ROSCAN GOLD CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

For the years ended October 31, 2020 and 2019

EXPRESSED IN CANADIAN DOLLARS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Roscan Gold Corporation

Opinion

We have audited the consolidated financial statements of Roscan Gold Corporation, (the "Company"), which comprise the consolidated statement of financial position as at October 31, 2020 and 2019 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at October 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting 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 Company 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has a working capital deficit of $836,467 as at October 31, 2020 and incurred a net loss of $22,451,339 during the year ended October 31, 2020 and that further funds will be required to fund activities for the upcoming year. As stated in Note 1, these events or conditions, along with other conditions described in note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and 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 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 report prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. 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 International Financial Reporting 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 Company'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 Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 Company'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 Company'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 Company 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.

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.

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

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
February 26, 2021
Toronto, Ontario

ROSCAN GOLD CORPORATION

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(expressed in Canadian dollars)

As at		October 31 2020		October 31 2019
ASSETS				
Current				
Cash	**$**	**2,356,405**	$	240,219
Sales tax receivable		**146,599**		24,099
Prepaid expenses and deposits		**377,803**		86,049
		2,880,807		350,367
Right-of-use assets (notes 12, 13)		**40,934**		-
	$	**2,921,741**	$	350,367
LIABILITIES				
Current				
Accounts payable and accrued liabilities (note 7)	**$**	**3,689,474**	$	414,462
Lease liability (notes 12, 13)		**27,800**		-
		3,717,274		414,462
Lease liability - long-term (notes 12, 13)		**14,754**		-
		3,732,028		414,462
DEFICIENCY				
Share capital (note 8)		**31,142,239**		10,994,594
Contributed surplus		**3,015,094**		1,474,564
Warrants (note 9)		**3,124,939**		3,107,967
Deficit		**(38,092,559)**		(15,641,220)
		(810,287)		(64,095)
	$	**2,921,741**	$	350,367

Nature of operations and going concern (note 1)
Commitments and contingencies (note 14)
Subsequent events (note 18)

Approved by the Board *"Michael Gentile"* Director (Signed) *"Nana Sangmuah"* Director (Signed)

See accompanying notes.

ROSCAN GOLD CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

(expressed in Canadian dollars)

Years ended October 31,	2020	2019
Expenses		
Corporate and administrative (notes 10, 13)	**$ 2,122,461**	$ 1,274,697
Exploration and evaluation (notes 6, 11)	**18,372,482**	3,816,227
Share-based payments (notes 8, 13)	**1,860,046**	612,564
Amortization of right-of-use asset (note 12)	**47,953**	-
Loss from operations	**22,402,942**	5,703,488
Interest income	**(21,981)**	(13,841)
Interest on lease liabilities (note 12)	**6,904**	-
Lease modification gain (note 12)	**(957)**	-
Foreign exchange loss	**64,431**	22,011
Net loss and comprehensive loss	**$ 22,451,339**	$ 5,711,658
Basic and diluted loss per share (note 15)	**$ (0.115)**	$ (0.053)
Weighted average number of common shares outstanding:		
Basic and diluted	**195,931,183**	106,930,969

See accompanying notes.

ROSCAN GOLD CORPORATION

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(expressed in Canadian dollars)

	Share capital					
	Number of shares	Amount	Contributed surplus	Warrants	Deficit	Total
Balance, October 31, 2018	85,995,866	$ 8,546,935	$ 897,903	$ 1,124,636	$ (9,929,562)	$ 639,912
Units issued by private placement (notes 8, 9)	27,142,857	2,107,830	-	1,692,170	-	3,800,000
Broker compensation units (notes 8, 9)	1,402,286	108,897	-	87,423	-	196,320
Broker warrants (notes 8, 9)	-	-	-	427,037	-	427,037
Shares issued for mineral property (notes 8, 11)	250,000	38,750	-	-	-	38,750
Share issuance costs (notes 8, 11)	-	(785,125)	-	-	-	(785,125)
Exercise of options (note 8)	1,350,000	110,903	(35,903)	-	-	75,000
Exercise of unit warrants (notes 8, 9)	4,567,066	668,757	-	(120,709)	-	548,048
Exercise of broker warrants (notes 8, 9)	1,584,292	197,647	-	(102,590)	-	95,057
Share-based payments (note 8)	-	-	612,564	-	-	612,564
Net loss for the year	-	-	-	-	(5,711,658)	(5,711,658)
Balance, October 31, 2019	122,292,367	10,994,594	1,474,564	3,107,967	(15,641,220)	(64,095)
Units issued by private placement (notes 8, 9)	68,367,500	10,524,701	-	1,468,299	-	11,993,000
Broker warrants (notes 8, 9)	-	-	-	200,478	-	200,478
Shares issued for mineral property (notes 8, 11)	250,000	92,500	-	-	-	92,500
Shares issued for Komet Mali SARL (notes 6, 8, 11)	4,060,336	1,664,738	-	-	-	1,664,738
Share issuance costs (notes 8, 11)	-	(1,224,754)	-	-	-	(1,224,754)
Exercise of options (note 8)	3,700,000	745,016	(319,516)	-	-	425,500
Exercise of unit warrants (notes 8, 9)	46,029,143	8,345,444	-	(1,651,805)	-	6,693,639
Share-based payments (note 8)	-	-	1,860,046	-	-	1,860,046
Net loss for the year	-	-	-	-	(22,451,339)	(22,451,339)
Balance, October 31, 2020	**244,699,346**	**$ 31,142,239**	**$ 3,015,094**	**$ 3,124,939**	**$ (38,092,559)**	**$ (810,287)**

See accompanying notes.

ROSCAN GOLD CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS
(expressed in Canadian dollars)

Years ended October 31,	2020	2019
Operating activities		
Loss for the year	**$ (22,451,339)**	$ (5,711,658)
Adjustments to reconcile loss to net cash used:		
Amortization of right-of-use asset	**47,953**	-
Share-based payments	**1,860,046**	612,564
Shares issued for mineral property (note 8)	**92,500**	38,750
Shares issued for Komet Mali SARL (notes 6, 8)	**1,664,738**	-
Lease modification gain	**(957)**	-
Unrealized foreign exchange	**1,012**	64,950
	(18,786,047)	(4,995,394)
Changes in non-cash working capital items		
Sales tax receivable	**(122,500)**	12,112
Prepaid expenses and deposits	**(291,146)**	51,283
Accounts payable and accrued liabilities	**3,272,514**	259,911
	(15,927,179)	(4,672,088)
Financing activities		
Repayment of lease liabilities	**(45,376)**	-
Loan repayments to related parties	**-**	(485,915)
Units issued by private placement	**11,993,000**	3,800,000
Shares issued on exercise of options	**425,500**	75,000
Shares issued on exercise of warrants	**6,693,639**	643,105
Share issuance costs (note 8)	**(1,024,276)**	(161,768)
	18,042,487	3,870,422
Net change in cash	**2,115,308**	(801,666)
Cash, beginning of year	**240,219**	1,050,780
Effect of exchange rate changes on cash	**878**	(8,895)
Cash, end of year	**$ 2,356,405**	$ 240,219

See accompanying notes.

