

CONSOLIDATED SEMI-ANNUAL FINANCIAL
STATEMENTS

June 30th, 2019

(Expressed in US Dollars)

Approved by Chairman: Ilia Karas

Prepared by: Ousmane Tounkara

Profit and loss statement for the period ended
30th June 2019

(Unaudited - Expressed in US Dollars)

	Period ended	Period ended
	As of June 30, 2019	As of December 31, 2018
REVENUE		
Revenue		
Total Revenue		0
Operating Expenses	(108,424)	(64,618)
Total Operating Expenses	(108,424)	(64,618)
Research and Development, payable		(30,000)
License fees & taxes	-	
Supplies	-	
Total Research and Development Expenses	0	(30,000)
General and Administrative Expenses	(54,876)	(169,967)
Total General and Administrative Expenses	(54,876)	(169,967)
Depreciation		(115,242)
Total Operating Income or Loss	(163,300)	(379,827)
Below-the-Line Items		
Foreign Currency Translation	0	(968)
Net Income	(163,300)	(380,795)

Balance Sheet for the Period ended 30th June 2019

(Expressed in US Dollars)

ASSETS	As of June 30, 2019	As of December 31, 2018
Current Assets		
Cash and cash equivalents	58,732	52,739
Short-term financial instruments	6,818	6,818
Total Current Assets	65,550	59,557
Fixed Assets		
Property, plant & equipment	1,784,366	1,784,366
–Less: accumulated depreciation	(246,308)	(246,308)
Net property plant & equipment	1,538,058	1,538,058
Capitalized exploration and evaluation costs	6,094,015	5,793,765
Total Fixed Assets	7,632,073	7,331,823
TOTAL ASSETS	7,697,623	7,391,380
LIABILITIES		
Current Liabilities		
Bonds Payable and Debt notes	546,140	127,656
Total current liabilities	546,140	127,656
Long Term liabilities		
Accounts Payable	2,209,500	2,209,500
Accrued Liabilities	1,044,146	1,044,146
Long Term Debt	218,959	167,900
Total long-term liabilities	3,472,605	3,421,546
TOTAL LIABILITIES	4,018,745	3,549,202
SHAREHOLDERS EQUITY		
Additional Paid-In Capital	5,613,405	5,613,405
Retained Earnings	(1,934,526)	(1,771,227)
TOTAL SHAREHOLDERS EQUITY	3,678,879	3,842,178
TOTAL LIABILITIES AND EQUITY	7,697,623	7,391,380

Statement of Cash Flows for the Period ended 30th June 2019

(Unaudited - Expressed in US Dollars)

	Period ended As of June 30, 2019	Period ended As of December 31, 2018
Operating activities	(99,885)	(55,091)
Contract	(93,010)	(290,566)
General and administrative expenses	(54,876)	(169,967)
Licensing fees and taxes	(71,596)	(20,000)
Mine development	(102,677)	
Professional fees	(32,966)	(96,698)
Other	(8,539)	(9,527)
Net cash from operating activities	(463,550)	(641,849)
Equipment purchase		(100,000)
Feasibility study		(100,000)
Cash flows from investing activities	0	(200,000)
Long-term loan	51,058	167,900
Proceeds from issuance of common stock		120
Additional paid-in capital		599,880
Proceeds from issuance of debt and notes	418,485	127,656
Cash flows from financing activities	469,543	895,556
Net increase in cash and equivalents		
Cash and cash equivalents at beginning of period	5,993	52,879
Cash and cash equivalents at the end of period		106,586
Total FX adjustments	0	828

Mineral Assets Report

Summary

The reporting of Mineral Resources and Mineral Reserves for Farafina Gold Group SA (“Company” or “Group”) operations is conducted in accordance with the principles and guidelines contained in the Guinean Code for Reporting of Mineral Resources and Mineral Reserves.

The Company has grown its mineralized asset portfolio significantly in the past 5 years since the Group mineral assets portfolio was established. The company continues to explore promising horizons within the largest known auriferous Birimian Siguiri Basin and is situated within a mining region in which most of the gold mines of Guinea are located, such as Siguiri Ashanti Goldfields and Nordgold Lefa in the north and Kiniero in the southwest.

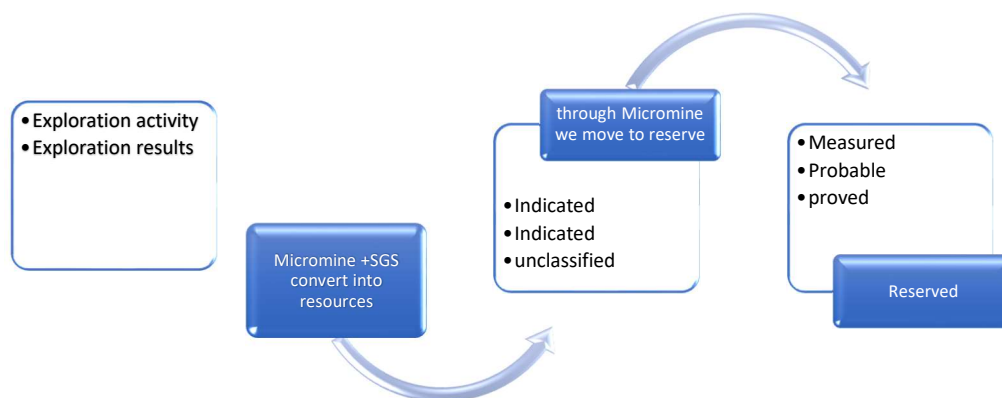
Integrated Mineral Resource Management at Farafina Gold Group SA.

