Consolidated Interim Financial Statements of

MKANGO RESOURCES LTD.

For the three and nine months ended September 30, 2016 and 2015

Unaudited consolidated interim financial statements

In accordance with National Instrument 51-102 released by the Canadian Securities administrators, the Company discloses that its auditors have not reviewed these consolidated interim financial statements for the three and nine months ended September 30, 2016 and 2015.

MKANGO RESOURCES LTD.
Consolidated Interim Statements of Financial Position
Reported in US dollars

As at	Notes	September 30, 2016	December 31, 2015
ASSETS			
Current			
Cash and cash equivalents		$491,424	$208,161
Accounts receivable		3,673	2,760
Prepaid expenses		13,452	5,023
Total currents assets		508,549	215,944
Property and equipment	5	31,448	36,991
Total assets		539,997	252,935
LIABILITIES			
Current			
Accounts payable and accrued liabilities	6	43,234	76,182
Deferred revenue	7	27,131	-
Due to related party	8	24,539	298,865
Total current liabilities		94,904	375,047
Long term			
Warrants - derivative financial instruments	9(b)	2,796,047	609,700
Due to related party	8	244,148	-
Total liabilities		3,135,099	984,747
EQUITY (DEFICIENCY)			
Share capital	9(a)	6,601,718	7,399,685
Contributed surplus		3,060,570	2,739,847
Accumulated other comprehensive loss		64,166	65,029
Deficit		(12,321,556)	(10,936,373)
Total deficit		(2,595,102)	(731,812)
Total liabilities and deficit		$539,997	$252,935
Going concern	2		
Commitments	11		

Approved on behalf of the Board:

(signed) "*William Dawes*"

William Dawes, CEO and Director

(signed) "*David Berg*"

David Berg, Director

Refer to accompanying notes to the consolidated interim financial statements.

MKANGO RESOURCES LTD.
Consolidated Interim Statements of Comprehensive Income (Loss)
Reported in US dollars

		For the three months ended September 30,		For the nine months ended September 30,	
	Notes	2016	2015	2016	2015
Expenses					
General and administrative		$74,418	$137,980	$275,852	$428,151
Mineral exploration expenditures		65,475	(622)	124,156	24,164
Depreciation	5	2,640	7	7,920	21
Share-based payments	9(c)	163,168	29,788	336,871	140,543
		305,701	167,153	744,799	592,879
Other items					
Interest income		(3)	-	(5)	(7)
Grant revenue	7	(20,393)	-	(20,393)	-
Unrealized (gain) loss on revaluation of warrants	9(b)	178,006	(115,106)	536,999	(1,435,516)
Loss on sale of asset		-	-	-	220
Foreign exchange (gain) loss		(71,996)	(3,203)	123,784	(26,938)
Net income (loss)		$(391,314)	$(48,844)	$(1,385,184)	$869,362
Other comprehensive income (loss)					
Items that may be reclassified subsequently to net income (loss)					
Exchange difference on translating foreign operations		(94,368)	(390)	(863)	(25,395)
Total comprehensive income (loss)		$(485,682)	$(49,234)	$(1,386,047)	$843,967
Net gain (loss) per share - basic and diluted		$(0.01)	$(0.00)	$(0.03)	$0.01
Weighted average shares outstanding basic and diluted		71,055,348	94,302,173	52,426,644	80,375,637

Refer to accompanying notes to the consolidated interim financial statements.

MKANGO RESOURCES LTD.
Consolidated Interim Statements of Cash Flows
Reported in US dollars

	Notes	September 30, 2016	2015
Cash flow used by operating activities			
Net income (loss) for the period		$(1,385,184)	$869,362
Items not affecting cash:			
Share based payments	9(c)	336,871	140,543
Unrealized (gain) loss on revaluation of warrants	9(b)	536,999	(1,435,516)
Loss on disposal of asset		-	220
Depreciation	5	7,920	21
Unrealized foreign exchange (gain) loss		221,672	(31,848)
Change in non-cash operating capital			
Accounts receivable and prepaid expenses		(9,342)	6,670
Accounts payable, accrued liabilities and due to related party		(307,274)	172,055
Cash flow used by operating activities		(598,338)	(278,493)
Cash flow provided by financing activities			
Issue of common shares, net of share issue costs		828,453	534,730
Cash flow provided by investing activities		828,453	534,730
Cash flow provided (used) by investing activities			
Addition of assets		(2,376)	(42,124)
Disposal of asset		-	2,810
Cash flow provided (used) by investing activities		(2,376)	(39,314)
Effect of exchange rate changes on cash		55,524	(49,686)
Change in cash and cash equivalents		283,263	167,237
Cash and cash equivalents at the beginning of the period		208,161	161,009
Cash and cash equivalents at the end of the period		$491,424	$328,246

Refer to accompanying notes to the consolidated interim financial statements.

