



Condensed Interim Consolidated Financial Statements

For the three and six-month ended June 30, 2020 and 2019

(Expressed in U.S. Dollars)

(Unaudited)

Roxgold Inc.

Consolidated Statements of Income (Loss)

(Unaudited)

(Expressed in thousands of U.S. Dollars)

For the three and six-month periods ended June 30,	Notes	2020	2019	2020	2019
Mine operations					
Revenues – Gold sales		62,107	39,689	110,153	79,512
Mine operating expenses	11	(21,507)	(14,827)	(38,419)	(28,378)
Royalties		(3,730)	(1,755)	(6,613)	(3,589)
Depreciation	6	(13,471)	(11,642)	(26,822)	(23,444)
Mine operating profit		23,399	11,465	38,299	24,101
Other expenses					
General and administrative		(1,131)	(1,175)	(2,422)	(2,627)
Sustainability and other in-country costs		(424)	(497)	(792)	(1,125)
Exploration and evaluation		(4,279)	(4,110)	(12,049)	(7,291)
Share-based payments	10	(1,736)	(713)	(1,975)	(1,095)
Depreciation	6	(217)	(197)	(439)	(415)
Operating profit		15,612	4,773	20,622	11,548
Financial expenses					
Financing costs		(704)	(2,017)	(1,831)	(3,508)
Change in fair value of derivative financial instruments	8	(2,657)	(2,909)	(3,767)	(3,543)
Foreign exchange gain (loss)		239	(334)	1,272	(970)
Other expenses		(1,177)	(277)	(1,554)	(975)
Income (loss) before income taxes		11,313	(764)	14,742	2,552
Income tax expense					
Current income tax expense		(3,784)	(2,040)	(4,950)	(3,215)
Deferred income tax expense		(62)	(151)	(414)	(363)
Net income (loss)		7,467	(2,955)	9,378	(1,026)
Attributable to:					
Roxgold shareholders		5,974	(3,504)	6,838	(2,542)
Non-controlling interest		1,493	549	2,540	1,516
Earnings (loss) per share					
Basic		0.02	(0.01)	0.02	(0.01)
Diluted		0.02	(0.01)	0.02	(0.01)
Weighted average number of common shares outstanding -					
Basic		372,065,679	369,956,493	371,997,852	372,025,472
Weighted average number of common shares outstanding -					
Diluted		392,415,598	369,956,493	392,342,772	372,025,472

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Approved on August 11, 2020 on behalf of the directors

/s/ John Dorward
Director

/s/ John Knowles
Director

Roxgold Inc.

Consolidated Statements of Comprehensive Income (Loss)

(Unaudited)

(Expressed in thousands of U.S. Dollars)

For the three and six-month periods ended June 30,	2020	2019	2020	2019
Net income (loss)	7,467	(2,955)	9,378	(1,026)
Other item that may be reclassified subsequently to the consolidated statement of income (loss)				
Currency translation adjustment	786	134	(2,604)	558
Comprehensive income (loss)	8,253	(2,821)	6,774	(468)
Attributable to:				
Roxgold shareholders	6,760	(3,370)	4,234	(1,984)
Non-controlling interest	1,493	549	2,540	1,516
	8,253	(2,821)	6,774	(468)

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Roxgold Inc.

Consolidated Statements of Cash Flow

(Unaudited)

(Expressed in thousands of U.S. Dollars)

For the six-month periods ended June 30,	Notes	2020	2019
Operating activities			
Net Income (loss)		9,378	(1,026)
Adjustments for operating activities:			
Depreciation	6	27,261	23,859
Share-based payments	10	1,975	1,095
Change in fair value of derivative financial instruments	8	3,767	3,543
Asset retirement obligation accretion	9	167	153
Long-term debt accretion	7	325	681
Gain on modification of debt	7	(749)	-
Financing costs		856	-
Current income tax expense		4,950	3,215
Deferred income tax expense		414	363
Settlement of hedge contract	8	(3,683)	(1,560)
Unrealized foreign exchange (loss) gain		(2,289)	612
Contract liability		-	5,441
Payment of income tax		(5,411)	-
		36,961	36,376
Changes in non-cash working capital	12	(13,828)	(4,011)
		23,133	32,365
Financing activities			
Repayment of long-term debt	7	(3,600)	(6,749)
Proceeds of revolving credit facility	7	15,000	-
Financing costs		(856)	-
Payments of lease obligations	14	(4,033)	(3,234)
Share unit cash settlement	10	(373)	(69)
Proceeds from stock option exercise	10	131	95
NCIB share buyback	10	-	(3,130)
		6,269	(13,087)
Investing activities			
Asset Acquisition - Séguéla gold project		-	(21,380)
Asset Acquisition – cash acquired		-	221
Transaction costs		-	(453)
Additions to property, plant and equipment	6	(26,244)	(39,464)
Bagassi South pre-commercial production revenue	6	-	6,277
Bagassi South pre-commercial production expenses	6	-	(4,635)
		(26,244)	(59,434)
Net increase (decrease) in cash		3,158	(40,156)
Effect of foreign exchange rates on cash		(155)	(264)
Cash and cash equivalents, beginning of period		41,780	59,833
Cash and cash equivalents, end of period		44,783	19,413
Interest paid		859	1,168

