

# cora gold

West African Gold Developer



Interim Report 2023

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## Company Information

<b>Company Name</b>	Cora Gold Limited
<b>Directors</b>	Edward Bowie <i>Non-Executive Director (Independent) &amp; Chair of the Board of Directors</i> Andrew Chubb <i>Non-Executive Director (Independent)</i> Robert Monro <i>Chief Executive Officer &amp; Director</i> David Pelham <i>Non-Executive Director (Independent)</i> Paul Quirk <i>Non-Executive Director</i>
<b>Company Secretary</b>	Craig Banfield <i>Chief Financial Officer &amp; Company Secretary</i>
<b>Country of Incorporation</b>	British Virgin Islands
<b>Company Number</b>	1701265
<b>Registered Agent and Office</b>	<i>Registered Agent</i> CO Services (BVI) Ltd  <i>Registered Office</i> Rodus Building Road Reef Marina P.O. Box 3093 Road Town Tortola VG1110 British Virgin Islands
<b>Nominated Adviser and Broker</b>	Cavendish Capital Markets Limited (formerly finnCap Ltd) One Bartholomew Close London EC1A 7BL United Kingdom
<b>Principal Legal Adviser</b>	Mildwaters Consulting LLP Walton House 25 Bilton Road Rugby CV22 7AG United Kingdom
<b>Financial Public Relations</b>	St Brides Partners Limited Warnford Court 29 Throgmorton Street London EC2N 2AT United Kingdom
<b>Independent Auditor</b>	PKF Littlejohn LLP Statutory Auditor 15 Westferry Circus London E14 4HD United Kingdom

<b>Registrar and Depositary</b>	<i>Registrar</i>	
	Computershare Investor Services (BVI) Limited Woodbourne Hall P.O. Box 3162 Road Town Tortola VG1110 British Virgin Islands	
	<i>Depositary</i>	
	Computershare Investor Services PLC The Pavilions Bridgwater Road Bristol BS99 6ZZ United Kingdom	
	<i>Shareholder enquiries</i>	
	Website	<a href="http://www.computershare.com/uk">www.computershare.com/uk</a>
	Email	<a href="mailto:WebCorres@computershare.co.uk">WebCorres@computershare.co.uk</a>
	Telephone	+44-(0)370-702-0000
<b>Exchange Price Information Code (EPIC)</b>	CORA.L	
<b>Financial Information Short Name (FISN)</b>	CORA GOLD LTD/SH SH	
<b>International Securities Identification Number (ISIN)</b>	VGG2423W1077	
<b>CUSIP International Numbering System (CINS)</b>	G2423W107	
<b>Stock Exchange Daily Official List (SEDOL)</b>	BF012B2	
<b>Legal Entity Identifier (LEI)</b>	213800TW2N9JJYCUDD71	
<b>Website</b>	<a href="http://www.coragold.com">www.coragold.com</a>	
<b>X (formerly Twitter)</b>	@cora_gold	
<b>LinkedIn</b>	<a href="http://www.linkedin.com/company/cora-gold/">www.linkedin.com/company/cora-gold/</a>	
<b>Contact and Enquiries</b>	General	<a href="mailto:info@coragold.com">info@coragold.com</a>
	Investors	<a href="mailto:investors@coragold.com">investors@coragold.com</a>
	Careers / Jobs	<a href="mailto:jobs@coragold.com">jobs@coragold.com</a>
	Financial Public Relations	<a href="mailto:pr@coragold.com">pr@coragold.com</a>

## Consolidated Statement of Financial Position

As at 30 June 2023 and 2022, and 31 December 2022

All amounts stated in thousands of United States dollar

	Note(s)	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
<b>Non-current assets</b>				
Intangible assets	3	23,049	23,954	23,826
<b>Current assets</b>				
Trade and other receivables	4	51	143	91
Cash and cash equivalents	5	18,494	2,022	461
		18,545	2,165	552
<b>Total assets</b>		<b>41,594</b>	<b>26,119</b>	<b>24,378</b>
<b>Current liabilities</b>				
Trade and other payables	6	(263)	(407)	(193)
Convertible loan notes	7	(16,360)	-	-
<b>Total liabilities</b>		<b>(16,623)</b>	<b>(407)</b>	<b>(193)</b>
<b>Net current assets</b>		<b>1,922</b>	<b>1,758</b>	<b>359</b>
<b>Net assets</b>		<b>24,971</b>	<b>25,712</b>	<b>24,185</b>
<b>Equity and reserves</b>				
Share capital	8	31,541	28,202	28,202
Retained deficit		(6,570)	(2,490)	(4,017)
<b>Total equity</b>		<b>24,971</b>	<b>25,712</b>	<b>24,185</b>

The notes on pages 10 to 17 form an integral part of the Condensed Consolidated Financial Statements.

## Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022

All amounts stated in thousands of United States dollar (unless otherwise stated)

		Six months ended 30 June 2023 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2022 US\$'000 <i>Unaudited</i>	Year ended 31 December 2022 US\$'000
	<i>Note(s)</i>			
<b>Expenses</b>				
Overhead costs		(593)	(951)	(1,502)
Finance costs		(485)	-	-
Impairment of intangible assets	3	(1,777)	(3)	(1,012)
		<b>(2,855)</b>	<b>(954)</b>	<b>(2,514)</b>
<b>Other income</b>				
Interest income		243	-	-
		<b>243</b>	-	-
<b>Loss before income tax</b>		<b>(2,612)</b>	<b>(954)</b>	<b>(2,514)</b>
Income tax		-	-	-
<b>Loss for the period</b>		<b>(2,612)</b>	<b>(954)</b>	<b>(2,514)</b>
Other comprehensive income		-	-	-
<b>Total comprehensive loss for the period</b>		<b>(2,612)</b>	<b>(954)</b>	<b>(2,514)</b>
<b>Earnings per share from continuing operations attributable to owners of the parent</b>				
Basic and fully diluted earnings per share (United States dollar)	2	(0.0077)	(0.0033)	(0.0087)

The notes on pages 10 to 17 form an integral part of the Condensed Consolidated Financial Statements.

## Consolidated Statement of Changes in Equity

For the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022

All amounts stated in thousands of United States dollar

	Share capital US\$'000	Retained deficit US\$'000	Total equity US\$'000
<b>As at 01 January 2022</b>	<b>28,202</b>	<b>(1,614)</b>	<b>26,588</b>
Loss for the year	-	(2,514)	(2,514)
<b>Total comprehensive loss for the year</b>	<b>-</b>	<b>(2,514)</b>	<b>(2,514)</b>
Share based payments - share options	-	111	111
<b>Total transactions with owners, recognised directly in equity</b>	<b>-</b>	<b>111</b>	<b>111</b>
<b>As at 31 December 2022</b>	<b>28,202</b>	<b>(4,017)</b>	<b>24,185</b>
<i>Unaudited</i>			
<b>As at 01 January 2022</b>	<b>28,202</b>	<b>(1,614)</b>	<b>26,588</b>
Loss for the period	-	(954)	(954)
<b>Total comprehensive loss for the period</b>	<b>-</b>	<b>(954)</b>	<b>(954)</b>
Share based payments - share options	-	78	78
<b>Total transactions with owners, recognised directly in equity</b>	<b>-</b>	<b>78</b>	<b>78</b>
<b>As at 30 June 2022 <i>Unaudited</i></b>	<b>28,202</b>	<b>(2,490)</b>	<b>25,712</b>

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	Share capital US\$'000	Retained deficit US\$'000	Total equity US\$'000
<i>Unaudited</i>			
<b>As at 01 January 2023</b>	<b>28,202</b>	<b>(4,017)</b>	<b>24,185</b>
Loss for the period	-	(2,612)	(2,612)
<b>Total comprehensive loss for the period</b>	<b>-</b>	<b>(2,612)</b>	<b>(2,612)</b>
Proceeds from shares issued	3,928	-	3,928
Issue costs	(589)	-	(589)
Share based payments - share options	-	59	59
<b>Total transactions with owners, recognised directly in equity</b>	<b>3,339</b>	<b>59</b>	<b>3,398</b>
<b>As at 30 June 2023 <i>Unaudited</i></b>	<b>31,541</b>	<b>(6,570)</b>	<b>24,971</b>

The notes on pages 10 to 17 form an integral part of the Condensed Consolidated Financial Statements.



