

African Energy Metals Inc.

(formerly Central African Gold Inc.)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Nine months ended September 30, 2022 and 2021

(Expressed in United States Dollars, unless otherwise noted)

African Energy Metals Inc.
(formerly Central African Gold Inc.)
(the “Company”)

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Nine months ended September 30, 2022 and 2021

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

The management of African Energy Metals Inc. (formerly Central African Gold Inc.) is responsible for the preparation of the accompanying unaudited condensed consolidated interim financial statements. The unaudited condensed consolidated interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of condensed interim financial statements and are in accordance with IAS 34 - Interim Financial Reporting.

The Company’s auditor has not performed a review of these condensed consolidated interim financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity’s auditor.

November 18, 2022

African Energy Metals Inc. (formerly Central African Gold Inc.)
Condensed Consolidated Interim Statements of Financial Position
(Expressed in United States dollars unless otherwise noted - Unaudited)

	Note	September 30, 2022 (unaudited)	December 31, 2021 (audited)
ASSETS			
Current assets			
Cash and cash equivalents		\$ 3,926	\$ 165,020
Accounts receivable		6,440	27,143
Prepaid expenses	3	15,473	51,776
		25,839	243,939
Non-current assets			
Exploration and evaluation assets	4	\$ 353,632	\$ -
TOTAL ASSETS		\$ 379,471	\$ 243,939
LIABILITIES			
Current liabilities			
Trade payables and accrued liabilities	5	\$ 137,020	\$ 38,201
TOTAL LIABILITIES		137,020	38,201
SHAREHOLDERS' DEFICIENCY			
Share capital	6	19,540,178	19,097,123
Reserves	6	8,280,419	8,229,425
Shares to be issued	6	94,848	-
Accumulated other comprehensive loss		72,259	83,306
Deficit		(27,745,253)	(27,204,116)
SHAREHOLDERS' DEFICIENCY		242,451	205,738
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		\$ 379,471	\$ 243,939

Nature of operations and going concern (Note 1)

Subsequent Event (Note 10)

On behalf of the Board of Directors:

“Stephen Barley” Director _____

“Michael Townsend” Director _____

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

African Energy Metals Inc. (formerly Central African Gold Inc.)
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
(Expressed in United States dollars unless otherwise noted - Unaudited)

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Expenses				
Filing fees	\$ 7,259	\$ 13,090	\$ 22,960	\$ 28,435
Investor relations	349	95,412	66,889	95,412
Management fees	43,627	217,172	136,053	554,287
Consulting fees	24,128	-	101,549	-
Office expense	2,150	6,148	6,231	9,573
Professional fees	30,464	27,111	109,209	57,059
Project generation	(159)	87,850	18,223	107,366
Share-based payments	14,289	-	14,289	175,086
Travel and accommodation	50,562	110,428	68,422	225,481
Total expenses	(172,669)	(557,211)	(543,825)	(1,252,699)
Other expense				
Loss on foreign exchange	4,137	(1,442)	2,688	(4,092)
Net loss	(168,532)	(558,653)	(541,137)	(1,256,791)
Other comprehensive income (loss)				
Exchange difference on translation	(13,573)	44,806	(11,047)	21,871
Total comprehensive loss	\$ (182,105)	\$ (513,847)	\$ (552,184)	\$ (1,234,920)
Basic and diluted loss per share	\$ (0.00)	\$ (0.02)	\$ (0.01)	\$ (0.03)
Weighted average number of common shares outstanding	66,412,074	22,867,132	59,809,801	36,551,480

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

African Energy Metals Inc. (formerly Central African Gold Inc.)
Condensed Consolidated Interim Statements of Changes in Shareholders' Deficiency
(Expressed in United States dollars unless otherwise noted - Unaudited)

