DIAMOND FIELDS RESOURCES INC.
Unaudited Condensed Consolidated Interim Financial Statements
For the second quarter and six-months period ended June 30, 2021

(All amounts are expressed in United States dollars, unless otherwise stated)

UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument NI 51-102 released by Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited condensed consolidated interim financial statements for the second quarter and six-months period ended June 30, 2021.

DIAMOND FIELDS RESOURCES INC.
Condensed consolidated statement of financial position
As at June 30, 2021 and December 31, 2020
(All amounts are expressed in U.S. dollars)

	Notes	(Unaudited) June 30, 2021	(Audited) December 31, 2020
		$	$
ASSETS			
Current			
Cash		**676,646**	234,937
Other receivables		**34,461**	23,846
Total current assets		**711,107**	258,783
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**301,824**	313,665
Derivative financial instruments	**11**	**1,119,854**	518,763
Borrowings	**12**	**1,006,137**	-
		2,427,815	832,428
SHAREHOLDERS' DEFICITS			
Share capital	**10**	**55,784,887**	55,784,887
Contributed surplus	**10**	**4,175,556**	4,175,556
Accumulated deficit		**(61,686,939)**	(60,543,876)
Accumulated other comprehensive income		**9,788**	9,788
Shareholders' deficits		**(1,716,708)**	(573,645)
Total shareholders' deficits and liabilities		**711,107**	258,783

"Sybrand Van Der Spuy"

Director

"Bertrand Boulle"

Director

The above condensed consolidated statement of financial position should be read in conjunction with the accompanying notes on pages 7 to 26.

DIAMOND FIELDS RESOURCES INC.
Condensed consolidated statement of profit or loss and other comprehensive income
For the second quarter and six-months period ended June 30, 2021
(All amounts are expressed in U.S. dollars)

		(Unaudited) Three-months period ended		(Unaudited) Six-months period ended	
		June 30, 2021	June 30, 2020	**June 30, 2021**	June 30, 2020
		$	$	**$**	$
CONTINUING OPERATION					
Operating expenses					
Exploration and evaluation expenses	**7**	**(209,327)**	(55,156)	**(273,306)**	(69,090)
General and administrative expenses	**8**	**(107,896)**	(129,314)	**(251,331)**	(322,464)
Share-based compensation	**10,14**	**-**	(3,214)	**-**	(6,732)
		(317,223)	(187,684)	**(524,637)**	(398,286)
Fair value movement on derivative instruments	**11**	**1,456,766**	(504,643)	**(577,126)**	142,731
Interest income		**-**	528	**-**	9,396
Interest expense	**12**	**(6,137)**	**-**	**(6,137)**	(56,107)
Foreign exchange loss		**(2,268)**	6,196	**(35,163)**	(204,585)
		1,448,361	(497,919)	**(618,426)**	(108,565)
Net profit/(loss) for the period		**1,131,138**	(685,603)	**(1,143,063)**	(506,851)
Other comprehensive income					
Items that may be reclassified to profit or loss					
Exchange differences on translation of foreign operations		**-**	2,449	**-**	5,715
Total comprehensive income for the period		**1,131,138**	(683,154)	**(1,143,063)**	(501,136)
Earnings/(loss) per share for profit/(loss) attributable to the ordinary equity holders of the Company:					
- Basic		**0.01**	(0.01)	**(0.02)**	(0.01)
- Diluted		**0.01**	(0.01)	**(0.02)**	(0.01)
Weighted average number of common shares outstanding					
- Basic		**68,895,662**	68,895,662	**68,895,662**	68,895,662
- Diluted		**84,712,329**	68,895,662	**84,712,329**	68,895,662

The above condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes on pages 7 to 26.

DIAMOND FIELDS RESOURCES INC.
Condensed consolidated statement of changes in equity
For the second quarter and six-months period ended June 30, 2021
(All amounts are expressed in U.S. dollars)

	Number of shares	Share capital $	Contributed surplus $	Accumulated deficit $	Accumulated other comprehensive income $	Total $
Balance at December 31, 2019	67,895,662	55,633,167	4,166,789	(59,865,214)	1,310	(63,948)
Share issue (net)	1,000,000	151,720	-	-	-	151,720
Translation adjustment	-	-	-	-	5,715	5,715
Share-based compensation	-	-	6,732	-	-	6,732
Loss for the period	-	-	-	(506,851)	-	(506,851)
Balance at June 30, 2020	**68,895,662**	**55,784,887**	**4,173,521**	**(60,372,065)**	**7,025**	**(406,632)**
Balance at December 31, 2020	68,895,662	55,784,887	4,175,556	(60,543,876)	9,788	(573,645)
Loss for the period	-	-	-	(1,143,063)	-	(1,143,063)
Balance at June 30, 2021	**68,895,662**	**55,784,887**	**4,175,556**	**(61,686,939)**	**9,788**	**(1,716,708)**

The above condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes on pages 7 to 26.

