Condensed Interim Consolidated Financial Statements (I	Unaudited)
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For the Three Months Ended March 31, 2019 and 2018 (stated in thousands of US dollars)

Registered office: 199 Bay Street

Suite 5300

Commerce West Street

Toronto

Ontario M5L 1B9

Canada

Company registration number: 776831-1

Company incorporated on: 1 February 2011

Interim Consolidated Statements of Income and Comprehensive Income

(stated in thousands of US dollars)

Unaudited

	Three months ended March 31, 2019 \$'000	Three months ended March 31, 2018 \$'000
Revenues (Note 2)	59,876	91,370
Cost of sales		
- Production costs (Note 2)	(44,173)	(48,986)
- Depreciation (Note 2)	(18,290)	(16,610)
Gross (loss)/profit	(2,587)	25,774
Expenses		
Administrative and other expenses (Note 3)	(2,960)	(1,604)
Exploration and evaluation costs (Note 8)	(3,087)	(2,011)
Loss on lease termination	-	(566)
(Loss)/Profit from operations	(8,634)	21,593
Derivative liability gain	-	104
Foreign exchange gain/(loss)	788	(1,095)
Finance expense	(3,628)	(4,341)
Finance income	52	175
(Loss)/Profit before tax	(11,422)	16,436
Tax for the period (Note 4)	(414)	(6,589)
Net (loss)/profit after tax	(11,836)	9,847
Attributable to:		
- Owners of the Company	(11,938)	8,019
- Non-controlling interest (Note 13)	102	1,828
Other comprehensive income	(11,836)	9,847
Items that may not be reclassified subsequently to profit or loss - Change in fair value through other comprehensive income Items that may be reclassified subsequently to profit or loss	-	31
- Currency translation differences	(95)	(37)
Total comprehensive (loss)/income for the period Attributable to:	(11,931)	9,841
- Owners of the Company	/40 0 00\	0.012
- Non-controlling interest	(12,033) 	8,013 1,828
(Loss)/Earnings per share, basic and diluted (US\$) (Note 5)	(0.15)	0.10

Interim Consolidated Statements of Financial Position

(stated in thousands of US dollars)

Unaudited

	March 31, 2019 \$'000	December 31, 2018 \$'000
Assets		-
Current assets		
Cash and cash equivalents	9,324	3,522
Trade and other receivables (Note 6)	22,211	23,759
Inventories (Note 7)	43,153	45,850
Other assets	1,574	1,731
	76,262	74,862
Non-current assets	•	,
Intangible assets - Exploration and evaluation assets (Note 8)	7,413	6,452
Property, plant and equipment (Note 9)	211,877	224,953
Deferred tax asset	2,585	2,585
Other assets	1,220	1,236
	223,095	235,226
Total assets	299,357	310,088
Liabilities Current liabilities		
Borrowings (Note 10)	28,196	17,663
Trade and other payables	57,360	65,909
Income tax payable	1,600	4,333
Lease liability (Note 11)	1,180	975
Provisions	3,412	3,276
	91,748	92,156
Non-current liabilities		
Borrowings (Note 10)	107,386	106,137
Lease liability (Note 11)	2,014	2,259
Provisions	10,956	10,939
	120,356	119,335
	212,104	211,491
Equity		
Share capital (Note 12)	353,686	353,686
Capital contribution	55,597	55,434
Share based payment reserve	9,411	8,987
Acquisition reserve	(33,060)	(33,060)
Cumulative translation reserve	(551)	(456)
Deficit	(301,569)	(289,631)
Equity attributable to owners	83,514	94,960
Non-controlling interest (Note 13)	3,739	3,637
Total equity	87,253	98,597
Total liabilities and equity	299,357	310,088

Interim Consolidated Statements of Cash Flows

(stated in thousands of US dollars)