		Share Capital			Shares to	Accumulated		
	Notes	Number	Amount	Reserves	be issued	Comprehensive	Deficit	Total
						Income		
Balance at December 31, 2020		36,060,924	\$ 16,816,752	\$ 7,341,858	\$ -	\$ 6,117	\$ (26,479,604)	\$ (2,314,877)
Private placement		13,000,000	849,567	683,499	-	-	-	1,533,066
Shares issued for property purchased		5,330,000	1,038,743	-	-	-	-	1,038,743
Share issuance costs		-	(10,427)	(5,770)	-	-	-	(16,197)
Shares to be issued		-	-	-	7,849	-	-	7,849
Warrants exercised for cash		1,749,500	167,172	(27,670)	-	-	-	139,502
Share-based payments		-	-	176,269	-	-	-	176,269
Exchange difference on translation		-	-	-	-	21,871	-	21,871
Net loss		-	-	-	-	-	(1,256,791)	(1,256,791)
Balance at September 30, 2021		56,140,424	\$ 18,861,807	\$ 8,168,186	\$ 7,849	\$ 27,988	\$ (27,736,395)	\$ (670,565)
Balance at December 31, 2021		56,222,024	\$ 19,097,123	\$ 8,229,425	\$ -	\$ 83,306	\$ (27,204,116)	\$ 205,738
Private placement	6	6,000,000	194,601	37,363	-	-	-	231,964
Shares issued for property purchased	6	6,750,000	252,965	-	-	-	-	252,965
Share issuance costs		-	(4,498)	(658)	-	-	-	(5,156)
Shares to be issued	6	-	-	-	94,848	-	-	94,848
Share-based payments	6	-	-	14,289	-	-	-	14,289
Shares cancelled	6	(167)	(13)	-	-	-	-	(13)
Exchange difference on translation		-	-	-	-	(11,047)	-	(11,047)
Net loss		-	-	-	-	-	(541,137)	(541,137)
Balance at September 30, 2022		68,971,857	\$ 19,540,178	\$ 8,280,419	\$ 94,848	\$ 72,259	\$ (27,745,253)	\$ 242,451

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

African Energy Metals Inc. (formerly Central African Gold Inc.)
Condensed Consolidated Interim Statements of Cash Flows
(Expressed in United States dollars unless otherwise noted - Unaudited)

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Operating activities		
Net loss	\$ (541,137)	\$ (1,256,791)
Items not affecting cash		
Share-based payments	14,289	176,270
Share cancelled	(13)	-
Foreign exchange	2,654	14,777
Changes in non-cash working capital items:		
Accounts receivable	22,740	(17,597)
Prepaid expenses	40,189	(200,673)
Trade payables and accrued liabilities	95,952	363,710
Net cash outflow from operating activities	(365,326)	(920,304)
Investing activities		
Exploration and evaluation assets	(117,424)	-
Net cash outflow from investing activities	(117,424)	-
Financing activities		
Issuance of common shares, net of share issuance costs	226,808	1,313,328
Share subscription received	94,848	-
Warrants exercised for cash	-	139,502
Shares to be issued	-	7,849
Net cash inflow from financing activities	321,656	1,460,679
Decrease in cash and cash equivalents	(161,094)	540,375
Cash and cash equivalents, beginning of the period	165,020	25,223
Cash and cash equivalents, end of the period	\$ 3,926	\$ 565,598
Significant non-cash transactions:		
Issue of common shares for property	\$ 236,208	\$ 1,038,743

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

1. Nature of Operations and Going Concern

On March 27, 2007, African Energy Metals Inc. (formerly Central African Gold Inc.) (“the Company”), was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia). The Company’s registered office is located at 2900 – 550 Burrard Street, Vancouver, BC V6C 0A3. The Company commenced trading on the TSX Venture Exchange (“TSX-V”) under the symbol NMD.V on February 17, 2010. On August 25, 2020, the Company changed its name to Central African Gold Inc. and commenced trading on the TSX-V under the symbol CAGR effective August 26, 2020. On February 7, 2022, the Company changed its name to African Energy Metals Inc. and commenced trading on the TSX-V under the symbol CUCO.

On October 20, 2017, the Company acquired Katanga Cobalt Corp. (“Katanga”) pursuant to the terms of a previously executed amalgamation agreement between Bankers, Katanga and a subsidiary of Bankers (“Subco”), under which Subco amalgamated with Katanga. For accounting purposes this was considered a reverse takeover whereby Katanga was identified as the acquirer of the Company.

The Company’s principal activity is the acquisition and exploration of mineral properties.

These condensed consolidated interim financial statements have been prepared on a going concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future.