DIAMOND FIELDS RESOURCES INC.
Condensed consolidated statement of cash flows
For the second quarter and six-months period ended June 30, 2021
(All amounts are expressed in U.S. dollars)

	(Unaudited) Three-months period ended		(Unaudited) Six-months period ended	
	June 30, 2021	June 30, 2020	**June 30, 2021**	June 30, 2020
	$	$	**$**	$
Cash flows from operating activities				
Net profit/(loss) for the period	**1,131,138**	(685,603)	**(1,143,063)**	(506,851)
Adjustments for non-cash items:				
Foreign exchange (gain)/loss	**(7,884)**	3,047	**23,965**	(23,600)
Share-based compensation	**-**	3,214	**-**	6,732
Fair value movement on derivative instruments	**(1,456,766)**	504,643	**577,126**	(142,731)
Interest expense	**6,137**	-	**6,137**	56,107
	(327,375)	(174,699)	**(535,835)**	(610,343)
Changes in working capital:				
Decrease/(increase) in other receivables	**1,697**	8,920	**(10,615)**	3,255
(Decrease)/increase in accounts payable and accrued liabilities	**(104,318)**	24,349	**(11,841)**	(200,154)
Net cash used in operations	**(429,996)**	(141,430)	**(558,291)**	(807,242)
Cash flows from financing activities				
Proceeds from issue of shares (net)	-	-	-	151,720
Proceeds from loans (Note 12)	**1,000,000**	-	**1,000,000**	606,878
Servicing of loans	**-**	(662,985)	**-**	(662,985)
Net cash generated from/(used in) financing activities	**1,000,000**	(662,985)	**1,000,000**	95,613
Net increase/(decrease) in cash and cash equivalents	**570,004**	(804,415)	**441,709**	(711,629)
Cash and cash equivalents at beginning of the period	**106,642**	1,295,572	**234,937**	1,202,786
Cash and cash equivalents at end of the period	**676,646**	491,157	**676,646**	491,157

Note:
(i) The significant non-cash transactions for the period are as follows:

	(Unaudited) Three-months period ended		(Unaudited) Six-months period ended	
	June 30, 2021	June 30, 2020	**June 30, 2021**	June 30, 2020
	$	$	**$**	$
Currency translation and adjustment on net assets	**-**	-	**-**	5,715

The above condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes on pages 7 to 26.

1. CORPORATE INFORMATION

Diamond Fields Resources Inc.'s ("DFR" or the "Company") business activity is the exploration and evaluation of mineral properties in Namibia, Madagascar and worldwide. The Company was incorporated under the Canada Business Corporations Act on May 28, 2000, and has continued as a company under the Business Corporations Act of British Columbia. The Company is listed on the TSX Venture Exchange ("TSX-V"), having the symbol DFR, as a Tier 2 mining issuer and is in the process of exploring its mineral properties.

After the end of the reporting period, the Company executed definitive agreements to enter into certain transactions as disclosed under note 15. Trading of DFR shares on the stock exchange will be halted until further notice. On August 24, trading of DFR shares on the stock exchange was halted until further notice at the request of the Company to ensure a fair and orderly market. Upon closing, the transactions are expected to have a material impact on the Company's business as summarized below:

- DFR will have a controlling interest in one gold project and significant interests in other gold projects in West Africa;
- DFR will issue an aggregate of 88.7 million new common shares ("Shares") (and a further 3.5 million Shares if certain Moydow warrants ("Moydow Warrants") are exercised);
- New equity funding in DFR and Moydow totaling $ 2.75 million will be used to eliminate existing debt in DFR, fund exploration and for working capital purposes;
- There will be a new control person in addition to Mr. Jean-Raymond Boulle; and,
- There will be certain changes to the Board of Directors.

This report does not reflect the changes that are expected to occur in future periods.

The Company's ultimate controlling party is Jean-Raymond Boulle through his private investment company, Spirit Resources SARL ("Spirit").

The address of the Company's corporate office and principal place of business is Suite 2900, 550 Burrard Street, Vancouver, British Columbia V6C 0A3, Canada.

2. NATURE AND CONTINUANCE OF OPERATIONS

These condensed consolidated interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due.

As at June 30, 2021, the Company had an accumulated deficit of $61,686,939 (June 30, 2020: $60,372,065) and generated a net profit of $1,131,138 during the second quarter ended June 30, 2021 (June 30, 2020: net loss of $685,603). However, the Company incurred a net loss of $1,143,063 during the six-months period ended June 30, 2021 (June 30, 2020: net loss of $506,851).

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 leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds, but it has had a negative impact on the Company's operations in both Namibia and Madagascar.

2. NATURE AND CONTINUANCE OF OPERATIONS (CONTINUED)

To date, the Company has financed its activities through the issuance of equity securities and debt financing, primarily from significant shareholders of the Company. The Company expects to use similar financing techniques in the future and is pursuing such additional sources of financing as estimated to be required to sufficiently support its operations until such time that its operations become self-sustaining. Although there is no assurance that the Company will be successful in these actions, these consolidated financial statements do not give effect to potentially material adjustments that would be necessary should the Company be unable to continue as a going concern.

These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

3. STATEMENT OF COMPLIANCE

The condensed consolidated interim financial statements of the Company for the second quarter and six-months period ended June 30, 2021 are unaudited and have been prepared in accordance with IAS 34 'Interim Financial Reporting' as issued by the International Accounting Standards Board ("IASB") and do not include all notes of the type normally included in an annual financial report.