## Consolidated Statement of Cash Flows

For the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022

All amounts stated in thousands of United States dollar

		Six months ended 30 June 2023 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2022 US\$'000 <i>Unaudited</i>	Year ended 31 December 2022 US\$'000
	<i>Note(s)</i>			
<b>Cash flows from operating activities</b>				
Loss for the period		(2,612)	(954)	(2,514)
Adjustments for:				
Share based payments - share options		59	78	111
Finance costs		485	-	-
Impairment of intangible assets	3	1,777	3	1,012
Decrease in trade and other receivables		40	65	117
Increase / (decrease) in trade and other payables		70	(163)	(377)
<b>Net cash used in operating activities</b>		<b>(181)</b>	<b>(971)</b>	<b>(1,651)</b>
<b>Cash flows from investing activities</b>				
Additions to intangible assets	3	(1,000)	(2,383)	(3,264)
<b>Net cash used in investing activities</b>		<b>(1,000)</b>	<b>(2,383)</b>	<b>(3,264)</b>
<b>Cash flows from financing activities</b>				
Proceeds from convertible loan notes issued	7	15,875	-	-
Proceeds from shares issued	8	3,928	-	-
Issue costs	8	(589)	-	-
<b>Net cash generated from financing activities</b>		<b>19,214</b>	<b>-</b>	<b>-</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>18,033</b>	<b>(3,354)</b>	<b>(4,915)</b>
<b>Cash and cash equivalents at beginning of period</b>	5	<b>461</b>	<b>5,376</b>	<b>5,376</b>
<b>Cash and cash equivalents at end of period</b>	5	<b>18,494</b>	<b>2,022</b>	<b>461</b>

The notes on pages 10 to 17 form an integral part of the Condensed Consolidated Financial Statements.

## Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022

All tabulated amounts stated in thousands of United States dollar (unless otherwise stated)

### 1. General information

The principal activity of Cora Gold Limited ('the Company') and its subsidiaries (together the 'Group') is the exploration and development of mineral projects, with a primary focus in West Africa. The Company is incorporated and domiciled in the British Virgin Islands. The address of its registered office is Rodus Building, Road Reef Marina, P.O. Box 3093, Road Town, Tortola VG1110, British Virgin Islands.

The condensed consolidated interim financial statements of the Group for the six months ended 30 June 2023 comprise the results of the Group and have been prepared in accordance with AIM Rules for Companies. As permitted, the Company has chosen not to adopt IAS 34 'Interim Financial Reporting' in preparing these interim financial statements.

The condensed consolidated interim financial statements for the period 01 January to 30 June 2023 are unaudited. In the opinion of the directors the condensed consolidated interim financial statements for the period present fairly the financial position, and results from operations and cash flows for the period in conformity with generally accepted accounting principles consistently applied. The condensed consolidated interim financial statements incorporate unaudited comparative figures for the interim period 01 January to 30 June 2022 and extracts from the audited consolidated financial statements for the year ended 31 December 2022.

The interim report has not been audited or reviewed by the Company's auditor.

With the exception of the accounting policy set out below regarding convertible loan notes and related accounting judgements, the key risks and uncertainties and critical accounting estimates remain unchanged from 31 December 2022 and the accounting policies adopted are consistent with those used in the preparation of its financial statements for the year ended 31 December 2022.

#### *Accounting policy - convertible loan notes*

The convertible loan notes, convertible into ordinary shares in the capital of the Company, issued during the six months ended 30 June 2023 are not for a fixed number of ordinary shares and in the event that they are not converted then repayment is in cash. In accordance with IAS 32 'Financial Instruments: Presentation' the Company's convertible loan notes are classified as financial liability instruments. Proceeds from the issue of convertible loan notes are recognised as debt until such time as they are converted either at the election of the holder or when certain preconditions are satisfied when they become recognised as equity. See Note 7 for further details regarding the convertible loan notes.

As at 30 June 2023 and 2022, and 31 December 2022 the Company held:

- a 100% shareholding in Cora Gold Mali SARL (registered in the Republic of Mali; the address of its registered office is Rue 224 Porte 1279, Hippodrome 1, BP 2788, Bamako, Republic of Mali);
- a 100% shareholding in Cora Exploration Mali SARL (the address of its registered office is Rue 224 Porte 1279, Hippodrome 1, BP 2788, Bamako, Republic of Mali);
- a 95% shareholding in Sankarani Ressources SARL (the address of its registered office is Rue 841 Porte 202, Faladie SEMA, BP 366, Bamako, Republic of Mali). The remaining 5% of Sankarani Ressources SARL can be purchased from a third party for US\$1 million; and
- Cora Resources Mali SARL (registered in the Republic of Mali; the address of its registered office is Rue 841 Porte 202, Faladie SEMA, BP 366, Bamako, Republic of Mali) was a wholly owned subsidiary of Sankarani Ressources SARL.