1. NATURE OF OPERATIONS AND GOING CONCERN

RosCan Gold Corporation (the "Company") is an exploration stage company involved in the business of acquiring, exploring and developing gold properties in West Africa. The Company's properties are located in Mali. The Company's shares are listed on the TSX Venture Exchange under the trading symbol "ROS" and on the Frankfurt Stock Exchange under the trading symbol "2OJ". The address of the Company's registered office is 217 Queen Street West, Suite 401, Toronto, Ontario, M5V 0R2.

Political and other risks

The Company's Malian properties may potentially expose the Company to risks and different considerations not normally associated with companies or exploration activities in North America. The Company's ability to retain its properties, raise and deploy capital may be adversely affected by changes in governing regimes, policies, laws and regulations, all of which are beyond the Company's control.

In August 2020, a coup was staged by Mali's military resulting in the dissolution of the Malian government. Mali is currently being governed by a transitional government. The Company's exploration activities have not been disrupted.

Going Concern

The business of exploration, development and mining of minerals involves a high degree of risk and there can be no assurances that future exploration activities will result in the discovery of economically recoverable mineral deposits. The success and continuation of the Company as a going concern is dependent upon the Company's ability to arrange financing, which in part, depends on prevailing market conditions, acquiring or discovering economically viable mineral properties, exploration success, and securing title and beneficial interest in its properties.

Further funds will be required for the Company to continue as a going concern, fulfil its obligations and fund its activities. The Company does not produce revenues from its exploration activities or have a regular source of cash flow. There can be no assurance that the Company will be able to obtain sufficient financing in the future or at favourable terms.

At October 31, 2020, the Company had a working capital of deficit of $836,467 (2019 – $64,095), incurred losses for the current year of $22,451,339 (2019 - $5,711,658), and, had an accumulated deficit of $38,092,559 (2019 - $15,641,220). During the year ended October 31, 2020, the Company adopted a strategy to expand the Kandiole Project, which contributed to increasing drilling activity and therefore, significantly increasing Kandiole Project exploration expenditures. Subsequent to October 31, 2020, the Company's cash position was significantly enhanced through the exercise of 33,366,014 warrants for proceeds of $6,115,971. The Company currently has 20,239,639 warrants that are "in the money". There is no assurance that these warrants will be exercised, however if all of these warrants are exercised the Company would receive cash proceeds of $3,573,346.

These consolidated financial statements have been prepared using accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. However, due to uncertainties surrounding a number of factors, such as, but not limited to, the ability to raise additional funds, ability to acquire mineral properties, exploration results, prices of underlying commodities, investor sentiment and financial market conditions, it is not possible to predict if this assumption will prove to be accurate. These factors indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

These financial statements do not include the necessary adjustments to reflect the recoverability and classification of recorded assets and liabilities and related expenses that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

NATURE OF OPERATONS AND GOING CONCERN (continued)

COVID-19
In March 2020, the World Health Organization declared a global pandemic related to COVID-19. Its impact on global economies has been far-reaching and business around the world have had to cease or limit operations for long or indefinite periods of time.

There is significant ongoing uncertainty surrounding COVID-19 and the extent and duration of the impacts that it may have on our financial position and results, exploration activities, workers, partners, consultants, suppliers and on global financial markets. The Company is proceeding with its exploration activities, as long as the work environment remains safe. The Company has taken measures to contain the spread of COVID-19 and it's Malian operations have not been disrupted.

2. BASIS OF PREPARATION

Statement of Compliance
These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements for the year ended October 31, 2020 were approved and authorized for issue by the Company's board of directors on February 26, 2021.

Basis of Consolidation and Presentation
These consolidated financial statements include the accounts of the Company and its wholly-owned Malian subsidiaries, Roscan Gold Mali SARL and Komet Mali SARL, which was acquired on July 2, 2020. All significant inter-company transactions and balances have been eliminated on consolidation.

These consolidated financial statements are prepared on the historical cost basis, except for financial instruments classified as fair value through profit and loss.

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. The functional currency of the Company's two Malian subsidiaries is the Canadian dollar.

3. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements, in conformity with IFRS, requires the Company's management to make certain estimates and judgements that they consider reasonable and realistic. These estimates and judgements are based on historical experience, future expectations, economic conditions and other factors. Despite regular reviews, changes in circumstances and assumptions may result in changes in these estimates and judgements, which could materially impact the reported amount of the Company's assets, liabilities, equity or earnings. By their nature, estimates and judgements are subject to measurement uncertainty and actual results could vary from estimates.

Significant estimates relate to:

- measurement of share-based payments and warrant valuation;
- measurement of shares issued to acquire mineral properties;
- establishment of provisions; and,
- recognition of deferred tax assets.

ACCOUNTING ESITIMATES AND JUDGMENTS (continued)

Significant judgements relate to:

- ability to continue as a going concern;
- functional currency of the Company and its subsidiaries;
- ability to retain exploration and evaluation permits:
- exploration and evaluation accounting policy: and,
- asset acquisition method for the purchase of Komet Mali SARL.

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements.

Business Combinations

In accordance with IFRS 3 – Business Combination ("IFRS 3"), a transaction is recorded as a business combination if the significant assets, liabilities, or activities, in addition to property, assumed constitute a business. A business is defined as an integrated set of activities and assets, capable of being conducted and managed for the purpose of providing a return, lower costs, or other economic benefits. Where there are no such integrated activities, the transaction is treated as an asset acquisition. The estimation of the fair value of the assets and liabilities acquired in an acquisition is subject to judgement concerning estimating market values and predicting future events. These values are uncertain and can materially impact the carrying value of the acquired assets and the amount allocated to goodwill, if applicable.

Financial Instruments

The classification of a financial asset is made at the time it is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL or if the Company has opted to measure them at FVTPL.

A debt instrument that meets both the business model test and cash flow characteristics test must be measured at amortized cost (net of any write down for impairment) unless the asset is designated at FVTPL, under the fair value option.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

If certain conditions are met, the classification of a financial asset, debt instrument or equity instrument may subsequently need to be reclassified.