Key Mineral Resource Management (MRM) areas, including exploration, geology, geostatistical modelling, mine-survey, sampling, MRM systems and mine planning have been integrated as a functional grouping over the past five and half years. The MRM function is the custodian of the mineral assets of the Group, which specifically strives to grow these assets in terms of both Resources and Reserves, and to unlock value through a constant search for optimal extraction plans which yield returns in line with the corporate and business objectives. The Group MRM function also strives to develop strategies and actions that are equal to best practice in the gold extraction industry.

The main objective of the MRM function is to add value to the organization, through:

- Appropriate investigation, study and understanding of the orebodies.
- Accurate and reconcilable Mineral Resource and Reserve estimates.
- Integrated and credible short-, medium- and long-term plans.
- Measured and managed outputs.
- Sound management information systems.

The following chart represents the key stages of the MRM process:



Gradually increasing level of geoscience knowledge and confidence

Functional liaison, co-operation and auditing have been imbedded in the MRM function throughout the Group. Specific focus is given to standardization and the development of protocols to govern the MRM function. The Group accordingly remains committed to:

- Continuously improving the management of mineral resources and related processes, whilst addressing skills development and retention
- Optimal exploitation of current assets, together with growth of the Mineral Resource base by leveraging and optimizing existing Group properties, exploration and acquisitions, including alliances and equity interests with third parties
- The legislative regime that governs mineral rights ownership
- The transparent, responsible disclosure of Mineral Resources and Mineral Reserves in line with the prescribed codes, SAMREC and JORC, giving due cognizance to materiality and competency.

The Group exploration strategy remained essentially unchanged from the previous, year i.e. focused on evaluation reverse circulation (RC) drilling and diamond drilling (DD) at or adjacent to existing local mining operations combined with pit and trench sampling. Estimated resources for the Kanguela East deposit are from the results of reconnaissance works, digital orthophotography, subsoil geochemistry, pit and trench sampling, drilling and analytical works. Specifically of note in the exploration on this deposit is the wide use of digital orthophotography for outlining of artisanal mining sites, and also carrying out of pilling tests.

The mineral resource estimates were carried out by wireframe and block modeling methods of ore zones using Micromine software and have been classified according to the JORC Code, sample of results below:

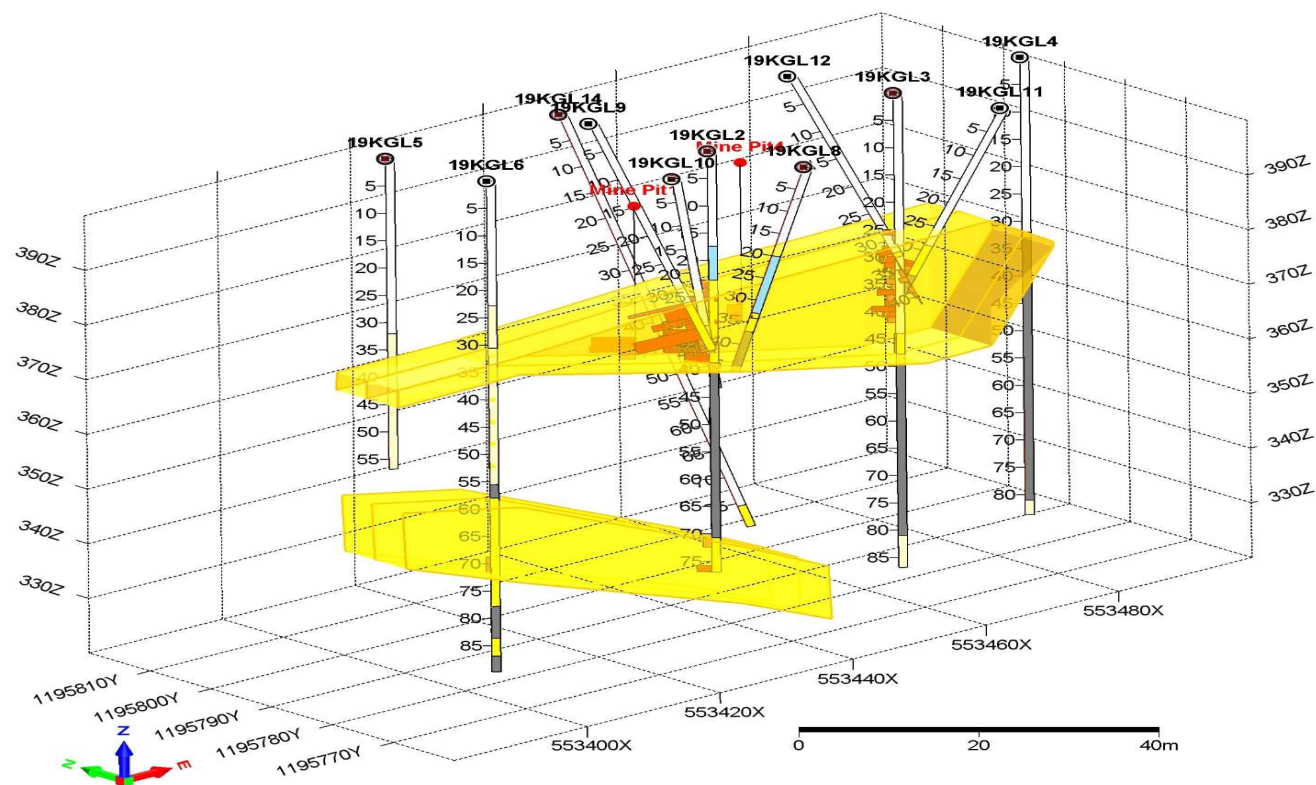


Figure 1 The wireframe model for the Gressifaleni ore zones (2019)

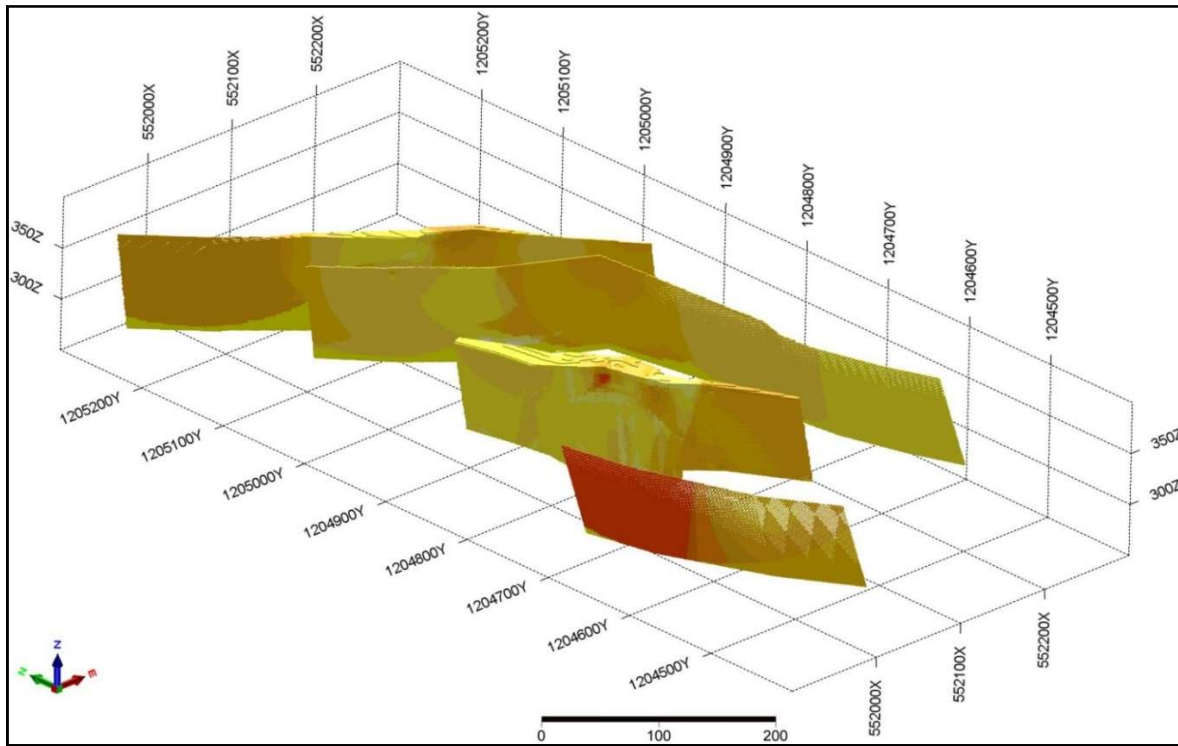


Figure 2 Block model for Wodokodoni site ore zones (3D-visualization)

