



Condensed Interim Consolidated Financial Statements

MKANGO RESOURCES LTD.

For the three and six months ended June 30, 2018 and 2017

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 condensed interim consolidated financial statements for the three and six months ended June 30, 2018 and 2017.

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

As at	Notes	June 30, 2018	December 31, 2017
ASSETS			
Current			
Cash and cash equivalents		\$6,877,029	\$691,276
Accounts receivable		9,369	278,898
Prepaid expenses		164,399	10,338
Total currents assets		7,050,797	980,512
Property and equipment	5	91,731	17,357
Total assets		7,142,528	997,869
LIABILITIES			
Current			
Accounts payable and accrued liabilities		448,007	70,628
Due to related party	6	274,131	478,809
Grant received in advance	7	63,863	3,528
Total current liabilities		786,001	552,965
Long term			
Warrants - derivative financial instruments	8(b)	1,435,893	1,698,267
Total liabilities		2,221,894	2,251,232
EQUITY (DEFICIENCY)			
Share capital	8(a)	10,306,704	9,343,659
Contributed surplus		3,717,630	3,660,003
Accumulated other comprehensive loss		67,725	65,437
Deficit		(6,080,306)	(14,322,462)
Total shareholders' surplus (deficit) of parent		8,011,753	(1,253,363)
Non-controlling interest	9	(3,091,119)	-
Total liabilities and shareholders' surplus (deficit)		\$7,142,528	\$997,869
Going concern	2		
Commitments	11		
Subsequent event	13		

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 condensed interim consolidated financial statements.

MKANGO RESOURCES LTD
Condensed Interim Consolidated Statements of Comprehensive Loss
Reported in US dollars

		For the three months ended June 30,		For the six months ended June 30,	
	Notes	2018	2017	2018	2017
Expenses					
General and administrative		\$323,029	\$118,747	\$653,921	\$280,322
Mineral exploration expenditures		1,011,236	88,708	1,363,599	189,116
Research and development		-	-	281,372	-
Depreciation	5	6,583	2,789	9,534	5,577
Share-based payments		27,194	54,539	66,917	107,818
		1,368,042	264,783	2,375,343	582,833
Other items					
Interest income		(64)	(1)	(830)	(3)
Accretion		11,508	4,361	30,871	41,750
Listing expenses		34,583	-	51,555	-
Unrealized loss on revaluation of warrants	8(b)	(21,137)	118,324	118,118	303,492
Loss (gain) on deferral of related party consulting fees		-	11,502	-	(19,480)
Foreign exchange (gain) loss		586,405	(136,074)	557,930	(76,784)
Net loss		\$1,979,337	\$262,895	\$3,132,987	\$831,808
Net loss attributable to					
Common shareholders		1,773,370	262,895	2,656,995	831,808
Non-controlling interest	9	205,967	-	462,512	-
Attributable net loss		1,979,337	262,895	3,132,987	831,808
Other comprehensive loss					
Items that may be reclassified subsequently to net income					
Exchange difference on translating foreign operations		(1,121)	93,578	(2,288)	(61,268)
Total comprehensive loss		\$1,975,882	\$356,473	\$3,130,699	\$770,540
Total comprehensive loss attributable to					
Common shareholders		1,662,806	356,473	2,531,192	770,540
Non-controlling interest	9	299,596	-	586,027	-
Attributable comprehensive loss		1,975,882	\$356,473	\$3,130,699	\$770,540
Net loss per share - basic and diluted		\$(0.018)	\$(0.003)	\$(0.029)	\$(0.010)
Weighted average shares outstanding basic and diluted		108,650,055	83,912,472	107,963,126	83,912,472

Refer to accompanying notes to the condensed interim consolidated financial statements.