<u>Financial assets and liabilities at FVTPL</u>

Financial assets and liabilities carried at FVTPL are initially recorded at fair value. Transaction costs and any realized or unrealized gains or losses arising from changes in the fair value of the financial asset or liability held at FVTPL are included in the consolidated statements of comprehensive income (loss) in the period in which they arise.

<u>Financial assets and liabilities at amortized cost</u>

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

SIGNIFICANT ACCOUNTING POLICIES (continued)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

Derecognition of financial liabilities
The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of comprehensive loss.

Foreign Currency Translation
Foreign currency transactions are initially recorded in the entity's functional currency at the transaction date exchange rate. At each reporting date, monetary assets and liabilities that are denominated in a foreign currency are translated into the functional currency using the end of the reporting period exchange rate. All foreign currency adjustments are recognized in the statement of operations and comprehensive income.

Income Taxes
Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the period using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred assets and liabilities are recognized for the deferred tax consequences attributable to difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply when the asset is realized or the liability settled. Deferred income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is probable that they will be recognized.

Interest
The Company classifies interest received and interest paid as an operating cash flow within the statement of cash flows.

Loss per Share
The computation of loss per share and diluted loss per share amounts are based upon the weighted average number of shares outstanding during the year. Diluted loss per share is calculated based on the assumed conversion, exercise or contingent issuance of "in the money" securities only when such conversion, exercise or issuance would have a dilutive effect on loss per share, at the weighted average market price during the period.

Exploration and Evaluation
The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include acquisition cost of mineral properties, property payments and evaluation activities. Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

SIGNIFICANT ACCOUNTING POLICIES (continued)

Provisions
A provision is recognized in the consolidated statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to discharge the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Share-based Payments
The Company accounts for share-based payments using the fair value based method. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche of options issued to employees and others providing similar services is determined by using the Black-Scholes option pricing model. The fair value of each tranche of options issued to non-employees is determined by the fair value of the goods or services received. If the fair value of goods or services received cannot be reliably measured, then the Black-Scholes option pricing model is used.

The fair value of stock options, adjusted for expected forfeitures, is recognized as share-based payments expense over each tranche's vesting period with an offsetting credit charged to contributed surplus. The applicable contributed surplus is transferred to share capital if and when, the stock options are exercised. Any consideration paid on the exercise of stock options is credited to share capital.

Under the Company's restricted share unit and deferred share unit ("RSU/DSU") plan, RSU/DSU's may be granted to directors, officers, employees and consultants. Compensation expense for each grant is recorded in the statement of operations and comprehensive income (loss) with a corresponding increase in contributed surplus on the statement of financial position. The expense is based on the fair values at the time of the grant and is recognized over the vesting period of the respective RSU/DSU. The Company settles RSU/DSU's by issuing shares, though upon a change of control the Company, at its discretion, may issue cash or a combination of cash and shares.

Share Issue Costs
Share issue costs are recorded as a reduction of share capital.

Warrants
The Company follows the relative fair value method with respect to the measurement of common shares and warrants issued as private placement units. The proceeds from the issuance of units are allocated between share capital and warrants. Unit proceeds are allocated to shares and warrants using the Black-Scholes option pricing model and the share price at the time of financing.

If and when the warrants are exercised, the applicable relative fair value recognized in warrants is transferred to share capital. Any consideration paid on the exercise of the warrants is credited to share capital. For those warrants that expire unexercised on maturity, the recorded value is transferred to contributed surplus.

In situations where warrants are issued as consideration for goods and services received and some or all of the goods or services received cannot be specifically identified or reliably measured, then these warrants are measured at the fair value of the share-based payment. The fair value of the share-based payment is determined using the Black-Scholes option pricing model.

SIGNIFICANT ACCOUNTING POLICIES (continued)

Adoption of IFRS 16 - Leases
The Company adopted IFRS 16 - Leases (“IFRS 16”), as of November 1, 2019 using the modified retrospective approach, which does not require a restatement of prior period financial information as it recognizes the cumulative effect of applying the standard to prior periods as an adjustment to opening deficit, as at November 1, 2019. The new standard provides a comprehensive model for the identification, measurement and disclosure of lease arrangements. This standard eliminates the classification of material leases as either an operating or finance lease, and instead, these leases are to be recognized as assets and liabilities.

The Company used the following practical expedients and recognition exemptions when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- used the exemption to not recognize right-of-use ("ROU") assets and liabilities for leases with a remaining lease term of less than 12 months, as at November 1, 2019;
- used the exemption to not recognize ROU assets and liabilities for leases with low value;
- excluded initial direct costs from measuring the ROU assets at the date of initial application;
- re-evaluation of whether an arrangement contains a lease; and
- used hindsight in determining lease term at the date of initial application.

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contracts conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specific explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefit from use of the asset throughout the period of use; and
- The Company has the right to direct the use of the asset. The Company has this right when is has the decision-making rights that are most relevant to changing how and for what purpose the asset is used.

If a contract is assessed to contain a lease, the Company recognizes a lease liability with a corresponding right-of-use (“ROU”) asset on the date at which the leased asset is available for use by the Company. ROU assets are measured at cost, which includes the amount of the lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. ROU assets are depreciated on a straight-line basis over the shorter of their estimated useful life and the lease term. Purchase, renewal and termination options that are reasonably certain of being exercised are also included in the measurement of the lease liability. ROU assets are subject to impairment.

The Company recognizes a lease liability at the commencement date of a lease, measured at the present value of the lease payments to be made over the lease term. The measurement of the Company’s lease liabilities depends on the interest rate implicit in the lease used to discount the remaining lease payments. In calculating the present value of lease payments, the Company uses an incremental borrowing rate at the lease commencement date, if the interest rate implicit in the lease is not readily determinable. The incremental borrowing rate is the rate of interest that the Company assumes it would have to pay to borrow over a similar term, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment. Significant assumptions are required to be made on the basis for

SIGNIFICANT ACCOUNTING POLICIES (continued)

which the incremental borrowing rate was derived. These assumptions are considered to be a key source of estimation uncertainty. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

The lease liability is remeasured when there is a change in future lease payments arising from a change in index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss when the carrying amount of the right-of-use asset has been reduced to nil.

Adoption of IFRIC 23 - Uncertainty over Income Tax Treatments
In June 2017, the IASB issued IFRIC 23, Uncertainty over Income Tax Treatments ("IFRIC 23"). The interpretation seeks to provide guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. On November 1, 2019, the Company adopted IFRIC 23, which did not have any effect on the Company's financial statements.