The condensed consolidated interim financial statements have been prepared using the same accounting policies as the audited consolidated financial statements for the year ended December 31, 2020 and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2020.

The financial statements were authorized for issue by the Board of directors on August 30, 2021.

4. BASIS OF MEASUREMENT

The condensed consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss, which have been measured at fair value, and other relevant financial assets and financial liabilities which have been stated at amortised cost. In addition, these condensed consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The condensed consolidated financial statements are presented in U.S. dollars ("USD"). The parent company's functional currency is the USD while the functional currency of the subsidiaries is the same as the respective local currencies of the countries in which they are based.

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's significant accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 6.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these condensed consolidated financial statements, unless otherwise indicated.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) Basis of consolidation

Subsidiaries

Subsidiaries are entities controlled by Diamond Fields Resources Inc. (the "Parent"). The financial statements of subsidiaries are included in the condensed consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Parent.

Transactions eliminated on consolidation

Inter-company balances, transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the condensed consolidated financial statements.

The condensed consolidated financial statements include the accounts of the Parent and its subsidiaries.

(b) Foreign currencies

Transactions and balances

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency of the entity at the exchange rate in effect at the statement of financial position date and non-monetary assets and liabilities at the exchange rates in effect at the time of the transactions. Revenues and expenses denominated in foreign currencies are translated at rates approximating the exchange rates in effect at the time of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of profit or loss and other comprehensive income.

Subsidiaries

The results and financial position of all the subsidiaries (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the functional currency of the parent are translated into United States dollars as follows:

(a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
(b) income and expenses for each statement of profit or loss and other comprehensive income are translated at exchange rates approximating the exchange rates in effect at the time of the transactions; and
(c) all resulting exchange differences are recognized within other comprehensive income/(loss). When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are recognized in the statement of profit or loss and other comprehensive income as part of the gain or loss on sale.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(c) Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with financial institutions and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and subject to an insignificant risk of change in value.

(d) Financial instruments

<u>Financial Assets</u>

The Company will classify financial assets at amortized cost, fair value through other comprehensive income or fair value through profit or loss, based on its business model for managing the financial assets and the financial assets' contractual cash flow characteristics. The three categories are defined as follows:

i) *Amortized cost*

A financial asset is measured at amortized cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) *Fair value through other comprehensive income*

Financial assets are classified and measured at fair value through other comprehensive income if they are held in a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.

iii) *Fair value through profit or loss*

Any financial assets that are not held in one of the two business models mentioned above are measured at fair value through profit or loss.

When, and only when, the Company changes its business model for managing financial assets it must reclassify all affected financial assets. The Company's financial assets comprised cash and other receivables, which are all measured at amortized cost.

<u>Impairment of Financial Assets</u>

The Company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortized cost and fair value through other comprehensive income. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For receivables, the Company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) Financial instruments (continued)

Financial Liabilities

Financial liabilities are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expired. The Company has the following financial liabilities: accounts payable, accrued liabilities, loans payable, and derivative liabilities. Accounts payable, accrued liabilities and loans payable are recognised initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest rate method.

This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

Derivative Financial Instruments

The Company may issue share purchase warrants and conversion options on convertible debentures or as part of units that have an exercise price denominated in a currency that is different to the functional currency of the Company, thus causing them to be classified as derivative liabilities. These instruments are measured at fair value through profit or loss through the application of an appropriate valuation model.

(e) Mineral properties

The Company's properties are all currently in the Exploration and Evaluation ("E&E") stage. Acquisition and E&E expenditures incurred prior to the date of a positive economic analysis on the property are expensed as incurred. Direct costs incurred for the development of mineral properties, net of cost recoveries, are capitalized once the technical feasibility and commercial viability of extracting the mineral resource has been determined. On the commencement of commercial production, the net capitalized costs are charged to operations on a unit-of-production basis, by property, using the estimated proven and probable reserves as the depletion base.

Impairment of Non-Financial Assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Mineral properties (continued)

Impairment of Non-Financial Assets (continued)

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(f) Share-based compensation

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of profit or loss and other comprehensive income over the vesting period described as the period during which all the vesting conditions are to be satisfied. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these market performance vesting conditions are satisfied.

The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of profit or loss and other comprehensive income over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the statement of profit or loss and other comprehensive income, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based compensation cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Equity-settled share-based compensation are reflected in contributed surplus, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital, adjusted for any consideration paid.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Share-based compensation (continued)

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

(g) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

(h) Earnings/(loss) per share

Basic earnings/(loss) per share is computed by dividing the net profit/(loss) for the year attributable to the ordinary equity holders of the Company by the weighted average number of common shares outstanding for the relevant year.

Diluted earnings/(loss) per common share is computed by dividing the net profit/(loss) for the year attributable to the ordinary equity holders of the Company by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Provisions

Rehabilitation Provisions

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The nature of the rehabilitation activities may include restoration, reclamation and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related properties. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur. The Company does not have any rehabilitation provisions for the years presented.

(j) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and stock options are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(k) Revenue

Sales of mineral products are recognized when control passes to the customer, the price can be measured reliably and collectability is reasonably assured. Revenue is measured at the fair value of the consideration received, excluding discounts and rebates. Revenue from minerals sales is credited against mineral property costs when generated from pre-commercial production; and to operations when generated from commercial production or if there are no capitalized mineral property costs.