Unaudited

	Three months ended March 31, 2019 \$'000	Three months ended March 31, 2018 \$'000
Operating activities		·
Net (loss)/profit after tax	(11,836)	9,847
Tax for the period	414	6,589
(Loss)/ Profit before tax	(11,422)	16,436
Items not affecting cash:		
Share-based payments (Note 3)	424	296
Depreciation (Note 9)	18,318	16,663
Unrealized foreign exchange (gain)/loss	(237)	648
Interest expense	3,628	4,341
Derivative liability gain	-	(104)
Loss on lease termination	-	567
Changes in non-cash working capital		,
Decrease/(Increase) in trade and other receivables	1,699	(6,035)
(Decrease)/Increase in trade and other payables	(6,859)	597
Decrease in inventories	2,697	5,963
Income taxes paid	(3,132)	-
Cash flows from operating activities	5,116	39,372
Investing activities		
Payments to acquire property, plant and equipment	(6,933)	(11,798)
Payments to acquire intangible assets	(961)	(1,761)
Decrease/(Increase) in other assets	173	(60)
Cash flows used in investing activities	(7,721)	(13,619)
Financing activities		
Proceeds from Working Capital Facility (Note 10b)	10,250	-
Repayment of leases of right-of-use assets	(99)	-
Repayment of bank borrowings	-	(19,175)
Finance charges	(1,690)	(1,353)
Cash flows from/(used) in financing activities	8,461	(20,528)
Impact of foreign exchange on cash balance	(54)	-
Net increase in cash and cash equivalents	5,802	5,225
Cash and cash equivalents at beginning of period	3,522	17,787
Cash and cash equivalents at end of period	9,324	23,012

Interim Consolidated Statements of Changes in Equity (stated in thousands of US dollars)

Ùnaudited

	Total Equity Attributable to Owners									
	Share capital	Capital contribution	Share- based payment reserve	Acquisition reserve	Equity investment reserve	Cumulative translation reserve	Deficit	Total	Non- controlling Interest	Total Equity
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Balance at January 1, 2018	353,653	54,022	7,840	(33,060)	(487)	(466)	(259,306)	122,196	3,714	125,910
Profit for the period	-	-	-	-	-	-	8,019	8,019	1,828	9,847
Other comprehensive income/(loss) for period		-	-	-	31	(37)	-	(6)	-	(6)
Total comprehensive income/(loss) for period	-	-	-	-	31	(37)	8,019	8,013	1,828	9,841
Share-based payments	-	-	296	-	-	-	-	296	-	296
Related party loans (Note 10c)	-	409	-	-	-	-	-	409	-	409
Payment of related party loans (Note 10b)		(1,228)	-	-	-	-	-	(1,228)	-	(1,228)
Balance at March 31, 2018	353,653	53,203	8,136	(33,060)	(456)	(503)	(251,287)	129,686	5,542	135,228
Balance at January 1, 2019	353,686	55,434	8,987	(33,060)	-	(456)	(289,631)	94,960	3,637	98,597
Loss for the period	-	-	-	-	-	-	(11,938)	(11,938)	102	(11,836)
Other comprehensive loss for period		-	-	-	-	(95)	-	(95)	-	(95)
Total comprehensive loss for period	-	-	-	-	-	(95)	(11,938)	(12,033)	102	(11,931)
Share-based payments	-	-	424	-	-	-	-	424	-	424
Drawdown on Working Capital Facility (Note 10b)		163		-	-	-		163		163
Balance at March 31, 2019	353,686	55,597	9,411	(33,060)	-	(551)	(301,569)	83,514	3,739	87,253

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

1 Nature of operations and basis of preparation

Avesoro Resources Inc. ("Avesoro" or the "Company"), was incorporated under the Canada Business Corporations Act on February 1, 2011. The focus of Avesoro's business is the exploration, development and operation of gold assets in West Africa, specifically the New Liberty Gold Mine in Liberia and the Youga Gold Mine in Burkina Faso.

The Company's parent company is Avesoro Jersey Limited ("AJL"), a company incorporated in Jersey and Mr. Murathan Doruk Günal is the ultimate beneficial owner.