MKANGO RESOURCES LTD.
Consolidated Interim Statements of Changes in Equity (Deficit)
Reported in US dollars

	Share capital	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
Balance at December 31, 2014	$7,173,622	$2,555,367	$53,856	$(11,466,667)	$(1,683,822)
Common shares issued	160,713				160,713
Common shares issued - agent fee	32,191	34,252			66,443
Share based payments		140,543			140,543
Subscription receivable	7,505				7,505
Total comprehensive loss			(32,156)	869,362	837,206
Balance at September 30, 2015	$7,374,031	$2,730,162	$21,700	$(10,597,305)	$(471,412)
Common shares issued	695,606				695,606
Common shares issued - agent fee	24,708				24,708
Share issue costs	(134,827)				(134,827)
Warrants issued - agent fee	(76,038)	41,786			(34,252)
Warrant valuation	(483,795)				(483,795)
Share based payments		(32,101)			(32,101)
Total comprehensive loss			43,329	(339,068)	(295,739)
Balance at December 31, 2015	$7,399,685	$2,739,847	$65,029	$(10,936,373)	$(731,812)
Common shares issued	1,468,019				1,468,019
Share issue costs	(639,567)				(639,567)
Warrant valuation	(1,642,568)				(1,642,568)
Share based payments		336,871			336,871
Common shares issued - agent fee	16,148	(16,148)			-
Total comprehensive income			(863)	(1,385,183)	(1,386,046)
Balance at September 30, 2016	$6,601,718	$3,060,570	$64,166	$(12,321,556)	$(2,595,102)

Refer to accompanying notes to the consolidated interim financial statements.

1. GENERAL INFORMATION

Mkango is an exploration and development company focused on rare earths and associated minerals with properties in the Republic of Malawi, Africa, specifically, the Phalombe exploration license ("Phalombe License") and the Thambani exploration license ("Thambani License").

Mkango was originally incorporated under the name Alloy Capital Corp. ("Alloy") on November 13, 2007, under the laws of the Province of Alberta, Canada. On December 20, 2010, Alloy was acquired through a "reverse takeover" by Lancaster Exploration ("Lancaster"). The articles of Mkango were amended to change its name from Alloy Capital Corp. to Mkango Resources Ltd. Mkango's head office is located 706 27 Avenue NW, Calgary Alberta Canada T2M 2J3.

Lancaster was incorporated August 3, 2007 by Memorandum and Articles of Association issued pursuant to the provisions of the British Virgin Island Companies Act. Lancaster's registered office is located at Jayla Place, Wickhams Cay 1, P.O. Box 3190, Road Town, Tortola, British Virgin Islands, VG1110. Lancaster is a wholly owned subsidiary of Mkango.

On May 19, 2011, a third entity, Lancaster Exploration Limited ("Lancaster Malawi"), was incorporated under the laws of Blantyre, Malawi. Lancaster Malawi is a wholly owned subsidiary of Lancaster.

Mkango and its wholly owned subsidiaries are collectively referred to as the "Company" in these consolidated interim financial statements.

The consolidated interim financial statements were authorized for issuance by the Board of Directors of the Company on November 28, 2016.

2. GOING CONCERN

These consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. The Company has a working capital surplus of $413,645 (2015 - $159,103), negative cash flows from operating activities as is normally the case for a mineral exploration company and has an accumulated loss since incorporation of $12,321,556 (December 31, 2015 - $10,936,373). In addition, the Company has future spending commitments with the Government of Malawi to keep its exploration licences in good standing. If the amount expended is less than the minimum commitment, the shortfall becomes a debt to the Government of Malawi (see Commitments). As of September 30, 2016, the licences are in good standing with the Government of Malawi.

The operations of the Company are currently being funded by the net proceeds of a fund raising completed in connection with its listing on the AIM market of the London Stock Exchange ("AIM") on June 15, 2016.