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

		For the six months ended June 30,	
	Notes	2018	2017
Cash flow used by operating activities			
Net loss for the period		\$(3,132,987)	\$(831,808)
Items not affecting cash:			
Share based payments		66,917	107,818
Unrealized loss on revaluation of warrants	8(b)	118,118	303,492
Depreciation	5	9,534	5,577
Unrealized foreign exchange (gain) loss		557,930	(83,222)
Change in non-cash operating capital			
Accounts receivable and prepaid expenses		115,468	(8,995)
Current liabilities		233,036	36,373
Cash flow used by operating activities		(2,031,984)	(470,765)
Cash flow provided by financing activities			
Investment by non-controlling shareholder		8,284,027	-
Investment, net of investment costs		-	535,315
Warrants exercised		504,887	-
Cash flow provided by financing activities		8,788,914	535,315
Cash flow used by investing activities			
Addition of assets		(83,909)	-
Cash flow used by investing activities		(83,909)	-
Effect of exchange rate changes on cash		(487,268)	45,124
Change in cash and cash equivalents		6,185,753	109,674
Cash and cash equivalents at the beginning of the period		691,276	388,678
Cash and cash equivalents at the end of the period		\$6,877,029	\$498,352

Refer to accompanying notes to the condensed interim consolidated financial statements.

MKANGO RESOURCES LTD
Condensed Interim Consolidated Statements of Changes in Deficit
Reported in US dollars

	Share capital	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Non- controlling Interest ("NCI")	Total
Balance at December 31, 2016	\$8,014,055	\$3,272,308	\$65,292	\$(11,793,281)	\$ -	\$(441,626)
Common shares issued	688,206	(27,030)	-	-	-	661,176
Warrants exercised	705,608	123	-	-	-	705,731
Share issue costs	(51,728)	-	-	-	-	(51,728)
Warrants issued - agent fee	(12,482)	12,482	-	-	-	-
Share based payments	-	402,120	-	-	-	402,120
Total comprehensive income	-	-	145	(2,529,181)	-	(2,529,036)
Balance at December 31, 2017	\$9,343,659	\$3,660,003	\$65,437	\$(14,322,462)	\$ -	\$(1,253,363)
Warrants exercised	963,045	(9,290)	-	-	-	953,755
Share based payments	-	66,917	-	-	-	66,917
Acquisition of shares by NCI	-	-	-	-	(2,505,092)	(2,505,092)
Gain on recognition of NCI	-	-	-	10,786,828	-	10,786,828
Total comprehensive income	-	-	2,288	(2,544,672)	(586,027)	(3,128,411)
Balance at June 30, 2018	\$10,306,704	\$3,717,630	\$67,725	\$(6,080,306)	\$(3,091,199)	\$4,920,634

Refer to accompanying notes to the condensed interim consolidated financial statements.

MKANGO RESOURCES LTD

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Reported in US dollars unless indicated otherwise)

1. GENERAL INFORMATION

The principal business of Mkango Resources Ltd (“Mkango”) is rare earth element and associated minerals exploration and development with three properties in the Republic of Malawi, Africa, including the Phalombe exploration license (“Phalombe License”), the Thambani exploration license (“Thambani License”) and the Chimimbe exploration license (“Chimimbe 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 BVI”). The articles of Mkango were amended to change its name from Alloy Capital Corp. to Mkango Resources Ltd. Mkango’s head office is located at 706 27 Avenue NW, Calgary, Alberta, Canada, T2M 2J3.

Lancaster BVI was incorporated August 3, 2007 by Memorandum and Articles of Association issued pursuant to the provisions of the British Virgin Islands (“BVI”) Companies Act. Lancaster BVI is 80% owned by Mkango and 20% owned by Talaxis Limited (“Talaxis”). Lancaster BVI’s registered office is located at Jayla Place, Wickhams Cay 1, P.O. Box 3190, Road Town, Tortola, British Virgin Islands, VG1110.

On May 19, 2011, Lancaster Exploration Limited (“Lancaster Malawi”), was incorporated under the laws of Blantyre, Malawi. Lancaster Malawi is a wholly owned subsidiary of Lancaster BVI and as such, is 20% owned by Talaxis.

On January 3, 2018, Maginito Limited (“Maginito”) was incorporated under the laws of the British Virgin Islands (“BVI”). Maginito is 75.5% owned by Mkango and 24.5% owned by Talaxis. Maginito’s registered office is located at Jayla Place, Wickhams Cay 1, P.O. Box 3190, Road Town, Tortola, British Virgin Islands, VG1110. Maginito is a wholly owned subsidiary of Mkango.

Mkango and its wholly owned subsidiaries are collectively referred to as the “Company” in these condensed interim financial statements.