Refer to note 12 for supplemental cash flow information

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Roxgold Inc.

Consolidated Statements of Financial Position

(Unaudited)

(Expressed in thousands of U.S. Dollars)

As at	Notes	June 30, 2020	December 31, 2019
Assets			
Current assets			
Cash and cash equivalents	3	44,783	41,780
Taxes recoverable and other receivables	4	26,830	18,490
Prepaid expenses and deposits		3,317	2,444
Inventory	5	18,746	9,567
		93,676	72,281
Non-current assets			
Inventory	5	9,880	12,634
Property, plant and equipment	6	196,124	202,286
Restricted cash	9	1,551	1,551
Deferred tax asset		2,598	2,931
Total assets		303,829	291,683
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities		36,153	39,922
Contract liability		1,236	-
Current portion of lease obligations	14	3,812	7,845
Current portion of long-term debt	7	8,921	15,750
Current portion of derivative financial instruments	8	8,425	7,164
Current income tax liability		5,161	5,795
		63,708	76,476
Non-current liabilities			
Long-term debt	7	26,764	8,959
Derivative financial instruments	8	-	2,043
Asset retirement obligations	9	3,430	3,263
Lease obligations	14	-	-
Deferred share units' liability	10	1,810	812
Deferred income tax liability		19,176	18,699
Total liabilities		114,888	110,252
Equity			
Share capital	10	209,116	208,491
Reserves	10	24,479	24,360
Accumulated other comprehensive income		10,512	13,116
Deficit		(71,231)	(78,061)
Equity attributable to Roxgold shareholders		172,876	167,906
Equity attributable to non-controlling interest	16	16,065	13,525
Total equity		188,941	181,431
Total liabilities and equity		303,829	291,683
Commitments	13		
Subsequent events			

Roxgold Inc.

Consolidated Statements of Equity

(Unaudited)

(Expressed in thousands of U.S. Dollars)

For the six-month periods ended June 30,	2020	2019
Share capital		
Balance – Beginning of year	208,491	208,940
Shares issued for exercise of share awards	625	685
Share repurchase		(2,493)
Balance – End of period	209,116	207,132
Warrants¹		
Balance – Beginning of period	4,676	4,676
Balance – End of period	4,676	4,676
Options		
Balance – Beginning of period	12,307	12,838
Shares issued for exercise of options	(130)	(25)
NCIB share buyback	(409)	-
Share-based payments	50	24
Balance – End of period	11,818	12,837
Restricted, performance and deferred share units		
Balance – Beginning of period	7,377	6,232
Restricted, performance and deferred share units	608	1,028
Settlement of restricted share units	-	(659)
Balance – End of period	7,985	6,601
Accumulated other comprehensive income		
Balance – Beginning of period	13,116	12,475
Other comprehensive income	(2,604)	558
Balance – End of period	10,512	13,033
Deficit		
Balance – Beginning of period	(78,061)	(79,608)
Share buyback	(8)	(639)
Income attributable to Roxgold shareholders	6,838	(2,542)
Balance – End of period	(71,231)	(82,789)
Total equity attributable to Roxgold shareholders	172,876	161,490
Total equity attributable to non-controlling interests		
Balance – Beginning of period	13,525	10,045
Income attributable to non-controlling interest	2,540	1,516
Balance – End of period	16,065	11,516
Total Equity	188,941	173,051

Refer to Note 10 for further information on changes to equity.