The Company's strategy is to further advance the projects via research collaborations, marketing and off-take agreements, joint ventures, financial and strategic partnerships.

Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. These consolidated interim financial statements do not reflect the adjustments or reclassification of assets and liabilities, which would be necessary if the Company were unable to continue its operations.

3. BASIS OF PRESENTATION

(a) Statement of compliance

These consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"), in effect on January 1, 2016.

(b) Basis of presentation and measurement

These consolidated interim financial statements have been prepared using the historical cost convention, except for certain financial instruments and share-based payment transactions measured at fair value.

(c) Functional and presentation currency

The consolidated interim financial statements are presented in US dollars, which is the functional currency of Mkango and its Lancaster subsidiary. Effective January 1, 2014, the functional currency of Lancaster Malawi changed from the US dollar to the local currency, the Kwacha, based upon changes in economic facts and circumstances.

3. BASIS OF PRESENTATION (*continued*)

(d) Principles of consolidation

The consolidated interim financial statements of the Company include the accounts of the Company and its two wholly owned subsidiaries. All intercompany balances and transactions are eliminated upon consolidation.

(e) Use of estimates and judgments

The preparation of the consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Key areas of judgement made in applying the Company's accounting policies are as follows:

(i) Exploration and evaluation expenditures

Costs incurred in respect of properties that have been determined to have proved reserves and for which an environmental impact study has been completed, are classified as development and production assets. In such circumstances, technical feasibility and commercial viability are considered to be established. Costs incurred in respect of new prospects with no established development past or present and no proved or probable reserves assigned are classified as exploration and evaluation expenses and are recognized in the statement of comprehensive income (loss). The decision to transfer assets from exploration and evaluation to property and equipment is subject to management's judgement regarding the project's commercial viability and technical feasibility. As of the date of this report, management has determined that the Company has not yet reached the development and production stage.

(ii) Functional currency

The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which each entity operates. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of each entity if there is a change in events and conditions, which determine the primary economic environment.

Key areas of estimation where management has made difficult, complex or subjective assumptions, often as a result of matters inherently uncertain are as follows:

(i) Measurement of share-based payments and warrant valuation (Note 9(b))

The Company uses an option-pricing model to determine the fair value of share-based payments and warrants. Inputs to the model are subject to various estimates about volatility, interest rates, dividend yields, forfeiture rates and expected life of the instruments issued. Fair value inputs are subject to market factors as well as internal estimates. The Company considers historic trends together with any new information to determine the best estimate of fair value at the date of grant.

(ii) Determination of fair values (Note 10)

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

(f) New IFRS pronouncements not yet implemented

The following IFRS pronouncements have been issued by the IASB as at September 30, 2016 but are not yet effective. The Company does not plan to early adopt any of these new or amended standards and interpretations and is currently assessing the impact of these new or amended standards and interpretations. Certain other new standards and interpretations have been issued but are not shown as they are not expected to have a material impact on the Company's consolidated interim financial statements.

(i) IFRS 9 financial instruments (New and Amendment)

IFRS 9 addresses requirements for the classification and measurement of financial instruments, impairment methodology and hedge accounting. The IASB set a mandatory effective date for annual periods beginning on or

(Reported in US dollars unless indicated otherwise)

3. BASIS OF PRESENTATION (*continued*)

after January 1, 2018. The Company continues to assess this new standard, but does not expect it to have a significant impact.

(ii) IFRS 15 revenue from contracts with customers (New)

IFRS 15 replaces the existing revenue recognition guidance with a new framework to determine the timing and measurement of revenue, providing users of the financial statements more information and relevant disclosures. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company continues to assess this new standard, but does not expect it to have a significant impact.

(iii) IFRS 16 leases (New)

IFRS 16 was issued and IAS 17 "Leases" was amended. IFRS 16 specifies how to recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring the recognition of assets and liabilities for all leases, unless the lease term is 12 months or less or the underlying asset has a low value. Lessor accounting however remains largely unchanged from IAS 17 and the distinction between operating and finance leases is retained. IAS 17, as revised, now prescribes the accounting policies and disclosures applicable to leases, both for lessees and lessors. Management anticipates that this standard will be adopted in the Company's consolidated interim financial statements for the year beginning January 1, 2019 and has not yet considered the potential impact of the adoption of IFRS 16.

4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated interim financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2015. Details outlining the Company's accounting policies are contained in the notes to the financial statements for the year ended December 31, 2015.

