# Waraba Gold Limited (formerly Zenith Exploration Inc.) CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Prepared by Management)

Three Months Ended October 31, 2021 and 2020

(Expressed in Canadian Dollars)

These unaudited condensed consolidated interim financial statements of Waraba Gold Limited (formerly Zenith Exploration Inc.) for the three months ended October 31, 2021, have been prepared by management and approved by the Board of Directors. These unaudited condensed consolidated interim financial statements have not been reviewed by the Company's external auditors.

Condensed Consolidated Interim Statements of Financial Position (Expressed in Canadian Dollars)

			October 31,	July 31,
	Notes		2021	2021
ASSETS				
Current assets				
Cash		\$	2,307,875	\$ 3,036,213
Receivables			22,598	16,196
Tax credit receivable			10,564	10,564
Prepaid			13,465	-
			2,354,502	3,062,973
Property and equipment	3		274,493	241,841
TOTAL ASSETS		\$	2,628,995	\$ 3,304,814
Current Liabilities Accounts payable and accrued liabilities	4	\$	563,203	\$ 195,453
Loans payable	5	Ţ	342,119	344,274
TOTAL LIABILITIES		\$	905,322	\$ 539,727
SHAREHOLDERS' EQUITY				
Share capital	6		17,760,548	17,760,548
Deficit			(15,719,669)	(14,816,812)
TOTAL SHAREHOLDERS' EQUITY			2,040,879	2,943,736
Non-controlling interest	9		(317,206)	(178,649)
TOTAL EQUITY			1,723,673	2,765,087
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$	2,628,995	\$ 3,304,814

Nature and continuance of operations (Note 1) Subsequent events (Note 12)

Approved by the Board of Directors and authorized for issue on December 29, 2021:

"Carl Esprey"	"Chris O'Connor"					
Carl Esprey, Director	Chris O'Connor, Director					

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss (Expressed in Canadian Dollars)

		Three months	d October 31,	
	Note	2021		2020
Management fees	7	\$ -	\$	82,270
Consulting fees	7	-		10,000
Depreciation	3	4,881		-
Investor relations		36,487		-
Office and miscellaneous		33,570		44
Professional fees		132,833		12,165
Project generation		35,672		81,350
Exploration expenses	2,8	840,068		-
Regulatory fees		9,863		2,250
Transfer agent		1,350		4,500
		\$ (1,094,724)	\$	(192,579)
Other Items				
Foreign exchange		53,310		-
Loss and comprehensive loss for the period		\$ (1,041,414)	\$	(192,579)
Loss attributable to:				
Shareholders of the Company		(902,857)		(192,579)
Non-controlling interest	9	(138,557)		-
		\$ (1,041,414)	\$	(192,579)
Loss per share – basic and diluted		\$ (0.01)	\$	(0.00)
Weighted average number of common shares				
outstanding - Basic and diluted		110,788,911		38,796,411

Condensed Consolidated Interim Statement of Changes in Shareholder's Equity (Expressed in Canadian Dollars)

	Share ca	apit	al						
	Number of shares		Amount	C	ontributed surplus		Non- controlling Interest	Deficit	Total
Balance at July 31, 2020	28,796,411	\$	1,343,636	\$	71,901	\$	-	\$ (1,235,763)	\$ 179,774
Income for the period	-		-		-		-	(192,579)	(192,579)
Balance at October 31, 2020	28,796,411	\$	1,343,636	\$	71,901	Ş	<u> </u>	\$ (1,428,342)	\$ (12,805)
Balance at July 31, 2021	110,788,911	\$	17,760,548	\$	-	\$	(178,649)	\$ (14,816,812)	\$ 2,765,087
Loss for the period	-		-		-		(138,557)	(902,857)	(1,041,414)
Balance at October 31, 2021	110,788,911	\$	17,760,548	\$	_	\$	(317,206)	\$ (15,719,669)	1,723,673

Condensed Consolidated Interim Statements of Cash Flows (Expressed in Canadian Dollars)

	Three months ended October 31				
	2021		2020		
Operating activities					
Loss for the period	\$ (1,041,414)	\$	(192,579)		
Item not involving cash:					
Depreciation	4,881		-		
Depreciation in exploration expense	11,006		-		
Unrealized foreign exchange	663		-		
Changes in non-cash working capital items:					
Receivables	(6,402)		2,400		
Prepaid	(13,465)		-		
Accounts payable and accrued liabilities	317,581		91,351		
Net cash flows used in operating activities	(727,150)		(98,828)		
Foreign exchange effect on cash	(1,188)		-		
Change in cash	(727,150)		(98,828)		
Cash, beginning of period	3,036,213		106,789		
Cash, end of period	\$ 2,307,875	\$	7,961		

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 1. Nature and continuance of operations

Waraba Gold Limited (formerly Zenith Exploration Inc.) (the "Company") was incorporated on June 19, 2015, under the laws of the Province of British Columbia, Canada. On October 23, 2020, the Company changed its name to Waraba Gold Limited. The Company is a resource exploration company that is acquiring and exploring mineral properties.