As at September 30, 2022, the Company had not yet achieved profitable operations. During the period ended September 30, 2022, the Company incurred net loss of \$541,137 (2021 – \$1,256,791) and had a cash outflow from operating activities of \$365,326 (2021 - \$920,304). As of September 30, 2022, the Company had a working capital deficit (current assets minus current liabilities) of \$111,181 (December 31, 2021 – \$205,738) and a cumulative deficit of \$27,745,253 (December 31, 2021 - \$27,204,116).

The Company’s continuing existence and its ability to discharge its liabilities and fulfill its commitments as they come due is dependent upon the ability of the Company to obtain equity and/or debt financing and the successful discovery of mineral resources that the Company can profitably commercialize. Management plans to continue exploring the Company’s mineral concessions in order to achieve a commercial discovery that will generate sustainable, long-term profitability and obtain additional financing, if needed. While the Company has been successful at securing financing in the past, there can be no assurance that it will be able to do so in the future. These material uncertainties cast significant doubt upon the Company’s ability to continue as a going concern. Furthermore, the novel coronavirus outbreak (“COVID-19”) was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and the Company’s business are not known at this time. These impacts could include an impact on the Company’s ability to obtain debt and equity financing to fund ongoing exploration and evaluation activities as well as its ability to explore and conduct business. These condensed consolidated interim financial statements do not include any adjustments to the amount and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

1. Nature of Operations and Going Concern (continued)

Our business, financial condition and results of operations may be negatively affected by economic and other consequences from Russia's military action against Ukraine and the sanctions imposed in response to that action.

In late February 2022, Russia launched a large-scale military attack on Ukraine. The invasion significantly amplified already existing geopolitical tensions among Russia, Ukraine, Europe, NATO and the West, including Canada. In response to the military action by Russia, various countries, including Canada, the United States, the United Kingdom and European Union issued broad-ranging economic sanctions against Russia. Such sanctions (and any future sanctions) and other actions against Russia may adversely impact, among other things, the Russian economy and various sectors of the economy, including but not limited to, financials, energy, metals and mining. Accordingly, the actions discussed above and the potential for a wider conflict could increase financial market volatility and cause severe negative effects on regional and global economic markets.

While we expect any direct impacts to our business to be limited, the indirect impacts on the economy and on the mining industry and other industries in general could negatively affect our business and may make it more difficult for us to raise equity or debt financing.

In addition, the impact of other current macroeconomic factors on our business, which may be exacerbated by the war in Ukraine – including inflation, supply chain constraints and geopolitical events – is uncertain.

2. Summary of Significant Accounting Policies and Basis of Preparation

These condensed consolidated interim financial statements were authorized for issue by the directors of the Company on November 18, 2022.

Statement of compliance with International Financial Reporting Standards

The condensed consolidated interim financial statements of the Company have been prepared in accordance with International Accounting Standards 34, "Interim Financial Reporting" ("IAS 34"), using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies and methods of computation applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements as at and for the year ended December 31, 2021.

Basis of preparation

These condensed consolidated interim financial statements of the Company have been prepared on a historical cost basis. These condensed consolidated interim financial statements are presented in United States dollars unless otherwise specified.

Basis of consolidation

The condensed consolidated interim financial statements of the Company as at September 30, 2022 include the accounts of its wholly owned subsidiary Bankers Cobalt Acquisition Corp. located in Canada.

2. Summary of Significant Accounting Policies and Basis of Preparation (continued)

All significant intercompany transactions and balances are eliminated on consolidation.

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

Recent Accounting Pronouncements

As of the date of authorization of these condensed consolidated interim financial statements, certain new standards and amendments to existing standards have been published by the IASB that are not yet effective and have not been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted in the Company's accounting policies for the first period beginning after the effective date of the pronouncement. New standards, interpretations and amendments are either not adopted or are not expected to have a material impact on the Company's condensed consolidated interim financial statements.