The condensed interim financial statements were authorized for issuance by the Board of Directors of the Company on August 28, 2018.

2. GOING CONCERN

These condensed interim consolidated 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 \$6,264,796 as of June 30, 2018 (December 31, 2017 - \$427,547) and has an accumulated deficit of \$6,080,306 as of June 30, 2018 (December 31, 2017 - \$14,322,462). 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 (Note 11). As at June 30, 2018, the licences are in good standing with the Government of Malawi.

The operations of the Company for the next 12 months are currently being funded by the net proceeds of equity placements which closed on October 26, 2017 (Note 8), the £6 million of investment proceeds received from Talaxis by two subsidiaries, Lancaster BVI and Maginito, in January 2018, and from the proceeds received upon the exercise of warrants on November 24, 2017, December 14, 2017, January 12, 2018, January 25, 2018, January 26, 2018, March 1, 2018 (Note 8).

The spending commitments to the Malawi Government required to maintain the exploration licenses in good standing may indicate material uncertainties, which might cast significant doubt on the Company’s ability to continue as a going concern. In addition, 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 condensed interim consolidated 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. The spending commitments to the Malawi Government to maintain the exploration licenses in good standing may indicate material uncertainties, which may cast significant doubt on the Company’s ability to continue as a going concern.

MKANGO RESOURCES LTD

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Reported in US dollars unless indicated otherwise)

3. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed interim consolidated 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”).

(b) Basis of presentation and measurement

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”), and its interpretations. Accordingly, these Financial Statements do not include all of the information and footnotes required by the IFRS for complete annual financial statements, and should be read in conjunction with the Company’s consolidated audited financial statements for the year ended December 31, 2017.

(c) Functional and presentation currency and principles of consolidation

The condensed interim consolidated financial statements are presented in US dollars, which is the functional currency of Mkango.

Below is a listing of ownership percentage and functional currency of Mkango’s subsidiaries:

Entity Name	Functional Currency	Ownership Percentage
Lancaster Exploration (“Lancaster BVI”)	US Dollar	80%
Maginito Limited (“Maginito”)	US Dollar	75.5%
Lancaster Exploration Limited (“Lancaster Malawi”)	Malawi Kwacha	80%

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

(d) Non-controlling interest

Non-controlling interest in the net assets of the consolidated subsidiaries are identified separately from the Company’s equity. Non-controlling interest consists of the non-controlling interest at the date of the original acquisition plus the non-controlling interest share of changes in equity since the date of acquisition. The Company owns 80% and 75.5% of the respective common outstanding shares held by its subsidiaries, Lancaster BVI and Maginito. These condensed interim consolidated financial statements include 100% of the assets and liabilities related to Lancaster BVI, Lancaster Malawi and Maginito and include a non-controlling interest representing 20% of Lancaster BVI, 20% of Lancaster Malawi and 24.5% of Maginito’s assets and liabilities not owned by the Company.

(e) Use of estimates and judgments

The preparation of the condensed interim consolidated financial statements are in conformity with IFRS which 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 reserves assigned are classified as exploration and evaluation expenses and are recognized in the condensed interim consolidated statement of comprehensive loss. The decision to start capitalization of expenditure to property and equipment is subject to management’s judgement regarding the project’s commercial viability and technical feasibility. As at June 30, 2018, management has determined that the Company has not yet reached the development and production stage.

MKANGO RESOURCES LTD

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Reported in US dollars unless indicated otherwise)

3. BASIS OF PRESENTATION (continued)

(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 8(b))

The Company uses the Black-Scholes 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. The Company uses a discount rate to determine the fair value of deferred consulting fees on initial recognition. The discount rate is based on an estimated market rate for the Company to obtain similar unsecured financing from a third-party lender.

(iii) Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

(f) New IFRS pronouncements not yet implemented

The following IFRS pronouncements have been issued by the IASB as at December 31, 2017 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 financial statements.