The head office, principal address, records office and registered address of the Company are located at 1080 - 789 West Pender Street, Vancouver BC. The Company trades on the Canadian Securities Exchange (the "Exchange") under the trading symbol "WBGD". On March 12, 2021, the Company was listed on the Frankfurt Stock Exchange (also known as Deutsche Boerse AG) under the symbol "ZEO".

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, social licensing requirements and non-compliance with regulatory requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. At October 31, 2021, the Company had not yet achieved profitable operations, had accumulated losses of \$15,719,669 (July 31, 2021 - \$14,816,812) since its inception and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to finance operating costs over the next twelve months with loans from directors and companies controlled by directors. However, there is no guarantee that such financing will be available to the Company on acceptable terms or at all.

Since March 2020, several measures have been implemented in Canada and the rest of the world in response to the increased impact from novel coronavirus (COVID-19). The Company continues to operate its business at this time. While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic and the impacts of COVID-19 on business operations cannot be reasonably estimated at this time. The Company anticipates this could have an adverse impact on its business, results of operations, financial position and cash flows in future periods.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 2. Significant accounting policies and basis of preparation

These condensed consolidated interim financial statements were approved and authorized for issue on December 29, 2021 by the directors of the Company.

#### Statement of compliance with International Financial Reporting Standards

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Certain information and note disclosures normally included in the audited annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed. As a result, these condensed consolidated interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2021.

#### Basis of preparation

The condensed consolidated interim financial statements of the Company have been prepared on a historical cost basis except for certain financial assets measured at fair value. Certain comparative figures have been reclassified from the previously presented to conform to the presentation of the October 31, 2021 condensed consolidated interim financial statements

#### Consolidation

The condensed consolidated interim financial statements include the accounts of the Company and its controlled subsidiaries. Details of the controlled subsidiaries are as follows:

		Percentage ov	vned*
	Country of incorporation	October 31, 2021	July 31, 2021
1285074 B.C. Ltd. ("074 B.C.")	Canada	100%	100%
La Societe Gonka Gold Mali SARL ("Gonka")	Mali	75%	75%

<sup>\*</sup>Percentage of voting power is in proportion to ownership.

## Functional currency

The condensed consolidated interim financial statements of the Company are presented in Canadian dollars, which is the functional currency of Waraba Gold Limited.

#### **Property and equipment**

Property and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of comprehensive loss during the financial period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in the statement of comprehensive income (loss).

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 2. Significant accounting policies and basis of preparation (cont'd)

Depreciation is calculated on a straight-line method to write off the cost of the assets to their residual values over their estimated useful lives. The depreciation rates applicable to each category of property and equipment are as follows:

Class of property and equipment	Depreciation rate
Vehicle	33%
Software and hardware	20%
Furniture and fittings	20%
Camp equipment	20%

#### **Exploration and evaluation expenditures**

During the year ended July 31, 2021, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes that expensing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts. The consolidated financial statements for the year ended July 31, 2020 have been restated to reflect adjustments made as a result of this change in accounting policy.

#### Accounting standards issued but not yet applied

Other accounting pronouncements with future effective dates are either not applicable or are not expected to have a material impact on the Company's condensed consolidated interim financial statements.

#### **Changes in Accounting Policies**

During the year ended July 31, 2021, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes that expensing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts. The Company also applied this change in accounting policy to the underlying policies of its associates, resulting in additional changes. The condensed consolidated interim financial statements for the three months ended October 31, 2021 have been restated to reflect adjustments made as a result of this change in accounting policy.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 3. Property and equipment

	Software &		Furniture &	Camp		
		Hardware	Vehicle	Fittings	Equipment	Total
Cost						
Balance July 31, 2021	\$	41,932 \$	126,120 \$	28,688 \$	64,870 \$	261,611
Additions - Gonka		-		-	48,539	48,539
Balance October 31, 2021	\$	41,932 \$	126,120 \$	28,688 \$	113,409 \$	310,150
Amortization						
Balance July 31, 2021	\$	1,916 \$	14,999 \$	2,458 \$	397 \$	19,770
Additions - Waraba		2,521	-	-	-	2,521
Additions - Gonka		866	10,635	1,494	371	13,366
Balance October 31, 2021	\$	5,303 \$	25,634 \$	3,952 \$	768 \$	35,657
Net book value						
Balance July 31, 2021		40,016	111,121	26,231	64,473	241,841
Balance October 31, 2021	\$	36,630 \$	100,486 \$	24,737 \$	112,641 \$	274,493