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

¹ This balance relates to warrants that have expired and were not exercised. There are no warrants outstanding as at June 30, 2020.

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

1. Nature of operations

Roxgold Inc. (the "Company") is a Canadian-based gold mining company with its key asset, the Yaramoko Gold Mine, located in the Houndé greenstone belt of Burkina Faso, West Africa and advancing the development and exploration of Séguéla Gold Project located in Côte d'Ivoire. The Yaramoko Gold Mine consists of two high-grade underground gold mines: the 55 Zone and Bagassi South. The Company is a reporting issuer in all provinces and territories of Canada other than Quebec and its common shares are listed on the Toronto Stock Exchange under the symbol "ROXG" and on the OTCQX Market under the symbol "ROGFF". The Company has its corporate head office located at 360 Bay Street, Suite 500, Toronto, Ontario, M5H 2V6.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially led to an economic downturn.

Operations at Yaramoko were not materially impacted by COVID-19 with heightened preventative measures and response plans in place to mitigate and minimize any potential impacts from the virus. The Company is continually assessing the health and safety risks to the Company's personnel and contractors at its operations and offices. Whilst production has been maintained, a prolonged COVID-19 related interruption may have an impact on the Company's operations, financial position and liquidity.

2. Summary of significant accounting policies

A. Basis of measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

B. Statement of compliance

The Company's condensed interim consolidated financial statements ("financial statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of the interim statements, including IAS 34, *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB").

The Company has consistently applied the accounting policies used in the preparation of its IFRS financial statements. The financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2019. The Board of Directors authorized the condensed interim consolidated financial statements for publication on August 11, 2020.

3. Cash and cash equivalents

As at June 30, 2020, cash on hand totalling \$44,783,000 (December 31, 2019: \$41,780,000) consisted of cash in bank chequing accounts. As at June 30, 2020, the Company's cash balance is comprised of \$14,771,000 US Dollars, and the West African Franc equivalent of €26,162,000 (\$29,381,000).

4. Taxes recoverable and other receivables

As at June 30, 2020, receivables were mainly related to Value Added Tax ("VAT") receivable in Burkina Faso. They are non-interest bearing and generally settled within twelve months although they could be collected beyond the twelve-month period.

As at	June 30 2020	December 31 2019
Opening Balance	18,490	25,778
Add: increase in taxes recoverable and other receivables	11,432	21,349
Deduct: refund and sale of VAT	(3,092)	(28,637)
Ending balance	26,830	18,490

As at June 30, 2020, the Company sold VAT receivables in the amount of \$3,092,000 at a factor rate of 5%.

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

5. Inventory

As at	June 30 2020	December 31 2019
Stockpiled ore	18,399	14,053
Gold-in-circuit	3,358	1,181
Doré bars	84	1,352
Consumables inventory	6,785	5,615
Total Inventory	28,626	22,201
Less: Current portion	(18,746)	(9,567)
Non-current Inventory	9,880	12,634

The amount of depreciation included within inventory at June 30, 2020 is \$7,796,000 (December 31, 2019: \$4,066,000). For the six-month period ended June 30, 2020, the Company recognised a net realizable value adjustment on low grade stockpiled ore of Nil (December 31, 2019 - \$117,000).

The long-term inventory represents low grade stockpiled ore which the Company does not expect to process within the next twelve months.