These condensed interim consolidated financial statements ("interim financial statements") have been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting". They do not include all disclosures that would otherwise be required in a complete set of financial statements. They follow accounting policies and methods of their application consistent with the audited consolidated financial statements for the year ended December 31, 2018 with the exception of the adoption of IFRS 16, "Leases" which has no impact other than to reclassify the finance lease assets to right of use assets. Accordingly, they should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2018.

These interim financial statements were authorised by the Board of Directors on May 14, 2019.

Going concern

As at March 31, 2019, the Company had cash and cash equivalents of \$9.3 million and net current liabilities of \$15.5 million including debt repayments of \$29.3 million in the next twelve months.

The Company's cash flow forecasts based on the recently announced Technical Reports prepared in accordance with the requirements of National Instrument 43-101 for New Liberty and Youga Gold Mines show that the Company will generate sufficient free cash to continue in operational existence for the foreseeable future. The Company continues to adopt the going concern basis of accounting in preparing the consolidated financial statements.

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

2 Segment information

The Company is engaged in the exploration, development and operation of gold projects in the West African countries of Liberia, Burkina Faso and Cameroon. Information presented to the Chief Executive Officer for the purposes of resource allocation and assessment of segment performance is focused on the geographical location of mining operations. The reportable segments under IFRS 8 are as follows:

- New Liberty operations;
- Burkina operations which include the Youga Gold Mine and Balogo satellite deposit;
- Exploration; and
- Corporate.

Following is an analysis of the Group's results, assets and liabilities by reportable segment for the three months ended March 31, 2019:

	New Liberty operations	Burkina operations	Exploration	Corporate	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
(Loss)/Profit for the period	(8,182)	2,197	(2,810)	(3,041)	(11,836)
Revenues	34,300	25,426	-	150	59,876
Production costs					
- Mine operating costs	(22,733)	(20,954)	-	(55)	(43,742)
- Change in inventories	(305)	(126)	-	-	(431)
	(23,038)	(21,080)	-	(55)	(44,173)
Depreciation	(16,151)	(2,139)	-	(28)	(18,318)
Segment assets Segment liabilities Capital additions	204,332 (129,757)	71,528 (41,230)	12,196 (2,499)	11,301 (38,618)	299,357 (212,104)
property, plant and equipmentintangible assets	3,704	1,538 961	- -	-	5,242 961

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

2 Segment information (continued)

Following is an analysis of the Group's results, assets and liabilities by reportable segment for the three months ended March 31, 2018:

	New Liberty operations	Burkina operations	Exploration	Corporate	Total
	\$'000	\$'000	\$'000	\$'000	\$'000
Profit/(Loss) for the period	(6,036)	18,280	(1,037)	(1,360)	9,847
Revenues	37,323	54,047	-	-	91,370
Production costs					
- Mine operating costs	(23,261)	(20,687)	-	-	(43,948)
- Change in inventories	(1,752)	(3,286)	-	-	(5,038)
	(25,013)	(23,973)	-	-	(48,986)
Depreciation	(12,546)	(4,064)	(52)	(1)	(16,663)
Segment assets Segment liabilities Capital additions	237,445 (156,097)	99,346 (49,467)	4,000 (4,049)	4,398 (1,198)	345,189 (210,811)
property, plant and equipmentintangible assets	16,448 -	8,911 1,760	40 -	-	25,399 1,760

3 Administrative and other expenses

	Three months ended	Three months ended
	March 31, 2019	March 31, 2018
	\$'000	\$'000
Wages and salaries	571	536
Legal and professional	472	302
Share based payments	424	296
Royalty payable to AJL (Note 14)	1,035	-
Depreciation	28	53
Other expenses	430	417
	2,960	1,604

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

4 Income taxes

	Three months ended	Three months ended
	March 31, 2019	March 31, 2018
	\$'000	\$'000
Current taxes	414	4,330
Deferred taxes		2,259
	414	6,589