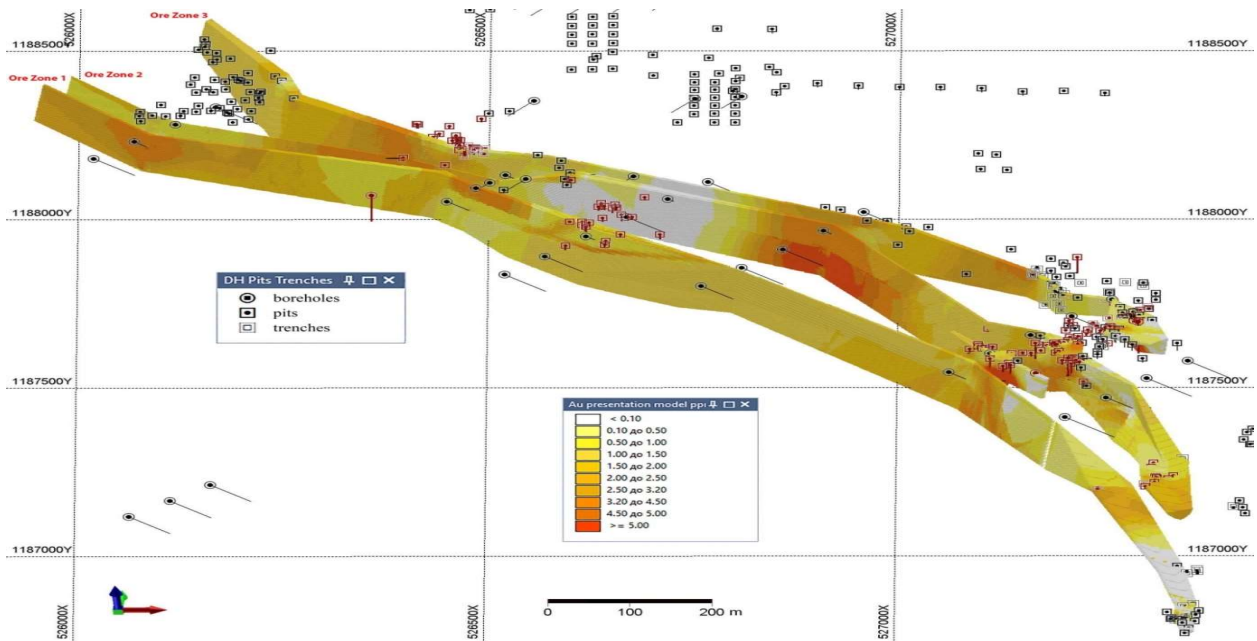


Figure 3 Block model for Nzima deposit ore zones (3D-visualization).

Attributable Mineral Resources

Attributable Mineral Resources 30th June 2019:

Metal Balance				
As of 30 June, 2019				
	Category	Tonnes (000s)	Grade (gm/t)	Attributable Ounces (000s)
(Nzima), kOuz	Measured	-		
	Indicated	1,755	2.3	130
	Inferred	3,619	2	199
	Unclassified	3,482	2	224
	Total	8,856	2	553
(Kanguela East), kOuz	Measured	25	46.5	38
	Indicated	506	1.2	45
	Inferred	2,270	4.8	283
	Unclassified	3,226	2.6	322
	Total	6,027	3.6	688
(Faralako North), kOuz	Measured	-	-	-
	Indicated	132	6.6	28
	Inferred	1,546	2.9	142
	Unclassified	2,675	4.8	416
	Total	4,353	4.3	586
(Paramangui), kOuz	Measured	-	-	-
	Indicated	-	-	-
	Inferred	-	-	-
	Unclassified	3,000	1	125
	Total	3,000	1	125
ALL	TOTAL	22,236	1	1,952

Table 1. Attributable Mineral Resources as of 31st June 2019:

As illustrated in the table above, deep exploration increased resources in both Kanguela East by 253,000 ounces (two hundred and fifty-two ounces) and Faralako North by 470,000 ounces (four hundred and seventy ounces) during the six-month period.

Attributable Mineral Reserves 30th June 2019;

Metal Balance As of 30 June, 2019				
Site	Category	Tonnes (000s)	Grade (gm/t)	Attributable Ounces (000s)
Nzima	Probable	1,116	2	77
Kanguela	Proved and Probable	16	44	48
TOTAL		1453	2.68	125

Table 2. Attributable Mineral Reserve as of 31st June 2019

Major improvement achieved by the Mineral Resources Management Team was to transform part of our resources to reserves, taking into account the economic feasibility study of the above reserves and a conservative estimate of \$500/OZ, which resulted in an estimated an increase of almost \$63,000,000 (Sixty-three million USD).

NOTE:

- Attributable Mineral Resources as expressed in tonnes; gold ounces are based on the Farafina Gold Group SA equity interests
- These are summary estimates; any possible inaccuracies are derived from the rounding of numbers
- The Mineral Reserves are located within quartz veins and vein zones of mineralization in meta-sedimentary rocks and weathering crusts.

Indicated, inferred and unclassified reserves are based on extensive drilling, sampling, mine modeling and metallurgical testing. Metallurgical recovery rates vary depending on the metallurgical properties of each deposit and the production process used. The cut-off grade, or lowest grade of mineralization considered economic to process, varies with material type, price, operating costs and co- or by-product credits.

The indicated, inferred and unclassified mineral properties figures presented herein are estimates based on information available at the time of calculation. Mineral properties estimates may require revision based on actual production. Market fluctuations in the price of gold as well as increased production costs or reduced metallurgical recovery rates, could render certain mineral properties containing higher cost resources uneconomic to exploit and might result in a reduction of mineral assets.