## 2. Earnings per share

The calculation of the basic and fully diluted earnings per share attributable to the equity shareholders is based on the following data:

	Six months ended 30 June 2023 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2022 US\$'000 <i>Unaudited</i>	Year ended 31 December 2022 US\$'000
Net loss attributable to equity shareholders	(2,612)	(954)	(2,514)
Weighted average number of shares for the purpose of basic and fully diluted earnings per share (000's)	338,577	289,557	289,557
Basic and fully diluted earnings per share (United States dollar)	(0.0077)	(0.0033)	(0.0087)

As at 30 June 2023, 2022 and 31 December 2022 the Company's issued and outstanding capital structure comprised a number of ordinary shares and share options (see Note 8).

## 3. Intangible assets

Intangible assets relate to exploration and evaluation project costs capitalised as at 30 June 2023 and 2022, and 31 December 2022, less impairment.

	Six months ended 30 June 2023 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2022 US\$'000 <i>Unaudited</i>	Year ended 31 December 2022 US\$'000
As at 01 January	23,826	21,574	21,574
Additions	1,000	2,383	3,264
Impairment	(1,777)	(3)	(1,012)
As at period end	23,049	23,954	23,826

Additions to project costs during the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022 were in the following geographical areas:

	Six months ended 30 June 2023 US\$'000 <i>Unaudited</i>	Six months ended 30 June 2022 US\$'000 <i>Unaudited</i>	Year ended 31 December 2022 US\$'000
Mali	984	2,376	3,256
Senegal	16	7	8
Additions to project costs	1,000	2,383	3,264

Impairment of project costs during the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022 relate to the following terminated projects:

	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
Siékorolé (Yanfolila Project Area, Mali)	791	-	-
Tékélé Dougou (Yanfolila Project Area, Mali)	514	-	-
Farassaba III (Yanfolila Project Area, Mali)	414	-	-
Farani (Yanfolila Project Area, Mali)	53	-	-
Tagan (Yanfolila Project Area, Mali)	5	-	891
Winza (Yanfolila Project Area, Mali)	-	2	5
Kakadian (Kenieba Project Area, Mali / Senegal)	-	1	-
Satifara Sud (Kenieba Project Area, Mali / Senegal)	-	-	116
Impairment of project costs	1,777	3	1,012

Cora's primary focus is on further developing the Sanankoro Gold Project in Mali and following a review of projects in 2023 the board of directors decided to terminate all projects in the Yanfolila Project Area (Mali), being the Farani, Farassaba III, Siékorolé and Tékélé Dougou permits. In previous periods, other projects which were terminated were considered by the directors to be no longer prospective.

Project costs capitalised as at 30 June 2023 and 2022, and 31 December 2022 related to the following geographical areas:

	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
Mali	22,525	23,447	23,318
Senegal	524	507	508
As at period end	23,049	23,954	23,826

#### 4. Trade and other receivables

	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
Other receivables	-	107	-
Prepayments and accrued income	51	36	91
	<u>51</u>	<u>143</u>	<u>91</u>

#### 5. Cash and cash equivalents

Cash and cash equivalents held as at 30 June 2023 and 2022, and 31 December 2022 were in the following currencies:

	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
United States dollar (US\$)	18,371	7	5
British pound sterling (GBP£)	77	1,800	421
CFA franc (XOF)	45	214	34
Euro (EUR€)	1	1	1
	<u>18,494</u>	<u>2,022</u>	<u>461</u>

#### 6. Trade and other payables

	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
Trade payables	170	215	58
Other payables	-	34	30
Accruals	93	158	105
	<u>263</u>	<u>407</u>	<u>193</u>

#### 7. Convertible loan notes

	30 June 2023 US\$'000 <i>Unaudited</i>	30 June 2022 US\$'000 <i>Unaudited</i>	31 December 2022 US\$'000
Convertible loan notes	16,360	-	-
	<u>16,360</u>	<u>-</u>	<u>-</u>

On 13 March 2023 the Company closed a subscription for:

- 80,660,559 ordinary shares in the capital of the Company at a price of US\$0.0487 per ordinary share for total gross proceeds of US\$3,928,169.26 (see Note 8); and
- convertible loan notes ('CLN' or 'Convertible Loan Notes') convertible into ordinary shares in the capital of the Company in accordance with the Convertible Loan Note Instrument dated 28 February 2023 for a total of US\$15,875,000

(together the 'Fundraising'). Certain directors of the Company participated in this Fundraising.