3. Prepaid Expenses

	September 30, 2022	December 31, 2021
Prepaid consulting fees	\$ 10,214	\$ 47,326
Prepaid listing fees	5,258	4,450
	\$ 15,473	\$ 51,776

4. Exploration and evaluation assets

Acquisition of interest in joint-venture with Liberty Mining:

On March 3, 2022, the Company entered into a definitive assignment agreement with Whiskey Cobalt Mining SASU ("WCM") to acquire 100% interest in an option agreement with Liberty Mining and Investments Sarl ("Liberty") to enter a 50/50 joint venture with Liberty. Liberty owns 100% of concession PE 8251 located in the Democratic Republic of the Congo ("DRC"). The Company paid \$70,000 cash advanced to Liberty and CDN\$65,000 to Lockwood Financial Ltd. The Company also issued 2,500,000 common shares to WCM and paid finder's fee of 250,000 common shares, with a fair value of CDN\$0.045 per share (Note 6).

Acquisition of interest in joint-venture with E29 Resources:

On June 20, 2022, the Company entered into a Rights assignment agreement with AuClair ECC SASU ("AuClair") to acquire 100% interest in a binding letter agreement with E29 Resources Sarl ("E29") regarding a 70/30 joint venture and option on concession PEPM 4582 located in the Manono region of the DRC. The Company issued 2,500,000 common shares to AuClair and 1,000,000 common shares to E29, with a fair value of CDN\$0.05 per share. The Company also issued 500,000 common shares as finders' fee with a fair value of CDN\$0.05 per share (Note 6).

4. Exploration and evaluation assets (continued)

The following table summarizes the exploration and evaluation assets at September 30, 2022:

	Joint-venture with Liberty Mining	Joint-venture with E29 Resources	Total Amount
Acquisition costs:			
Balance at December 31, 2021	\$ -	\$ -	-
Share consideration	90,288	145,920	236,208
Cash consideration	117,424	-	117,424
Balance, September 30, 2022	\$ 207,712	\$ 145,920	\$ 353,632

5. Trade Payables and Accrued Liabilities

	September 30, 2022	December 31, 2021
Trade payables	\$ 102,875	\$ 13,741
Accrued and other liabilities	34,145	24,460
Total	\$ 137,020	\$ 38,201

6. Share Capital and Reserves

Authorized share capital

An unlimited number of common shares without par value.

Issued share capital

At September 30, 2022, there were 68,971,857 (December 31, 2021 – 56,222,024) shares issued and outstanding.

Shares transactions during the nine-month ended September 30, 2022

In February 2022, 167 common shares were cancelled pursuant to shareholder forfeiture of common shares.

In June 2022, the Company completed a non-brokered private placement of 6,000,000 units at CDN \$0.05 per unit for aggregate proceeds of CDN \$300,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each warrant is exercisable into one common share at a price of CDN \$0.15 per share for a period of two years from the date of issue.

In July 2022, the Company issued 2,750,000 common shares to acquire interest in a 50/50 joint venture with Liberty (Note 4).

In August 2022, the Company issued 4,000,000 common shares to acquire interest in a 70/30 joint venture and option with E29 (Note 4).

In September 2022, the Company received \$94,848 (CDN \$130,000) for subscription of private placement shares closed on Oct 24, 2022 (Note 10).

6. Share Capital and Reserves (Continued)

Warrants

Warrant transactions for the period ended September 30, 2022:

	Warrants	Price (CDN\$)
Balance, December 31, 2021	16,919,265	0.16
Issued	3,000,000	0.15
Expired	(175,560)	0.10
Balance, September 30, 2022	19,743,705	0.16

Warrants outstanding at September 30, 2022 are as follows:

Outstanding Warrants	Exercise Price (CDN\$)	Expiry Date
9,984,375	0.10	July 17, 2023
500,000	0.25	January 6, 2023
6,249,997	0.15	September 17, 2023
9,333	0.15	September 17, 2024
3,000,000	0.15	June 24, 2024
19,743,705		

Stock Options

The Company adopted a stock option plan whereby the Board of Directors may grant employees, consultants, directors and officers share purchase options. The aggregate number of options reserved for issuance may not exceed 10% of the Company's issued and outstanding shares at the date of the grant. In any twelve-month period, the Company will not grant more than 2% of the issued and outstanding shares of the Company to any one consultant or any one individual performing investor relations activities. The options vest in stages over twelve months, with no more than one-quarter of the options vesting over any three-month period.