Changes from 31st December 2018 to 30th June 2019:

	Category	31 December 2018		30 June 2019	
		Tonnes (000s)	Attributable Ounces (000s)	Tonnes (000s)	Attributable Ounces (000s)
(Nzima), kOuz	Measured			-	
	Indicated	1,755	130	1,755	130
	Inferred	3,619	199	3,619	199
	Unclassified	3,482	224	3,482	224
	Total	8,856	553	8,856	553
(Kanguela East), kOuz	Measured			25	38
	Indicated	466	18	506	45
	Inferred	2,532	160	2,270	283
	Unclassified	3,000	258	3,226	322
	Total	5,998	435	6,027	688
(Faralako North), kOuz	Measured			-	-
	Indicated	-	-	132	28
	Inferred	-	-	1,546	142
	Unclassified	1,800	116	2,675	416
	Total	1,800	116	4,353	586
(Paramangui), kOuz	Measured	-	-	-	-
	Indicated	-	-	-	-
	Inferred	3,000	125	-	-
	Unclassified			3,000	125
	Total	3,000	125	3,000	125
ALL	TOTAL	19,654	1,229	22,236	1,952

Table 3. Dynamic changes from 31st December 2018 to 30th June 2019

The dynamic table above shows an increase of 59% in Mineral Asset Value during the reporting period.

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Changes in resources from 31st December 2018 to 30th June 2019

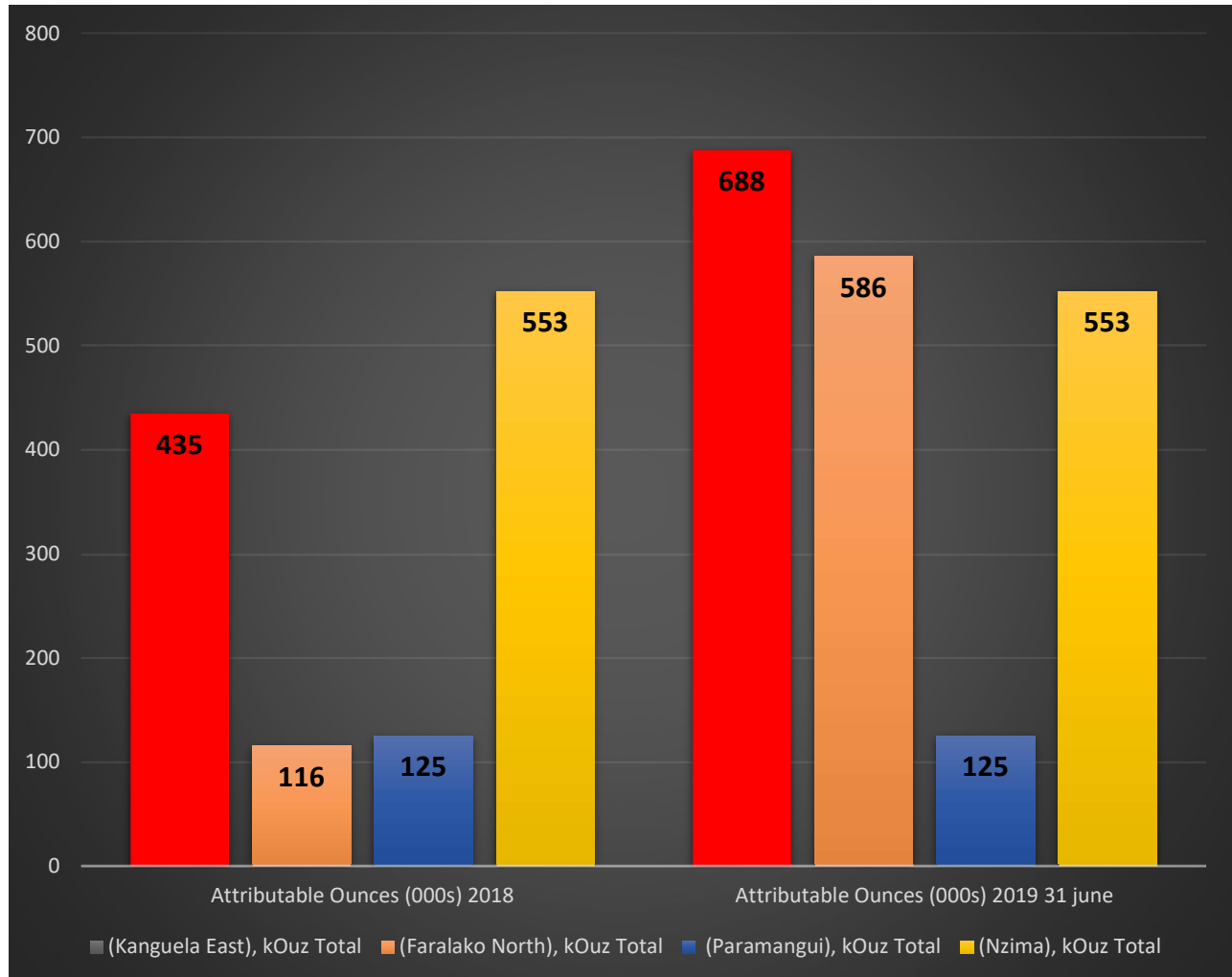


Figure 4. Changes in resources 31st December 2018 to 30th June 2019

As demonstrated in the above chart, mineral asset increases during six months of exploration in Kanguela East and Faralako North properties were significant.