As at 30 June 2023 the Company had an unsecured obligation in relation to issued and outstanding Convertible Loan Notes for a total of US\$15,875,000, being convertible into ordinary shares in accordance with the Convertible Loan Note Instrument dated 28 February 2023. These Convertible Loan Notes were issued on 13 March 2023 and have a maturity date of 09 September 2023. In the event that any Convertible Loan Notes are not converted on or prior to their maturity date then such Convertible Loan Notes are repayable at a 5% premium to the total amount outstanding under the CLN. As at 30 June 2023 finance costs of US\$485,000 have been accrued in respect of the 5% premium.

The Convertible Loan Note Instrument dated 28 February 2023 sets out the terms of the CLN, which are principally as follows:

- Maturity Date: 09 September 2023.
- Coupon: 0%.
- Mandatory Conversion: In the event of conclusion of definitive binding agreements in respect of senior debt for the Sanankoro Gold Project and such agreements being unconditional:
  - on or prior to 11 June 2023, at the lower of (a) US\$0.0596 per ordinary share, (b) the market price per ordinary share as at the date of the Mandatory Conversion and (c) the price of any equity issuance by the Company in the prior 60 days (excluding shares issued pursuant to the Company's Share Option Scheme or pursuant to terms of any other agreement entered into prior to 13 March 2023);
  - after 11 June 2023, at the lower of (a) US\$0.0542 per ordinary share, (b) the market price per ordinary share as at the date of the Mandatory Conversion and (c) the price of any equity issuance by the Company in the prior 60 days (excluding shares issued pursuant to the Company's Share Option Scheme or pursuant to terms of any other agreement entered into prior to 13 March 2023).
- Voluntary Conversion: At the election of the holder at any time after 11 June 2023, at US\$0.0569 per ordinary share.
- Repayment: Repayable on Maturity Date, if not converted, or earlier, at the option of the holder, in the case of a (i) a change of control of the Company (ii) the merger or sale of the Company (including the sale of substantially all of the assets), at a 5% premium to the total amount outstanding under the CLN.
- Other: CLN are issued fully paid in amount and are fully transferable.

In addition, holders of CLN issued on 13 March 2023 were granted proportionate participation in a Net Smelter Royalty ('NSR') of 1% in respect of all ores, minerals, metals and materials containing gold mined and sold or removed from the Sanankoro Gold Project, until 250,000 ozs of gold has been produced and sold from the Sanankoro Gold Project, provided that the Company may purchase and terminate the NSR, in full and not in part, at any time for a value of US\$3 million.

Prior to the maturity date of 09 September 2023 for the Convertible Loan Notes issued on 13 March 2023 for a total of US\$15,875,000, the holders of CLN approved amendments to the Convertible Loan Note Instrument dated 28 February 2023 (see Note 12).

## 8. Share capital

The Company is authorised to issue an unlimited number of no par value shares of a single class.

As at 31 December 2021 the Company's issued and outstanding capital structure comprised:

- 289,557,159 ordinary shares;
- share options over 1,225,000 ordinary shares in the capital of the Company exercisable at 16.5 pence (British pound sterling) per ordinary share expiring on 18 December 2022;
- share options over 4,950,000 ordinary shares in the capital of the Company exercisable at 8.5 pence (British pound sterling) per ordinary share expiring on 09 October 2023;
- share options over 4,600,000 ordinary shares in the capital of the Company exercisable at 10

- pence (British pound sterling) per ordinary share expiring on 12 October 2025; and
- share options over 6,650,000 ordinary shares in the capital of the Company exercisable at 10.5 pence (British pound sterling) per ordinary share expiring on 08 December 2026.