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

6. Property, plant and equipment

COST	Furniture, mining vehicles, and computer equipment	Processing plant	Underground mine	Acquisition, infrastructure, and other development costs	Mineral properties under development	E&E Asset	TOTAL
As at December 31, 2018	27,786	39,689	88,571	69,092	25,267	-	250,405
Additions	1,805	1,202	30,360	7,411	22,925	-	63,703
Séguéla acquisition	448	-	-	316	-	21,417	22,181
Addition as at January 1, 2019 from transition to IFRS 16	4,227	-	-	-	-	-	4,227
Transfer	1,471	10,912	28,780	3,735	(44,898)	-	-
Pre-production revenue	-	-	-	-	(14,173)	-	(14,173)
Pre-production expenses	-	-	-	-	10,879	-	10,879
Retirement of assets	(2,558)	-	-	-	-	-	(2,558)
Foreign exchange	37	-	-	194	-	33	264
As at December 31, 2019	33,216	51,803	147,711	80,748	-	21,450	334,928
Additions	275	32	19,537	5,009	-	10	24,863
Foreign exchange	(34)	-	-	(190)	-	(16)	(240)
As at June 30, 2020	33,457	51,835	167,248	85,567	-	21,444	359,551
ACCUMULATED DEPRECIATION							
As at December 31, 2018	(12,765)	(14,228)	(31,438)	(21,954)	-	-	(80,385)
Additions	(8,601)	(8,177)	(26,323)	(11,607)	-	-	(54,708)
Retirement of assets	2,558	-	-	-	-	-	2,558
Foreign exchange	(32)	-	-	(75)	-	-	(107)
As at December 31, 2019	(18,840)	(22,405)	(57,761)	(33,636)	-	-	(132,642)
Additions	(4,697)	(3,718)	(16,684)	(5,781)	-	-	(30,880)
Foreign exchange	14	-	-	81	-	-	95
As at June 30, 2020	(23,523)	(26,123)	(74,445)	(39,336)	-	-	(163,427)
NET BOOK VALUE							
Net book value as at December 31, 2018	15,021	25,461	57,133	47,138	25,267	-	170,020
Net book value as at December 31, 2019	14,376	29,398	89,950	47,112	-	21,450	202,286
Net book value as at June 30, 2020	9,934	25,712	92,803	46,231	-	21,444	196,124

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

6. Property, plant and equipment (continued)

The net book value of the assets held in Canada, Burkina Faso and Côte D'Ivoire totalled \$134,000, \$173,824,000 and \$22,166,000 respectively, as at June 30, 2020 (December 31, 2019: \$243,000, \$179,790,000 and \$22,253,000 respectively). Included under mining equipment are right-of-use assets at a net book value of \$6,145,000 (December 31, 2019: \$9,926,000).

7. Long-term debt

As at	June 30 2020	December 31 2019
Opening balance	24,709	36,200
Add: drawdown on revolving credit facility	15,000	-
Deduct: debt repayment	(3,600)	(12,750)
Gain on modification of debt	(749)	-
Add: accretion	325	1,259
Ending balance	35,685	24,709
Less: current portion	8,921	(15,750)
Non-current portion	26,764	8,959

The facility includes covenants customary for a transaction of this nature. As at June 30, 2020, the Company has maintained all covenants. In the six-month period ended June 30, 2020, the Company has made principal repayments totalling \$3,600,000 and interest and accretion totalling \$1,184,000 (June 30, 2019 - \$1,849,000) which were expensed in the Company's consolidated statement of income.

On March 31, 2020, the Company completed the drawdown of \$15,000,000 from its revolving credit facility. The repayment terms required four quarterly instalments of 25% commencing in the third quarter of 2020, with an interest rate of LIBOR plus 3.75%.

On June 29, 2020, the Company completed the refinancing of its existing credit facility (the "Amended Facility") by consolidating the outstanding principal amount of the original credit facility as well as the revolving credit facility into a single credit facility with an outstanding principal balance of \$37,050,000. The Amended Facility is subject to a quarterly repayment schedule starting at Q4 2020, with an interest rate of LIBOR plus 4.00% and a final maturity date at the end of Q4 2022.

As the change in future payment terms expected was determined not to be substantial, the amendment was recorded as a debt modification. In accordance with IFRS 9, the effective interest rate on the Credit Facility was recalculated at the amendment date based on the carrying value of the Amended Facility, and its expected future payment terms, and a gain was recorded in the Company's consolidated statement of income.

The revised repayment schedule is based on a percentage of the Amended Facility as follows:

Repayment dates	% of total Amended Facility
December 31, 2020	4%
March 31, 2021	10%
June 30, 2021	11%
September 30, 2021	11%
December 31, 2021	12%
March 31, 2022	13%
June 30, 2022	13%
September 30, 2022	13%
December 30, 2022	13%

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

7. Long-term debt (continued)

As at June 30, 2020, the Company is committed to minimum future principal and interest payments for the Facility, is as follows:

	Long-term debt
Remainder of the year ending December 31, 2020	2,223
Year ending December 31, 2021	17,491
Year ending December 31, 2022	19,748

8. Derivative financial instruments

The execution of a hedging program was completed in July 2016 as a condition precedent to the drawdown of the Credit Facility (note 7). The hedging program comprised of the forward sale of 65,000 ounces of gold, at an average price of US\$1,052 per ounce, which is to be settled on a monthly basis from January 2017 to March 2021.