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Economic Growth of Mineralized Assets

	Category	31 st December 2018			June 30 th 2019		
		Tonnes (000s)	Attributable Ounces (000s)	Cost USD (000)	Tonnes (000s)	Attributable Ounces (000s)	Cost USD (000)
(Nzima), kOuz	Measured				-		
	Indicated	1,755	130	5,451	1,755	130	6,011
	Inferred	3,619	199	8,357	3,619	199	9,216
	Unclassified	3,482	224	9,404	3,482	224	10,371
	Total	8,856	553	23,211	8,856	553	25,598
(Kanguela East), kOuz	Measured				25	38	1,760
	Indicated	466	18	755	506	45	2,084
	Inferred	2,532	160	6,701	2,270	283	13,109
	Unclassified	3,000	258	10,816	3,226	322	14,915
	Total	5,998	435	18,273	6,027	688	31,868
(Faralako North), kOuz	Measured				-	-	
	Indicated	-	-		132	28	1,297
	Inferred	-	-		1,546	142	6,562
	Unclassified	1,800	116	4,861	2,675	416	19,281
	Total	1,800	116	4,861	4,353	586	27,139
(Paramangui), kOuz	Measured	-	-		-	-	
	Indicated	-	-		-	-	
	Inferred	3,000	125	5,266	-	-	
	Unclassified				3,000	125	5,808
	Total	3,000	125	5,266	3,000	125	5,808
ALL	TOTAL	19,654	1,229	51,611	22,236	1,952	90,413

Table 4. Economic valuation of dynamics from 31st December 2018 to 30th June 2019

As of 30th June 2019, using the conservative price assumption of \$46.32 per ounce, our gold mineralized material was comprised as follows:

1. 553,000 Ounces worth more than \$25,598,000 (twenty -five million, five hundred and ninety-eight thousand USD) in Nzima,
2. 688,000 Ounces worth \$31,868,000 (thirty-one million eight hundred and sixty-eight thousand USD) in Kanguela East.

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3. 586,000 Ounces worth \$27,139,000 (Twenty-seven million, hundred and thirty-nine thousand USD) in Faralako North.
4. 125,000 Ounces worth \$5,808,000 (Five, eight hundred and eight thousand USD) in Paramangui,

Given us a conservative total amount of \$90,413,000 (Ninety million, four hundred and thirteen thousand USD) and an increase of almost \$39,000,000 (thirty-nine million USD) in first part of 2019

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Dynamic Chart of changes from 31st December 2018 to 30th June 2019