(l) Application of new and revised International Financial Reporting Standards (IFRSs)

In the current year, the Group has applied all new and revised Standards and Interpretations issued by the International Accounting Standards Board (''IASB'') and the International Financial Reporting Interpretations Committee (IFRIC) of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 January 2021.

5. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) Application of new and revised International Financial Reporting Standards (IFRSs) (continued)

New standards, interpretations and amendments that are effective for the current year

There are a number of amendments to accounting standards that become applicable for annual reporting periods commencing on or after 1 January 2021 and the Group considers that their application does not have any significant impact on the amounts reported for the current and prior periods but may affect the accounting treatment for future transactions or arrangements.

- Covid-19-related Rent Concessions – Amendments to IFRS 16
- Interest Rate Benchmark Reform – Phase 2 – Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.

Where relevant, the Group is still evaluating the effect of Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its condensed consolidated interim financial statements.

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the reporting date and the reported amounts of income and expenses during the period. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical judgements in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed consolidated financial statements within the next financial year are discussed below:

(i) Share-based compensation transactions

The Company measures the cost of equity-settled transactions with employees and other parties by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 10.

(All amounts are expressed in U.S. dollars)

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(ii) Derivative financial instruments

The Company has determined that its functional currency is the US dollar and had issued non-broker warrants in a currency other than its functional currency. The Company measures the cost of the derivative financial instruments by reference to the fair value of the instruments at the date at which they are granted and revalues them at each reporting date.

Estimating fair value for non-broker warrant transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the warrant, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating the fair value of the derivative financial instruments transactions are disclosed in Note 11.

(iii) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

7. EXPLORATION AND EVALUATION EXPENSES

	Three-months period ended June 30, 2021	Three-months period ended June 30, 2020	**Six-months period ended June 30, 2021**	Six-months period ended June 30, 2020
	$	$	**$**	$
Namibian diamond project	**9,053**	11,995	**20,947**	25,929
Beravina zircon project	**2,938**	10,045	**8,488**	10,045
Other projects and new prospects	**197,336**	33,116	**243,871**	33,116
	209,327	55,156	**273,306**	69,090

Exploration and evaluation expenses by nature of expenditure are summarized below:

	Three-months period ended June 30, 2021	Three-months period ended June 30, 2020	**Six-months period ended June 30, 2021**	Six-months period ended June 30, 2020
	$	$	**$**	$
Consulting	**208,363**	48,781	**268,049**	62,422
Sample testing	**-**	1,049	**-**	1,049
Licences & other expenses	**964**	5,326	**5,257**	5,619
	209,327	55,156	**273,306**	69,090

7. EXPLORATION AND EVALUATION EXPENSES (CONTINUED)

Namibian Diamond project

The Company holds a 100% interest in two diamond mining licenses through its subsidiary Diamond Fields Namibia (Pty) Ltd. ("DFN"), and a 70% interest in one diamond mining license through its subsidiary Namibian Diamond Company (Pty) Ltd., off the coast of Namibia.

On November 17, 2017, the Company entered into an agreement with International Mining and Dredging Holdings Proprietary Limited ("IMDH") and its partner, Namibian Underwater Technology And Mining (Pty) Ltd. ("NUTAM"), whereby NUTAM will have an exclusive right to mine the ML111 property. As consideration for the right to mine, NUTAM will pay DFN a sliding royalty based on production from the property. As no mining activity took place, no income was received during the six-months period ended June 30, 2021 (June 30, 2020: nil).

Madagascar Zircon project

The Company's subsidiary, Kimberley Overseas, owns Action Mining Ltd., a Mauritius company which fully owns Compagnie Générale des Mines de Madagascar ("CGMM"). CGMM owns 100% of the mining license (*Permis d'Exploitation* PE8096) for the Beravina zircon deposit in Madagascar.

On May 16, 2019, the Company entered into a cooperation agreement (the "Cooperation Agreement") with TMH Acquisition Co. ("TMH"), a special purpose vehicle established by Denham Mining Fund LP, to advance the Company's Beravina project (the "Project") in Madagascar.

Pursuant to the terms of the Cooperation Agreement, TMH will make an immediate payment of $250,000 (received) to the Company and fund the next stage of exploration and development work on Beravina (the "Work Program"), which is expected to cost approximately $500,000 and to be completed within seven months from the date of entering into the Cooperation Agreement (the "Evaluation Period"). TMH has the right to extend the Evaluation Period by a further three months if it has incurred expenditures of $500,000 and made a further payment of $250,000.

TMH submitted a planned drill program comprising of 14 drill holes as part of the 2019 Work Program. The Company obtained approval for the drilling program from the Ministry of Mines and Strategic Resources and approval for its Environmental Impact Assessment ("EIA"). EIA approval was only provided on October 29, 2019, which resulted in a delay in implementation of planned drilling to early November 2019. As the delay was not anticipated by the Company or TMH, the Company granted an extension to the Evaluation Period (which was originally envisaged as being 7 months from 16 May 2019) without financial penalty, to May 31, 2020.