5. CAPITAL MANAGEMENT

The Company's objectives when managing capital are: to safeguard its ability to continue as a going concern; and, to have sufficient capital to fund the exploration and development of its mineral properties and the acquisition of other mineral properties for the benefit of its shareholders.

The Company considers its capital structure to consist of shareholder equity. In order to maintain its capital structure the Company is dependent on equity funding and loans from related parties. Funding through equity instruments is comprised of common shares, warrants and incentive stock options. The Board of Directors does not established quantitative targets on its capital criteria for management, however, it relies on management to review its capital management methods and requirements on an ongoing basis and make adjustments, accordingly, to sustain future development of the business.

There were no changes in the Company's management of its capital during the year. The Company is not subject to any externally imposed capital requirements.

6. ACQUISITION OF KOMET MALI SARL

On July 2, 2020, the Company completed the purchase of 100% of the shares of Komet Mali SARL from Komet Resources Inc. Komet Mali SARL holds the Daboia South gold property, which is contiguous to the Company's other properties that comprise the Company's Kandiole Project. The acquisition of Komet Mall SARL was treated as an asset acquisition, whereby the consideration paid for the acquisition was allocated to the fair value of the identifiable assets and liabilities assumed with the remainder allocated to the mineral property acquired.

The purchase price consideration was $3,345,661, which included cash of $1,600,000 and 4,060,336 common shares, having a fair value of $1,664,738. In addition, the Company incurred legal and regulatory costs of $80,923. The fair value attributed to the Dabia South property was expensed in accordance with the Company's accounting policy for exploration and evaluation expenditures.

(expressed in Canadian dollars)

ACQUISITION OF KOMET MALI SARL (continued)

The fair value of the assets acquired is described below:

Consideration		
Cash	$	1,600,000
Fair value of 4,060,336 common shares		1,664,738
Transaction costs		80,923
Total	$	3,345,661

Fair Value of Net Assets Acquired		
Cash	$	33
Mineral property		3,345,628
Total	$	3,345,661

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		October 31 2020		October 31 2019
Trade payables	**$**	**2,889,795**	$	268,407
Accrued liabilities		**706,887**		67,890
Related parties (i)		**92,792**		78,165
	$	**3,689,474**	$	414,462

(i) Related party payables and accrued liabilities represent amounts for unpaid fees and/or expenses that are payable to directors/officers or entities controlled by or associated with directors/officers.

(expressed in Canadian dollars)

8. SHARE CAPITAL

Authorized
Unlimited common shares

	Number	Amount
Balance, October 31, 2018	85,995,866	$ 8,546,935
Shares issued by private placement (i)	27,142,857	3,800,000
Shares issued for broker compensation (i)	1,402,286	196,320
Value attributed to private placement warrants (i)	-	(1,692,170)
Value attributed to broker compensation warrants (i)	-	(87,423)
Shares issued for mineral property (ii)	250,000	38,750
Shares issued on exercise of unit warrants (iii)	4,567,066	668,757
Shares issued on exercise of broker warrants (iii)	1,584,292	197,647
Shares issued on exercise of options (iv)	1,350,000	110,903
Share issuance costs - broker compensation warrants (i)	-	(196,320)
Share issuance costs - broker warrants (i)	-	(427,037)
Share issuance costs	-	(161,768)
Balance, October 31, 2019	122,292,367	$ 10,994,594
Shares issued by private placement (v)	68,367,500	11,993,000
Value attributed to private placement warrants (v)	-	(1,468,299)
Shares issued for mineral property (vi)	250,000	92,500
Shares issued on acquisition of Komet Mali SARL (vii)	4,060,336	1,664,738
Shares issued on exercise of unit warrants (viii)	46,029,143	8,345,444
Shares issued on exercise of options (ix)	3,700,000	745,016
Share issuance costs - broker warrants (v)	-	(200,478)
Share issuance costs	-	(1,024,276)
Balance, October 31, 2020	**244,699,346**	**$ 31,142,239**

(i) On March 21, 2019, pursuant to a brokered and non-brokered private placement, the Company issued 27,142,857 units at $0.14 per unit for gross proceeds of $3,800,000. Each unit was comprised of one common share and common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of $0.22 for a period of 24 months, expiring on March 21, 2021. The value of the warrants was estimated at $1,692,170 using the relative fair value method. As consideration for the services of the broker, the Company issued: 1,402,286 compensation units on the same terms as the private placement units; and, 1,869,714 broker warrants having an exercise price of $0.14 with a 24 month term. Each broker warrant entitles the holder to purchase one broker unit consisting of one common share and one share purchase warrant that entitles the holder to purchase one additional common share at an exercise price of $0.22 for a period of 24 months, expiring March 21, 2021.

The value of the compensation unit warrants was estimated at $87,423 using the relative fair value method and the value of the broker warrants was estimated at $427,037 using the Black-Scholes option pricing model. The units issued as broker compensation were estimated to have a fair value of $196,320. Cash share issuance costs relating to this private placements was $161,768.

SHARE CAPITAL (continued)

(ii) On June 7, 2019, the Company issued 250,000 common shares at $0.155 per share in accordance with the option agreement made with Minex SARL for the Kandiole Project's Mankouke permit (note 11).

(iii) During fiscal 2019, the Company issued 4,567,066 shares in connection to the exercise of 4,567,066 unit warrants for net proceeds of $548,048. The fair value of these warrants was $120,709.

On June 26, 2019, the Company issued 1,584,292 shares in connection to the exercise of broker warrants for net proceeds of $95,057. The fair value of these warrants was $102,590.

The fair value of the unit and broker warrants was transferred from the warrant reserve account.

(iv) During fiscal 2019, the Company issued 1,350,000 shares in connection to the exercise of 1,350,000 stock options for net proceeds of $75,000. The fair value of these options was $35,903, which was transferred form contributed surplus to share capital.

(v) On December 12, 2019, pursuant to a brokered private placement, the Company issued 44,930,000 units at $0.10 per unit for gross proceeds of $4,493,000. Each unit was comprised of one common share and three-quarters of one common share purchase warrant. Each warrant entitles the holder to acquire an additional common share at a price of $0.16 for a period of 24 months, expiring on December 12, 2021. The value of the warrants was estimated at $1,468,299 using the relative fair value method. In addition, the Company paid cash commissions of $292,045.

On May 27, 2020, pursuant to a brokered private placement, the Company issued 23,437,500 common shares at $0.32 per share for gross proceeds of $7,500,000. As consideration for the services of the broker, the Company issued 1,406,250 broker warrants. Each broker warrant entitles the holder to acquire an additional common share at a price of $0.48 for a period of 12 months, expiring on May 27, 2021. The value of the broker warrants was estimated at $200,478 using the relative fair value method. In addition, the Company paid cash commissions of $450,000.