(i) IFRS 16 leases (New)

IFRS 16, "Leases", issued on January 13, 2016 by the IASB replaces IAS 17 Leases. The new standard introduces a single recognition and measurement model for leases, which would require the recognition of assets and liabilities for most leases with a term of more than twelve months. The new standard is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted for entities that apply IFRS 15 "Revenue from Contracts with Customers" at or before the initial adoption date of January 1, 2018. The Company expects no material impact on the consolidated statement of comprehensive loss or the consolidated statement of financial position and the Company will add the required note disclosure.

The Company adopted new IFRSs and interpretations as of January 1, 2018, as noted below:

(ii) IFRS 15, "Revenue from contracts with customers"

As required, the Company adopted IFRS 15 as of January 1, 2018. IFRS 15 replaces existing standards and interpretations on revenue recognition. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The standard outlines a single comprehensive model for revenue recognition arising from contracts with customers.

MKANGO RESOURCES LTD

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Reported in US dollars unless indicated otherwise)

3. BASIS OF PRESENTATION (continued)

IFRS 15 requires that revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services.

This is achieved by applying the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation.

Impact of the application of IFRS 15

The Company completed an assessment of the impact of IFRS 15. As the Company is not generating any revenues, this standard has no impact on the consolidated financial statements.

(iii) IFRS 9, "Financial instruments"

As required, the Company adopted IFRS 9 as of January 1, 2018. IFRS 9 replaces IAS 39 "Financial Instruments: Recognition and Measurement". The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. IFRS 9 includes revised guidance on the classification and measurement of financial assets, including impairment and a new general hedge accounting model.

Under IFRS 9, financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains three primary measurement categories for financial assets: measured at amortized cost, fair value through profit and loss ("FVTPL"), and fair value through other comprehensive income ("FVTOCI"), the Company's current financial assets are measured at amortized cost or FVTPL.

IFRS 9 will apply to the financial instruments of the Company as follows:

• Cash and cash equivalents	FVTPL
• Deposits	Amortized cost
• Amounts receivable	Amortized cost
• Accounts payable and accrued liabilities	Amortized cost
• Due to related party	Amortized cost

Under IFRS 9, the loss allowance for trade receivables must be calculated using the expected lifetime credit loss model and recorded at the time of initial recognition.

Impact of the application of IFRS 9

The Company completed an assessment of the impact of IFRS 9 on its financial statements and determined that there was no material effect on the carrying value of its financial instruments related to this new requirement and no reclassification was required in the transition to IFRS 9.

4. SIGNIFICANT ACCOUNTING POLICIES

These condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2017. Details outlining the Company's accounting policies are contained in the notes to the financial statements for the year ended December 31, 2017.

5. PROPERTY AND EQUIPMENT

	Cost	Accumulated Depreciation	Net Book Value
Balance at December 31, 2016	\$ 44,789	\$ (16,278)	\$ 28,511
Depreciation	-	(11,154)	(11,154)
Balance at December 31, 2017	\$ 44,789	\$ (27,432)	\$ 17,357
Additions	83,908	-	83,908
Depreciation	-	(9,534)	(9,534)
Balance at June 30, 2018	\$ 128,697	\$ (36,966)	\$ 91,731

MKANGO RESOURCES LTD

Notes to the Condensed Interim Consolidated Financial Statements

For the three and six months ended June 30, 2018 and 2017

(Reported in US dollars unless indicated otherwise)

6. RELATED PARTY TRANSACTIONS AND BALANCES

- 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 six months ended June 30, 2018, the Company had incurred costs of \$45,352 (June 30, 2017 - \$19,140) for administrative services. As of June 30, 2018 the Company has an outstanding payable to Leo Mining in the amount of \$6,123 (June 30, 2017 - \$15,332). 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) Talaxis is considered an insider as it holds more than 10% of the shares of the Company. Transactions and balances with Talaxis are disclosed throughout the consolidated financial statements.
- c) The Company incurred costs of \$231,430 (June 30, 2017 - \$135,808) for key management and director fees and related costs for the six months ended June 30, 2018. Included in current liabilities due to related parties at June 30, 2018 was a credit of \$1,586 (June 30, 2017 - \$1,576). The current liabilities due to related parties are unsecured, due on demand and non-interest bearing.
- d) On April 25, 2018, the Board of Directors resolved that three of the directors will be entitled to a payment of \$16,000 per year while the Chairman of the Board is entitled to a payment of \$40,000 per year, beginning on January 24, 2018. The compensation will be paid quarterly. Included in current liabilities due to related parties at June 30, 2018 was a payable of \$22,000 (June 30, 2017 - \$nil).
- e) On May 12, 2016, the Company entered into new consulting agreements (the "Consulting Agreements") with its Chief Executive Officer and President (the "Executive Directors") whereby a total of £145,619 (\$192,348), comprising deferred consulting fees payable to the Executive Directors were accrued between March 2015 and May 12, 2016. Additional consulting fees were accrued from May 12, 2016 until July 31, 2017, which increased the accrual by £210,000 (\$289,332). On March 2, 2018, £177,810 (\$212,764) was paid to the Executive Directors. Under the terms of the Consulting Agreements, these deferred consulting fees in addition to the balance of unpaid and accrued consulting fees subsequent to May 12, 2016 (£211,000 (\$247,594)) remain as an outstanding liability.