For the six-month ended June 30, 2020, the Company recognized a change in the fair value of derivative financial instruments of \$3,767,000 loss (June 30, 2019 - \$3,543,000 loss) in its consolidated statement of income. During the six-month ended June 30, 2020, the Company redeemed hedging contracts totalling \$4,549,000 (June 30, 2019 - \$1,956,000) of which \$3,683,000 were cash settled. The cash settlement is completed on the first business day of the following month. For the six-month period ended June 30, 2020, the Company has settled 7,644 ounces and as at June 30, 2020, 11,492 ounces are outstanding.

The fair value of instruments not traded in an active market is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on the Company's specific estimates. If all significant inputs required to measure the fair value of an instrument are observable, the instrument is included in Level 2. As at June 30, 2020, the derivative financial instruments have been classified as Level 2 financial instruments according to the Company's fair value hierarchy. The fair value of these instruments is determined using discounted future cash flows based on the forward gold curve.

There were no transfers between Level 1, Level 2 and Level 3 during the six-month ended June 30, 2020 and 2019.

For the periods ended,	June 30 2020	December 31 2019
Opening balance	9,207	8,441
Change in fair value of derivatives	3,767	5,974
Settlement of derivative financial instruments	(4,549)	(5,208)
Ending balance	8,425	9,207
Less: current portion	(8,425)	(7,164)
Non-current portion	-	2,043

9. Asset retirement obligations

The Company recognizes a provision related to its constructive and legal obligations in Burkina Faso to restore its Yaramoko property. The cost of these obligations is determined based on the expected future level of activity and costs related to decommissioning the mines and restoring the property. As at June 30, 2020, the Company has a provision for mine rehabilitation of \$3,430,000 (December 31, 2019 - \$3,263,000). A related accretion expense of \$167,000 (June 30, 2019 - \$153,000) was recorded in the consolidated statement of income. The provision is calculated at the net present value of the estimated future undiscounted cash flows using a discount rate of 10.25% (2019 - 10.25%), a remaining mine life of approximately four years based on reserves only and estimated future undiscounted liability of \$4,533,000.

The Company has a bank account in Burkina Faso which is restricted solely for the purpose of future restoration costs of its Yaramoko property. At June 30, 2020, the restricted cash balance was \$1,551,000.

	June 30 2020	December 31 2019
Opening balance	3,263	2,791
Additions	-	494
Add: accretion	167	(22)
Ending balance	3,430	3,263

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

10. Share capital and reserves

For the six-month periods ended June 30,	2020	2019
Shares		
Balance – Beginning of year	371,562,306	373,080,795
Shares issued for exercise of share awards	778,922	597,500
Shares repurchased and cancelled	-	(4,949,000)
Balance – End of period	372,341,228	368,729,295

A. Authorized

The authorized share capital of the Company is comprised of an unlimited number of voting common shares.

B. Share issuances

During the six-month period ended June 30, 2020, the Company issued 428,922 shares pursuant to the Company's deferred share units ("DSU") plan for total net impact of \$312,000 (C\$420,000) and 350,000 options were exercised at a weighted average price of \$0.81 per share, for total proceeds of \$208,000 (C\$284,000). At the time the options were exercised the weighted average share price was C\$1.36.

During the six-month period ended June 30, 2019, the Company issued 472,500 shares pursuant to the Company's restricted share units ("RSU") plan for total net impact of \$590,000 (C\$784,000) and 125,000 exercise of stock options with a weighted average exercise price of C\$0.70 per share, for the total net proceeds of \$95,000 (C\$121,000). At the time the options were exercised the weighted average share price was C\$0.97.

C. Share cancellations

In the six-month ended June 30, 2020, the Company did not repurchase and cancel any shares under the NCIB. During the six-month period ended June 30, 2019, the Company repurchased and cancelled 4,949,000 shares at an average price of C\$0.84/share, for a total cost of \$3,130,000 (C\$4,157,000). To date, the Company has not purchased any common shares under the renewed NCIB.