On June 26, 2020, the Company announced an amendment to the Cooperation Agreement (the "Amended Agreement") which requires the Company to undertake the next phase of work, which involves a high-resolution magnetic drone survey, the development of digital elevation models and limited groundwork ("Phase 1") with the aim of locating potential new mineral deposits and extensions to the existing deposit. If successful, the Company will then engage in a drilling campaign on the Project ("Phase 2") to be completed by 30 November 2020. The Company has committed to spend between US$250,000 and US$350,000 in connection with such activities, subject to ongoing positive results. The Amended Agreement extends the time available for TMH to exercise its option to acquire the Project (which may be extended a further three (3) months through an advance payment (on the Option exercise price) of US$250,000) until December 31, 2020.

7. EXPLORATION AND EVALUATION EXPENSES (CONTINUED)

Madagascar Zircon project (continued)

On September 29, 2020, due to ongoing travel and operational restrictions resulting from the COVID-19 pandemic, the Company announced it has agreed a further eight month extension to the Cooperation Agreement, such that the deadline for the Company to complete Phase 1 and commence Phase 2 has been extended to May 31, 2021, and, consequently the deadline for completion of Phase 2 has been extended to July 31, 2021, and the time available for TMH to exercise its option to acquire the Project has been extended to August 31, 2021. The Company is in discussions with TMH about a further extension to the deadlines for commencement and completion of both Phase 1 and Phase 2 delayed due to continuing uncertainty about the outlook for Covid-19 restrictions in Madagascar which has been a complicating factor for both parties.

TMH will have the option (the "Option") to buy 100% of the Project in consideration of a payment of $2,000,000 and the grant of a nine percent royalty from future sales, subject to certain minimum deductions. Pursuant to the Amended Agreement, upon exercising the Option TMH must also reimburse the Company for the amount of expenditures incurred by the Company in connection with Phase 1 and Phase 2 of the Amended Agreement. Upon exercise of the Option, TMH is required to place the Project into production by no later than 30 June 2023 (the "Project Long-Stop Date"), subject to certain extensions for events of force majeure, such as permitting delays, but no longer than 30 June 2025. Should the project not be placed into production by the Project Long-Stop Date, then TMH is required to make advance royalty payments to the Company, as follows:

A. $500,000 on the Project Long-Stop Date;
B. $500,000 six months after the Project Long-Stop Date; and,
C. $500,000 on every anniversary of the Project Long-Stop Date thereafter.

If TMH fails to make an advance royalty payment when due, then the Company shall have the right to reacquire the Project in consideration of 50% of any advance royalty payments made by TMH.

Atlantis II Red Sea project

The Company entered into a joint venture agreement with Manafa International Trade Company ("Manafa") of Saudi Arabia dated August 3, 2008 (the "JVA"). Manafa holds an interest in an exclusive thirty-year mining license extending over the Atlantis II Deeps. Pursuant to the terms of the JVA, DFR and Manafa agreed that this license would be transferred into a joint venture company ("JVC") owned 50.1% by DFR and 49.9% by Manafa. However, development of the project has been on hold since April 2013 following a dispute with Manafa over contractual terms. As a result, the license held by Manafa has not been transferred to joint ownership as no JVC has been constituted. The Company does not currently hold any interest in Manafa or the Atlantis II license and cannot ascertain whether the licence is in good standing. The Company continues to explore avenues to resolve the dispute.

The Company has evaluated this arrangement under the criteria within IFRS 11, Joint Arrangements, and has concluded that the arrangement is not jointly controlled. As at June 30, 2021, there are no assets or liabilities which are subject to this agreement aside from the license itself.

The Company continues to assert its rights to the project.

(All amounts are expressed in U.S. dollars)

7. EXPLORATION AND EVALUATION EXPENSES (CONTINUED)

Other projects and prospects

During its normal course of business, the Company engages with different parties as authorities to seek business opportunities on an ongoing basis. At the reporting date, there was no other project which had reached a stage which would be considered as material for disclosure. After the end of the reporting period, the Company entered into definitive agreements which may lead to the acquisition of certain projects as disclosed under note 15.

8. GENERAL AND ADMINISTRATIVE EXPENSES

	Three-months period ended June 30, 2021	Three-months period ended June 30, 2020	**Six-months period ended June 30, 2021**	Six-months period ended June 30, 2020
	$	$	**$**	$
Directors and secretary fees	**65,625**	65,625	**131,250**	131,250
Consultancy and professional fees	**1,909**	34,615	**47,183**	105,348
Audit and tax fees	**14,416**	11,003	**14,416**	11,364
Regulatory	**190**	354	**5,527**	6,515
Insurance	**4,730**	-	**9,461**	12,225
Investor relation	**13,834**	10,122	**25,225**	23,914
Office and other expenses	**7,192**	7,595	**18,269**	31,848
	107,896	129,314	**251,331**	322,464

9. INCOME TAXES

Income tax expense is recognized based on management's best estimate of the weighted average annual income tax rate for the full financial year applied to the pre-tax income of the interim period.

At June 30, 2021, no deferred tax assets were recognised in respect of tax losses as it was uncertain at that point in time whether taxable profits would be available in the future against which tax losses may be utilised.

10. SHARE CAPITAL

(i) Authorized share capital

The authorized capital stock of the Company comprises an unlimited number of common shares without par value.

