precedent including final approval of the Minister of Mines. The total consideration for the acquisition is a cash payment of US\$100,000 in cash at completion and a 2% Net Smelter Royalty.

Boundiali

The Group entered into an option agreement with Goldridge Resources SARL to acquire up to 80% interest in the Boundiali Exploration Permit. This early-stage gold exploration project is located in northwest Côte d'Ivoire and comprises a 160 km² exploration permit.

Marahui

The Group entered into an option agreement with Compagnie Africaine de Recherche et d'Exploitation Minière ("CAREM") to acquire up to 80% interest in the Marahui permit. The permit covers an area of approximately 250 km² in the Bondoukou region in northeastern Côte d'Ivoire, approximately 450 km from Abidjan. The Group paid an initial consideration of US\$50,000 in cash.

14. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	December 31, 2024	December 31, 2023
Accounts payable	46,273	58,713
Accrued liabilities	2,523	14,116
Other payables	171	1,945
	48,967	74,774

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

15. DEFERRED REVENUE

	December 31, 2024	December 31, 2023
Deferred revenue	4,463	11,839

The deferred revenue for the years ended December 31, 2024, and 2023 relates to cash received in advance of delivery of gold and not yet recognized as revenue.

The advance sales as at December 31, 2024, represents 2,000 oz of gold that was delivered in January 2025 (2023: 5,928 oz delivered in January 2024).

16. CAPITAL AND RESERVES

a) Authorized

Unlimited common shares without par value.

b) Issued

	December 31, 2024 Number	December 31, 2024 \$	December 31, 2023 Number	December 31, 2023 \$
As at start of the year	656,064,724	81,491	644,696,185	80,440
Issue of new shares:				
- Share options exercised ^{1 2}	1,000,000	142	11,368,539	1,051
	657,064,724	81,633	656,064,724	81,491

1. Value of:

1,000,000 options exercised at a price of CAD\$0.20 per share on November 22, 2024;

2. 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 Company are reserved for issuance upon exercise of options.

All of the stock options granted 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 consolidated statements of comprehensive income or capitalized as to assets under construction in the period where granted to personnel whose cost is capitalized on the same basis

The following is a summary of changes in stock options from January 1, 2024, to December 31, 2024, and the outstanding and exercisable options at December 31, 2024:

Grant Date	Expiry Date	Exercise Price	Contractual Lives Remaining (Years)	January 1, 2024 Opening Balance	During the year Granted	During the year Exercised	Expired / Forfeited	December 31, 2024 Closing Balance	December 31, 2024 Number of Options Vested and Exercisable
January 16, 2020	January 16, 2025	\$0.20	0.04	14,040,000	-	(1,000,000)	-	13,040,000	13,040,000
Totals			0.04	14,040,000	-	(1,000,000)	-	13,040,000	13,040,000
Weighted Average Exercise Price				\$0.200	-	\$0.200	-	\$0.200	\$0.200

In Canadian dollars

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 / 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

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'.

'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.

'Retained earnings' is used to record the Group's accumulated earnings.

17. EARNINGS PER SHARE

Diluted earnings per share was calculated based on the following:

	December 31, 2024	December 31, 2023
Basic weighted average number of shares outstanding	656,171,573	650,707,714
Stock options	3,044,459	4,492,876
Diluted weighted average number of shares outstanding	659,216,032	655,200,590
Total common shares outstanding	657,064,724	656,064,724
Total potential diluted common shares	670,104,724	670,104,724

18. 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 Gold Stream liability as disclosed in Note 9, and the secured loan as disclosed in Note 10.

b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year ended December 31, 2024, and 2023 were as follows:

Year Ended December 31,				
		2024		2023
Salaries and bonuses				
Current directors and officers	(i) (ii)	\$ 1,487	\$	1,673
Directors' fees				
Current directors and officers	(i) (ii)	482		456
		\$ 1,969	\$	2,129

(i) Key management personnel were not paid post-employment benefits, termination benefits, or other long-term benefits during the years ended December 31, 2024, and 2023.

(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, 2024, include \$85 (December 31, 2023 - \$82) 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.