#### 4. Accounts payable and accrued liabilities

		July 31,		
		2021		2021
Accounts payable	\$	476,833	\$	148,203
Amounts due to related parties (Note 7)		75,120		-
Accrued liabilities		11,250		47,250
	\$	563,203	\$	195,453

## 5. Loans payable

On April 9, 2021, the Company entered into convertible loan agreements with two arm's length lenders to borrow an aggregate amount of \$1,260,360 (USD\$1,000,000), with the Company paying facility fees to the lenders for an aggregate amount of \$378,108 (USD\$300,000) capitalized into the loan. The loans are unsecured, non-interest bearing and due at the earlier of October 31, 2021, or at the date the Company completing an equity financing of \$2,000,000. The number of conversion shares is to be calculated at the prevailing exchange rate at the conversion date, divided by the lower of (i) \$0.20; and (ii) the price per share at which the equity financing is completed. As the conversion feature does not meet the definition of an equity instrument, the entire loan has been classified as a liability and is being recorded at FVTPL. During the period ended October 31, 2021, USD\$1,000,000 has been repaid (USD\$650,000 by issuing 4,095,000 shares and USD\$350,000 in cash).

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 5. Loans payable (cont'd)

The following summarizes the loans payable transactions during the period ended October 31, 2021:

	October 31,	July 31,
	2021	2021
Balance, beginning	\$ 344,274 \$	-
Additions	-	1,638,468
Repaid in Cash	-	(426,791)
Repaid through issuance of Shares	-	(819,000)
Effect of foreign exchange	(2,155)	(48,403)
Balance, ending	\$ 342,119 \$	344,274

#### 6. Share capital

## Authorized share capital

Unlimited number of common shares without par value.

#### Issued share capital

At October 31, 2021, there were 110,788,911 (July 31, 2021 – 110,788,911) issued and fully paid common shares.

No Common shares were issued during the three months ended October 31, 2021.

## **Stock options**

As at October 31, 2021, there were no stock options outstanding and exercisable (July 31, 2021 - Nil).

### Warrants

As of October 31, 2021, 46,552,500 warrants were outstanding and exercisable (July 31, 2021 - 46,552,500).

	31	July 31, 2021				
		Weigl	hted			Weighted
	Warrants	average exe	rcise	Number of	avera	ge exercise
	issued	1	orice	options		price
Warrants outstanding, beginning	46,552,500	\$	0.37	10,000,000	\$	0.05
Warrants granted	-		-	36,552,500		0.46
Warrants outstanding, ending	46,552,500	\$	0.37	46,552,500	\$	0.37
Warrants exercisable, ending	46,552,500	\$	0.37	46,552,500	\$	0.37

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 7. Related party transactions

Payments to key management and directors during the period ended October 31, 2021 and 2020 were as follows:

	October 31, 2021	October 31, 2020
Management fees paid to officers or to companies controlled by		
officers	\$ -	\$ 82,270
Consulting fees paid to directors	18,154	10,000
Professional fees paid to officers	71,056	<u>-</u>
Total compensation	\$ 89,210	\$ 92,270

As at October 31, 2021, \$75,120 (July 31, 2021 - \$Nil), were due to officers of the Company. Amounts owing are unsecured, non-interest bearing and due on demand.

## 8. Exploration and evaluation properties

The following is a description of the Company's exploration and evaluation properties for the three months ended October 31, 2021:

	Mali	Gold Project
Exploration expenses		
Costs incurred during the period:		
Camp and operations	\$	121,661
Depreciation		11,006
Equipment rental		34,242
Geophysical		356,146
Management fees		14,371
Permits & fees		23,111
Reporting		21,292
Salaries & wages		56,745
Surveying & mapping		12,613
Total exploration expenses	\$	840,068

No exploration expenses were incurred during the three months ended October 31, 2020.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## **8. Exploration and evaluation properties** (cont'd)

#### Mali Gold Project

On January 21, 2021, the Company completed the amalgamation of 1278820 B.C Ltd and 1273795 B.C. Ltd (creating 1285074 B.C. Ltd as a wholly owned subsidiary of the Company) by issuing 25,690,000 common shares of the Company with a fair value of \$7,578,550. The excess of the consideration paid over the fair value of the net assets was attributed to the exploration expenses. Pursuant to the amalgamation, the Company acquired a 75% interest in Gonka Gold Mali SARL ("Gonka") a company incorporated in the Republic of Mali..

Gonka has entered into an agreement with Fokolore Mining SARL (the "Purchase Agreement") to acquire the research permit to explore for gold in Mali, (the "Mining Permit"). The Mining Permit is currently subject to a further renewal, application for which has been made.