On June 16, 2020, the Company announced that a notice of intention to renew a Normal Course Issuer Bid ("NCIB") was filed and accepted by the TSX. The NCIB commenced on June 19, 2020 and will terminate on the earlier of i) June 17, 2021; and ii) the date in which the maximum number of Common Shares that can be acquired pursuant to the NCIB are purchased. The Company may purchase up to 10 million common shares under NCIB.

D. Share-based payments

A summary of the share-based payment expenses is detailed as follows:

For the periods ended June 30,	Three-month 2020	Three-month 2019	Six-month 2020	Six-month 2019
Stock Options cost	20	35	49	26
Deferred share unit costs – expensed	1,182	35	1,019	75
Performance share unit costs – expensed	169	161	200	254
Restricted share unit costs – expensed	365	482	707	740
Total share-based payments expensed	1,736	713	1,975	1,095

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

10. Share capital and reserves (continued)**E. Stock options**

A summary of the Company's stock option activities for the six-month ended June 30, 2020 and for the year ended December 31, 2019 is presented below:

	Number of stock options	Weighted average exercise price \$ (CAD)
Balance as at December 31, 2018	7,683,055	0.87
Granted	450,000	0.91
Exercised	(1,604,999)	0.62
Forfeited/Expired	(1,269,445)	1.19
Balance as at December 31, 2019	5,258,611	0.88
Granted	-	-
Exercised	(350,000)	0.81
Forfeited/Expired	(1,500,000)	0.69
Balance as at June 30, 2020	3,408,611	0.96

During the six-month period ended June 30, 2020, the Company did not grant options that were specifically linked to performance-based metrics (2019 - 450,000).

As at June 30, 2020, the Company had the following stock options outstanding:

Expiry date	Number of stock options outstanding	Number of stock options vested	Exercise price \$CAD	Weighted average number of years to expiry
January 4, 2021	1,876,667	1,876,667	0.69	0.51
May 18, 2021	100,000	100,000	1.20	0.88
June 9, 2021	100,000	100,000	1.41	0.94
January 19, 2022	881,944	881,944	1.50	1.56
March 31, 2024	450,000	-	0.91	3.75
	3,408,611	2,958,611	0.96	1.24

F. Deferred share units

The following table reflects the movement in deferred share units ("DSUs"):

	Number of instruments
Balance as at December 31, 2018	4,876,816
Granted	688,751
Balance as at December 31, 2019	5,565,567
Granted	598,068
Settled	(428,922)
Balance as at June 30, 2020	5,734,713

As at June 30, 2020, all DSUs have vested and 4,122,183 units had a dilutive impact as the remaining DSUs totalling 1,612,530 units are to be settled in cash and included as a liability on the Company's consolidated statement of financial position. The total intrinsic value of deferred share units for which the counterparty's right to cash had vested amounted to \$1,810,000.

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

10. Share capital and reserves (continued)**G. Restricted share units**

The following table reflects the movement in restricted share units ("RSU"):

	Number of instruments
Balance as at December 31, 2018	2,706,467
Granted	3,586,966
Forfeited	(750,187)
Settled	(75,904)
Balance as at December 31, 2019	5,467,342
Granted	3,241,579
Forfeited	(271,430)
Balance as at June 30, 2020	8,437,491

Expiry date	Number of instruments	Number of instruments vested	Weighted average number of years to expiry
December 1, 2020	537,772	512,772	0.42
December 1, 2021	1,759,106	1,208,690	1.42
December 1, 2022	2,785,727	992,076	2.42
January 1, 2023	180,723	-	2.50
December 1, 2023	3,174,163	-	3.41
Balance as at June 30, 2020	8,437,491	2,713,538	2.46

H. Performance share units

The following table reflects the movement in PSUs for the period ended June 30, 2020:

	Number of instruments
Balance as at December 31, 2018	1,017,927
Granted	1,949,405
Forfeited	(403,676)
Balance as at December 31, 2019	2,563,656
Granted	2,117,979
Forfeited/Expired	(300,000)
Balance as at June 30, 2020	4,381,635

Expiry date	Number of instruments	Weighted average number of years to expiry
February 1, 2021	567,227	0.59
January 1, 2022	1,696,429	1.51
January 23, 2023	2,117,979	2.56
Balance as at June 30, 2020	4,381,635	1.90

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

11. Mine operating expenses

A summary of mine operating expenses is presented below:

For the periods ended June 30,	Three-month 2020	Three-month 2019	Six-month 2020	Six-month 2019
Mining contractor	11,851	8,056	25,623	15,344
Salaries and benefits	2,848	2,177	5,470	4,320
Operating supplies and parts	2,503	2,930	5,704	5,338
Energy	1,702	974	3,246	1,993
Inventory adjustment	2,603	690	(1,624)	1,383
	21,507	14,827	38,419	28,378

12. Supplementary cash flow information

For the six-month periods ended June 30,	2020	2019
Property, plant and equipment (PP&E) included in accounts payable and accrued liabilities	6,084	3,982
Depreciation included in Inventory	7,796	3,359
Depreciation included in PP&E	-	1,144
IFRS 16 - right of use asset addition to PP&E	-	4,227
Changes in non-cash working capital for the six-month periods ended June 30,	2020	2019
Accounts receivable	(8,340)	(4,969)
Prepaid expenses and other expenses	(873)	(1,023)
Inventory	(2,695)	930
Accounts payable & other accrued liabilities	(1,920)	1,051
	(13,828)	(4,011)

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

13. Commitments

The Company's financial commitments consist contracts with service providers and consultants.

For the years ending December 31,	2020	2021	2022	2023+
Lease agreements	174	163	134	344
Service agreements	5,839	1,716	-	-
	6,013	1,879	134	344

The Company entered into an agreement with a service provider wherein the Company could be subject to an early termination payment, which is reduced monthly over 30 month and, in certain conditions, could be subject to other payments that will be negotiated between the Company and the service provider. If the Company had terminated the agreement at June 30, 2020, it would have been subject to an early termination payment of \$3,941,000 (June 30, 2019: \$8,231,000).

The government of Burkina Faso retains a 10% carried interest in Roxgold SANU S.A. In Burkina Faso, all shipments with gold spot prices lower or equal to \$1,000 per ounce are subject to a royalty rate of 3%, a 4% rate is applied to all shipments with gold spot prices between \$1,000 and \$1,300 per ounce, and a 5% royalty rate is applied to all shipments with a gold spot price greater than \$1,300 per ounce. During the six-month period ended June 30, 2020, the Company was subject to royalty rates of 5%. For the six-month period ended June 30, 2020, government royalties amounting to \$5,511,000 (June 30, 2019: \$3,589,000) were incurred with the Government of Burkina Faso. The Company is also subject to a 1% contribution to a Mining fund for local development. This amounted to \$1,102,000 for the six-month period ended June 30, 2020.

14. Lease obligations

The Company has a Mining Service Contract with African Underground Mining Services ("AUMS") and it was determined that based on the substance of the Mining Service Contract at the inception date, it contained leases with respect to the mining fleet to be provided by AUMS.

As at	June 30 2020	December 31 2019
Opening balance	7,845	9,931
Add: new lease obligations	-	758
Add: IFRS 16 impact	-	4,227
Deduct: repayments	(4,033)	(7,071)
Total lease obligations	3,812	7,845
Less: current portion	(3,812)	(7,845)
Non-current obligations	-	-

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

15. Segmented Reporting

The Company is conducting exploration and evaluation and mining operations activities in Burkina Faso and Côte d'Ivoire. The business segments presented reflect the management structure of the Company and the way in which the Company's chief operating decision maker reviews business performance. The Company evaluates the performance of its operating segments primarily based on segment operating income, as defined below.

For the three-month periods ended June 30, 2020	Mining Operations, Burkina Faso	Exploration and evaluation, Burkina Faso	Exploration and evaluation, Côte D'Ivoire	Corporate	Total
Revenue	62,107	-	-	-	62,107
Total mine operating expenses	(38,708)	-	-	-	(38,708)
Mine operating profit	23,399	-	-	-	23,399
General administrative expenses	-	-	-	(1,131)	(1,131)
Sustainability and other in-country costs	(424)	-	-	-	(424)
Exploration and evaluation	-	(1,172)	(3,107)	-	(4,279)
Depreciation	-	-	(160)	(57)	(217)
Share-based payments	-	-	77	(1,813)	(1,736)
Operating profit (loss)	22,975	(1,172)	(3,190)	(3,001)	15,612
Non-Operating expenses	(7,835)	5	(5)	(310)	(8,145)
Income (loss) for the period	15,140	(1,167)	(3,195)	(3,311)	7,467
Segmented total assets	257,756	2,545	23,565	19,963	303,829
Segmented total liabilities	97,767	1,436	3,044	12,641	114,888
Segmented capital expenditures	10,936	-	98	60	11,094