The Company recorded a gain on deferral of related party consulting fees at the time of the initial deferral and upon deferral of each monthly amount. Accretion is recorded at an effective interest rate of 20% of the consulting fees payable under the Agreement. The following table provides a reconciliation of amounts reflected in the condensed interim consolidated financial statements for the six months ended June 30, 2018:

		June 30, 2018	December 31, 2017
Balance, beginning of year		\$ 448,380	\$ 243,097
Consulting fees deferred (paid) during the year	6 (e)	(244,969)	125,989
Gain on deferral of consulting fees		-	(20,307)
Accretion		30,871	68,271
Foreign exchange loss		13,312	31,330
Balance, end of year		\$ 247,594	\$ 448,380
Due to related parties with common directors	6 (a)	6,123	12,686
Due to key management and directors	6 (c) (d)	20,414	17,743
Total due to related parties		\$ 274,131	\$ 478,809

MKANGO RESOURCES LTD

Notes to the Condensed Interim Consolidated Financial Statements

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(Reported in US dollars unless indicated otherwise)

7. GRANT RECEIVED IN ADVANCE

Grant received in advance is comprised of grant funds, which have been received but not yet spent. The Company, through its wholly owned subsidiary, Lancaster BVI, is the recipient of a grant from the HiTech AlkCarb research program (the "Grant Program") led by the Camborne School of Mines, University of Exeter and funded under the European Union's Horizon 2020 Research and Innovation. Under the Grant Program, the Company will receive up to €150,000 (\$202,725). During 2016, the Company received an initial advance of €42,611 (\$47,992). Expenses associated with building exploration expertise in hi-tech raw materials, improving and developing interpretation of geophysical and down-hole data ("Qualifying Expenditures") will qualify for use of the grant funding. On February 6, 2018, Lancaster BVI received another €49,589 (\$65,502). As of June 30, 2018, the Company has incurred \$49,631 in Qualifying Expenditures reducing the grant received in advance to \$63,863 (December 31, 2017 – \$3,528).

8. 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, at its discretion, declares from available funds.

On June 14, 2016, the Company completed a share consolidation of its common shares on the basis of one post-consolidated common share for every three pre-consolidated common shares. Unless otherwise noted, all references herein to number of shares, warrants or options; price per share, warrant or option; or weighted average shares, options or warrants outstanding have been adjusted to reflect the share consolidation on a retroactive basis.

	Ref	Number	Amount
Closing balance December 31, 2016		83,912,472	\$8,014,055
Placement – October 26, 2017	(ii)	14,285,715	661,176
Advisory shares – June 15, 2016 offering	(i)	666,666	27,030
Advisory warrants		-	(12,482)
Warrants exercised	(iii)	4,014,371	705,608
Share issue costs	(ii)	-	(51,728)
Closing balance December 31, 2017		102,879,224	\$9,343,659
Warrants exercised	(iii)	5,770,831	963,045
Closing balance June 30, 2018		108,650,055	\$10,306,704

- (i) As a requirement for the June 15, 2016 placement, the Company was required to issue an additional 666,666 common shares to the advisor for assisting with the placement, on June 15, 2017.
- (ii) On October 26, 2017, Mkango closed a placement, with Talaxis, a wholly owned subsidiary of Noble, whereby Talaxis invested \$661,176 (£500,000) in Mkango. Talaxis was issued 14,285,715 common shares of Mkango at 3.5 UK pence per common. As a result, Talaxis held an interest of 14.5% in Mkango. The Company paid cash finders' fees totalling \$33,687 (£25,000) and issued to Zenith Advisory Services Pty Ltd. 714,285 non-transferable finders' warrants exercisable at a price of 3.5 UK pence for one year from closing.