5. PROPERTY AND EQUIPMENT

Property and equipment include computer and office equipment and a vehicle that was purchased in Malawi for use in the camp.

	Cost	Accumulated Depreciation	Net Book Value
Balance at December 31, 2014	$ 10,020	$ (6,214)	$ 3,806
Disposal of asset	(9,732)	6,099	(3,633)
Additions	42,124	-	42,124
Depreciation	-	(5,306)	(5,306)
Balance at December 31, 2015	$ 42,413	$ (5,421)	$ 36,992
Additions	2,376	-	2,376
Depreciation	-	(7,920)	(7,920)
Balance at September 30, 2016	$ 44,789	$ (13,341)	$ 31,448

(Reported in US dollars unless indicated otherwise)

6. CURRENT LIABILITIES

Current liabilities include trade payables, accruals and amounts due to related parties. The Company owed $67,773 as at September 30, 2016. The current liabilities are comprised of the following:

Current Liabilities	September 30, 2016
Related party costs	24,539
Accounts payable and accrued liabilities:	
General administrative costs	35,989
Legal fees	1,869
Malawi project costs	5,376
Deferred revenue (Note 7)	27,131
Total current liabilities at September 30, 2016	$94,904

7. DEFERRED REVENUE

Deferred revenue is comprised of grant funds, which have been received but not yet spent. Mkango (through its wholly owned subsidiary, Lancaster Exploration) is the recipient of a grant from the HiTech AlkCarb research program led by the Camborne School of Mines, University of Exeter and funded under the European Union's Horizon 2020 Research and Innovation. Mkango will receive up to €150,000 (USD$168,571). As of September 30, 2016, Mkango has received €42,611 (US $47,992). Expenses associated with building exploration expertise in hi-tech raw materials, improving and developing interpretation of geophysical and down-hole data will qualify for use of the grant funding. As of September 30, 2016, Mkango has spent €18,549 (USD$20,393).

8. RELATED PARTY TRANSACTIONS

a) Leo Mining Exploration Ltd. ("Leo Mining") is considered related by virtue of common directors and officers who have an ownership in and exercise significant influence over both companies. The Company and Leo Mining have formalized their relationship with respect to services provided by Leo Mining. A written agreement sets out the types of services, which may be provided and the costs associated with such services. Generally the Company repays the disbursements made by Leo Mining on its behalf. During the nine months ended September 30, 2016, the Company had incurred costs of $21,457 (2015 - $49,726) for administrative services. As of September 30, 2016 the Company has an outstanding payable to Leo Mining in the amount of $25,172 (2015 – $49,726). The amount is unsecured and due on demand. Interest of 2% may be incurred on the outstanding amount annually; however this has been waived since 2013.

b) Digby Wells Environmental ("Digby"), by virtue of a common director, is considered a related party. During the nine months ended September 30, 2016, the Company has incurred costs of $6,081 (2015 – $1,814) for environmental services. As of September 30, 2016, there was no outstanding payable to Digby (2015 – nil).

b) The Company incurred costs of $185,070 (2015 - $222,200) for key management and director fees and related costs for the nine months ended September 30, 2016. There was an amount due from a related party under current liabilities of ($633) at September 30, 2016 (2015 - $156,782). Prior to May 12, 2016, the amounts owed were unsecured, due on demand and non-interest bearing. On May 12, 2016, the Corporation entered into arrangements with the CEO and President whereby a total of £148,170 (approximately $192,813), comprising deferred salaries for Executive Directors accrued since March 2015 will only become payable on the earlier of, a change of control, termination of the applicable management contract, or May 12, 2018. In terms of salaries that are unpaid going forward, a total of £39,150 (approximately $51,335), has been accrued as of September 30, 2016, but shall not be payable until the earlier of (a) a Change of Control; (b) any termination of the agreement; (c) 12 May 2018; or (d) such time that funds are reasonably available for such purpose from funds raised from whatever source (whether by debt, equity or by grant) in excess of the £1,000,000 raised in connection with admission to AIM. Salaries of approximately, £14,000 ($18,218), which are payable to Executive Directors will continue to be accrued monthly under this arrangement.

(Reported in US dollars unless indicated otherwise)

9. SHARE CAPITAL

a) Common Shares

The Company is authorized to issue an unlimited number of common and preferred shares without nominal or par value. The Company has not issued any preferred shares to date. The holders of common shares are entitled to one vote for each share on all matters submitted to a shareholder vote and are entitled to share in all dividends that the Company's board of directors, in its discretion, declares from available funds.