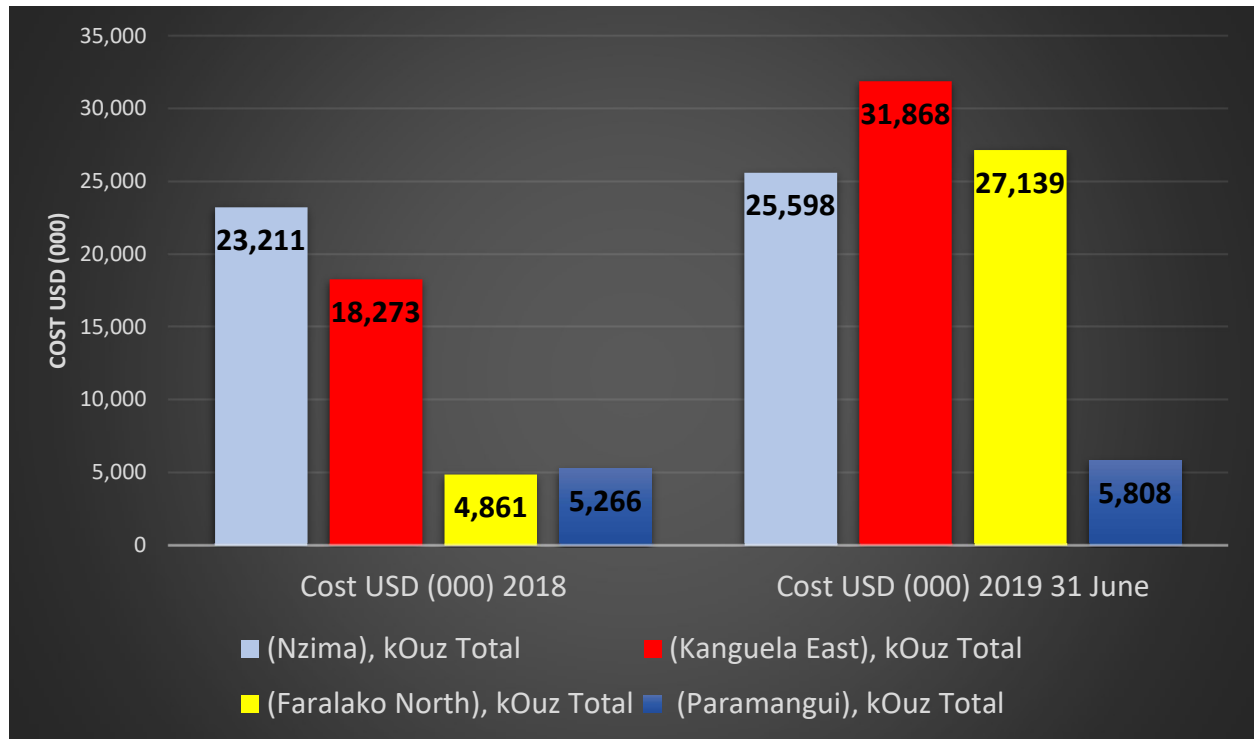


Figure 5. Dynamic Chart of changes from 31st December 2018 to 31st June 2019

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Note

A *mineral reserve* is classified as economically mineable when part of a measured or indicated mineral resource is demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. Resources which are not reserves do not have demonstrated economic viability and therefore are not measured in this balance.

Determination:

The term “economically,” as used in the definition of reserve, means that profitable extraction or production has been established or analytically demonstrated in a feasibility study to be viable and justifiable under reasonable investment and market assumptions.

The term “legally,” as used in the definition of reserve, does not imply that all permits needed for mining and processing have been obtained or that other legal issues have been completely resolved. However, for a reserve to exist, the Group must have a justifiable expectation, based on applicable laws and regulations, that issuance of permits or resolution of legal issues necessary for mining and processing at a particular deposit will be accomplished in the ordinary course and in a timeframe consistent with the current mine plans.

The term “inferred mineral resources” means that part of mineral resource for which tonnage, quantity and grade or quality can be estimated on the basis of geological evidence, sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.

The term “An indicated mineral resource” is that part of a mineral resource for which tonnage, quantity, grade or quality, densities, shape and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

The term “proven reserves” means reserves for which (a) quantity is computed from dimensions revealed in outcrops, trenches, workings or drill holes; (b) grade and/or quality are computed from the results of detailed sampling; and (c) the sites for inspection, sampling and measurements are spaced so closely and the geologic character is sufficiently defined that size, shape, depth and mineral content of reserves are well established.

The term “probable reserves” means reserves for which quantity and grade are computed from information similar to that used for proven reserves, but the sites for sampling are farther apart or are otherwise less closely spaced. The degree of assurance, although lower than that for proven reserves, is high enough to assume continuity between points of observation. FGG classifies all reserves as Probable on its development projects until a year of production has confirmed all assumptions made in the reserve estimates.

Proven and probable reserves were calculated using different cut-off grades. The term “cut-off grade” means the lowest grade of mineralized material considered economic to process. Cut-off grades vary between deposits

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depending upon prevailing economic conditions, mine ability of the deposit, by-products, amenability of the ore to gold extraction and type of milling or other facilities available.

1. NATURE OF OPERATIONS AND GOING CONCERN

In the first part of 2019, FARAFINA GOLD GROUP SA (“Company” or “Group”) finalized its business structure for mining activity purposes, based on the 2018 strategic plan. The Group successfully obtained a mining license in one of our sites and started preparation to commence mining operations during the second part of the year. By introducing Exploration Mining Department (EMD), the Company managed to combine deep exploration in order to increase our mineralized asset base, build out infrastructure and install equipment for mining.

Based on the Company’s strategic plan for the year and financing needs, in order to continue funding its administrative, exploration and mining expenditures from the date of presentation of the present Consolidated Financial Statement, the Group will need to obtain additional cash and anticipates raising additional financing or disposing of one or more of its assets. These material uncertainties may cast significant doubt upon the Group’s ability to continue as a going concern.

We believe that issuance of bonds and/or a Securities Token Offering may help to eliminate these uncertainties.

Currency

The Group’s consolidated financial statements are presented in US dollars. The Group does have foreign currency operations (IAS 1.51(d)). Transactions in foreign currencies are initially recorded by each entity in the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition (IAS 21.21). Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. All differences are taken to the statement of profit or loss and other comprehensive income (IAS 21.23(a) IAS 21.28). Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined (IAS 21.23(b) IAS 21.23(c)).

Most of the Group’s activities for exploration and evaluation assets are located in Guinea (emerging market country in West Africa) and, consequently, may be subject to a higher level of risk compared to other developed countries. Operations, the status of mineral property rights and the recoverability of investments in non-developed nations can be affected by changing economic, legal, regulatory and political developments.

These Consolidated Financial Statements are presented in US Dollars.

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2. STATEMENT OF COMPLIANCE AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

These Consolidated Financial Statements have been prepared in accordance with International Accounting Standard using accounting policies consistent with IFRS as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

These results include all the information required for the full annual financial statements and should be read as the consolidated financial statements of the Group for the year ended December 31, 2018.