(vi) On June 8, 2020, the Company issued 250,000 common shares at $0.37 per share in accordance with the option agreement made with Minex SARL for the Kandiole Project's Mankouke permit (note 11).

(vii) On July 2, 2020, the Company issued 4,060,336 common shares at $0.41 per share in accordance with the share purchase agreement to acquire Komet Mali SARL from Komet Resources Inc (note 6).

(viii) During the year ended October 31, 2020, the Company issued 46,029,143 shares in connection to the exercise of 46,029,143 unit warrants for proceeds of $6,693,639. The fair value of these warrants was $1,651,805. The fair value of the unit warrants was transferred from the warrant reserve account.

(ix) During the year ended October 31, 2020, the Company issued 3,700,000 shares in connection to the exercise of stock options for proceeds of $425,500. The fair value of these stock options was $319,516, which was transferred from contributed surplus to share capital.

(expressed in Canadian dollars)

SHARE CAPITAL (continued)

Share-based Payments
The Company historically has had a stock option plan to provide additional incentives to directors, officers, employees and consultants. During fiscal 2020, the Company established a restricted share unit plan (RSU) and a deferred share unit plan (DSU) for directors, officers, employees and consultants, which were approved by shareholders on March 26, 2020. The RSUs and DSUs are valued based on the fair market value of the Company's common shares at the date of grant. The fair value of the awards is expensed over their vesting periods.

Under the terms of the Company's stock option and RSU/DSU plans (the "Plans"), the Company is authorized to issue up to a maximum of 10% of the issued common shares with an exercise period that is not to exceed ten years. The term, exercise price and vesting conditions of the options, RSUs and DSU's are fixed by the Board of Directors at the time of grant. All issued stock options were granted in accordance with the terms of the Plan.

The number of shares reserved for issuance under the Plans, in aggregate, are not to exceed 10% of the Company's issued and outstanding common shares at time of issuance. At October 31, 2020, the Company had 3,819,934 (2019: 3,479,236) common shares available for future grants under the Plans.

Stock option transactions and the number of stock options outstanding are as follows:

	Number	Weighted average exercise price
Balance, October 31, 2018	4,800,000	$0.09
Granted (i)	5,900,000	0.15
Exercised	(1,350,000)	0.06
Expired	(600,000)	0.15
Balance, October 31, 2019	8,750,000	$0.13
Granted (ii)	16,000,000	0.22
Exercised	(3,700,000)	0.12
Expired	(400,000)	0.15
Balance, October 31, 2020	**20,650,000**	**$0.20**

(i) On May 14, 2019, the Company granted 4,650,000 stock options to directors, officers and consultants. These options vested immediately and were issued with an exercise price of $0.15 and a three year term.

On May 14, 2019, the Company granted 150,000 stock options to an investor relations consultant. These options vest in instalments of 37,500 options every three months and were issued with an exercise price of $0.15 and a three year term.

On June 1, 2019, the Company granted 600,000 stock options to an investor relations consultant. These options vest in instalments of 150,000 options every three months and were issued with an exercise price of $0.15 and a three year term.

On July 23, 2019, the Company granted 500,000 stock options to a director. These options vested immediately and were issued with an exercise price of $0.15 and a three year term.

(expressed in Canadian dollars)

SHARE CAPITAL (continued)

(ii) On December 19, 2019, the Company granted 5,000,000 stock options to a director, officer and a consultant. These options vested immediately and were issued with an exercise price of $0.12 and a five year term.

On January 12, 2020, the Company granted 3,500,000 stock options to a director. These options vested immediately and were issued with an exercise price of $0.12 and a five year term.

On February 19, 2020, the Company granted 1,500,000 stock options to a director. These options vested immediately and were issued with an exercise price of $0.17 and a five year term.

On April 30, 2020, the Company granted 500,000 stock options to an officer. These options vested immediately and were issued with an exercise price of $0.30 and a five year term.

On September 23, 2020, the Company granted 5,500,000 stock options to officers. These options were issued with an exercise price of $0.37 and a five year term. The options vest as follows:

- 1,500,000 options - immediately.
- 1,375,000 options - upon the trading price of the Company's common shares being within the top quartile share price performance for the period of September 1, 2020 to August 31, 2021, as compared to a group of 15 peer companies which were identified in an executive compensation report commissioned and prepared for the Company by an independent compensation consultant.
- 875,000 options - upon a gold mineral resource being defined on the Company's Malian properties of greater than 1.5 million ounces, above 2 grams per tonne, using a standard cut-off grade with finding costs of US $25/oz or less, as evidenced in a National Instrument 43-101 technical report (the "Technical Report"),
- 875,000 options - upon a gold mineral resource being defined on the Company's Malian properties of greater than 2 million ounces, above 2 grams per tonne, using a standard cut-off grade with finding costs of US $25/oz or less, as evidenced in the Technical Report.
- 875,000 options - upon a gold mineral resource being defined on the Company's Malian properties of greater than 2.5 million ounces, above 2 grams per tonne, using a standard cut-off grade with finding costs of US $25/oz or less, as evidenced in the Technical Report.

Fair value of the options issued were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2020	2019
Dividend yield	Nil	Nil
Expected volatility (based on historical prices)	191%	197%
Risk-free rate of return	1.13%	1.55%
Expected life	5 Years	3 Years
Share price	$0.21	$0.13

During the year ended October 31, 2020 the Company recognized share-based payments expense of $1,860,046 (2019 - $612,564).

(expressed in Canadian dollars)

SHARE CAPITAL (continued)

The following summarizes information on the outstanding stock options:

Expiry Date	Number	Weighted average exercise price	Exercisable	Weighted average remaining life (years)
January 12, 2021	300,000	$0.10	300,000	0.20
January 12, 2021	350,000	0.15	350,000	0.20
March 26, 2021	500,000	0.15	500,000	0.40
August 1, 2021	800,000	0.10	800,000	0.75
August 31, 2021	150,000	0.15	150,000	0.83
May 14, 2022	2,550,000	0.15	2,550,000	1.53
December 19, 2024	5,000,000	0.12	5,000,000	4.13
January 12, 2025	3,500,000	0.12	3,500,000	4.20
February 19, 2025	1,500,000	0.17	1,500,000	4.30
April 30, 2025	500,000	0.30	500,000	4.50
September 23, 2025	5,500,000	0.37	1,500,000	4.90
	20,650,000	$0.20	16,650,000	3.68

9. WARRANTS

Warrant transactions and number of warrants outstanding are as follows:

	Number	Weighted average exercise price	Relative fair value
Balance, October 31, 2018	39,804,083	$0.12	$ 1,124,636
Issued	30,414,857	0.22	2,206,630
Exercised	(6,151,358)	0.11	(223,299)
Balance, October 31, 2019	64,067,582	$0.17	$ 3,107,967
Issued	35,103,750	0.17	1,668,777
Exercised	(46,029,143)	0.15	(1,651,805)
Balance, October 31, 2020	**53,142,189**	**$0.19**	**$ 3,124,939**

(expressed in Canadian dollars)

WARRANTS (continued)

Relative fair value of the warrants were estimated using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2020	2019
Dividend yield	Nil	Nil
Expected volatility (based on historical prices)	145%	172%
Risk-free rate of return	1.64%	1.60%
Expected life	2 Years	2 Years
Share price	$0.120	$0.270

The following summarizes information on the outstanding warrants:

Expiry Date	Number	Exercise price	Weighted average remaining life (years)	Relative fair value
March 21, 2021	17,293,725	$0.22	0.38	$ 1,078,145
March 21, 2021 (i)	1,869,714	0.14	0.38	427,037
December 12, 2021	32,572,500	0.16	1.11	1,419,279
May 27, 2021	1,406,250	0.48	0.57	200,478
	53,142,189	$0.19	0.82	$ 3,124,939

(i) Broker warrants that entitle the holder to purchase one broker unit for each warrant held. Each broker unit consists of one common share and one share purchase warrant that entitles the holder to purchase one additional common share at an exercise price of $0.22 for a period of 24 months, expiring March 21, 2021 (note 18).

10. CORPORATE AND ADMINISTRATIVE

	2020	2019
Consulting (note 13)	**$ 308,669**	$ 70,360
Corporate development and promotion	**549,539**	700,149
Listing and share transfer (note 13)	**72,831**	54,996
Management fees (note 13)	**861,699**	222,350
Office and general	**56,739**	41,748
Premises (note 13)	**-**	27,850
Professional fees (note 13)	**170,573**	104,752
Travel	**102,411**	52,492
	$ 2,122,461	$ 1,274,697

(expressed in Canadian dollars)

11. EXPLORATION AND EVALUATION

	2020	2019
Acquisition costs	**$ 3,757,235**	$ 259,495
Property costs	**58,904**	24,715
Assaying	**1,470,775**	402,844
Community relations	**6,976**	-
Consulting/Contracting	**624,923**	282,762
Drilling and ancillary costs	**8,834,478**	1,374,870
Field expenses and equipment	**2,475,818**	701,130
Field office	**887,151**	560,894
General and administrative	**12,135**	22,906
Geophysics/Surveys	**100,244**	-
Professional fees	**20,428**	19,813
Reports	**48,036**	79,076
Travel/Transportation	**75,379**	87,722
	$ 18,372,482	$ 3,816,227

Kandiole Project – Mali
The Kandiole Project is comprised of seven contiguous gold prospective permits, encompassing 289 sq. kilometres, in Mali, West Africa. On July 2, 2020, the Company acquired the Dabia South permit (35 sq. kms – renewal date of February 3, 2022) through the acquisition of Komet Mali SARL (note 6), in which the $3,345,628 acquisition cost was expensed in accordance with the Company's accounting policy for exploration and evaluation expenditures. In addition, the Company entered into five option agreements to acquire six permits, encompassing 254 sq. kilometres. Each option agreement requires the Company to keep each permit in good standing and perform all obligations required by law.

In order to earn a 100% interest in each of the permits under option, the Company shall:

A) Kandiole North Option Agreement (40 sq. kms.), effective November 3, 2017

(a) Pay Touba Mining SARL ("Touba") an aggregate of $80,000 over a three (3) year option period as follows:
- May 3, 2018 $20,000 (paid)
- November 3, 2018 $20,000 (paid)
- May 3, 2019 $10,000 (paid)
- November 3, 2019 $10,000 (paid)
- May 3, 2020 $10,000 (paid)
- November 3, 2020 $10,000 (paid *)

* Paid subsequent to October 31, 2020

(b) Pay permitting fees of 10,000,000 CFA francs (paid) to the Malian government's Direction Nationale de la Geologie et des Mines ("DNGM").

(c) Touba retained a 5% net profit interest ("NPI") and a 2% net smelter return royalty ("NSR") on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for $1,000,000.

- The renewal date for the Kandiole North permit is March 1, 2021.
- Touba has assigned its option rights under its agreement with Oauni-Or SARL to the Company.

EXPLORATION AND EVALUATION (continued)

B) Kandiole West Option Agreement (25 sq. kms.) effective November 3, 2017

(a) Pay Touba an aggregate of $80,000 as follows:
  (i) $5,000 on signing (paid); and,
  (ii) $75,000 over a three (3) year option period as follows:
  - May 3, 2018 $5,000 (paid)
  - November 3, 2018 $10,000 (paid)
  - May 3, 2019 $10,000 (paid)
  - November 3, 2019 $10,000 (paid)
  - May 3, 2020 $20,000 (paid)
  - November 3, 2020 $20,000 (paid *)

  * Paid subsequent to October 31, 2020

(b) Pay permitting fees of 10,000,000 CFA francs (paid) to the DNGM.

(c) Touba retained a 5% net profit interest ("NPI") and a 2% NSR on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for $1,000,000.

- The renewal dated for the Kandiole West permit is June 13, 2021.
- Touba has assigned its option rights under its agreement with Kara Mining SARL to the Company.

C) Segando South and Moussala North Option Agreement (97 sq. kms.) effective March 31, 2018

(a) Pay K.L. Mining SARL and K.A. Gold Mining SARL (collectively, the "Optionor") an aggregate of US$400,000 as follows:
  (i) US$40,000 on signing (paid); and,
  (ii) US$360,000 over a three (3) year option period as follows:
  - March 31, 2019 US$60,000 (paid)
  - March 31, 2020 US$120,000 (paid)
  - March 31, 2021 US$180,000

(b) Incur an aggregate of US$165,000 in exploration expenditures over the option period, as follows:
  - First year US$40,000 (completed)
  - Second year US$60,000 (completed)
  - Third year US$65,000

(c) Pay permitting fees (paid) to the DNGM.

(d) The Optionor retained a 2% NSR on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for US$1,200,000.

- The Moussala North permit (32 sq. kms) was granted by the DNGM to the Company on April 6, 2020. The renewal date for the Moussala North permit is April 6, 2023.
- The DNGM is in the process of formalizing the grant of the Segando South permit (65 sq. kms).