	Ref	Number	Amount
Closing balance December 31, 2013		73,296,956	$7,173,622
Brokered offering - July 31, 2015	(iv)	30,000,000	578,516
Warrants valuation		-	(318,464)
Agent warrants		-	(52,708)
Agent shares		1,680,000	32,372
Brokered offering - October 20, 2015	(v)	15,000,000	285,308
Warrants valuation		-	(165,331)
Agent warrants		-	(23,330)
Agent shares		1,280,000	24,527
Closing balance December 31, 2014 and December 31, 2015		121,256,956	$7,399,685
AIM listing – Consolidation 3:1	(iv)	(80,837,971)	-
Brokered placement		30,303,030	1,468,019
Agent shares	(iv)	333,333	16,158
Warrants valuation	(iv)	-	(1,642,567)
Share issue costs	(v)	-	(639,567)
Closing balance September 30, 2016		71,055,348	$6,601,718

(i) On July 31, 2015, the Company issued 30,000,000 units at C$0.025 per unit pursuant to the non-brokered offering. Each Unit consisted of one common share and one-half common share purchase warrant of Mkango. The C$750,000 (US $578,516) gross proceeds of the non-brokered offering were allocated between common shares C$334,500 (US$260,052) and warrants C$415,500 (US $318,464) based on the fair value of the warrants using the Black-Scholes option pricing model. Each Warrant entitles the holder to acquire one Common Share for C$0.05 until July 31, 2018. The Corporation issued to the Agents 1,680,000 Units, consisting of 1 common share and one-half common share purchase warrant of Mkango, valued at US $32,372 and 1,820,000 warrants valued at US $52,708. Each whole warrant entitles the holder to acquire one common share for C$0.05 until July 31, 2016.

(ii) On October 20, 2015, the Company issued 15,000,000 units at C$0.025 per unit pursuant to the non-brokered offering. Each Unit consisted of one common share and one-half common share purchase warrant of Mkango. The C$375,000 (US $285,308) gross proceeds of the non-brokered offering were allocated between common shares C$160,500 (US$119,977) and warrants C$214,500 (US $165,331) based on the fair value of the warrants using the Black-Scholes option pricing model. Each Warrant entitles the holder to acquire one Common Share for C$0.05 until October 19, 2018. The Corporation issued to the Agents 280,000 Units, consisting of one common share and one-half common share purchase warrant of Mkango, and 1,000,000 common shares valued at US $24,527 and 980,000 warrants valued at US $23,330. Each whole warrant entitles the holder to acquire one common share for C$0.05 until October 19, 2016.

(iii) Share issue costs of US $134,827 were paid for agent and legal services and regulatory exchange filing fees.

(iv) On June 15, 2016, the Company commenced trading its common shares on AIM. On June 14, 2016, the Company consolidated all of its existing common shares on a 3:1 basis (each post-consolidated common share of the Company referred to hereafter as a "Common Share"). In conjunction with the admission to AIM, the Company issued 30,303,030 units at 3.3 pence per unit pursuant to the offering. Each Unit consists of one common share and one common share purchase warrant of Mkango. Each whole warrant entitles the holder to

9. SHARE CAPITAL (*continued*)

acquire one Common Share at a price of 6.6 pence for a period of 3 years. The $1,468,019 gross proceeds of the offering were allocated between common shares ($174,549) and warrants $1,642,568 based on the fair value of the warrants using the Black-Scholes option pricing model. The Corporation issued to the Agents 333,333 Common Shares valued at $16,158.

Share issue costs of $639,567 were paid for agent and legal services and regulatory exchange filing fees.

b) Derivative financial instruments

The exercise price of the share purchase warrants is fixed in Canadian dollars and the British Sterling. The functional currency of the Company is the US dollar. Therefore, Warrants are considered a derivative, as a variable amount of cash in the Company's functional currency will be received on exercise. Warrants issued do not include warrants issued to brokers and agents since they fall under the scope of IFRS 2, "share-based payments".