Share issue costs of \$51,728 were incurred.

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Notes to the Condensed Interim Consolidated Financial Statements

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(Reported in US dollars unless indicated otherwise)

8. SHARE CAPITAL (continued)

(iii) The following warrants were exercised for total cash consideration of \$529,971:

- On November 24, 2017, a total of 3,445,000 and 417,856 warrants were exercised at an exercise price of 6.6 UK pence ("UK") and 3.5 UK per common share, respectively, for total funds received of £241,995 (\$320,981) in relation to the June 15, 2016 warrants issuance.
- On December 14, 2017, a total of 151,515 warrants were exercised at an exercise price of 6.6 UK per common share for total funds received of £10,000 (\$13,335) in relation to the June 15, 2016 warrants issuance.
- On January 12, 2018, a total of 2,156,060 warrants were exercised at a price of 6.6 UK per common share for total funds received of £137,650 (\$186,140) in relation to the June 15, 2016 warrants issuance.
- On January 25, 2018, a total of 1,566,650 warrants were exercised at a price of 6.6 UK per common share for total funds received of £103,453 (\$139,798) in relation to the June 15, 2016 warrants issuance.
- On January 25, 2018, a total of 150,000 warrants were exercised at a price of C\$0.15 per common share for total funds received of C\$22,500 (\$18,060) in relation to the July 31, 2015 warrants issuance.
- On January 26, 2018, a total of 1,546,212 warrants were exercised at a price of 6.6 UK per common share for total funds received of £102,050 (\$144,793) in relation to the June 15, 2016 warrants issuance.
- On March 1, 2018, a total of 351,909 warrants were exercised at a price of C\$0.09 per common share for total funds received of C\$41,210 (\$41,181) in relation to the March 24, 2014 warrants issuance.

b) Derivative financial instruments

The exercise price of the share purchase warrants is fixed in Canadian dollars ("CAD") or Great British Pounds ("GBP") and the functional currency of the Company is the US dollar. 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 (CAD)	Weighted Average Exercise Price (GBP)	Weighted Average Years Remaining	Number of Warrants	Amount
Balance at December 31, 2016	\$0.39	£ 0.066	1.46	45,372,314	\$ 1,009,367
Warrants exercised	-	-	-	(3,596,515)	(364,385)
Foreign exchange effect	-	-	-	-	116,800
Fair value change at December 31, 2017	-	-	-	-	936,485
Balance at December 31, 2017	\$0.39	£ 0.066	1.27	41,775,799	\$1,698,267
Warrants exercised	-	-	-	(5,620,831)	(430,669)
Foreign exchange effect	-	-	-	-	50,177
Fair value change at June 30, 2018	-	-	-	-	118,118
Balance at June 30, 2018	\$0.39	£ 0.066	0.76	36,154,968	\$1,435,893

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 denominated in CAD:

	December 31, 2017 <i>Revaluation</i>	June 30, 2018 <i>Revaluation</i>
Risk free interest rate (%)	1.66 – 1.68%	1.25 – 1.66%
Expected volatility (%)	117 – 126%	104 – 130%
Share price (CAD)	\$0.11	\$0.14
Foreign exchange rate	1.25	1.31
Remaining life (years)	0.58 – 1.25	0.08 – 0.96

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8. SHARE CAPITAL (continued)

The following assumptions were used in arriving at the fair value estimate for the warrants denominated in GBP:

	December 31, 2017	June 30, 2018
	<i>Revaluation</i>	<i>Revaluation</i>
Risk free interest rate (%)	1.68%	1.77%
Expected volatility (%)	116%	126%
Share price (GBP)	£0.0725	£0.081
Foreign exchange rate	1.35	1.32
Remaining life (years)	1.45	0.96

9. NON-CONTROLLING INTEREST

As of the date of this report, Mkango beneficially owned 80% of Lancaster BVI and Talaxis owned a 20% non-controlling interest and holds 20% of the voting rights. Lancaster Malawi is a wholly owned subsidiary of Lancaster BVI. Therefore, Talaxis also owns a 20% non-controlling interest of Lancaster Malawi ("Consolidated Lancaster"). Lancaster BVI is incorporated in the British Virgin Islands. Lancaster Malawi is incorporated in Malawi.