EXPLORATION AND EVALUATION (continued)

D) Niala Option Agreement (75 sq. kms.) effective April 27, 2018

(a) Pay SOLF SARL ("SOLF") an aggregate of $117,500 as follows:
   (i) $12,500 on signing (paid); and,
   (ii) $105,000 over a three (3) year option period as follows:
   - April 27, 2019 $30,000 (paid)
   - April 27, 2020 $35,000 (paid)
   - April 27, 2021 $40,000

(b) Incur an aggregate of $205,000 in exploration expenditures over the option period, as follows:
   - First year $50,000 (completed)
   - Second year $75,000 (completed)
   - Third year $80,000

(c) Pay permitting fees of $5,000,000 CFA francs (paid) to the DNGM.

(d) SOLF retained a 2% NSR on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for $500,000.

- The renewal date for the Niala permit is May 23, 2021.

E) Mankouke Option Agreement (17 sq. kms.) effective June 22, 2018

(a) Pay Minex SARL ("Minex") an aggregate of $250,000 as follows:
   (i) $40,000 on signing (paid); and,
   (ii) $210,000 over a three (3) year option period as follows:
   - June 22, 2019 $60,000 (paid)
   - June 22, 2020 $70,000 (paid)
   - June 22, 2021 $80,000

(b) Issue 1,000,000 common shares of the Company to Minex in four instalments as follows:
   - On signing 250,000 (issued)
   - June 22, 2019 250,000 (issued)
   - June 22, 2020 250,000 (issued)
   - June 22, 2021 250,000

(c) Incur an aggregate of $205,000 in exploration expenditures over the option period, as follows:
   - First year $50,000 (completed)
   - Second year $75,000 (completed)
   - Third year $80,000

(d) Minex retained a 3% NSR on all ore mined from the property. The Company has the right to purchase two-thirds of the NSR (equivalent to a 2% NSR) for US$1,000,000.

- The renewal date for the Mankouke permit is April 3, 2023.

(expressed in Canadian dollars)

12. LEASES

On November 1, 2019, the Company adopted IFRS 16 using the modified retrospective approach. The right-of-use assets and corresponding lease liability were measured at the present value of the remaining lease payments upon the commencement of a lease. The lease payments are discounted using an interest rate of 8%, which is the Company's incremental borrowing rate.

The right-of-use assets and lease liabilities were originally comprised of two office leases, of which one lease was subsequently changed to a short-term lease.

Right-of-use assets		
Adoption of IFRS 16 on November 1, 2019	$	68,224
Additions		49,591
Depreciation		(47,953)
Lease modification		(28,928)
Balance, October 31, 2020	**$**	**40,934**

The continuity of the lease liability is as follows:

Lease liabilities		
Adoption of IFRS 16 on November 1, 2019	**$**	**68,224**
Additions		49,591
Interest on lease liabilities		6,904
Lease modification		(29,885)
Lease payments		(52,280)
Balance, October 31, 2020	**$**	**42,554**
Less: Current portion		(27,800)
Long-term lease liability	**$**	**14,754**

13. RELATED PARTY TRANSACTIONS AND BALANCES

A summary of the compensation of key management (directors/officers) of the Company is included in the table below. Key management are those persons having authority and responsibility for planning, directing and controlling activities, directly or indirectly, of the Company.

		2020		2019
Consulting (i)	**$**	**110,720**	$	1,250
Lease liability payments/Premises (ii)		**30,000**		24,000
Management fees (iii)		**861,699**		222,350
Professional fees (iv)		**43,452**		71,102
Share issuance costs (iv)		**26,350**		34,770
Share-based payments (v)		**1,664,421**		396,169
	$	**2,736,642**	$	749,641

(expressed in Canadian dollars)

RELATED PARTY TRANSACTIONS AND BALANCES (continued)

(i) Consulting fees were paid to a company controlled by a Company officer.

(ii) Rent was paid or became payable to a company controlled by a Company officer for the Company's office in Bedford, Nova Scotia. The office lease expires on April 30, 2022. With the adoption of IFRS 16 on November 1, 2019, the rent payments are now applied to the lease liability account with no restatement to the comparative period. The present value of the right-of use asset and the corresponding lease liability at the time of adoption was $68,224. As at October 31, 2021, the lease liability balance was $42,554 (note 12).

(iii) Management fees were paid or became payable for the services of Company officers.

(iv) Legal fees were paid or became payable to a law firm in which a former Company director is a partner.

(v) Share-based payments represents the fair value assigned to stock options granted to Company directors/officers.

14. COMMITMENTS AND CONTINGENCIES

The Company currently has management services agreements with two Company officers that contain the provision of termination and change of control benefits. The agreements provide that in the event that their services are terminated by the Company, other than for cause, or there is a change in control of the Company then each officer shall be entitled to a lump sum payment amount equal to two (2) years of base remuneration plus one (1) month of current compensation for each year of service, beginning November 1, 2017. The Company has a similar agreement with a consultant. As a triggering event has not taken place, the contingent payments of $758,942 (2019 - $634,644) have not been reflected in these consolidated financial statements.

15. LOSS PER SHARE

Loss per share is calculated using the weighted average number of shares outstanding for the period. For the purposes of calculating the basic and diluted loss per share the effect of the potentially dilutive options and warrants were not included in the calculation as the result would be anti-dilutive.

16. INCOME TAXES

Income Tax Expense
The following table reconciles income taxes calculated at combined Canadian federal and provincial tax rates with the income tax expense in the financial statements:

	2020	2019
Loss before income taxes	**$ (22,451,339)**	$ (5,711,658)
Statutory rate	**26.50%**	26.50%
Expected income tax recovery	**(5,949,605)**	(1,513,589)
Share-based payments	**492,912**	162,329
Non-deductible expenses and other	**22,911**	(40,888)
Effect of foreign tax rates	**(632,218)**	(57,852)
Change in deferred tax assets not recognized	**6,066,000**	1,450,000
Income tax expense	**$ -**	$ -

(expressed in Canadian dollars)

INCOME TAXES (continued)

Deferred Income Taxes
The temporary differences that give rise to future income tax assets and deferred income tax liabilities are presented below:

	2020	2019
Exploration and evaluation costs	**$ 2,008,000**	$ 1,902,000
Non-capital loss carry forwards	**7,418,000**	1,440,000
Share issue costs	**45,000**	63,000
Capital loss carry forwards	**182,000**	182,000
Deferred tax asset	**9,653,000**	3,587,000
Less: Deferred tax assets not recognized	**(9,653,000)**	(3,587,000)
Net deferred income tax asset	**$ -**	$ -

Loss and Tax Credit Carry-forwards
At October 31, 2020, the Company has available non-capital losses to reduce future years' taxable income for Canadian tax purposes of approximately $5,709,000. These losses expire as follows:

2026	$ 173,000
2027	157,000
2028	389,000
2029	198,000
2030	117,000
2031	105,000
2032	115,000
2033	87,000
2034	78,000
2035	79,000
2036	91,000
2037	157,000
2038	504,000
2039	1,297,000
2040	2,162,000
	$ 5,709,000

The Company has $299,679 of Canadian exploration and development costs and $7,276,331 of foreign exploration and development costs that can be carried forward indefinitely and used to offset future taxable income. Additionally, the Company has available $1,373,028 of capital losses that can be carried forward indefinitely to use against future taxable capital gains.