(All amounts are expressed in U.S. dollars)

10. SHARE CAPITAL (CONTINUED)

(ii) Issued and outstanding share capital

As at December 31, 2019, the Company had 67,895,662 issued and outstanding shares. On February 13, 2020, the Company announced the completion of a working capital financing through the issuance of 1,000,000 common shares at a price of C$0.20 per share for gross proceeds of C$200,000 (in addition to C$800,000 debt financing). The Company had a total of 68,895,662 issued and outstanding shares as at December 31, 2020 and June 30, 2021. After the end of the reporting period, the Company entered into definitive agreements for certain transactions which, following closure, would cause material changes in the share capital and ownership structure of the Company (See note 15).

(iii) Stock Options

The Company has adopted a fixed, less than 10% stock option plan (the "Plan"), under which the maximum number of stock options issued cannot exceed 6,789,000. The stock options issued to directors and officers vest in stages and become exercisable as to one third immediately, one third one year upon grant and the balance two years upon grant. Any stock options granted to consultants performing investor relations activities, vest in stages over twelve months. The exercise period for any stock options granted under the Plan cannot exceed ten years. The exercise price of options granted under the Plan cannot be less than the "discounted market price" of the common shares (the market price less the maximum discount permitted by the TSX-V).

Outstanding and exercisable share options

The following is a summary of changes in options from June 30, 2020 to June 30, 2021:

			During the year/period			
Grant date	Expiry date	Opening balance	Granted	Exercised	Expired/ forfeited	Closing balance
At December 31, 2019 and 2020, and June 30, 2021		**5,150,000**	**-**	**-**	**-**	**5,150,000**

No stock options were granted or forfeited for the six-months ended June 30, 2021 (December 31, 2020: nil granted, nil expired and nil forfeited). Share-based compensation accounted during the period was $ nil (year ended December 31, 2020: $8,767; six months ended June 30, 2020: $6,732). As at June 30, 2021, the unrecognized share-based compensation expense was $ nil (December 31, 2020: $ nil; June 30, 2020: $2,035).

The following is a summary of options vested and outstanding at June 30, 2021:

Grant date	Expiry date	Exercise price (CAD)	Vested June 30, 2021	Outstanding at June 30, 2021
12/12/16	12/11/21	$0.145	2,962,800	2,962,800
02/05/18	02/04/23	$0.145	400,000	400,000
08/28/18	08/27/23	$0.145	1,787,200	1,787,200
At June 30, 2021			**5,150,000**	**5,150,000**

(All amounts are expressed in U.S. dollars)

10. SHARE CAPITAL (CONTINUED)

(iii) Stock Options (continued)

The weighted average exercise price of options outstanding as at June 30, 2021 and December 31, 2020 was CAD $0.145.

The fair value of options granted was determined using the Black-Scholes valuation model using the following weighted average assumptions:

- Expected volatility
- Risk-free interest rate
- Expected life (years)
- Dividend yield

(iv) Share purchase warrants

A summary of share purchase warrant activity and information concerning currently outstanding and exercisable warrants from December 31, 2019 to June 30, 2021 is as follows:

Grant date	Opening balance	During the year/period			Closing balance	Exercisable
		Granted	Exercised	Forfeited / expired		
At December 31, 2019	10,666,667	-	-	-	10,666,667	10,666,667
Movement during the year/period	-	-	-	-	-	-
At December 31, 2020 and June 30, 2021	**10,666,667**	**-**	**-**	**-**	**10,666,667**	**10,666,667**
Weighted average price CAD	$0.125	-	-	-	$0.125	$0.125

If not exercised, the warrants will expire on September 23, 2021, that is in 0.23 year following the period end.

After the end of the reporting period, an agreement has been signed with Spirit Resources SARL to exercise all the 10,666,667 warrants (See note 15).

Nature and purpose of equity

The reserves recorded in equity on the Company’s condensed consolidated statement of financial position include:

(a) “Contributed surplus” is used to recognize the value of share option grants prior to exercise.

(b) “Accumulated deficit” is used to record the Company’s change in deficit from year to year.

(c) “Accumulated other comprehensive income” includes foreign exchange losses/gains on translating subsidiaries with a functional currency different from that of the U.S dollar.

11. DERIVATIVE FINANCIAL INSTRUMENTS

The Company had issued warrants for financing purposes at various prices. As the warrants have an exercise price denominated in Canadian dollars, which is different to the functional currency of the Company (U.S. dollar), the share purchase warrants are treated as a derivative financial liability and the fair value movement during the year was recognized in the statement of profit or loss and other comprehensive income.

The change in fair value of the derivative financial liabilities measured using the Binomial valuation model is as follows:

	Warrants (Note 10) $
Balance, December 31, 2019	945,196
Movement in fair value	(437,482)
Movement in foreign exchange rates	11,049
Balance, December 31, 2020	518,763
Movement in fair value	577,126
Movement in foreign exchange rates	23,965
Balance, June 30, 2021	**1,119,854**

The fair value of the derivative financial instruments was determined using the Binomial valuation model using the weighted average assumptions outlined in the following table:

	Six-months period ended June 30, 2021	Year ended December 31, 2020	Six-months period ended June 30, 2020
Expected volatility	**38%**	116%	125%
Risk-free interest rate	**0.44%**	0.20%	0.25%
Expected life	**0.23 years**	0.73 years	1.23 years

After the end of the reporting period, an agreement has been signed with Spirit Resources SARL who will exercise all the 10,666,667 warrants (See note 15).