Lancaster BVI

On January 19, 2018, Talaxis invested £2 million and on January 24, 2018, Talaxis invested a further £3 million in Consolidated Lancaster. The investments were pursuant to the agreement dated November 16, 2017, whereby, Talaxis is entitled to receive up to a 49% interest in Mkango's subsidiary, Consolidated Lancaster by investing an aggregate of £12 million in Consolidated Lancaster due in three tranches to complete the bankable feasibility study, with the final tranche of £7 million being subject to the completion of a definitive Joint Venture Agreement (the "JV Agreement") and Mkango publishing an updated National Instrument 43-101 compliant mineral resource estimate. On May 18, 2018, Mkango signed the Songwe Joint Venture Agreement, the Talaxis Investment Agreement and the Cooperation Deed (the "Definitive Agreements") in relation to the Talaxis Agreement. Following the completion of a bankable feasibility study, Talaxis will be granted the Option to acquire a further 26% interest in Consolidated Lancaster by arranging funding for development of the Songwe Hill project, which, based on the pre-feasibility study prepared by the MSA Group (Pty) Ltd dated December 1, 2015, would total US\$216 million. If the Option is exercised, Mkango will hold a 25% interest in Consolidated Lancaster, free carried until production.

The Company paid cash finders' fees totalling \$168,823 (£120,000) to Zenith Advisory Services Pty Ltd.

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9. NON-CONTROLLING INTEREST (continued)**The Talaxis non-controlling interest (“NCI”) is as follows:**

Talaxis NCI Ownership	
Lancaster BVI	20%

Consolidated Lancaster Financials as of June 30, 2018	
Net loss	\$2,425,228
Total loss attributable to non-controlling interest	(391,056)
Comprehensive loss	2,528,069
Total comprehensive loss attributable to non-controlling interest	(493,891)
Current assets	5,648,929
Non-current assets	91,731
Current liabilities	(390,552)
Non-current liabilities	(13,196,808)
Net assets	(7,846,700)
Cash flows used in operating activities	(1,548,624)
Cash flows used in investing activities	6,864,550
Cash flows from financing activities	(83,909)
Effect of exchange rate changes on cash	(487,268)
Net increase in cash	\$4,744,749

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9. NON-CONTROLLING INTEREST (continued)

Maginito

As of the date of this report, Mkango beneficially owns 75.5% of Maginito and Talaxis owns a 24.5% non-controlling interest and holds 24.5% of the voting rights. Maginito is incorporated in the British Virgin Islands.

On January 24, 2018, Talaxis invested £1 million to receive a 24.5% interest in Maginito Limited ("Maginito"), incorporated January 3, 2018 in BVI. Maginito will focus on downstream opportunities relating to the rare earths supply chain, in particular neodymium alloy powders, magnet and other technologies geared to accelerating growth in the electric vehicle market. The use of proceeds include expenditures under an agreement with Metalysis Limited ("Metalysis") focused on advanced alloys using neodymium or praseodymium with other elements for magnet development. Payment of an additional £1 million is conditional on completion of a definitive Investment Agreement in respect of Maginito and successful completion of the second phase of the research and development programme with Metalysis, upon which, Talaxis will hold a 49% interest in Maginito.

The Talaxis non-controlling interest ("NCI") is as follows:

Talaxis NCI Ownership	
Maginito	24.5%

Maginito Financials as of June 30, 2018	
Net loss	\$376,053
Total loss attributable to non-controlling interest	(71,461)
Comprehensive loss	396,728
Total comprehensive loss attributable to non-controlling interest	(92,136)
Current assets	1,044,610
Current liabilities	(1,186)
Net assets	1,043,423
Cash flows used in operating activities	(376,053)
Cash flows used in investing activities	1,419,477
Net increase in cash	\$1,043,424

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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 condensed interim consolidated financial statements of comprehensive 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, subscriptions receivable, accounts payable and accrued liabilities and current liabilities 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 (Note 8(b)). Non-current and current liabilities due to related parties that constitute a deferred payment are initially recorded at fair value, which is determined by discounting the liability using an applicable market rate (Note 6(e)).