	Weighted Average Exercise Price (CDN$)	Weighted Average Years Remaining	Number of Warrants	Amount
Balance at December 31, 2015	$ 0.22	2.65	15,077,444	$ 609,700
Warrants issued – June 15, 2016	0.11	2.70	30,303,030	1,642,568
Foreign exchange effect	-	-	-	6,780
Fair value change at September 30, 2016	-	-	-	536,999
Balance at September 30, 2016	$ 0.15	2.68	45,380,474	$ 2,796,047

The fair value of each warrant issued is determined at each reporting period using the Black-Scholes pricing model. The following assumptions were used in arriving at the fair value estimate for the warrants:

	June 15, 2016	September 30, 2016 Revaluation
Risk free interest rate	0.58%	0.57%
Expected volatility	568%	450%
Share price	$0.07	$0.08
Foreign exchange rate	1.2914	1.3117
Remaining life	3.00	2.68

c) Share-based payments

The Company has a rolling stock option plan (the "Plan") established to recognize contributions made by key personnel, to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continued association with the Company. The number of options granted under the Plan is limited to 10% in the aggregate of the number of issued and outstanding common shares of the Company at the date of the grant of the options.

(Reported in US dollars unless indicated otherwise)

9. SHARE CAPITAL (*continued*)

The share-based payments expense that has been recognized in the consolidated statements of comprehensive income (loss) for the nine months ended September 30, 2016 was $336,871 (2015 - $140,543). The corresponding amount has been recognized in contributed surplus. The options vest over a term of 24 months.

The following tables provide a summary of the status of the Company's stock option plan:

Grant date	Expiry date	Number of options outstanding	Number of options exercisable	Exercise price	Remaining contractual life (years)
Granted - January 17, 2011	January 16, 2021	1,700,000	1,700,000	$0.50	4.6
Granted - June 29, 2011	June 28, 2021	330,000	330,000	$0.55	5.1
Granted - September 25, 2013	September 24, 2023	1,480,000	1,480,000	$0.20	7.3
Granted - May 30, 2014	May 29, 2024	2,800,000	2,800,000	$0.13	8.0
Cancelled	**June 14, 2016**	**(6,310,000)**	**(6,310,000)**	**-**	**-**
Re-priced	May 29, 2024	133,333	133,333	$0.06	7.8
Granted – June 15, 2016	June 14, 2026	6,866,667	1,716,667	$0.06	9.8
Balance at June 30, 2016		7,000,000	1,850,000	$0.06	9.8

On June 15, 2016, the Company commenced trading its common shares on AIM. On June 14, 2016, the Company consolidated all of its outstanding stock options on a 3:1 basis. Following the consolidation, the Board of Directors noted that the stock options were "out of the money" and as a result they failed to meet the objectives of the stock option plan. The Board of Directors determined that it was in the best interest of the Corporation to issue additional stock options. The stock options outstanding prior to consolidation were cancelled with the exception of 133,333 stock options held by consultants, which were re-priced to C$0.06. Directors and Executives were granted 6,866,667 stock options on June 14, 2016 with a strike price of C$0.06, a vesting period of 2 years and an expiry date of June 14, 2026.

10. FINANCIAL INSTRUMENTS

Determination of fair values

Financial assets and liabilities have been classified into categories that determine their basis of measurement and for items measured at fair value, whether changes in fair value are recognized in the statement of comprehensive income (loss). Those categories are fair value through profit or loss; loans and receivables; and, for most liabilities, other financial liabilities.

In establishing fair value, the Company used a fair value hierarchy based on levels defined below:

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

Cash and cash equivalents are measured at level 1; warrant derivative financial instruments are measured at level 2.

The carrying value of accounts receivable, accounts payable and accrued liabilities and due to related parties approximates the fair value due to their short-term nature and maturity. Warrants with an exercise price in a currency other than the functional currency are recorded as a derivative liability and carried at fair value, see Note 8(b).

Financial risk management

The Company's management monitors and manages the financial risks relating to the operations of the Company. These include foreign currency, interest rate, liquidity and credit risks.