During the six months ended 30 June 2022:

- on 14 May 2022 share options over 100,000 ordinary shares in the capital of the Company exercisable at 10.5 pence (British pound sterling) per ordinary share expiring on 08 December 2026 were cancelled.

As at 30 June 2022 the Company's issued and outstanding capital structure comprised:

- 289,557,159 ordinary shares;
- share options over 1,225,000 ordinary shares in the capital of the Company exercisable at 16.5 pence (British pound sterling) per ordinary share expiring on 18 December 2022;
- share options over 4,950,000 ordinary shares in the capital of the Company exercisable at 8.5 pence (British pound sterling) per ordinary share expiring on 09 October 2023;
- share options over 4,600,000 ordinary shares in the capital of the Company exercisable at 10 pence (British pound sterling) per ordinary share expiring on 12 October 2025; and
- share options over 6,550,000 ordinary shares in the capital of the Company exercisable at 10.5 pence (British pound sterling) per ordinary share expiring on 08 December 2026.

During the six months ended 31 December 2022:

- on 18 December 2022 share options over 1,225,000 ordinary shares in the capital of the Company exercisable at 16.5 pence (British pound sterling) per ordinary share expired.

As at 31 December 2022 the Company's issued and outstanding capital structure comprised:

- 289,557,159 ordinary shares;
- share options over 4,950,000 ordinary shares in the capital of the Company exercisable at 8.5 pence (British pound sterling) per ordinary share expiring on 09 October 2023;
- share options over 4,600,000 ordinary shares in the capital of the Company exercisable at 10 pence (British pound sterling) per ordinary share expiring on 12 October 2025; and
- share options over 6,550,000 ordinary shares in the capital of the Company exercisable at 10.5 pence (British pound sterling) per ordinary share expiring on 08 December 2026.

During the six months ended 30 June 2023:

- on 13 March 2023:
  - the Company closed a subscription for:
    - 80,660,559 ordinary shares in the capital of the Company at a price of US\$0.0487 per ordinary share for total gross proceeds of US\$3,928,169.26; and
    - Convertible Loan Notes convertible into ordinary shares in the capital of the Company in accordance with the Convertible Loan Note Instrument dated 28 February 2023 for a total of US\$15,875,000 (see Note 7) (together the 'Fundraising'). Certain directors of the Company participated in this Fundraising.
  - the board of directors granted and approved share options over 14,350,000 ordinary shares in the capital of the Company exercisable at 4 pence (British pound sterling) per ordinary share expiring on 13 March 2028.

As at 30 June 2023 the Company's issued and outstanding capital structure comprised:

- 370,217,718 ordinary shares;
- share options over 4,950,000 ordinary shares in the capital of the Company exercisable at 8.5 pence (British pound sterling) per ordinary share expiring on 09 October 2023;
- share options over 4,600,000 ordinary shares in the capital of the Company exercisable at 10 pence (British pound sterling) per ordinary share expiring on 12 October 2025;
- share options over 6,550,000 ordinary shares in the capital of the Company exercisable at 10.5 pence (British pound sterling) per ordinary share expiring on 08 December 2026; and
- share options over 14,350,000 ordinary shares in the capital of the Company exercisable at 4 pence (British pound sterling) per ordinary share expiring on 13 March 2028.

In addition, the Company had an unsecured obligation in relation to issued and outstanding Convertible Loan Notes for a total of US\$15,875,000 (see Note 7).

Movements in capital during the six months ended 30 June 2023 and 2022, and the year ended 31 December 2022 were as follows:

		Share options over number of ordinary shares (exercise price per ordinary share; expiring date)					
	Number of ordinary shares	16.5 pence; 18 December 2022	8.5 pence; 09 October 2023	10 pence; 12 October 2025	10.5 pence; 08 December 2026	4 pence; 13 March 2028	Proceeds US\$'000
As at 01 January 2022	289,557,159	1,225,000	4,950,000	4,600,000	6,650,000	-	28,202
Cancellation of share options	-	-	-	-	(100,000)	-	-
As at 30 June 2022 <i>Unaudited</i>	289,557,159	1,225,000	4,950,000	4,600,000	6,550,000	-	28,802
Expiry of share options	-	(1,225,000)	-	-	-	-	-
As at 31 December 2022	289,557,159	-	4,950,000	4,600,000	6,550,000	-	28,202
Subscription	80,660,559	-	-	-	-	-	3,928
Issue costs	-	-	-	-	-	-	(589)
Granting of share options	-	-	-	-	-	14,350,000	-
As at 30 June 2023 <i>Unaudited</i>	370,217,718	-	4,950,000	4,600,000	6,550,000	14,350,000	31,541

## 9. Ultimate controlling party

The Company does not have an ultimate controlling party.