12. BORROWINGS

	June 30, 2021	December 31, 2020
	$	$
Opening balance	**-**	-
Loans received	**1,000,000**	606,878
Interest accrued	**6,137**	56,107
Repayments	**-**	(662,985)
Balance, June 30, 2021	**1,006,137**	**-**

(All amounts are expressed in U.S. dollars)

12. BORROWINGS (CONTINUED)

A summary of loans and their maturity profiles at June 30, 2021 and June 30, 2020 are as follows:

Loan received from	Principal amount	Balance at June 30,	Interest rate over duration	Issuance date	Maturity date
	$	$	%		
At June 30, 2021					
Spirit Resources SARL[1]	1,000,000	1,006,137	8%	April 30, 2021	April 29, 2022
At June 30, 2020					
Albert C Gourley Professional Corporation[2]	303,480	-	10%	January 29, 2020	December 31 or May 31, 2020
Spirit Resources SARL[2]	303,398	-	10%	February 5, 2020	December 31 or May 31, 2020

Notes:

1. On April 30, 2021, the Company entered into an agreement with its major shareholder, Spirit Resources SARL ("Spirit") pursuant to which Spirit made available an unsecured term loan of $1,000,000 (the "Loan") to the Company at an interest rate of 8% per annum. The Loan shall be used for general corporate purposes and shall be repayable in full on April 29, 2022 or earlier upon receipt of the proceeds of any debt, equity or other financing. The Company had drawn down the whole amount of US$1,000,000 available under the Agreement on June 2, 2021. After the end of the reporting period, the Company has entered into an agreement with Spirit whereby the loan will be fully repaid against the exercise of the warrants held by Spirit (see note 11 and 15).

2. The loans were repayable on December 31, 2020 or may be repaid earlier in the event that the Company and its subsidiaries complete an equity financing or otherwise receive funding, payments or income equal to C$1,000,000; or the Company's Namibian subsidiary receives authorization from the Bank of Namibia ("BON") to remit not less than $500,000 from Namibia. It received the authorization from BON and repaid the loans amounting to $606,878 together with interest amounting to $56,107 during the year ended December 31, 2020.

   Mr. Albert C Gourley is the chairman of the Company's Board of directors and he also controls Albert C Gourley Professional Corporation.

   Mr. Jean Raymond Boulle is the ultimate controlling party of the Company, holding his shares through Spirit Resources SARL.

   Following the authorization from BON and the remittance of part of the funds held to the Company's bank account in Canada, the loans have become payable early, and interest amounting to $56,107 has been recognized in the statement of profit or loss and other comprehensive income for the year ended December 31, 2020.

(All amounts are expressed in U.S. dollars)

13. SEGMENTED INFORMATION

At June 30, 2021, the Company operates in four main geographical locations as set below. Other operations comprise South Africa and British Virgin Islands. However, they do not constitute a separate reportable segment.

Assets by geographic locations for the six-months period ended June 30, 2021 and year ended December 31, 2020 were as follows:

As at June 30, 2021	Head Office	Namibia	Madagascar	Other	Total
	$	$	$	$	$
Total assets	684,101	13,734	11,256	2,016	711,107

As at December 31, 2020	Head Office	Namibia	Madagascar	Other	Total
	$	$	$	$	$
Total assets	195,762	51,119	9,594	2,308	258,783

14. RELATED PARTY TRANSACTIONS

In addition to the information disclosed under note 12 above, the Company recorded related party transactions in terms of compensation to key management personnel of the Company for the six-months periods ended June 30, 2021 and June 30, 2020, which are recorded in the following accounts in these condensed consolidated financial statements:

	Six-months period ended June 30, 2021	Six-months period ended June 30, 2020
	$	$
G&A – Jean Lindberg Charles, CFO and Secretary	**72,250**	77,250
G&A - Sybrand van der Spuy, President and CEO	**75,000**	75,000
G&A, E&E - Fasken Martineau LLP[1]	**220,381**	99,669
Total, excluding share-based compensation	**367,631**	251,919
Share-based compensation – Directors & Officers	**-**	6,732

G&A - denotes general and administrative expenses.
E&E - denotes evaluation and exploration expenses.

At June 30, 2021, a total of $219,309 (December 31, 2020 - $210,659) of fees and expenses were payable to related parties as follows:

	June 30, 2021	December 31, 2020
	$	$
Jean Lindberg Charles, CFO and Secretary	**10,375**	54,672
Sybrand van der Spuy, President and CEO	**25,000**	12,500
Fasken Martineau LLP[1]	**183,934**	143,487
	219,309	210,659

Note:

1. Fasken Martineau LLP[1] - Albert C Gourley, a Director of the Company, holds office as the Regional Managing Partner of Fasken Martineau LLP.