10. FINANCIAL INSTRUMENTS (*continued*)

Foreign currency risk

The functional and reporting currency of the Company is the United States dollar. The Company enters into transactions denominated in the Canadian Dollar, the United States dollar, the South African Rand, the British Sterling and the local currency in Malawi (Kwacha). The Company raises its equity in British Sterling and the Canadian dollar and then purchases Canadian dollar, British Sterling, United States dollar, South African Rand and Malawi Kwacha funds to settle liabilities, as required. The Company's exposure to foreign currency risk as at September 30, 2016 and 2015 is most significantly influenced by the following financial instruments denominated in foreign currencies (amounts shown in US dollars):

	As at September 30,	
	2016	2015
Cash and cash equivalents:		
Canadian dollars	$ 354	$ 326,181
United States dollars	10,082	1,765
British Sterling and Euros	480,988	-
Malawi Kwacha	-	300
Warrants – derivative financial instruments	(536,999)	1,435,516
	$ (45,575)	$ 1,763,762

A 5% reduction in the value of British Sterling in comparison to the United States dollar would cause a change in income (loss) of approximately $24,050. A 5% change in the value of the Malawi Kwacha in relationship to the United States dollar would not cause a material change in net income (loss).

Interest rate risk

The Company's exposure to interest rate risk relates primarily to its cash and cash equivalents at banks. However, the interest rate risk is expected to be minimal. The Company does not presently hedge against interest rate movements.

Liquidity risk

Liquidity risk includes the risk that, as a result of the Company's operational liquidity requirements:

a) The Company will not have sufficient funds to settle a transaction on the due date;
b) The Company will be forced to sell financial assets at a value which is less than the fair value; or
c) The Company may be unable to settle or recover a financial asset at all.

The Company's operating cash requirements including amounts projected to complete the Company's existing capital expenditure program are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the Company to conduct equity issuances or obtain project debt financing

The Company manages its liquidity risk by maintaining adequate cash and cash equivalents. The Company is actively seeking additional funding to improve its exposure to liquidity risk. The Company continually monitors its actual and forecast cash flows to ensure that there are adequate reserves to meet the maturing profiles of its financial liabilities.

The following table outlines the maturities of the Company's liabilities as at September 30, 2016:

	Contractual Cash Flows	Less than 1 Year
Accounts payable and accrued liabilities	$ 43,234	$ 43,234
Due to related parties, current liability	$ 24,539	$ 24,539
Due to related parties, long term liability	$ 244,148	$ -

Credit risk

The Company's principal financial assets are cash and cash equivalents. The credit risk on cash and cash equivalents is limited because the majority are deposited with banks with high credit ratings assigned by international credit-rating agencies. Accounts receivable consists of GST and interest on investments with a credible financial institution.

(Reported in US dollars unless indicated otherwise)

11. COMMITMENTS

The Company was granted the Phalombe Licence for the Songwe property on January 21, 2010. The license was issued by the Malawi Government on a three-year basis, with an additional 2 years granted on January 21, 2013, another 2 years granted on January 20, 2015. The licence has now been granted for a further 2 years to January 21, 2019 as announced on October 18, 2016. The future spending commitments for the exploration rights with the Government of Malawi are 150,000,000 Kwacha over two years (foreign exchange rate MWK715):

Exploration commitments, 2 years	$	209,790
Ground rent, 2 years		23,751
Total commitment, 2 years	$	233,541

On September 10, 2010, the Company was granted an additional exploration licence by the Malawi Minister of Natural Resources, Energy and Environment in respect of an area of 468 km2 in Thambani, Mwanza District, Malawi. The license was issued by the Malawi Government on a three-year basis, with a further additional 2 years granted on the 10 September 2013, and was renewed on September 10, 2015, for an additional two years when the Company requested a reduction in the license area to the current 136.9 sq km. The future spending commitments for exploration expenses with the Government of Malawi are 25,000,000 Kwacha over two years (foreign exchange rate MWK715):

Exploration commitments, 2 years	$	34,965
Ground rent, 2 years		3,829
Total commitment, 2 years	$	38,794

The Company is continuing to meet the terms and conditions of its two exploration licenses and provides updates to Malawi's Ministry of Mining on a regular basis regarding progress of its work programs. If the amount expended is less than the minimum commitment, the shortfall becomes a debt to the Government of Malawi.

12. CAPITAL MANAGEMENT

The Company's total capital consists of shareholders' deficiency, which amounts to $2,595,102 as at September 30, 2016. The operations of the Company are currently being funded by the net proceeds of a fund raising completed in connection with its listing on the AIM market of the London Stock Exchange on June 15, 2016 (Note 9(a)).

The Company's objective when managing its capital is to have sufficient capital to maintain its ongoing operations, pursue its strategic opportunities and maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company manages its capital structure and makes adjustments to it based on the funds available to the Company. The Company does not presently utilize any quantitative measures to monitor its capital. The Company has no externally imposed capital requirements.