Summary of Significant Accounting Policies

The accounting policies applied by the Group in these unaudited Consolidated Financial Statements are consistent with those applied in the previous years.

Accounting pronouncements not yet effective

In May 2014, the IASB issued IFRS 15 Revenue from Contracts with Customers (“IFRS 15”), which supersedes IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programs, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers, and SIC 31 Revenue - Barter Transactions involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Group is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

The IASB intends to replace IAS 39 Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 Financial Instruments (“IFRS 9”) which is intended to reduce the complexity in the classification and measurement of financial instruments. The IASB has determined that the revised effective date for IFRS 9 will be January 1, 2018. The Group is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

Significant Judgments and Estimates

The critical judgments and estimates applied in the preparation of the Company’s unaudited Consolidated Financial Statements for the period ended June 30th, 2019 are consistent with those applied in the Company’s December 31st, 2018 Unaudited Consolidated Financial Statements.

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3. CASH AND CASH EQUIVALENTS

At June 30th, 2019, the balance of cash and cash equivalents is as follows:

CASH AND CASH EQUIVALENTS	30/06/2019	31/12/2018
At June 30, 2019, the balance of cash and cash equivalent is as follows:		
Balance at the beginning of the period	59,557	506,818
Net increase in cash	5,993	(500,140)
Net increase in cash equivalents		52,879
Balance at the end of the period	65,550	59,557

4. EXPLORATION AND EVALUATION ASSETS

At June 30th, 2019, the Group had the following exploration and evaluation assets:

EXPLORATION AND EVALUATION ASSETS	30/06/2019	31/12/2018
At June 30, 2019, the Group had the following E and E assets:		
Balance at the beginning of the period	5,793,765	5,286,501
Net increase in paid	300,250	507,264
Net increase in prepaid		
Balance at the end of the period	6,094,015	5,793,765

Upon acquiring the legal right to explore a mineral property, all direct costs related to the acquisition of exploration and evaluation assets are capitalized. Exploration and evaluation expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development, are charged to operations as incurred. IFRS 6.24

5. PROPERTY AND EQUIPMENT

During this period ended June 30th, 2018, the balance of property, plants and equipment is as follows:

PROPERTY AND EQUIPMENT	30/06/2019	31/12/2018
During this period ended June 30th, 2019, the balance of assets is as follows:		
Balance at the beginning of the period	1,538,058	1,553,300
Additions		100,000
Accumulated depreciation		(115,242)
Balance at the end of the period	1,538,058	1,538,058

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6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

At June 30th, 2019, the balances of account payables & accrued liabilities are as follows:

ACCOUNTS PAYABLES AND ACCRUED LIABILITIES	30/06/2019	31/12/2018
At June 30th, 2019, the balances of account payable and accrued liabilities are as follows:		
Balance at the beginning of the period	3,253,646	2,895,388
Increase		358,258
Balance at the end of the period	3,253,646	3,253,646

7. COMMON STOCK

As at June 30th, 2019, the balance of common stock is as follows:

COMMON STOCK	30/06/2019	31/12/2018
As at June 30, 2019, the balance of capital stock is as follows:		
Balance at the beginning of the period	5,613,405	4,998,405
Additional paid in capital		600,000
Additional paid in capital		15,000
Balance at the end of the period	5,613,405	5,613,405

8. RETAINED EARNINGS

As at June 30th, 2019, the retained earnings are as follows:

RETAINED EARNINGS	30/06/2019	31/12/2018
As at June 30th, 2019, retain earning is:		
Balance at the beginning of the year	(1,771,227)	(1,390,432)
Changes incurred during the reporting period	(163,300)	(380,795)
Balance at year end	(1,934,526)	(1,771,227)

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9. PROFESSIONAL FEES

As at June 30th, 2019, the professional fee are as follows:

PROFESSIONAL FEES	30/06/2019	31/12/2018
As at June 30th, 2019,		
Research and Development expenses	(273,030)	471,882
Administrative expenses	(54,876)	173,253
Other		
Total Professional fees	(327,906)	645,135

10. RISK AND CAPITAL MANAGEMENT: FINANCIAL INSTRUMENTS

Liquidity Risk

Liquidity risk is the risk that the Group is unable to meet its financial obligations as they come due. The Group manages this risk by careful assessment of its working capital needs to ensure the Group's expenditures will not exceed available resources.

Commodity Risk

The Group's primary income will be derived from the sale of processed ore and will be based on the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Group may affect the marketability of metals discovered. Metal prices have historically fluctuated widely. Consequently, the economic viability of the Group's royalty interests cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

Currency Risk

Foreign exchange risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the entity's functional currency. The Group operates in Guinea and other developed countries. The Group funds cash calls to its subsidiary companies outside of Guinea in U.S. dollars ("USD") and a portion of its expenditures are also incurred in local currencies (Guinean franc, "GNF").

11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

There is no significant non-cash investing and financing transactions during the year ended June 30th, 2019.

12. EVENTS AFTER THE REPORTING DATE

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No material events impacting this report had taken place after the reporting date.