Stock option transactions for the period ended September 30, 2022:

	Stock Options	Price (CDN\$)
Balance, December 31, 2021	5,453,750	0.33
Granted	300,000	0.10
Cancelled	(400,000)	0.20
Balance, September 30, 2022	5,353,750	0.32

The Company granted 300,000 common share purchase options exercisable at CDN\$0.10 on September 28, 2022, with 3-year term and vested upon grant. These common share purchase options are valued at \$14,289 using Black-Scholes pricing model with the following assumptions: risk-free rate of 3.50%, volatility of 156.22%, dividends of \$Nil and expected life of 3 years.

6. Share Capital and Reserves (continued)

Stock Options (continued)

Stock options outstanding at September 30, 2022 are as follows:

Outstanding Options	Vested Options	Exercise Price (CDN\$)	Expiry Date
25,000	25,000	6.60	December 18, 2022
462,500	462,500	0.50	June 20, 2024
21,250	21,250	0.50	August 29, 2024
1,945,000	1,945,000	0.40	September 1, 2025
300,000	300,000	0.10	September 28, 2025
1,000,000	1,000,000	0.20	March 31, 2026
1,600,000	1,600,000	0.20	March 31, 2026
5,353,750	5,353,750		

7. Related Party Transactions

Related party transactions for the period ended September 30, 2022 and 2021 are as follows:

Period ended	September 30, 2022	September 30, 2021
Management fees accrued for or paid to companies controlled by officers of the Company	\$ 70,182	\$ 215,143
Share-based payments	-	158,643
	\$ 70,182	\$ 373,786

Amounts due to related parties are non-interest bearing, unsecured and due on demand.

8. Financial Risk and Capital Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. Management approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is summarized as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The cash is deposited in a bank account in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using a bank that is a high credit quality financial institution as determined by rating agencies.

8. Financial Risk and Capital Management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from financings and its holdings of cash.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements or through proceeds from loans. The Company's access to financing is uncertain. There can be no assurance of continued access to necessary levels of equity funding (*Note 1*). Management may require seeking additional sources of financing in the form of equity or debt financing in the future. These uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

Foreign exchange risk

Foreign currency risk is the risk that the fair values or future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency. The Company does not hedge its exposure to fluctuations in exchange rates.

The Company has operations in Canada, the DRC and in Namibia, which gives rise to the risk that its financial instruments may be adversely impacted by exchange rate fluctuations. The Company has expenditures in both the Canadian and the US dollar.

A significant change in the currency exchange rate between the Canadian dollar relative to the U.S. dollar could have an effect on the Company's results of operations, financial position or cash flows. The Company has not entered into foreign currency contracts to hedge its risk against foreign currency fluctuations.

A 10% change in the Canadian dollar to the U.S. dollar exchange rate would impact the Company's net loss by \$11,118.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

Capital Management

The Company's policy is, if permitted by market conditions, to maintain a strong capital base so as to support investor and creditor confidence and support future development of the business. The capital structure of the Company consists of equity, comprising share capital and reserves net of accumulated deficit. The Company is not subject to any externally imposed capital requirements.

8. Financial Risk and Capital Management (continued)

Fair value

The Company's financial instruments consist of cash, accounts receivable, prepaid expenses, trade payables and accrued liabilities. The fair value of cash approximates its carrying value due to its short-term maturity. The fair value of accounts receivable, prepaid expenses and trade payables and accrued liabilities may be less than the carrying value as a result of the Company's credit and liquidity risk.

IFRS establishes a fair value hierarchy that categorizes the inputs to valuation techniques used to measure fair value into three levels:

Level 1 – Quoted prices in active markets for the same instrument.

Level 2 – Valuation techniques for which significant inputs are based on observable market data.

Level 3 – Valuation techniques for which any significant input is not based on observable market data.

9. Segmented information

Geographic segments

All of the Company's assets are located in Canada and in Democratic Republic of Congo.

10. Subsequent events

On October 24, 2022, the Company closed the first tranche of its non-brokered private placement of 2,600,000 Units at a price of CAD \$0.05 per Unit for aggregate proceeds of CDN \$130,000. Each Unit consists of one common share of the Company and one-half of one common share purchase warrant (with two half warrants being a "Warrant"). Each Warrant entitles the holder to acquire one additional common share of the Company at a price of \$0.10 per share for a period of two years following the closing date. The proceeds will be used for due diligence on prospective projects and for general working capital purposes.