5 (Loss)/Earnings per share ("EPS")

	Three months ended	Three months ended
	March 31, 2019	March 31, 2018
	\$'000	\$'000
Net (loss)/profit after tax attributable to Owners of the Company	(11,938)	8,019
Weighted average number of outstanding shares for basic EPS	81,575,260	81,560,260
Dilutive share options		402,715
Weighted average number of outstanding shares for diluted EPS	81,575,260	81,962,975
Basic EPS (US\$)	(0.15)	0.10
Diluted EPS (US\$)	(0.15)	0.10

6 Trade and other receivables

	March 31, 2019	December 31, 2018
	\$'000	\$'000
Trade receivable	2,726	165
Other receivables	8,160	11,557
Due from related parties (Note 14)	3,916	3,350
Pre-payments	7,409	8,687
	22,211	23,759

Other receivables as at March 31, 2019 include VAT receivable from the Burkina Faso Government of \$4.5 million (December 31, 2018: \$3.1 million) and a financial asset with respect to factored VAT receivable from the Burkina Faso Government of \$nil (December 31, 2018: \$6.4 million).

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

7 Inventories

	March 31, 2019	December 31, 2018
	\$'000	\$'000
Gold doré	2,063	2,299
Gold in circuit	2,870	3,969
Ore stockpiles	4,893	3,849
Consumables	33,327	35,733
	43,153	45,850

Ore stockpiles as at March 31, 2019 are stated at their net realisable values after cumulative write-down at New Liberty of \$1.9 million (December 31, 2018: \$1.6 million) and a provision for obsolescence of consumables at Youga of \$0.7 million (December 31, 2018: \$0.7 million).

8 Intangible assets - Exploration and evaluation assets

	Three months	Year
	ended	ended
	March 31,	December 31,
	2019	2018
	\$'000	\$'000
Beginning of the period	6,452	-
Additions in the period	961	8,234
Transfer to property, plant and equipment (Note 9)		(1,782)
End of the period	7,413	6,452

Intangible assets as at March 31, 2019 are in respect of capitalised exploration and evaluation assets at Ouaré, located 44 kilometres east of the Youga processing plant. It is the subject of an infill drilling campaign to upgrade the confidence level and classification of the existing mineral resources. Resource modelling and pit design shows that this satellite deposit will add further mine life to Youga.

Exploration and evaluation costs charged to profit and loss arose from the following licence areas:

	Three months ended March 31, 2019	Three months ended March 31, 2018
New Liberty Mineral Development Agreement licence	\$'000 1,040	\$'000 350
Youga exploitation permit	1,214	572
Balogo exploitation permit	543	709
Zerbogo/Songo	251	246
Others	39	134
	3,087	2,011

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

9 Property, plant and equipment

	Mining assets \$'000	Stripping asset \$'000	Mine closure and rehabilitation \$'000	Right-of-use assets \$'000	Machinery and equipment \$'000	Vehicles \$'000	Leasehold improvement \$'000	Total \$'000
Cost								
At January 1, 2018	208,507	16,229	6,212	11,758	74,793	3,092	86	320,677
Additions	6,736	14,957	756	1,232	29,707	516	-	53,904
Transfer from intangible assets	1,782	-	-	-	-	-	-	1,782
Disposals	-	-	-	(7,000)	(1,034)	(335)	-	(8,369)
At December 31, 2018	217,025	31,186	6,968	5,990	103,466	3,273	86	367,994
Additions	1,453	3,438	-	-	351	=	-	5,242
At March 31, 2019	218,478	34,624	6,968	5,990	103,817	3,273	86	373,236
Accumulated depreciation								
At January 1, 2018	52,105	1,838	2,290	2,564	10,880	1,362	86	71,125
Charge for the year	37,618	17,017	1,026	1,265	17,343	544	-	74,813
Disposals		-	-	(1,528)	(1,034)	(335)	-	(2,897)
At December 31, 2018	89,723	18,855	3,316	2,301	27,189	1,571	86	143,041
Charge for the year	12,960	844	275	358	3,684	197	-	18,318
At March 31, 2019	102,683	19,699	3,591	2,659	30,873	1,768	86	161,359
Net book value								
At December 31, 2018	127,302	12,331	3,652	3,689	76,277	1,702	-	224,953
At March 31, 2019	115,795	14,925	3,377	3,331	72,944	1,505	-	211,877