19. FINANCIAL 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 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, 2024	Measured at amortized cost	Measured at fair value through profit and loss	Total
Assets			
Cash and cash equivalents	12,040	-	12,040
Amounts receivable	377	-	377
Total assets	12,417	-	12,417
Liabilities			
Accounts payable and accrued liabilities	48,967	-	48,967
Loans and borrowings	860	-	860
Gold stream liability	-	9,358	9,358
Lease liabilities	7,210	-	7,210
Other financial liabilities	-	1,900	1,900
Total liabilities	57,037	11,258	68,295
December 31, 2023	Measured at amortized cost	Measured at fair value through profit and loss	Total
Assets			
Cash and cash equivalents	7,840	-	7,840
Amounts receivable	281	-	281
Total assets	8,121	-	8,121
Liabilities			
Accounts payable and accrued liabilities	74,774	-	74,774
Loans and borrowings	23,766	-	23,766
Gold stream liability	-	20,043	20,043

Lease liabilities	11,490	-	11,490
Total liabilities	110,030	20,043	130,073

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 Secured Overnight Financing Rate ("SOFR") plus 9% (Refer to Note 10). 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:

	Interest rate Appreciation By 5%		Interest rate Depreciation By 5%	
December 31, 2024				
Comprehensive income (loss)				
Financial assets and liabilities	\$	nil	\$	nil
December 31, 2023				
Comprehensive income (loss)				
Financial assets and liabilities	\$	(622)	\$	622

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 December 31, 2024, 1% of the Group's cash balances were invested in AAA rated financial institutions (2023: 1%), 86% in AA+ rated financial institutions (2023: nil), 1% in AA rated financial institutions (2023: 77%), 3% in AA- rated financial institutions (2023: 1%), 6% in A rated financial institutions (2023: 1%), 2% in BBB rated financial institutions (2023: nil) and 1% in B- rated institutions (2023: 3%).

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 December 31, 2024 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, 2024, and December 31, 2023, were as follows:

	December 31, 2024		December 31, 2023	
Cash	\$	12,040	\$	6,688
Trade and other receivables		377		281
Total	\$	12,417	\$	6,969

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, 2024, and December 31, 2023.

Contractual maturity analysis as at December 31, 2024

	Less than 3 months \$	3 – 12 Months \$	1 – 5 Year \$	Longer than 5 years \$	Total \$
Accounts payable and accrued liabilities	47,684	1,283	-	-	48,967
Lease liabilities	1,214	3,641	2,427	-	7,282
Gold stream liability	6,534	3,447	-	-	9,981
Loans and borrowings	-	932	-	-	932
Other liabilities	1,900	-	-	-	1,900
	57,332	9,303	2,427	-	69,062

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	55,368	1,002	-	-	56,370
Lease liabilities	1,256	3,767	12,682	-	17,705
Gold stream liability	2,987	8,476	23,420	-	34,883
Loans and borrowings	1,642	4,810	33,337	-	39,789
	61,253	18,055	69,439	-	148,747

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 the currency of net monetary assets and liabilities by functional currency of the underlying companies for the year ended December 31, 2024:

	Functional Currency			Total
	US dollar	Nigerian Naira	West African Franc	
Currency of net monetary asset/(liability)	December 31, 2024 USD\$	December 31, 2024 USD\$	December 31, 2024 USD\$	December 31, 2024 USD\$

Canadian dollar	(240)	-	-	(240)
US dollar	(52,645)	-	-	(52,645)
Pound Sterling	(216)	-	-	(216)
Nigerian Naira	(2,637)	(35)	-	(2,672)
West African Franc	49	-	83	132
Euro	(407)	-	-	(407)
Australian dollar	(82)	-	-	(82)
Total	(56,178)	(35)	83	(56,130)

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, 2023:

Currency of net monetary asset/(liability)	Functional Currency			Total
	US dollar	Nigerian Naira	West African Franc	
	December 31, 2023 USD\$	December 31, 2023 USD\$	December 31, 2023 USD\$	
Canadian dollar	(23)	-	-	(23)
US dollar	(121,109)	-	-	(121,109)
Pound Sterling	(349)	-	-	(349)
Nigerian Naira	(616)	70	-	(546)
West African Franc	-	-	12	70
Euro	143	-	-	143
Australian dollar	(81)	-	-	(81)
Total	(122,035)	70	12	(121,953)

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

	December 31, 2024		United States Dollar Appreciation By 5%	United States Dollar Depreciation By 5%
Comprehensive income (loss)				
Financial assets and liabilities	\$	126	\$	(126)
December 31, 2023				
Comprehensive income (loss)				
Financial assets and liabilities	\$	113	\$	(113)

20. 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.

21. 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.

Osun State Tax Dispute

On September 30, 2024 the representatives of Osun State served a notice to the Group's subsidiary, Segilola Resources Operating Limited ("SROL") from a state magistrates court to seal the Segilola Mine site over unpaid outstanding taxes amounting to N98,347,105 (approximately US\$61,900). SROL paid the full outstanding amount, under protest, despite not being given the stipulated 30 days to review.