15. EVENTS AFTER THE REPORTING PERIOD

After the end of the reporting period the Company announced that it has entered into definitive agreements in respect of the acquisition by the Company of interests in Moydow Holdings Ltd. and certain of its subsidiaries (the "Transaction") (see DFR News Release dated August 25, 2021):

(i) Acquisition of West African Gold Assets

Moydow Holdings Ltd., a BVI company ("Moydow") acquired interests in a portfolio of gold assets in West Africa. Upon closing of the Transaction, DFR will control Moydow and take over Moydow's portfolio of assets. The Transaction is expected to constitute a Fundamental Acquisition under policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* of the TSX Venture Exchange (the "TSX-V").

The Transaction involves a combined restructuring of Moydow's shareholdings and a securities exchange with the current security holders of Moydow at the ratio of 16.46 DFR common shares for each Moydow common share (the "Exchange Ratio") and 8.93 DFR shares for each Moydow share option, so that DFR shall issue in aggregate 71,880,320 shares to the current security holders of Moydow as consideration for its stake in the Moydow's portfolio. Moreover Moydow has issued 210,000 share purchase warrants ("Moydow Warrants") to three Moydow shareholders (namely Brian Kiernan, Spirit and Pantherea Resources Plc, each owning 70,000 Moydow Warrants), which if exercised (before December 31, 2021), will convert into 3,456,600 shares. As a result of the Transaction, DFR will acquire:

- 80% interest in Moydow, which owns an option (until May 27, 2024) to acquire 100% of the Labola (Wuo Land) licence against further payment of US$ 1 million.

  At closing of the Transaction, DFR will be vested with an 80% effective interest in the project with Panthera Resources Plc ("PAT") holding a 20% carried interest. DFR will maintain its 80% interest on the condition that it invests US$18.0m in the Labola project by September 30, 2026. If DFR were to make no investments in Labola during the specified period, subject to the exercise by PAT of its buy back right (described below), its interest would decrease to no less than 60%. PAT shall have the right to acquire an additional 10% holding in Labola on the earlier of (i) 90 days following DFR completing an investment of $18m in Labola; or (ii) 30 September 2026, by making a payment to DFR of up to $7.2m, to be adjusted down based on DFR's actual investment in the Labola project during the specified period.

- 40% indirect interest in the Kalaka (Mali) licence which is intended to be operated by PAT which also holds 40% interest and the remaining 20% interest is held by a local company.

- 10% indirect interest in 3 Nigeria mining licences owned by 3 different companies, with PAT owning equally a 10% indirect interest, and the option (against certain payments) to jointly (DFR and PAT 50:50) own 65% of the Nigeria licences.

(ii) Founder Investments US$ 2.75 million (of which US$2.4 million at DFR holding level)

In connection with the Transaction, Brian Kiernan and Spirit have executed subscription agreements with DFR and otherwise agreed to invest a combined $2.75 million as part of the Transaction ("Founder Investments") as follows:

15. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

(ii) Founder Investments US$ 2.75 million (of which US$2.4 million at DFR holding level) (Continued)

(a) *Spirit Resources sarl*
Spirit Resources sarl will invest US$1,500,000 into DFR through the exercise of 10,666,667 existing warrants having an exercise price of Canadian 12.5 cents (C$1,333,334 or approximately US$1,063,264) and subscribe for 2,012,607 DFR common shares at a price of US$0.217 per share for US$436,736.

The proceeds will be used to settle the existing US$ 1 million loan facility from Spirit and interest arising thereon amounting to US$ 15,123. Upon closing, assuming exercise of all Moydow Warrants, Spirit will own 42.8% of DFR issued and outstanding common shares.

(b) *Brian Kiernan*
Brian Kiernan has agreed to exercise US$350,000 of his options in Moydow (the "Moydow Options") which will be exchanged for common shares of DFR at the Exchange Ratio on closing and to make a further investment of US$900,000 into DFR by way of a subscription for 4,147,465 common shares of DFR at a price per common share of US$0.217 conditional on the closing of the Transaction. The exercise of the Moydow Options and the subscription, together with a recent exercise of US$250,000 Moydow Options by Brian Kiernan, will result in an aggregate capital subscription of US$1.5m. Upon closing, assuming exercise of all Moydow Warrants, Brian Kiernan will own 37.5% of DFR's issued and outstanding common shares. As such, Brian Kiernan will be considered a *Control Person* under the TSXV rules.

Assuming completion of the Transaction, the Founder Investments and exercise of all Moydow warrants, the current shareholders of DFR will own 57.4% and the Moydow shareholders will own 42.6% of the DFR issued and outstanding common shares.

Management and Board

Following completion of the Transaction, Brian Kiernan will be appointed as a Non-Executive Director and Chairman of the Board, and Len Comerford and Carlo Baravalle will be appointed as Non-Executive Directors. Sybrand Van Der Spuy will continue as a Director and Chief Executive Officer and, Al Gourley, David Reading and Bertrand Boulle will continue serving as Non-Executive Directors of the Company. Jean Lindberg Charles will continue to serve as the Chief Financial Officer.

Closing and Halt Trading

It is anticipated that the Transaction will close during the first quarter of 2022 following such shareholder meeting as may be required by the TSX-V.

As a result of the ongoing process pertaining to the Transaction, trading of DFR shares on the stock exchange will remain halted until further notice.