The carrying amount of right-of-use assets as at March 31, 2019 comprises of drill rigs of \$1.1 million (December 31, 2018: \$1.2 million) and fuel storage facility of \$2.2 million (December 31, 2018: \$2.5 million).

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

10 Borrowings

	March 31, 2019	December 31, 2018
	\$'000	\$'000
Current	-	
Bank loan - Senior Facility	6,780	6,676
Working Capital Facility	9,879	-
Related party loan	11,537	10,987
	28,196	17,663
Non-current	·	
Bank loan - Senior Facility	53,010	51,801
Bank Ioan - Subordinated Facility	10,383	10,528
Working Capital Facility	23,951	23,142
Shareholder loan	3,985	3,985
Related party loan	16,057	16,681
	107,386	106,137

(a) Bank loans

On December 17, 2013 the Company entered into an agreement for an \$88 million project finance loan facility with Nedbank Limited and FirstRand Bank Limited (collectively the "Lenders"), (the "Senior Facility"), and also entered into a subordinated loan facility agreement for \$12 million with RMB Resources (the "Subordinated Facility"). On December 9, 2015 the Company entered into an agreement for an additional \$10 million Tranche B Senior Facility (together with the Senior Facility and the Subordinated Facility the "Loan Facilities") provided by the Lenders. These Loan Facilities, which have been fully drawn, financed the development of the Company's New Liberty Gold Mine. \$38.4 million of the Senior Facility principal has been repaid to date.

(b) Working Capital Facility with AJL

	Three months ended March 31, 2019	Year ended December 31, 2018
	\$'000	\$'000
Beginning of the period	23,142	14,938
Fair value of new tranches of loans	10,088	17,947
Repayments	-	(10,801)
Interest charged	600	1,058
End of the period	33,830	23,142

Gross proceeds of new tranches during the period ended March 31, 2019 was \$10.3 million (year ended December 31, 2018: \$21.9 million) of which \$0.2 million (year ended December 31, 2018: \$3.9 million) has been credited to capital contribution. Gross repayments during the period ended March 31, 2019 amounted to \$nil (year ended December 31, 2018: \$13.7 million) of which \$nil (year ended December 31, 2018: \$2.9 million) has been charged to capital contribution.

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

10 Borrowings (continued)

(c) Related party loans payable to Mapa İnşaat ve Ticaret A.Ş. ("Mapa")

	Three months ended March 31, 2019	Year ended December 31, 2018
	\$'000	\$'000
Beginning of the period	27,668	22,263
Fair value of new loans	-	9,916
Repayments	(448)	(6,466)
Interest charged	610	2,439
Unrealised foreign exchange	(236)	(484)
End of the period	27,594	27,668

Gross proceeds of new loans during the period ended March 31, 2019 was \$nil (year ended December 31, 2018: \$10.3 million) of which \$nil (year ended December 31, 2018: \$0.4 million) has been credited to capital contribution. Principal repayments during the period ended March 31, 2019 amounted to \$nil (year ended December 31, 2018: \$4.8 million) and interest repayments during the period ended March 31, 2019 amounted to \$0.4 million (year ended December 31, 2018: \$1.7 million).

11 Lease liability

Lease liability as at March 31, 2019 relates to drill rigs and the fuel storage facility at New Liberty. Lease liability is measured at the present value of the leased payments. Lease payments are apportioned between the finance charges and reduction of lease liability using the incremental borrowing rate implicit in the lease to achieve a constant rate of interest on the remaining balance of the liability.