For the three-month periods ended June 30, 2019	Mining Operations, Burkina Faso	Exploration and evaluation, Burkina Faso	Corporate	Total
Revenue	39,689	-	-	39,689
Total mine operating expenses	(28,224)	-	-	(28,224)
Mine operating profit	11,465	-	-	11,465
General administrative expenses	-	-	(1,175)	(1,175)
Sustainability and other in-country costs	(497)	-	-	(497)
Exploration and evaluation	(417)	(3,693)	-	(4,110)
Depreciation	-	(49)	(148)	(197)
Share-based payments	-	-	(713)	(713)
Operating profit (loss)	10,551	(3,742)	(2,036)	4,773
Non-Operating expenses	(5,671)	(39)	(2,018)	(7,728)
Income (loss) for the period	4,880	(3,781)	(4,054)	(2,955)
Segmented total assets	238,189	25,122	15,502	278,813
Segmented total liabilities	89,924	3,299	12,539	105,762
Segmented capital expenditures	15,798	22,190	-	37,988

Roxgold Inc.

Notes to the Consolidated Financial Statements

(Unaudited)

(Tabular amounts in thousands of U.S. Dollars, except for shares and per share amounts)

15. Segmented Reporting (continued)

For the six-month periods ended June 30, 2020	Mining Operations, Burkina Faso	Exploration and evaluation, Burkina Faso	Exploration and evaluation, Côte D'Ivoire	Corporate	Total
Revenue	110,153	-	-	-	110,153
Total mine operating expenses	(71,854)	-	-	-	(71,854)
Mine operating profit	38,299	-	-	-	38,299
General administrative expenses	-	-	-	(2,422)	(2,422)
Sustainability and other in-country costs	(792)	-	-	-	(792)
Exploration and evaluation	-	(3,149)	(8,900)	-	(12,049)
Depreciation	-	-	(160)	(279)	(439)
Share-based payments	-	-	-	(1,975)	(1,975)
Operating profit (loss)	37,507	(3,149)	(9,060)	(4,676)	20,622
Non-Operating expenses	(11,630)	15	(49)	420	(11,244)
Income (loss) for the period	25,877	(3,134)	(9,109)	(4,256)	9,378
Segmented total assets	257,756	2,545	23,565	19,963	303,829
Segmented total liabilities	97,767	1,436	3,044	12,641	114,888
Segmented capital expenditures	24,694	-	108	61	24,863

For the six-month periods ended June 30, 2019	Mining Operations, Burkina Faso	Exploration and evaluation, Burkina Faso	Corporate	Total
Revenue	79,512	-	-	79,512
Total mine operating expenses	(55,411)	-	-	(55,411)
Mine operating profit	24,101	-	-	24,101
General administrative expenses	-	-	(2,627)	(2,627)
Sustainability and other in-country costs	(1,125)	-	-	(1,125)
Exploration and evaluation	(417)	(6,874)	-	(7,291)
Depreciation	-	(54)	(361)	(415)
Share-based payments	-	-	(1,095)	(1,095)
Operating profit (loss)	22,559	(6,928)	(4,083)	11,548
Non-Operating expenses	(11,066)	(49)	(1,459)	(12,574)
Income (loss) for the period	11,493	(6,977)	(5,542)	(1,026)
Segmented total assets	238,189	25,122	15,502	278,813
Segmented total liabilities	89,924	3,299	12,539	105,762
Segmented capital expenditures	36,507	22,205	373	59,085

The Company's revenue is derived from one major customer. The Company is not economically dependent on a limited number of customers for the sale of gold because gold can be sold through numerous commodity market traders worldwide.

16. Non-Controlling interest

For the six-month period ended June 30, 2020, the non-controlling interest of the Government of Burkina Faso, which represents 10% in Roxgold SANU S.A. totalled \$2,540,000 (2019: \$1,516,000). The income attributable to the NCI for the six-month period ended June 30, 2020, totalling \$25,451,000 is based on the net income for Roxgold SANU SA, as determined using IFRS. This excludes all items within their expenses and Financial expenses on the Company's consolidated statement of income, except for sustainability and other in-country costs, interest expense, other expenses and any related foreign exchange gain (loss).