Under the terms of the Purchase Agreement, the parties were required to receive ministerial consent to the transfer of the Mining Permit to Gonka (such approval having been granted on 17 August 2021) and the Company was required to pay a total consideration of US\$2,500,000 as follows:

- Payment of US\$250,000 paid on January 19, 2021.
- Additional US\$1,000,000 paid on April 9, 2021.
- Remaining US\$1,250,000 7,750,000 shares were issued on May 7, 2021.

In addition, Gonka will be required to pay an additional US\$1,000,000 upon proof, to an internationally recognized standard, that the area covered by the Mining Permit holds at least 1,000,000 ounces of gold; and an additional US\$1,000,000 upon proof, to an internationally recognized standard, that the area covered by the Mining Permit holds at least 1,500,000 ounces of gold.

The Company will be expected to fund 75% of all future exploration in relation to the Mining Permit. The remaining 25% of future exploration expense will be funded by the non-controlling shareholder in Gonka.

#### **Scotch Creek Property**

On November 14, 2017, the Company entered into a definitive agreement to purchase certain mineral claims comprising the Scotch Creek Property in the Kamloops Mining Division of British Columbia. In connection with the Scotch Creek Property agreement, the Company and vendors have also executed a royalty deed agreement pursuant to the terms and consideration of which the vendors shall receive a net smelter return royalty of 2% from the Company. Two former directors of the Company are vendors of the property.

In consideration for a 100% undivided interest in the property, the Company issued 15,000,000 common shares for total consideration of \$300,000.

No exploration expenses were recorded for Scotch Creek property during the three months ended October 31, 2021 and 2020.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 9. Non-controlling Interest

On January 21, 2021, the company completed the amalgamation of 1278820 B.C Ltd and 1273795 B.C. Ltd (creating 1285074 B.C. Ltd as a wholly owned subsidiary of the Company). Pursuant to the amalgamation, the Company acquired 75% interest in Gonka.

As at October 31, 2021, the Company holds 75% (July 31, 2021 – 75%) interest in Gonka resulting in 25% ownership interest held by non-controlling shareholders.

Reconciliation of non-controlling interest as follows:

	October 31,			July 31,	
		2021		2021	
Balance, beginning	\$	(178,649)	\$	-	
Acquisition of subsidiary		-		(9,266)	
Share in net loss		(138,557)		(169,383)	
Balance, ending	\$	(317,206)	\$	(178,649)	

#### 10. Financial risk and capital management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

#### Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to significant credit risk.

## Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

#### Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 10. Financial risk and capital management (cont'd)

#### **Currency Risk**

Currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is exposed to foreign currency exchange risk as some of its mining operations are transacted in currencies other than the functional currency of the Company.

Since the Company's reporting currency is Canadian dollars and the Company and its subsidiaries have significant operations in Mali and in parts of Europe, the Company is exposed to foreign currency fluctuations on its reported amounts of assets and liabilities. This risk is not considered significant as most financial assets and liabilities are maintained in Canadian Dollars.

#### Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

#### Fair value

The Company's financial instruments consist of cash, receivables, accounts payables and accrued liabilities, and loan payables. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these investments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 Inputs that are not based on observable market data.

As at October 31, 2021, the Company's financial instruments that are measured at fair value, being the loans payable, are classified as level 2 in the fair value hierarchy. As at October 31, 2020, the Company did not have any financial instruments measured at fair value and that require classification within the fair value hierarchy.

Notes to the Condensed Consolidated Interim Financial Statements For the Three Months Ended October 31, 2021 and 2020 (Unaudited - Expressed in Canadian Dollars)

## 11. Segmented information

The Company operates in a single reportable operating segment – exploration and evaluation business in two geographical areas, Canada, and Mali. During the three months ended October 31, 2021 and year ended July 31, 2021, assets and liabilities by geography are presented below:

As at October 31, 2021:

	Canada	Mali	Total
Current assets	\$ 2,120,914	\$ 233,588	\$ 2,354,502
Non-current assets	\$ 22,266	252,229	\$ 274,495
Current liabilities	\$ (501,237)	\$ (404,087)	\$ (905,324)
Non-controlling interest	\$ -	\$ 317,206	\$ 317,206

As at July 31, 2021:

	Canada	Mali	Total
Current assets	\$ 3,045,837	\$ 17,136	\$ 3,062,973
Non-current assets	\$ -	\$ 241,841	\$ 241,841
Current liabilities	\$ (520,574)	\$ (19,153)	\$ (539,727)
Non-controlling interest	\$ -	\$ 178,649	\$ 178,649

## 12. Subsequent events

On November 19, 2021, 8,500,000 warrants have expired unexercised.