The company has non-capital losses in Mali in the amount of $19,682,554 that are carried forward for three years, expiring 2022.

The potential tax benefit relating to these tax losses has not been reflected in these financial statements.

(expressed in Canadian dollars)

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value

The carrying value of cash, accounts payable and accrued liabilities approximates fair value due to the relative short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arms-length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

IFRS 7 establishes a fair value hierarchy that prioritizes the valuation techniques for each financial instrument measured at fair value. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement.

The methods and assumptions used to develop fair value measurements are: Level 1 - includes quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 - includes inputs, other than quoted prices included in Level 1, that are observable for an asset or liability, either directly (i.e. as process) or indirectly (i.e. derived from process); and, Level 3 - includes inputs that are not based on observable data.

As at October 31, 2020 and October 31, 2019, cash was the only financial instrument classified within the fair value hierarchy and was classified as Level 1.

Classification of Financial Instruments

			October 31 2020		October 31 2019
Financial assets					
Cash	Amortized cost	**$**	**2,356,405**	$	240,219
Financial liabilities					
Accounts payable and accrued liabilities	Amortized cost	**$**	**3,672,948**	$	414,462

Risk Management

The primary objectives of the Company's financial risk management procedures are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's financial position, from events that have the potential to materially impair its financial strength. These activities include the preservation of its capital by minimizing risk related to its cash.

The Company does not trade financial instruments for speculative purposes and does not have a risk management committee or written risk management policies. The Company's financial instruments are exposed to the risks described below:

Credit Risk

Credit risk is the risk of financial loss to the Company, if one party to a financial instrument fails to discharge or meet their obligations. Financial instruments that potentially expose the Company to this risk relate to its cash, which is primarily held at a Canadian banking institution and sales tax receivables due from the Canadian government.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Currency Risk
The Company's operates in Canada and Mali and has potential future commitments in Mali that are denominated in the West African CFA franc (FCFA), the Euro (EUR) and the United States dollar (USD), giving rise to market risks from changes in foreign exchange rates. The Company monitors foreign exchange rates on an as needed basis. As at October 31, 2020, a 10% change in the USD or the EUR exchange rate would impact the Company's loss by approximately $214,000 (2019 - $30,000) and $201,000 (2019 – $nil), respectively.

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 interest rates The Company's excess cash is invested in financial instruments that provide safety and flexibility for early redemption. The Company's excess cash is subject to interest rate risk resulting from fluctuations in prime rates.

Liquidity Risk
Liquidity risk management requires maintaining sufficient cash, liquid investments or credit facilities to meet the Company's operating expenditures and commitments, as they come due. The Company manages liquidity risk through the management of its capital structure as described in Note 5. The Company does not have any income from operations or a regular source of income and is highly dependent on its working capital and equity funding to support its exploration and corporate activities. There can be no assurance that the Company will be successful in its fund raising activities.

As at October 31, 2020, the Company had cash of $2,356,405 (2019 - $240,219) to settle current liabilities of $3,717,274 (2019 - $414,462). Subsequent to October 31, 2020, the Company's cash position was significantly enhanced through the exercise of 33,366,014 warrants (note 18). The Company currently has 20,239,639 warrants that are "in the money", representing potential additional proceeds of $3,573,346. The Company will need to raise additional capital to fund a portion of its 2021 exploration activities.

18. SUBSEQUENT EVENTS

(a) Subsequent to October 31, 2020, the Company received proceeds of $6,115,971 from the exercise of 33,366,014 warrants and broker warrants. Included in these exercises, is the exercise of all of the $0.14 broker warrants issued on March 21, 2019 (note 9). As a result of the exercise these broker warrants, the Company issued an additional 1,869,714 warrants at an exercise price of $0.22 per warrant. The additional $0.22 warrants were then exercised on January 22, 2021 for cash proceeds of $411,337.

(b) Subsequent to October 31, 2020, the Company received proceeds $180,000 from the exercise of 1,400,000 stock options.

(c) On January 11, 2021, the Company announced it had acquired the Mankouke West permit, encompassing 16 sq. km, for its Kandiole Project. The Company entered into an option agreement with Touba Mining SARL (the "Optionor") and to exercise the option the Company is required to:

(i) Pay the Optionor $10,000 upon receipt of the authorization permit for exploration.
(ii) Pay permitting fees.

The Optionor shall retain a 1% net smelter return royalty ("NSR") on all ore mined from the property. The Company has the right to purchase the entire NSR for CDN $1 million.

SUBSEQUENT EVENTS (continued)

(d) On February 8, 2021, the Company granted 3,500,000 stock options to a Company director. Of these options, 1,500,000 vested immediately and 1,000,000 options shall vest on February 8, 2022 and on February 8, 2023. The options were issued with an exercise price of $0.385 and have a five year term, expiring on February 8, 2026.

(e) On February 5, 2021, the Company entered into an option agreement with SO.FI.SI Mining SARLU (the "Optionor") to acquire the Segondo West permit, encompassing 42 sq. km., for its Kandiole Project. To exercise the option the Company is required to:

(i) Pay an aggregate of 65,000,000 CFA francs (approximately CDN $150,000) to the Optionor in the following installments:
- 10,000,000 FCFA (approximately CDN $23,000) on signing (paid);
- 20,000,000 FCFA (approximately CDN $46,000) by February 5, 2022; and,
- 35,000,000 FCFA (approximately CDN $81,000) by February 5, 2023.

(ii) Incur an aggregate of 160,000,000 (approximately CDN $368,000) in exploration expenditures over the option period, as follows:
- 50,000,000 FCFA (approximately CDN $115,000) by February 5, 2022; and,
- 110,000,000 FCFA (approximately CDN $253,000) by February 5, 2023.

The Optionor retained a 2% net smelter return royalty ("NSR") on all ore mined from the property. The Company has the right to purchase one-half of the NSR (equivalent to a 1% NSR) for 450,000,000 CFA francs (approximately CDN $1 million).