	March 31, 2019	December 31, 2018
	\$'000	\$'000
Gross lease liability		
- Within one year	1,451	1,266
- Between two and five years	2,229	2,539
	3,680	3,805
Future finance cost	(486)	(571)
Present value of lease liability	3,194	3,234
Current portion	1,180	975
Non-current portion	2,014	2,259

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

12 Equity

(a) Authorised

Unlimited number of common shares without par value.

(b) Issued

	Shares	\$'000
Balance at January 1, 2018	8,156,075,823	353,653
Effect of 100:1 share consolidation	(8,074,515,563)	-
Exercise of stock options	15,000	33
Balance at December 31, 2018 and March 31, 2019	81,575,260	353,686

(c) Stock options

Information relating to stock options outstanding at March 31, 2019 is as follows:

	Ţ	hree months		Year ended
		ended		December 31,
_	Ma	arch 31, 2019		2018
		Weighted		Weighted
		average		average
	Number of	exercise	Number of	exercise price
	options	price per	options	per share
		Cdn\$		Cdn\$
Beginning of the period	4,209,233	3.94	2,829,428	4.96
Options granted	-	-	1,681,000	2.68
Options exercised	-	-	(15,000)	2.66
Options expired	(20,062)	51.00	(13,362)	70.32
Options forfeited	-	-	(272,828)	3.55
Share consolidation adjustment	-	-	(5)	4.96
End of the period	4,189,171	3.71	4,209,233	3.94

13 Non-controlling interest

The composition of the non-controlling interests held by the Government of Burkina Faso is as follows:

	Netiana Mining Bu	urkina Mining	
	Company	Company	Total
	\$'000	\$'000	\$'000
At January 1, 2018	2,202	1,512	3,714
Share in net income	1,140	1,858	2,998
Dividend distribution	(1,673)	(1,402)	(3,075)
At December 31, 2018	1,669	1,968	3,637
Share in net income	(62)	164	102
At March 31, 2019	1,607	2,132	3,739

Notes to Condensed Interim Consolidated Financial Statements (Unaudited) For the three months ended March 31, 2019 and 2018

(in thousands of US dollars unless otherwise stated)

14 Related party transactions

(a) Borrowings

The Company's related party loans payable to Mapa, Working Capital Facility with AJL and loan payable to AJL are disclosed in Note 10.

(b) Royalty payable to AJL

Pursuant to the share purchase agreement between the Company and AJL on the acquisition of the Youga Gold Mine in December 2017, the Company accrued a royalty payable to AJL of \$1.0 million for the period ended March 31, 2019 in respect of a net smelter return on the Youga Gold Mine.

(b) Provision/(purchases) of goods and services

The Company also provided/(purchased) the following services from related parties:

	Three months ended March 31, 2019 \$'000	
Sale of consumables* by the Company to: MNG Gold Liberia Inc., a subsidiary of Company's parent company	167	-
Technical and support staff services provided to: MNG Gold Liberia Inc., a subsidiary of Company's parent company	90	-
Drilling services provided to the Company by: Zwedru Mining Inc., a subsidiary of Company's parent company	(413)	(887)
Drilling services provided to the Company by: Faso Drilling Company SA., a subsidiary of Company's parent company	(565)	(1,450)
Charter plane services provided to the Company by: MNG Gold Liberia Inc., a subsidiary of Company's parent company	(90)	(90)

^{*} Company's gross billings as agents in the procurement, shipping and handling of consumables

Included in trade and other receivables is a receivable from related parties of \$3.9 million as at March 31, 2019 (December 31, 2018: \$3.4 million).

Included in trade and other payables is \$4.7 million payable to related parties as at March 31, 2019 (December 31, 2018: \$3.3 million).

15 Subsequent events

On May 8, 2019, the Company announced the results of an upgraded Mineral Resource and Mineral Reserve Estimate and an updated life-of-mine plan, for its Youga Gold Mine.