Following this, the Minister of Mines in Nigeria commissioned a fact-finding committee (the "Committee") to look into the claims made by the Osun State Government.

Subsequent to the period, a meeting was held on the March 25, 2025 in Abuja with all relevant parties, the report was formally released to the Group. Importantly, the report affirmed the Group's compliance with its legal and regulatory obligations, and that the allegations of wrongdoing were unfounded. The full report can be found on the Group's website.

SROL continues to engage with the Osun State Government through the appropriate legislative processes to ensure that tax assessments are conducted in accordance with applicable laws. Management does not expect any material impact on the Group's financial statements as a result of these ongoing discussions. Updates will be provided once a final and undisputed assessment is agreed upon.

22. SEGMENTED DISCLOSURES

Segment Information

The Group's operations comprise three reportable segments, 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, 2024	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	56,349	325	1,031	57,705
<u>Non-current assets</u>				
Inventory	57,124	-	-	57,124
Deferred income tax assets	-	-	-	-
Prepaid expenses, advances and deposits	-	-	208	208
Right-of-use assets	6,952	-	350	7,302
Property, plant and equipment	119,992	427	76	120,495
Intangible assets	134	36,104	-	36,238

Total assets	240,551	36,856	1,665	279,072
Non-current asset additions	4,054	8,841	-	12,895
Liabilities	76,347	178	1,294	77,819
Profit (loss) for the period	96,111	(121)	(4,818)	91,172
- revenue	193,130	-	-	193,130
- production costs	(45,970)	-	-	(45,970)
- royalties	(1,156)	-	-	(1,156)
- amortization and depreciation	(32,520)	(1)	(193)	(32,714)
- other administration expenses	(5,595)	(120)	(4,625)	(10,340)
- impairments	-	-	-	-
- interest expense	(9,473)	-	-	(9,473)

Non-current assets by geographical location:

December 31, 2024	Senegal	Cote D'Ivoire	Nigeria	United Kingdom	Total
Inventory	-	-	57,124	-	57,124
Trade and other receivables	-	-	-	208	208
Right-of-use assets	-	-	6,952	350	7,302
Property, plant and equipment	401	-	120,018	76	120,495
Intangible assets	25,096	589	10,553	-	36,238
Total non-current assets	25,497	589	194,647	634	221,367

December 31, 2023	Segilola Mine Project	Exploration Projects	Corporate	Total
Current assets	\$ 56,791	\$ 149	\$ 601	\$ 57,541
Non-current assets				
Inventory	15,891	-	-	15,891
Deferred income tax assets	-	89	-	89
Prepaid expenses, advances and deposits	10	-	211	221
Right-of-use assets	11,594	-	502	12,096
Property, plant and equipment	143,790	455	118	144,363
Intangible assets	3,050	25,863	-	28,913
Total assets	\$ 231,126	\$ 26,556	\$ 1,432	\$ 259,114
Non-current asset additions	\$ 33,345	\$ 7,599	\$ 52	\$ 40,996
Liabilities	\$ (145,299)	\$ (149)	\$ (1,472)	\$ (146,920)
Profit (loss) for the period	\$ 15,713	\$ (44)	\$ (4,800)	\$ 10,869
- revenue	141,245	-	-	141,245
- production costs	(69,675)	-	-	(69,675)
- royalties	(1,866)	-	-	(1,866)
- amortization and depreciation	(28,049)	(6)	(185)	(28,240)
- other administration expenses	(6,105)	(26)	(4,615)	(10,746)
- impairment	-	(12)	-	(12)
- interest expense	(13,074)	-	-	(13,074)

Non-current assets by geographical location:

December 31, 2023	Senegal	British Virgin Islands	Nigeria	United Kingdom	Canada	Total
Inventory	-	-	15,891	-	-	15,891
Trade and other receivables	-	1	8	212	-	221
Right of use assets	-	-	11,594	502	-	12,096
Property, plant and equipment	409	-	143,836	115	3	144,363
Intangible	22,720	-	6,193	-	-	28,913
Total non-current assets	23,129	1	177,522	829	3	201,484

23. SUPPLEMENTAL CASH FLOW INFORMATION

	2024	Year Ended December 31,	2023
Non-cash items:			
Exploration & Evaluation assets expenditures		29	(20)
Proceeds from loans and borrowings		2,302	-