As at 30 June 2023 the Company's largest shareholder was Brookstone Business Inc ('Brookstone') which held 103,329,906 ordinary shares, being 27.91% of the total number of ordinary shares issued and outstanding. Brookstone is wholly owned and controlled by First Island Trust Company Ltd as Trustee of The Nodo Trust, being a discretionary trust with a broad class of potential beneficiaries. Patrick Quirk, father of Paul Quirk (Non-Executive Director of the Company), is a potential beneficiary of The Nodo Trust.

Brookstone, Key Ventures Holding Ltd and Paul Quirk (Non-Executive Director of the Company) (collectively the 'Investors'; as at 30 June 2023 their aggregated shareholdings being 31.60% of the total number of ordinary shares issued and outstanding) have entered into a Relationship Agreement on 18 March 2020 to regulate the relationship between the Investors and the Company on an arm's length and normal commercial basis. In the event that Investors' aggregated shareholdings becomes less than 30% then the Relationship Agreement shall terminate. Key Ventures Holding Ltd is wholly owned and controlled by First Island Trust Company Ltd as Trustee of The Sunnaga Trust, being a discretionary trust of which Paul Quirk (Non-Executive Director of the Company) is a potential beneficiary.

## 10. Contingent liabilities

A number of the Company's project areas have potential net smelter return royalty obligations, together with options for the Company to buy out the royalty. At the current stage of development, it is not considered that the outcome of these contingent liabilities can be considered probable or reasonably estimable and hence no provision has been recognised in the financial statements.

## 11. Capital commitments

During 2020 and 2021 the Company entered into contracts with a number of contractors in respect of a Definitive Feasibility Study ('DFS') for the Sanankoro Gold Project. Total estimated costs in respect of the DFS contractors were approximately US\$2,067,000. As at 30 June 2022, under the terms of the contracts, the Company had incurred costs of approximately US\$1,990,000. The DFS was completed in 2022.



## **12. Events after the reporting date**

Prior to the maturity date of 09 September 2023 for the Convertible Loan Notes issued on 13 March 2023 for a total of US\$15,875,000, the holders of CLN approved amendments to the Convertible Loan Note Instrument dated 28 February 2023 (see Note 7). These amendments resulted in the following principal changes to the terms of the CLN:

- Maturity Date: 12 March 2024.
- Mandatory Conversion: In the event of conclusion of definitive binding agreements in respect of senior debt for the Sanankoro Gold Project and such agreements being unconditional:
  - after 09 September 2023, at the lower of (a) US\$0.0487 per ordinary share, (b) the market price per ordinary share as at the date of the Mandatory Conversion and (c) the price of any equity issuance by the Company in the prior 60 days (excluding shares issued pursuant to the Company's Share Option Scheme or pursuant to terms of any other agreement entered into prior to 13 March 2023).
- Voluntary Conversion: At the election of the holder at any time after 09 September 2023, at US\$0.0487 per ordinary share.
- Early Repayment: prior to 09 September 2023, holders of CLN may elect to request the early repayment of outstanding CLN which shall be redeemed by the Company for par value of the principal amount of the CLN plus 5% of the principal amount of the CLN.

The other terms of the CLN, including Coupon and Repayment, remain unchanged.

Following the above amendments to the Convertible Loan Note Instrument dated 28 February 2023 certain holders of CLN requested the early repayment of outstanding CLN for a total principal amount of US\$625,000 plus 5% premium. Accordingly, as at the date of these condensed consolidated interim financial statements, the Company had an unsecured obligation in relation to issued and outstanding CLN for a total of US\$15,250,000, being convertible into ordinary shares in accordance with the Convertible Loan Note Instrument dated 28 February 2023 as amended. These CLN were issued on 13 March 2023 and have a maturity date of 12 March 2024.

## **13. Approval of condensed consolidated interim financial statements**

The condensed consolidated interim financial statements were approved and authorised for issue by the board of directors of Cora Gold Limited on 22 September 2023.