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.

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 Euro, the British Pound and Malawian Kwacha. The Company raises its equity in the Canadian dollar and the British Pound, and then purchases United States dollar and Malawian Kwacha funds to settle liabilities, as required. The Company's exposure to foreign currency risk as at June 30, 2018 and 2017 is most significantly influenced by the following financial instruments denominated in foreign currencies (amounts shown in US dollars):

	As at June 30,	
	2018	2017
Cash and cash equivalents:		
Canadian dollars	\$ 40,215	\$ 160
United States dollars	9,570	655
Euro and UK Sterling	6,713,526	497,279
Malawi Kwacha	113,718	258
Warrants – derivative financial instruments	(1,435,893)	(1,271,560)
Due to related parties	(274,131)	(326,974)
	<u>\$ 5,167,005</u>	<u>\$ (1,100,182)</u>

A 5% reduction in the value of the Canadian dollar, Euro and British Pound in comparison to the United States dollar would cause a change in net loss of approximately \$344,000. A 5% change in the value of the Malawian Kwacha in relation to the United States dollar would not cause a material change in net 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;

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10. FINANCIAL INSTRUMENTS (continued)

- b) The Company will be forced to dispose of 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 June 30, 2018:

	Contractual Cash Flows	Less than 1 Year	Greater than 1 Year
Accounts payable and accrued liabilities	\$ 448,007	\$ 448,007	\$ -
Due to related parties	\$ 274,131	\$ 274,131	\$ -

Credit risk

The Company's principal financial assets are cash and cash equivalents and accounts receivable. 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.

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, originally, and has subsequently been renewed with the most recent renewal on January 21, 2017 for a further 2 years to January 21, 2019. The future spending commitments for the exploration rights with the Government of Malawi are 150,000,000 Kwacha over two years (foreign exchange rate as at June 30, 2018 – 719 MWK to 1 USD):

Exploration commitments, 2 years	\$ 208,623
Ground rent, 2 years	23,619
Total commitment, 2 years	\$ 232,242

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 square kilometres in Thambani, Mwanza District, Malawi. The license was issued by the Malawi Government on a three-year basis, originally, and was subsequently 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 square kilometres. The license has subsequently renewed for a further 2 years to September 8, 2019. The future spending commitments for exploration expenses with the Government of Malawi are 25,000,000 Kwacha over two years (foreign exchange rate as at June 30, 2018 – 719 MWK to 1 USD):

Exploration commitments, 2 years	\$ 34,770
Ground rent, 2 years	7,617
Total commitment, 2 years	\$ 42,387

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11. COMMITMENTS (continued)

On November 14, 2017, the Company was granted an additional exploration licence by the Malawi Minister of Natural Resources, Energy and Environment in respect of an area of 98.48 square kilometres in Chimimbe Hill, Mchinji district, Malawi. The license was originally issued by the Malawi Government on a three-year basis, and will be available for renewal every two years, thereafter. The future spending commitments for exploration expenses with the Government of Malawi are 75,000,000 Kwacha over three years (foreign exchange rate as at June 30, 2018 – 719 MWK to 1 USD):

Exploration commitments, 3 years	\$	104,312
Ground rent, 3 years		4,109
Total commitment, 3 years	\$	108,421

The Company is continuing to meet the terms and conditions of its three 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 an \$8,011,753 parent Company's shareholders' surplus, as at June 30, 2018. The operations of the Company for the next 12 months are currently being funded by the net proceeds of equity placements which closed on October 26, 2017 (Note 8), the £6 million of investment proceeds received from Talaxis by two subsidiaries, Lancaster BVI and Maginito, in January 2018, and from the proceeds received upon the exercise of warrants on November 24, 2017, December 14, 2017, January 12, 2018, January 25, 2018, January 26, 2018, March 1, 2018 (Note 8).

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.